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Return of Organization Exempt From Income Tax

2012

Open to Public
InspectionDepartment of the Treasury
Internal Revenue ServiceUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements

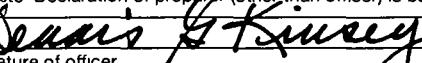
A For the 2012 calendar year, or tax year beginning		, 2012, and ending	
B Check if applicable	C Name of organization ARTESIA MAINSTREET, INC		D Employer identification number
<input type="checkbox"/> Address change	Doing Business As		85-0448090
<input type="checkbox"/> Name change	Number and street (or P O box if mail is not delivered to street address)		E Telephone number
<input type="checkbox"/> Initial return	PO BOX 1635		(575) 746-1117
<input type="checkbox"/> Terminated	City, town or post office, state, and ZIP code		
<input type="checkbox"/> Amended return	ARTESIA, NM 88211-1635		G Gross receipts \$
<input type="checkbox"/> Application pending	F Name and address of principal officer PEYTON YATES PO BOX 1020, ARTESIA, NM 88211-1020		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
I Tax-exempt status	<input checked="" type="checkbox"/> 501(c)(3)	<input type="checkbox"/> 501(c) () ► (insert no)	H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)
J Website:	H(c) Group exemption number ►		
K Form of organization	<input checked="" type="checkbox"/> Corporation	<input type="checkbox"/> Trust	<input type="checkbox"/> Association
	<input type="checkbox"/> Other	L Year of formation	1997
		M State of legal domicile	NM

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: RESTORATION AND PRESERVATION OF HISTORIC DOWNTOWN, STIMULATION OF ECONOMICALLY VIABLE BUSINESS ENVIRONMENT IN DOWNTOWN AREA, PROVIDING HISTORIC AND CULTURAL RESOURCES TO RESIDENTS AND VISITORS.			
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets			
3 Number of voting members of the governing body (Part VI, line 1a)	3	23		
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	23		
5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	2		
6 Total number of volunteers (estimate if necessary)	6	124		
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0		
b Net unrelated business taxable income from Form 990-T, line 34	7b	0		
2013 Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year	
	9 Program service revenue (Part VIII, line 2g)	166,903	430,946	
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,990	16,341	
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	3,663	71	
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	6,764	7,939	
		180,320	455,297	
	SCANNED NOV 26 Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	5,000	2,500
		14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
		15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	46,074	44,906
		16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
		b Total fundraising expenses (Part IX, column (D), line 25) ► 9,053		
		17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	209,018	181,318
18 Total expenses - Add lines 13-17 (must equal Part IX, column (A), line 25)		260,092	228,724	
19 Revenue less expenses Subtract line 18 from line 12		<79,772>	226,573	
Net Assets or Fund Balances		Beginning of Current Year	End of Year	
		20 Total assets (Part X, line 16)	5,002,191	5,327,584
		21 Total liabilities (Part X, line 26)	1,722	1,633
22 Net assets or fund balances Subtract line 21 from line 20		5,000,469	5,325,951	

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here			10/31/2013
	Signature of officer	Date	
	Dennis G. Kinsey, Treasurer		
	Type or print name and title		

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►	Firm's EIN ►			
	Firm's address ►	Phone no			

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2012)

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23

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission:

Artesia MainStreet, Inc. was organized to encourage, foster and stimulate the preservation and economic development of historic downtown Artesia, New Mexico

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code _____) (Expenses \$ 104,529 including grants of \$ 0) (Revenue \$ 0)

Downtown Artesia encompasses 40 city blocks and includes the "Derrick Floor" oilfield monument and the "Oil Patch Plaza", with its grounds and fountain, and 3 other bronze monuments that are part of the "History in Bronze" project. The 4 other bronze monuments in the "History in Bronze" project are located throughout the downtown area. Sallie Chisum is surrounded by brick pavers, a protective wall and bollards. Trail Boss has southwestern landscaping with numerous plantings and the Cattle Thief is located on a roundabout that includes landscaping and brickwork. All bronze sculptures require periodic waxing as well as occasional patina touch-ups. Brickwork and walls require high-pressure washes to clean.

