Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: FLORENCE J. GILLMOR FOUNDATION

A Employer identification number: 87-0483666

Number and street (or P O box number if mail is not delivered to street address): 201 SOUTH MAIN STREET — Room/suite: 1800

B Telephone number: (801) 536-6824

City or town, state, and ZIP code: SALT LAKE CITY, UT 84111

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 12,286,925.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	9.	9.		STATEMENT 1
	4 Dividends and interest from securities	81,588.	81,588.		STATEMENT 2
	5a Gross rents	22,450.	22,450.		STATEMENT 3
	b Net rental income or (loss) 22,450.				
	6a Net gain or (loss) from sale of assets not on line 10	<24,070.>			
	b Gross sales price for all assets on line 6a 278,709.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	79,977.	104,047.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	119,870.	59,935.		59,935.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	115,305.	69,183.		46,122.
	b Accounting fees STMT 5	9,245.	5,547.		3,698.
	c Other professional fees STMT 6	28.	17.		11.
	17 Interest				
	18 Taxes STMT 7	2,869.	2,869.		0.
	19 Depreciation and depletion	1,946.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	18,674.	17,804.		870.
	24 Total operating and administrative expenses. Add lines 13 through 23	267,937.	155,355.		110,636.
	25 Contributions, gifts, grants paid	565,000.			565,000.
	26 Total expenses and disbursements. Add lines 24 and 25	832,937.	155,355.		675,636.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<752,960.>			
	b Net investment income (if negative, enter -0-)		0.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1 Cash - non-interest-bearing		100,922.	30,966.	30,966.
2 Savings and temporary cash investments		62,419.	48,829.	48,829.
3 Accounts receivable ▶				
Less: allowance for doubtful accounts ▶				
4 Pledges receivable ▶				
Less: allowance for doubtful accounts ▶				
5 Grants receivable				
6 Receivables due from officers, directors, trustees, and other disqualified persons				
7 Other notes and loans receivable ▶				
Less: allowance for doubtful accounts ▶				
8 Inventories for sale or use				
9 Prepaid expenses and deferred charges				
10a Investments - U.S. and state government obligations				
b Investments - corporate stock	STMT 9	2,274,139.	4,389,562.	5,384,730.
c Investments - corporate bonds				
11 Investments - land, buildings, and equipment: basis ▶	876,579.			
Less accumulated depreciation ▶	7,231.	871,294.	869,348.	6,822,400.
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 **Total assets** (to be completed by all filers)		3,308,774.	5,338,705.	12,286,925.
Liabilities 17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 **Total liabilities** (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances **Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**				
24 Unrestricted				
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
27 Capital stock, trust principal, or current funds		0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund		2,915,786.	5,698,677.	
29 Retained earnings, accumulated income, endowment, or other funds		392,988.	<359,972.>	
30 **Total net assets or fund balances**		3,308,774.	5,338,705.	
31 **Total liabilities and net assets/fund balances**		3,308,774.	5,338,705.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,308,774.
2 Enter amount from Part I, line 27a	2	<752,960.>
3 Other increases not included in line 2 (itemize) ▶ ADDITIONAL PAID IN CAPITAL	3	2,782,891.
4 Add lines 1, 2, and 3	4	5,338,705.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,338,705.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	278,709.		302,779.	<24,070.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				<24,070.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** <24,070.>

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 **3** N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	567,092.	9,228,662.	.061449
2010	491,631.	8,963,814.	.054846
2009	416,742.	8,572,946.	.048611
2008	107,362.	8,997,267.	.011933
2007	88,523.	1,924,843.	.045990

2	**Total** of line 1, column (d)	2	.222829
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.044566
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	9,648,015.
5	Multiply line 4 by line 3	5	429,973.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7	Add lines 5 and 6	7	429,973.
8	Enter qualifying distributions from Part XII, line 4	8	675,636.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	0.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 2,000.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	2,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	2,000.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 2,000. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ UT			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ DAVID R. BIRD Telephone no. ▶ 801-536-6824