Streetscape of Artesia's downtown includes approximately 250 trees and numerous other plants and planters. Heritage Walkway contains 7 fountains that depict the culture of Artesia. All are made of handmade ceramic tiles. The floor of the Heritage Walkway is made of colored, textured concrete and the area contains many shade trees and historic murals on the walls. The expense listed covers maintenance and repair, security, electricity and water, insurance and bronze care for these downtown improvements

4b (Code _____) (Expenses \$ 42,412 including grants of \$ 0) (Revenue \$ 13,400)

Out of great respect for the veterans and our country, Artesia MainStreet teamed up with the City of Artesia and local veterans to create a design that enhanced Artesia's Baish Veterans' Park. AMS installed the Freedom's Fire bronze sculpture, 50 flag holders and a Wall of Honor displaying names of veterans from Artesia - both current and historical. The Baish Veterans' Park is a place for remembrance, honor, reflection and communicates that the community of Artesia cherishes the sacrifices and dedication of all veterans. The Wall of Honor currently contains almost 1,000 names and can be expanded to include more should the need arise. Applicants for the Wall of Honor were required to provide proof of service to the military and were asked to pay an engraving fee of \$50 to \$75 per honoree

4c (Code _____) (Expenses \$ 30,687 including grants of \$ 0) (Revenue \$ 2,941)

Events held in Downtown Artesia in 2012 were the Annual Main Event Car Show and Cruise and Light Up Artesia. The Car Show is a three-day event featuring classic cars, great food, fireworks and entertainment. This event brought approximately 10,000 visitors to Downtown Artesia.

Light Up Artesia is held the first Thursday of December every year and is the official start to the holiday season in our downtown area. Artesia Main Street becomes a winter wonderland with thousands of lights in the trees. Santa Clause is escorted into the downtown area by our very own US Border Patrol, Winged Riders of Artesia and the Artesia Car Enthusiasts. Santa listens to holiday request, while businesses remain open late and offer great deals for Christmas shopping. Organizations and individuals set up outdoor booths downtown to sell hot foods and crafts

4d Other program services (Describe in Schedule O)

(Expenses \$ 20,805 including grants of \$ 2,500) (Revenue \$ 0)

4e Total program service expenses ► 198,433

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II

5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III

6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV

10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V

11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable

- a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI
- b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII
- c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII
- d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX
- e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X
- f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X

12 a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII

b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14 a Did the organization maintain an office, employees, or agents outside of the United States?

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV

17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

20 a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H

b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

	Yes	No
1	✓	
2	✓	
3		✓
4		✓
5		✓
6		✓
7		✓
8	✓	
9		✓
10		✓
11a	✓	
11b		✓
11c		✓
11d	✓	
11e	✓	
11f		✓
12a		✓
12b		✓
13		✓
14a		✓
14b		✓
15		✓
16		✓
17		✓
18		✓
19		✓
20a		✓
20b		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21		✓
22		✓
23		✓
24a		✓
b	✓	
c	✓	
d		
25a	✓	
b		
26		✓
27		✓
28		
a	✓	
b	✓	
c		
29		
30		
31		
32		
33		
34		
35a		
b		
36		
37		
38		

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	16
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	✓
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	2
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	✓
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	✓
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? b If "Yes," enter the name of the foreign country. ► See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts	4a	✓
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	✓
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	✓
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	✓
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	✓
7	Organizations that may receive deductible contributions under section 170(c).	7a	✓
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7b	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	✓
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
d	If "Yes," indicate the number of Forms 8282 filed during the year	7e	✓
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	✓
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8	
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	9a	
9	Sponsoring organizations maintaining donor advised funds.	9b	
a	Did the organization make any taxable distributions under section 4966?	10a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	10b	
10	Section 501(c)(7) organizations. Enter:	11a	
a	Initiation fees and capital contributions included on Part VIII, line 12	11b	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	12a	
11	Section 501(c)(12) organizations. Enter:	12b	
a	Gross income from members or shareholders	13a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	13b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	13c	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	14a	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.	14b	
a	Is the organization licensed to issue qualified health plans in more than one state?		
b	Note. See the instructions for additional information the organization must report on Schedule O.		
c	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

Part VI **Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O	1a 23	
1b		1b 23	
2	Enter the number of voting members included in line 1a, above, who are independent	2	<input checked="" type="checkbox"/>
3	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	3	<input checked="" type="checkbox"/>
4	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	4	<input checked="" type="checkbox"/>
5	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	5	<input checked="" type="checkbox"/>
6	Did the organization become aware during the year of a significant diversion of the organization's assets?	6	<input checked="" type="checkbox"/>
7a	Did the organization have members or stockholders?	7a	<input checked="" type="checkbox"/>
b	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7b	<input checked="" type="checkbox"/>
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	8a	<input checked="" type="checkbox"/>
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:	8b	<input checked="" type="checkbox"/>
a	The governing body?	9	<input checked="" type="checkbox"/>
b	Each committee with authority to act on behalf of the governing body?		
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code)

	Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a <input checked="" type="checkbox"/>
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b <input type="checkbox"/>
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a <input checked="" type="checkbox"/>
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990	12a <input type="checkbox"/>
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12b <input type="checkbox"/>
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12c <input type="checkbox"/>
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	13 <input checked="" type="checkbox"/>
13	Did the organization have a written whistleblower policy?	14 <input checked="" type="checkbox"/>
14	Did the organization have a written document retention and destruction policy?	15a <input type="checkbox"/>
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?	15b <input checked="" type="checkbox"/>
a	The organization's CEO, Executive Director, or top management official	16a <input type="checkbox"/>
b	Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)	16b <input type="checkbox"/>
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ► **New Mexico**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply
 Own website Another's website Upon request Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ► **Dennis G. Kinsey 105 S. 4th Street, Artesia, NM 88210 (575) 748-4412**

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order. individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees, and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Officer or director	Individual trustee	Institutional trustee	Officer	Key employee			
(1) Peyton Yates, President	10	✓		✓			0	0	0
(2) Jeff Bowman, Vice-President	8	✓		✓			0	0	0
(3) Tommy Scroggin, Vice-President	8	✓		✓			0	0	0
(4) Dennis Kinsey, Sec/Treas	8	✓		✓			0	0	0
(5) Janice Southard Burk	0	✓					0	0	0
(6) Glenn Lovelace	0	✓					0	0	0
(7) Van Webster	0	✓					0	0	0
(8) Greg Marrs	0	✓					0	0	0
(9) Ronnie Jackson	0	✓					0	0	0
(10) Johnny Knorr	0	✓					0	0	0
(11) Lois Oliver	0	✓					0	0	0
(12) Eddie Guy	0	✓					0	0	0
(13) Mike Nuances	0	✓					0	0	0
(14) Ken Aaron	0	✓					0	0	0

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Or director	Individual trustee	Institutional trustee	Officer	Key employee			
(15) Deb Troost	0	✓					0	0	0
(16) Bryan Madrid	0	✓					0	0	0
(17) Emma Salgado	0	✓					0	0	0
(18) Randy Hahn	0	✓					0	0	0
(19) Steve Moreno	0	✓					0	0	0
(20) Tom Archibald	0	✓					0	0	0
(21)									
(22)									
(23)									
(24)									
(25)									
1b Sub-total							0	0	0
c Total from continuation sheets to Part VII, Section A							0	0	0
d Total (add lines 1b and 1c)							0	0	0

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ►

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	3	✓
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	4	✓
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person	5	✓

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►		

Part VIII Statement of RevenueCheck if Schedule O contains a response to any question in this Part VIII.