Located at ▶ 201 SOUTH MAIN ST, STE 1800, SALT LAKE CITY, UT ZIP+4 ▶ 84111

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

			Yes	No
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		119,870.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
2	
All other program-related investments. See instructions. 3 NONE	0.
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,894,770.
b	Average of monthly cash balances	1b	77,769.
c	Fair market value of all other assets	1c	6,822,400.
d	**Total** (add lines 1a, b, and c)	1d	9,794,939.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	9,794,939.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	146,924.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,648,015.
6	**Minimum investment return.** Enter 5% of line 5	6	482,401.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	482,401.
2a	Tax on investment income for 2012 from Part VI, line 5 2a		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	482,401.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	482,401.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	482,401.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	675,636.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	675,636.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	675,636.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				482,401.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			265,332.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 675,636.				
a Applied to 2011, but not more than line 2a			265,332.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				410,304.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				72,097.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
"AND JUSTICE FOR ALL"				70,000.
AMERICAN INDIAN SERVICES				15,000.
ASSISTANCE LEAGUE OF SLC				15,000.
BALLET WEST				10,000.
BOYS & GIRLS CLUB OF SLC				15,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	565,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	9.	
4 Dividends and interest from securities			14	81,588.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	22,450.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<24,070.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		79,977.	0.
13 Total Add line 12, columns (b), (d), and (e)				13	79,977.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	N/A

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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 taxpayer) is based on all information of which preparer has any knowledge

James B Lee | 5-13-13 | PRESIDENT AND DIRECTOR

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DAVID SPERRY	David M. Sperry CPA	5-13-13		P00176382
Firm's name ▶ TANNER LLC			Firm's EIN ▶ 20-2253063	
Firm's address ▶ 36 S STATE STREET, SUITE 600 SALT LAKE CITY, UT 84111			Phone no. 801-532-7444	

Form **990-PF** (2012)

223622
12-05-12

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	HEWLETT-PACKARD COMPANY	P	06/30/09	01/17/12
b	KINDER MORGAN MGMT LLC	P	02/14/12	02/14/12
c	WALGREEN COMPANY	P	12/12/06	04/17/12
d	KINDER MORGAN MGMT LLC	P	05/15/12	05/15/12
e	PHILLIPS 66	P	VARIOUS	05/01/12
f	KINDER MORGAN MGMT LLC	P	08/14/12	08/14/12
g	EXELON CORPORATION	P	09/12/07	10/08/12
h	KINDER MORGAN MGMT LLC	P	11/14/12	11/14/12
i	AMERICAN ELECTRIC POWER CO	P	10/09/09	02/09/12
j	TEVA PHARMACEUTICALS ADR	P	09/16/08	02/09/12
k	THERMO FISHER SCIENTIFIC INC	P	VARIOUS	02/09/12
l	AIR PROD & CHEM INC	P	04/09/08	04/17/12
m	BANK OF AMERICA CORP	P	08/27/09	07/09/12
n	GOLDMAN SACHS GRP INC	P	12/03/08	10/08/12
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	26,292.		38,820.	<12,528.>
b	30.			30.
c	20,647.		26,848.	<6,201.>
d	67.			67.
e	17.		15.	2.
f	47.			47.
g	12,467.		26,527.	<14,060.>
h	53.			53.
i	26,675.		20,697.	5,978.
j	45,814.		46,976.	<1,162.>
k	48,080.		48,059.	21.
l	46,903.		49,954.	<3,051.>
m	8,459.		19,851.	<11,392.>
n	43,158.		25,032.	18,126.
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<12,528.>
b				30.
c				<6,201.>
d				67.
e				2.
f				47.
g				<14,060.>
h				53.
i				5,978.
j				<1,162.>
k				21.
l				<3,051.>
m				<11,392.>
n				18,126.
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	<24,070.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

223591
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CENTRAL UTAH PIONEER HERITAGE ASSOCIATION				10,000.
FORT DOUGLAS MUSEUM				10,000.
GUADELOUPE SCHOOL				15,000.
HUMANE SOCIETY OF UTAH				10,000.
CAMP KOSTOPOULOS				10,000.
KUED				25,000.
NATIONAL ABILITY CENTER				20,000.
NATIONAL AUDOBON				30,000.
NATURE CONSERVANCY				15,000.
RONALD MCDONALD HOUSE				15,000.
Total from continuation sheets				440,000.