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns . . .	1a				
	b Membership dues . . .	1b				
	c Fundraising events . . .	1c				
	d Related organizations . . .	1d				
	e Government grants (contributions)	1e 80,807				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 350,139				
	g Noncash contributions included in lines 1a-1f. \$					
	h Total. Add lines 1a-1f . . . ►	430,946				
Program Service Revenue	Business Code					
	2a CAR SHOW	900099	2,776	2,776		
	b SCHOOL'S OUT SPLASH	900099	75	75		
	c CHRISTMAS DOWNTOWN	900099	90	90		
	d VETERANS' PARK DEDICATION	900099	13,400	13,400		
	e					
	f All other program service revenue .					
	g Total. Add lines 2a-2f . . . ►	16,341				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) . . . ►		71		71	
	4 Income from investment of tax-exempt bond proceeds ►					
	5 Royalties					
	6a Gross rents	(i) Real 20,050	(ii) Personal			
	b Less rental expenses	12,111				
	c Rental income or (loss)	7,939				
	d Net rental income or (loss) . . . ►			7,939	7,939	
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
	b Less cost or other basis and sales expenses					
	c Gain or (loss)					
	d Net gain or (loss) . . . ►					
	8a Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18					
	b Less direct expenses . . . ►					
	c Net income or (loss) from fundraising events . ►					
9a Gross income from gaming activities See Part IV, line 19						
b Less direct expenses						
c Net income or (loss) from gaming activities . ►						
10a Gross sales of inventory, less returns and allowances						
b Less cost of goods sold						
c Net income or (loss) from sales of inventory . ►						
Miscellaneous Revenue		Business Code				
11a						
b						
c						
d All other revenue					71	
e Total. Add lines 11a-11d . . . ►						
12 Total revenue. See instructions	►	455,297	24,280	0	71	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	2,500	2,500		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	41,621	29,135	4,162	8,324
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes	3,285	2,300	328	657
11 Fees for services (non-employees).				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	131,737	131,514	223	
12 Advertising and promotion				
13 Office expenses	4,284	27	4,257	
14 Information technology	3,000		3,000	
15 Royalties				
16 Occupancy				
17 Travel	6,565	3,490	3,075	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	380		380	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance	10,827	4,942	5,813	72
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a Downtown Maintenance	19,772	19,772		
b Downtown Events-Direct Expenses	4,753	4,753		
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	228,724	198,433	21,238	9,053
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ► <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck if Schedule O contains a response to any question in this Part X

		(A) Beginning of year	(B) End of year	
Assets	1 Cash—non-interest-bearing	36,315	1 242,551	
	2 Savings and temporary cash investments	705,653	2 681,355	
	3 Pledges and grants receivable, net	0	3 0	
	4 Accounts receivable, net	120	4 120	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0	5 0	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L	0	6 0	
	7 Notes and loans receivable, net	0	7 0	
	8 Inventories for sale or use	0	8 0	
	9 Prepaid expenses and deferred charges	0	9 0	
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 530,440		
	b Less: accumulated depreciation	10b 458,105	10c	530,440
	11 Investments—publicly traded securities	0	11	
	12 Investments—other securities See Part IV, line 11	0	12	
	13 Investments—program-related See Part IV, line 11	0	13	
	14 Intangible assets	0	14	
	15 Other assets See Part IV, line 11	3,801,998	15	3,873,118
16 Total assets. Add lines 1 through 15 (must equal line 34)	5,002,191	16	5,327,584	
Liabilities	17 Accounts payable and accrued expenses	972	17 883	
	18 Grants payable	18		
	19 Deferred revenue	19		
	20 Tax-exempt bond liabilities	20		
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	21		
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	22		
	23 Secured mortgages and notes payable to unrelated third parties	23		
	24 Unsecured notes and loans payable to unrelated third parties	24		
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	750	25	750
	26 Total liabilities. Add lines 17 through 25	1,722	26	1,633
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ► <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	27		
	28 Temporarily restricted net assets	28		
	29 Permanently restricted net assets	29		
	Organizations that do not follow SFAS 117 (ASC 958), check here ► <input checked="" type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds	376,589	30	349,803
	31 Paid-in or capital surplus, or land, building, or equipment fund	4,703,652	31	4,749,575
	32 Retained earnings, endowment, accumulated income, or other funds	<79,772>	32	226,573
	33 Total net assets or fund balances	5,000,469	33	5,325,951
	34 Total liabilities and net assets/fund balances	5,002,191	34	5,327,584