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE CHILDREN'S CENTER				25,000.
THE ROAD HOME				60,000.
UNITED WAY				15,000.
UTAH FESTIVAL OPERA				10,000.
UTAH FOOD BANK				40,000.
UTAH SHAKESPEARE FESTIVAL				10,000.
UTAH SYMPHONY & OPERA				30,000.
UTAH YOUTH VILLAGE				10,000.
WESTMINSTER				80,000.
Total from continuation sheets				

223631
05-01-12

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MORGAN STANLEY	7.
WELLS FARGO	2.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	9.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY DIVIDEND	43,959.	0.	43,959.
WELLS FARGO DIVIDEND	37,629.	0.	37,629.
TOTAL TO FM 990-PF, PART I, LN 4	81,588.	0.	81,588.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
GILLMOR RANCH GRAZING LEASE, SALT LAKE & SUMMIT COUNTIES	1	22,450.
TOTAL TO FORM 990-PF, PART I, LINE 5A		22,450.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	115,305.	69,183.		46,122.
TO FM 990-PF, PG 1, LN 16A	115,305.	69,183.		46,122.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	9,245.	5,547.		3,698.
TO FORM 990-PF, PG 1, LN 16B	9,245.	5,547.		3,698.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER	28.	17.		11.
TO FORM 990-PF, PG 1, LN 16C	28.	17.		11.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROPERTY TAXES	2,869.	2,869.		0.
TO FORM 990-PF, PG 1, LN 18	2,869.	2,869.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE FEES	34.	17.		17.
APPRAISAL FEE	2,800.	2,800.		0.
MORGAN STANLEY SERVICE FEE	14,134.	14,134.		0.
INSURANCE	1,706.	853.		853.
TO FORM 990-PF, PG 1, LN 23	18,674.	17,804.		870.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY	3,053,087.	3,754,462.
WELLS FARGO	1,336,475.	1,630,268.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,389,562.	5,384,730.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES B. LEE 201 SOUTH MAIN ST., #1800 SALT LAKE CITY, UT 84111	PRESIDENT / DIRECTOR 2.00	51,920.	0.	0.
ROBERT M. GRAHAM 79 SOUTH MAIN STREET, 14TH FLOOR SALT LAKE CITY, UT 84111	VICE PRESIDENT / DIRECTOR 0.50	11,914.	0.	0.
RAYMOND J. ETCHEVERRY 201 SOUTH MAIN ST., #1800 SALT LAKE CITY, UT 84111	DIRECTOR 0.50	9,548.	0.	0.
BRUCE L. OLSON 36 SOUTH STATE ST., #1400 SALT LAKE CITY, UT 84111	DIRECTOR 0.50	5,928.	0.	0.
DAVID R. BIRD 201 SOUTH MAIN ST., #1800 SALT LAKE CITY, UT 84111	SEC / TREAS / GEN COUNSEL 2.00	40,560.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		119,870.	0.	0.

Form 4562

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization 990PF

(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2012

Attachment Sequence No 179

Name(s) shown on return	Business or activity to which this form relates	Identifying number
FLORENCE J. GILLMOR FOUNDATION	FORM 990-PF PAGE 1	87-0483666

Part I Election To Expense Certain Property Under Section 179 **Note:** *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	1,946.

Part III **MACRS Depreciation (Do not** include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs	MM	S/L	
	/		27 5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV **Summary** (See instructions.)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr.	22	1,946.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.*)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year:					
43 Amortization of costs that began before your 2012 tax year				43	
44 **Total.** Add amounts in column (f). See the instructions for where to report				44	

AMENDED AND RESTATED BYLAWS OF THE

FLORENCE J. GILLMOR FOUNDATION

The Board of Directors of the Florence J. Gillmor Foundation (the "Foundation"), pursuant to the "Utah Revised Nonprofit Corporation Act, Title 16, Chapter 6a, Utah Code Ann. ("Nonprofit Corporation Act"), hereby amends and restates the Bylaws for the Foundation in their entirety as set forth herein. These Bylaws were originally adopted February 14, 1991 and previously amended and restated December 8, 2008.

ARTICLE I

NAME AND PRINCIPAL OFFICE

1.01 **Name.** The name of this Utah nonprofit corporation is Florence J. Gillmor Foundation.

1.02 **Office.** The principal office of the Foundation shall be c/o David R. Bird, Parsons Behle & Latimer, 201 South Main Street, Suite 1800, Salt Lake City, Utah 84111. The Board of Directors shall have the power and authority to change the principal office of the Foundation from time to time.

ARTICLE II

PURPOSES AND POWERS

2.01 **Purposes.** The purposes for which the Foundation is formed are set forth in its Amended and Restated Articles of Incorporation, dated July 27, 2011.

2.02 **Powers.** The powers of the Foundation are set forth in its Amended and Restated Articles of Incorporation.

2.03 **Organizations to Receive the Donations.** In accordance with and in furtherance of the purposes and powers of the Foundation set forth in its Amended and Restated Articles of Incorporation, the Board of Directors shall use the assets of the Foundation to make donations to or on behalf of qualified recipients in Utah, including but not necessarily limited to, the following: Nature Conservancy of Utah; Utah Symphony; Ballet West; Utah Opera Company; Westminster College of Salt Lake City, but only for contributions to the music department or for scholarships for needy students; YMCA of Salt Lake City; Guadeloupe School of Salt Lake City; National Audubon Society for use in Utah; National Ability Center; Utah Youth Village; Humane Society of Utah; "And Justice for All"; The Road Home; Ronald McDonald House and other such qualified recipients in the discretion of the Board of Directors.

ARTICLE III

MEMBERS

The Foundation shall not have members or shareholders and shall not issue or have classes or shares of stock.

ARTICLE IV

BOARD OF DIRECTORS

4.01 General Powers. The property, affairs, and business of the Foundation shall be exclusively managed by its Board of Directors (sometimes referred to herein as "Board"). The Board may exercise all of the powers of the Foundation, whether derived from law or otherwise, except such powers as are prohibited by law, by these Bylaws, or by the Amended and Restated Articles of Incorporation.

4.02 Number. The number of directors of the Foundation shall consist of not less than three (3) individuals. The number of directors may be changed from time to time by an amendment to the Bylaws as permitted in Section 9.01.

4.03 Appointment, Tenure, and Qualifications. Each director shall be appointed by the majority vote of the Board. No individual may be appointed as a director without his prior consent. Except for initial terms, each person appointed as a director shall serve for a term of three years, and there shall be no limit to the number of terms a director may be reappointed to the Board. Each term shall be staggered so that at each annual meeting of the Board, at least one director shall be appointed by the then existing Board of Directors. In the event of failure to select a new director to replace the director whose term expires at such annual meeting, a new director may be chosen at any regular or special meeting of the Board of Directors. Each appointed director shall hold office until the conclusion of his designated term and thereafter until his successor shall have been elected and qualified or until his earlier death, resignation or removal. Vacancies in the Board of Directors, whether caused by death, resignation, removal or otherwise shall be filled by the other directors and the person so appointed shall hold office for the term of the appointment. Each member of the Board of Directors shall be a natural person over 21 years old living in or near the metropolitan Salt Lake City area and familiar with charitable needs in the State of Utah.

4.04 General Standards of Conduct for Directors. The standards of conduct for the directors of the Foundation shall be as follows:

(a) Each director shall discharge his duties as a director (i) in good faith, (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and (iii) in a manner the director reasonably believes to be in the best interests of the Foundation. The Foundation acknowledges that the members of the Board of Directors have other business interests, activities and responsibilities that take a substantial portion of their time and attention. Accordingly, each member of the Board of Directors is required to devote to the Foundation in fulfillment of his respective responsibilities as a director of the Foundation only the time and attention that each shall unilaterally deem necessary in order to fulfill his responsibilities as a director.

(b) In discharging his duties, a director is entitled to rely on information, opinions, reports, or statements including financial statements and other financial data, if prepared or presented by: (i) one or more directors or officers of the Foundation whom the director reasonably believes to be reliable and competent in the matters presented, or (ii) legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence.