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	455,297
2	Total expenses (must equal Part IX, column (A), line 25)	2	228,724
3	Revenue less expenses. Subtract line 2 from line 1	3	226,573
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	5,000,469
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	98,909
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	5,325,951

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

1 Accounting method used to prepare the Form 990 Cash Accrual Other
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

2a Were the organization's financial statements compiled or reviewed by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis

b Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a	✓	
2b	✓	
2c		
3a	✓	
3b		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

ARTESIA MAINSTREET, INC

Employer identification number

85-0448090

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h
 - a Type I Type II Type III-Functionally integrated Type III-Non-functionally integrated
 - e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
 - f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
 - g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?
 - h Provide the following information about the supported organization(s).

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	218,204	225,079	224,364	166,903	430,946	1,265,496
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	218,204	225,079	224,364	166,903	430,946	1,265,496
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						328,655
6 Public support. Subtract line 5 from line 4.						936,841

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	218,204	225,079	224,364	166,903	430,946	1,265,496
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	44,457	17,491	23,234	19,153	20,121	124,456
9 Net income from unrelated business activities, whether or not the business is regularly carried on	4,290	0	0	0	0	4,290
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						1,394,242
12 Gross receipts from related activities, etc (see instructions)					12	38,841
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	67 19 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	64 04 %
16a 33 1/3% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
b 33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV) .						
13 Total support. (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests—2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3% support tests—2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Supplemental Financial Statements

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990. ► See separate instructions.

Name of the organization

ARTESIA MAINSTREET, INC

Employer identification number

85-0448090

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)	
<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year	
a Total number of conservation easements	Held at the End of the Tax Year
b Total acreage restricted by conservation easements	2a
c Number of conservation easements on a certified historic structure included in (a)	2b
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2c
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►	2d
4 Number of states where property subject to conservation easement is located ►	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ►	
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements	

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.	
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:	
(i) Revenues included in Form 990, Part VIII, line 1	► \$
(ii) Assets included in Form 990, Part X	► \$ 3,090,903
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:	
a Revenues included in Form 990, Part VIII, line 1	► \$
b Assets included in Form 990, Part X	► \$

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a <input checked="" type="checkbox"/> Public exhibition	d <input type="checkbox"/> Loan or exchange programs
b <input type="checkbox"/> Scholarly research	e <input checked="" type="checkbox"/> Other Public Education/Preservation
c <input type="checkbox"/> Preservation for future generations	

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table.

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ► %

b Permanent endowment ► %

c Temporarily restricted endowment ► %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

	Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a	Land	17,000	214,253		
b	Buildings	214,804	4,620		
c	Leasehold improvements				
d	Equipment		3,500		
e	Other		76,264		

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ► 530,440

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12) ►		

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13) ►		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) 1st Street and Main Street Gates; Design	46,693
(2) 2nd & Texas Streets Improvements	245,204
(3) Central Park Renovations	40,894
(4) City Hall Campus - Architect Drawings & Design	201,418
(5) Landsun Theater Facade	76,802
(6) Oil Patch Plaza Improvements & Derrick Floor Sculpture	1,883,128
(7) Cattle Drive Sculpture Series: Rustler, Trail Boss and Vaquero Sculptures	1,124,027
(8) Pathway to Progress: Design & Planning	30,428
(9) Veteran's Memorial Park and Freedom's Fire Sculpture	174,883
(10) Six Bronze Maquettes	18,748
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15) ►	3,842,225