(c) A director is not acting in good faith if he has knowledge concerning the matter in question that makes reliance otherwise permitted by paragraph (b) of this Section 4.04 unwarranted.

(d) A director is not liable for any action taken, or any failure to take any action as a director to the fullest extent permitted in the Articles of Incorporation and the Laws of the State of Utah.

(e) The standards of conduct set forth in this Section 4.04, or any breach of such standards, shall not affect the right or power of the Foundation to indemnify any individual pursuant to Article VII of these Bylaws.

4.05 Annual Meeting. The annual meeting of the Board of Directors shall be held without other notice than this Bylaw on the fourth Tuesday of January in Salt Lake City, Utah, unless the Board of Directors selects a different date and place for the annual meeting. A matter of business shall be the appointment of directors and officers.

4.06 Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as may be determined by the Board, for the purpose of transacting such business as may come before the meeting. The Board may provide by resolution the time and place for the holding of regular meetings without notice other than such resolution.

4.07 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or any member of the Board. Special meetings shall be held in Salt Lake City, Utah, unless otherwise agreed by all of the members of the Board.

4.08 Notice. At least five (5) calendar days notice of the time, place and purpose of each meeting of the Board of Directors shall be given by written notice delivered personally, by mail, facsimile, or email to all directors (and the method of notice need not be the same for each director). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If transmitted by facsimile or email, such notice shall be deemed to be given when the transmission is completed. A special meeting of the Board of Directors may be held at any time without notice if all of the directors are present and no director objects to the holding of such meeting. All notices of meetings shall include a statement of the purpose or purposes for which the meeting is called. No matters shall be considered at a meeting unless (a) they are included among the purposes of the meeting and the notice, or (b) all of the directors present expressly consent to such consideration.

4.09 Quorum; Manner of Acting; Presumption of Assent. A majority of the then duly appointed directors shall constitute a quorum. The act of a majority of the directors present at any meeting at which quorum is present shall be the act of the Board of Directors. The directors shall act only as a Board, and individually directors shall have no powers as such, provided that if a quorum does not exist at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. A director who is present at a meeting of the Board of Directors when an action is taken is deemed to have assented to the action taken unless: (a) the director objects at the beginning of the meeting (or promptly upon his arrival) to holding or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting; and (b) the director contemporaneously requests his dissent or abstention as to any specific action be entered in the minutes of the meeting; or (c) the director causes written notice of his dissent or abstention as to any specific action be received by the presiding officer of the meeting before its adjournment or to the Secretary of the Foundation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of an action taken.

4.10 Waiver of Notice. Notwithstanding any other provisions of these Bylaws, whenever notice of any meeting for any purpose is required to be given to any director, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent of giving of such notice. Such a waiver shall be delivered to the Secretary of the Foundation for inclusion in the minutes or filing with the Foundation records. A director who attends a meeting shall be deemed to have had timely and proper notice of the meeting unless at the beginning of the meeting he objects to holding the meeting or transacting business at the meeting.

4.11 Action in Writing. Any action which is required to be, or which may be, taken at a meeting of the Board of Directors, may be taken without a meeting if one or more director consents in writing, setting forth the action so taken, shall be signed by each director and delivered to the Secretary of the Foundation for inclusion in the minute book. Any actions so taken shall be deemed effective as of the date on which the last director executes the written consent thereof unless a specific effective date is expressly set forth therein, in which case the actions so taken shall be effective as of such date regardless of whether such date is before or after the date on which any or all of the directors execute such consent; provided however, that each director shall indicate the date on which he executed such consent.

4.12 Meetings via Teleconference. Any or all directors may participate in a meeting of Board of Directors by means of a conference telephone or similar communication equipment whereby all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting. When a meeting is conducted by means of a conference telephone or similar communication equipment, a written record shall be made of the actions taken at such meeting.

4.13 Compensation. Each director shall be entitled to receive compensation for any services that he may render to the Foundation as a director and may be reimbursed for expenses incurred in the performance of his duties as a director. A director may be compensated for services rendered to the Foundation other than in his capacity as a director.

4.14 Resignation and Removal. A director may resign at any time by delivering a written resignation to either the President or the Board of Directors. Unless otherwise specified therein, such resignation shall take effect upon delivery. Any director may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the Board of Directors.

4.15 Vacancies and Newly Created Positions. If vacancies shall occur in the Board of Directors by reason of the death, resignation, removal or disqualification of a director, or for any other cause, or if the authorized number of directors shall be increased, the directors then in office shall select replacement directors by a majority vote of the members of the Board of Directors then in office, though less than a quorum. Any director appointed hereunder to fill a vacancy shall serve for the unexpired term of his predecessor or for the term of the newly created position, as the case may be.

4.16 Committees. Subject to these Bylaws, the Board of Directors, at any time and from time to time, may establish and may dissolve one (1) or more committees of directors and/or advisors for any appropriate purposes and may establish such rules to govern procedures for meetings of any such committees, including notices to be given of meetings, and for the conduct of such committee's affairs as the Board may determine, consistent with the Bylaws.

ARTICLE V

OFFICERS

5.01 **Number.** The officers of the Foundation shall be a President, Vice-President and a Secretary-Treasurer, and such other officers as may from time to time be appointed by the Board of Directors.

5.02 **Election, Tenure, and Qualifications.** The officers of the Foundation shall be chosen by the Board of Directors annually at the annual meeting of the Board of Directors. In the event of failure to choose officers at such annual meeting of the Board of Directors, officers may be chosen at any regular or any special meeting of the Board of Directors. Each such officer shall hold his office until the next ensuing annual meeting of the Board of Directors and until his successor shall have been chosen and qualified, or until his earlier death, resignation or removal. Any one person may hold any two or more of such offices, except that the President may not also be the Secretary-Treasurer. No person holding two or more offices shall act or execute any instrument in the capacity of more than one office. No officer need be a director.

5.03 **Subordinate Officers.** The Board of Directors may from time to time appoint such other officers or agents as it may deem advisable, each of whom shall have such title, hold office for such period, have such authority, and perform such duties as the Board may specify.

5.04 **General Standards of Conduct for Officers.** The standards of conduct for the officers of the Foundation shall be as follows:

(a) Each officer with discretionary authority shall discharge his duties under that authority (i) in good faith, (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and (iii) in a manner the officer reasonably believes to be in the best interests of the Foundation.

(b) In discharging his duties, an officer is entitled to rely on information, opinions, reports, or statements including financial statements and other financial data, if prepared or presented by: (i) one or more directors or officers of the Foundation whom the officer reasonably believes to be reliable and competent in the matters presented, or (ii) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

(c) An officer is not acting in good faith if he has knowledge concerning the matter in question that makes reliance otherwise permitted by paragraph (b) of this Section 5.04 unwarranted.

(d) An officer is not liable for any action taken, or any failure to take any action as an officer to the fullest extent permitted in the Articles of Incorporation and the laws of the State of Utah.

(e) The standards of conduct set forth in this Section 5.04, or any breach of such standards, shall not affect the right or power of the Foundation to indemnify any individual pursuant to Article VII of these Bylaws.

5.05 Resignation and Removal. Any officer may resign at any time by delivering a written resignation to the President or to the Board of Directors. Unless otherwise specified therein, such resignation shall take effect upon delivery. Any officer may be removed by the Board of Directors at any time, with or without cause.

5.06 Vacancies and Newly Created Offices. If any vacancy shall occur in any office by reason of death, resignation, removal, disqualification, or any other cause, or if a new office shall be created, such vacancies or newly created offices may be filled by the Board of Directors at any regular or special meeting.

5.07 Authority and Duties of Officers. The officers of the Foundation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) President. The President shall perform such duties as may be assigned to him by the Board of Directors and all duties normally performed by a chief executive officer or president of a foundation.