Part X Other Liabilities. See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value
(1) Federal income taxes	0
(2) Tenant Security Deposits	750
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25) ►	750

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1 Total revenue, gains, and other support per audited financial statements	1
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12.	
a Net unrealized gains on investments	2a
b Donated services and use of facilities	2b
c Recoveries of prior year grants	2c
d Other (Describe in Part XIII)	2d
e Add lines 2a through 2d	2e
3 Subtract line 2e from line 1	3
4 Amounts included on Form 990, Part VIII, line 12, but not on line 1	
a Investment expenses not included on Form 990, Part VIII, line 7b	4a
b Other (Describe in Part XIII)	4b
c Add lines 4a and 4b	4c
5 Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1 Total expenses and losses per audited financial statements	1
2 Amounts included on line 1 but not on Form 990, Part IX, line 25	
a Donated services and use of facilities	2a
b Prior year adjustments	2b
c Other losses	2c
d Other (Describe in Part XIII)	2d
e Add lines 2a through 2d	2e
3 Subtract line 2e from line 1	3
4 Amounts included on Form 990, Part IX, line 25, but not on line 1:	
a Investment expenses not included on Form 990, Part VIII, line 7b	4a
b Other (Describe in Part XIII.)	4b
c Add lines 4a and 4b	4c
5 Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4, Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Part III, Line 1b(ii): The "History in Bronze" collection contains 4 bronze sculptures that relate the history of the area around Artesia. The

Derrick Floor Sculpture is surrounded by plaques explaining the history of the oil industry in this area and the workings of the rig depicted

The 'Cattle Drive' series consists of three bronze sculptures that are strategically placed to draw travelers from Highway 285 into the

downtown area. The series consists of the Trail Boss, the Vaquero and the Rustler. The three sculptures, using their informative plaques,

tell the history of the cattle industry in southeast New Mexico.

Part XIII Supplemental Information (continued)

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

► Attach to Form 990 or 990-EZ. Page 1 of 3

2012
Open to Public
Inspection

Name of the organization

ARTESIA MAINSTREET, INC

Employer identification number

85-0448090

990 Part III Line 4d

CENTRAL PARK: In honor of the 75th Anniversary of the Works in Progress Administration, AMS is restoring the historic downtown park. AMS has met with the City of Artesia to discuss the need for preservation and restoration of Central Park, and both are currently working together to develop the scope of work for the project. AMS is currently contacting landscape architects to develop proposals for the project design.

PATHWAY OF PROGRESS: AMS is currently working on a design for a wall to honor oil and gas pioneers and to reflect historic city growth as a result of oil and gas development activities. This wall will be erected at the site of existing Oil Patch Plaza, a downtown park featuring The Derrick Floor bronze monument.

CITY HALL CAMPUS: During our Master Plan update, AMS determined that maintaining City offices in the downtown area was a crucial element to a vibrant downtown, even though the current trend for communities is to relocate out of the downtown area. AMS has been working closely with the City of Artesia in developing a long-term development plan for the City offices that would keep them in the downtown area.

FACADE IMPROVEMENT PROGRAM: AMS awarded a \$2,500 grant to Rayburn Family Chiropractic in 2012. The Facade Improvement Program offers a matching grant program to any business in the defined downtown area who updates the facade of the building that they occupy. The grant is offered to the building owners as well as business owners. The maximum grant is \$2,500.