(b) Vice-President. In the absence of the President, or in the event of the President's death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

(d) Secretary-Treasurer. The Secretary-Treasurer shall keep the minutes of the Foundation and shall maintain such books and records as these Bylaws or any resolution of the Board of Directors may require him to keep. He shall do and perform such other duties as the Board of Directors may require of him, and shall have the custody and control of the funds of the Foundation, subject to the action of the Board of Directors, and shall, when requested by the President to do so, report the state of the finances of the Foundation at any meeting of the Board of Directors. He shall do and perform such other duties as the Board may require of him.

5.08 Compensation. Each officer shall be entitled to receive compensation for any services that he may render to the Foundation as an officer and may be reimbursed for expenses incurred in the performance of his duties as officer. An officer may be compensated for services rendered to the Foundation other than in his capacity as an officer.

ARTICLE VI

SIGNATURES

All checks, notes, drafts, bonds, deeds, contracts and other written obligations given by the Foundation in the course of its activities shall be signed in the name of the Foundation by the President and Vice President. Third parties shall be entitled to rely on the due authorization of any document so signed.

ARTICLE VII

INDEMNIFICATION

7.01 Indemnification.

(a) Notwithstanding Section 7.01(b), and to the fullest extent allowed by relevant law, the Foundation shall indemnify any director or officer of the Foundation who is successful, on the merits or otherwise, in the defense of any proceeding or matter to which the director or officer was a party by reason of having served as a director or officer of the Foundation, or any claim, issue or matter in the proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Foundation, against reasonable expenses incurred in the proceeding or matter, including reasonable attorney fees.

(b) The Foundation may in its discretion indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee, fiduciary or agent of the Foundation or of any other Foundation at the request of the Foundation, or by reason of any action alleged to have been taken, omitted or neglected as such director, officer, employee, fiduciary or agent against reasonable expenses incurred in connection with the proceeding, if:

(i) The individual's conduct was in good faith;

(ii) The individual reasonably believed that the individual's conduct was in, or not opposed to, the Foundation's best interest;

(iii) In the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful; and

(iv) The Foundation shall not indemnify a director, or officer, employee, fiduciary, or agent in connection with a proceeding in which such individual was adjudged liable to the Foundation, or in connection with any other proceeding charging that the individual derived an improper personal benefit, whether or not involving action in the individual's official capacity, in which proceeding the individual was adjudged liable on the basis that the individual derived an improper personal benefit.

7.02 **Advances of Costs and Expenses.** The Foundation may in its discretion pay for reasonable expenses incurred by a director, officer, employee or agent (in defending a civil or criminal action, suit or proceeding) who is a party to a proceeding in advance of final disposition of the proceeding if:

(a) The individual furnishes the Foundation a written affirmation of the individual's good faith belief that the individual has met the applicable standard of conduct described above in Section 7.01(b).

(b) The individual furnishes the Foundation a written undertaking, executed personally or on the individual's behalf, to repay the advance, if it is ultimately determined that the individual did not meet the standard of conduct; and

(c) A determination is made that the facts then known to those making the determination would not preclude indemnification.

7.03 **Insurance.** By action of the Board of Directors, notwithstanding any interest of the directors in such action, the Foundation may, subject to Section 7.05, purchase and maintain insurance, in such amounts as the Board may deem appropriate, on behalf of any individual indemnified hereunder against any liability asserted against such individual and incurred by such individual in such individual's capacity of or arising out of such individual's status as an agent of the Foundation, whether or not the Foundation would have the power to indemnify such individual against such liability under applicable provisions of law. The Foundation may also purchase and maintain insurance, in such amounts as the Board of Directors may deem appropriate, to insure the Foundation against any liability, including without limitation, any liability for the indemnifications provided in this Article.

7.04 **Right to Impose Conditions to Indemnification.** The Foundation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as the Board of Directors may deem appropriate in each specific case, including but not limited to any one or more of the following: (a) that any counsel representing the individual to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the individual to be indemnified and to the Foundation; (b) that the Foundation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the individual to be indemnified; and (c) that the Foundation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified individual's right of recovery, and that the individual to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the Foundation.

7.05 Limitation on Indemnification. Notwithstanding any other provision of these Bylaws, and except as otherwise provided by law, the Foundation shall neither indemnify any individual nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the Foundation as an organization described in IRC § 501(c)(3) or that would impose liability on the Foundation under Chapter 42 of the Internal Revenue Code.