Form 990, Part VI, Section A, Line 9: Jeff Bowman, Director/VP-611 W Mahone, Suite E, Artesia, NM 88210, Tommy Scroggin, Director/VP, POB 660, Artesia, NM 88211, Dennis Kinsey, Director/Sec-Treas, 105 South 4th Street, Artesia, NM 88210; Johnny Knorr, Director, 2402 Sierra Vista Rd, Artesia, NM 88210, Gregg Marrs, Director, PO Drawer AA, Artesia, NM 88211; Lois Oliver, Director, 210 S Roselawn, Artesia, NM 88210; Ronnie Jackson, Director, 518 Main Street, Artesia, NM 88210; Janice Southard Burk, Director, 1062 Fogel Rd, Artesia, NM 88210, Tom Archibald, Director, 2505 Sierra Vista, Artesia, NM 88210; Eddie Guy, Director, 101 W Main Street, Artesia, NM 88210, Deb Troost, Director, 401 W Funk Rd, Artesia, NM 88210; Ken Aaron, Director, 1501 S. 13th Street, Artesia, NM 88210, Glenn Lovelace, Director, 4011 W Main Street, Artesia, NM 88210, Van Webster, Director, 324 W Main Street, Artesia, NM 88210; Darrell Atkins, Director, 104 S 4th St, Artesia, NM 88210, John Ross Null, Director, 906 W Quay, Artesia, NM 88210; Kathy Akins, Director, 2410 W Ritchey, Artesia, NM 88210; Mercy McDonald, Director, 2004 S 1st Street, Artesia, NM 88210; Michael McKee, Director, 501 E Main St, Artesia, NM 88210, Sharon Siegenthaler, Director, 112 S Watson Ave., Artesia, NM 88210, Anna Byers, Director, 101 S. 4th St, Artesia, NM 88210

Name of the organization

Artesia MainStreet, Inc

Employer identification number

85-0448090

Form 990, Part VI, Section A, Line 9 (Continued): Lewis Derrick, Director, 101 W. Green St., Carlsbad, NM 88220

Form 990, Part VI, Line 11a: Electronic copies of the tax return and all schedules were provided via e-mail to the officers and directors before the return was filed with the IRS. A review is conducted on a volunteer basis by a NM CPA

Form 990, Part VI, Line 19: All Governing documents and tax returns are on file with the New Mexico Attorney General's office where they are available on line at www.nmag.gov. Search for Artesia MainStreet, Inc 88210. The tax return may also be viewed on the website www.artesiamairstreet.com - click on the "About" button

Form 990, Part VIII, Line 8b. On the 2011 Form 990, Part VIII, Line 8a, income of \$1,800 was recognized from the fee collected from veterans' and their families/honorers to cover the fee for engraving the veteran's name and information on the wall. The expenses were expected to be incurred in 2012, but will not offset the income until the 2013 Form 990

Form 990, Part IX, Line 11g: Electric Services \$2,999; Tree Care \$12,620, Plumbing \$223; Maintenance & Repair Services \$55,429

Security \$9,605; Historical Research and Documentation \$13,411, Seasonal Labor & Storage \$21,500, Architect \$8,450, Entertainment \$7,500

Form 990, Part XI, Line 9. Capitalized 2011 Expenses related to ongoing downtown improvement projects

Project Name	Project G/L Bal	Project G/L Bal	Capitalized Expenses
	@YE 2011	@ YE 2012	@ YE 2012
Master Plan	75,326	76,264	938
2nd & Texas Improvements	242,860	245,204	2,344
Trail Boss Sculpture	395,694	398,229	2,535
Vaquero Sculpture	340,457	342,992	2,535
Rustler Sculpture	394,756	401,553	6,797
1st Street Gateway	41,863	42,332	469
Baish Veterans' Park	40,419	109,883	69,464
Pathway to Progress	20,821	30,428	9,607
City Hall Campus	199,074	201,418	2,344

Name of the organization

ARTESIA MAINSTREET, INC.

Employer identification number

85-0448090

Form 990, Part XI, Line 9 Continued

Project Name	Project G/L Bal @YE 2011	Project G/L Bal @ YE 2012	Capitalized Expenses @ YE 2012
Central Park Renovations	39,018	40,894	1,876
		TOTAL	98,909