ARTICLE VIII

LIMITATIONS

8.01 Prohibition Against Sharing in Corporate Earnings. No director, officer or employee or individual connected with the Foundation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Foundation, provided that this shall not prevent the payment to any such individual of such reasonable compensation for personal services rendered to or for the Foundation in effecting any of its purposes as shall be fixed by the Board of Directors and as are consistent with IRC § 4941(d)(2)(E); and no such individual or individuals shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Foundation. All directors of the Foundation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Foundation, whether voluntary or involuntary, the assets of the Foundation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, consistent with Foundation's Articles of Incorporation.

8.02 Investments. The Foundation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a nonprofit corporation is or may hereafter be permitted by law to make, or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Foundation if such action is prohibited under the IRC or the Nonprofit Corporation Act or would result in the denial of tax exemption under any section of the IRC.

8.03 Exempt Activities. Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of this Foundation shall take any action or carry on any activity by or on behalf of the Foundation not permitted to be taken or carried on by an organization exempt under IRC § 501(c)(3).

ARTICLE IX

MISCELLANEOUS

9.01 Amendment. Except to the extent that any future proposed amendment to the Bylaws contained herein would be contrary to Utah law or the Foundation's Amended and Restated Articles of Incorporation, any of these Bylaws may be altered, amended or repealed by the Board of Directors upon the affirmative vote of a majority of the Board of Directors either at an annual, regular or special meeting of the Board of Directors at which a quorum is present.

9.02 Survival. In the event that any of these Bylaws are subsequently altered by an act of the legislature of Utah, the remainder thereof which are not affected by such legislation shall remain in full force and effect until and unless altered in accordance with Section 9.01 hereof.

9.03 Account Books, Minutes, Etc. The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees. All books and records of the Foundation may be inspected by any director, such director's authorized agent or attorney, for any proper purpose at such reasonable time as may be consistent with the Nonprofit Corporation Act.

9.04 Fiscal Year. The fiscal year of the Foundation shall be as established by the Board of Directors.

9.05 Conflicts of Interest. If any person who is a director or employee of the Foundation is aware that the Foundation is about to enter into any business transaction directly or indirectly with himself or herself, any member of his or her family, or any entity in which he or she has any legal, equitable or fiduciary interest or position, including without limitation as a director, officer, shareholder, partner or beneficiary, such person shall (a) immediately inform those charged with approving the transaction on behalf of the Foundation of his or her interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his or her knowledge that bear on the advisability of such transaction from the standpoint within his or her knowledge that bear on the advisability of such transaction from the standpoint of the Foundation, and (c) not be entitled to vote on the decision to enter into such transaction.

9.06 Designated Contributions. The Foundation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the Amended and Restated Articles of Incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Foundation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Foundation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Foundation's tax-exempt purposes.

9.07 Loans to Directors and Officers Prohibited. No loans shall be made by the Foundation to any of its directors or officers. **References to Internal Revenue Code.** All references in these Bylaws to provisions of the Internal Revenue Code or "IRC" are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

9.08 Construction. Whenever the singular number is used in these Bylaws and when required by the context, the same shall include the plural and vice versa, and the masculine gender shall include the feminine and neuter genders and vice versa. The word "including" means "including without limitation," and "or" means "and/or," unless (in either case) the context clearly requires otherwise. Reference to any document (including these Bylaws) (and to any law, rule, or regulation means such document, law, rule or regulation as amended from time to time (including, as to any law, rule, or regulation, any corresponding provisions of any subsequent law, rule or regulation).

9.09 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

FLORENCE J. GILLMOR FOUNDATION

BYLAWS CERTIFICATE

The undersigned, David R. Bird, certifies that he is the Secretary/Treasurer of Florence J. Gillmor Foundation, a Utah nonprofit corporation, and that as such, he is authorized to execute this certificate on behalf of that Foundation, and further certifies that attached hereto is a complete and correct copy of the presently effective Amended and Restated Bylaws of said Foundation.

Dated effective as of the 25th day of January, 2012.

David R. Bird
Secretary