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Form **990-EZ**

Department of the Treasury
Internal Revenue Service

Short Form
Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

▶ Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities, and certain controlling organizations as defined in section 512(b)(13) must file Form 990 (see instructions). All other organizations with gross receipts less than $200,000 and total assets less than $500,000 at the end of the year may use this form.

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

OMB No 1545-1150

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 08/23/12 , and ending 04/30/13

B Check if applicable
- [X] Address change
- [ ] Name change
- [X] Initial return
- [ ] Terminated
- [ ] Amended return
- [X] Application pending

C Name of organization
JOHN WAYNE CANCER FOUNDATION (DE)

Number and street (or P O box, if mail is not delivered to street address) — Room/suite
P.O. BOX 1779

City or town, state or country, and ZIP + 4
NEWPORT BEACH CA 92659

D Employer identification number
46-2250073

E Telephone number
949-631-8400

F Group Exemption Number ▶

G Accounting Method [ ] Cash [X] Accrual Other (specify) ▶

H Check ▶ [X] if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

I Website: ▶ N/A

J Tax-exempt status (check only one) — [X] 501(c)(3) [ ] 501(c)( ) ◀ (insert no) [ ] 4947(a)(1) or [ ] 527

K Check ▶ [ ] if the organization is not a section 509(a)(3) supporting organization or a section 527 organization and its gross receipts are normally **not** more than $50,000 A Form 990-EZ or Form 990 return is not required though Form 990-N (e-postcard) may be required (see instructions) But if the organization chooses to file a return, be sure to file a complete return

L Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts If gross receipts are $200,000 or more, or if total assets (Part II, line 25, column (B) below) are $500,000 or more, file Form 990 instead of Form 990-EZ ▶ $

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (see the instructions for Part I)

Check if the organization used Schedule O to respond to any question in this Part I [ ]

Revenue	1	Contributions, gifts, grants, and similar amounts received			1	
	2	Program service revenue including government fees and contracts			2	
	3	Membership dues and assessments			3	
	4	Investment income			4	
	5a	Gross amount from sale of assets other than inventory	5a			
	b	Less cost or other basis and sales expenses	5b			
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)			5c	
	6	Gaming and fundraising events				
	a	Gross income from gaming (attach Schedule G if greater than $15,000)	6a			
	b	Gross income from fundraising events (not including $ ______ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds $15,000)	6b			
	c	Less direct expenses from gaming and fundraising events	6c			
	d	Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c)			6d	
	7a	Gross sales of inventory, less returns and allowances	7a			
	b	Less cost of goods sold	7b			
	c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)			7c	
	8	Other revenue (describe in Schedule O)			8	
	9	**Total revenue.** Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8 ▶			9	0
Expenses	10	Grants and similar amounts paid (list in Schedule O)			10	
	11	Benefits paid to or for members			11	
	12	Salaries, other compensation, and employee benefits			12	
	13	Professional fees and other payments to independent contractors			13	
	14	Occupancy, rent, utilities, and maintenance			14	
	15	Printing, publications, postage, and shipping			15	
	16	Other expenses (describe in Schedule O)			16	
	17	**Total expenses.** Add lines 10 through 16 ▶			17	0
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)			18	
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)			19	
	20	Other changes in net assets or fund balances (explain in Schedule O)			20	
	21	Net assets or fund balances at end of year Combine lines 18 through 20 ▶			21	0

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For Paperwork Reduction Act Notice, see the separate instructions.

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Form **990-EZ** (2012)

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Part II **Balance Sheets** (see the instructions for Part II)

Check if the organization used Schedule O to respond to any question in this Part II ☐

	(A) Beginning of year		(B) End of year
22 Cash, savings, and investments	0	22	
23 Land and buildings	0	23	
24 Other assets (describe in Schedule O)	0	24	
25 **Total assets**	0	25	0
26 **Total liabilities** (describe in Schedule O)	0	26	0
27 **Net assets or fund balances** (line 27 of column (B) **must** agree with line 21)	0	27	0

Part III **Statement of Program Service Accomplishments** (see the instructions for Part III)

Check if the organization used Schedule O to respond to any question in this Part III ☒

Expenses (Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others)

What is the organization's primary exempt purpose?

SEE SCHEDULE O

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title

28 N/A		
(Grants $) If this amount includes foreign grants, check here ▶ ☐	28a	
29		
(Grants $) If this amount includes foreign grants, check here ▶ ☐	29a	
30		
(Grants $) If this amount includes foreign grants, check here ▶ ☐	30a	
31 Other program services (describe in Schedule O) (Grants $) If this amount includes foreign grants, check here ▶ ☐	31a	
32 **Total program service expenses** (add lines 28a through 31a) ▶	32	

Part IV **List of Officers, Directors, Trustees, and Key Employees** List each one even if not compensated (see the instructions for Part IV)

Check if the organization used Schedule O to respond to any question in this Part IV ☐

(a) Name and title	(b) Average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099-MISC) (If not paid, enter -0-)	(d) Heath benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
JOHN ETHAN WAYNE SOLE DIR/CEO/PRES	10.00	0	0	0
DANA AMMARI SECRETARY	10.00	0	0	0
AMY SHEPHERD CHIEF FINANCIAL OFFC	7.00	0	0	0
RICHARD K HOWELL INTERIM BOARD MEMBER	0.00	0	0	0
PETER CHRISTENSEN INTERIM BOARD MEMBER	0.00	0	0	0
TIMOTHY CARR INTERIM BOARD MEMBER	0.00	0	0	0
GREG GRABER DIR OF PROGRAMS	42.00	0	0	0
SANDI HANSCOM DEVELOPMT & FUNDRAIS	40.00	0	0	0

Part V Other Information (Note the Schedule A and personal benefit contract statement requirements in the instructions for Part V) Check if the organization used Schedule O to respond to any question in this Part V ☐

			Yes	No
33	Did the organization engage in any significant activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O	33		X
34	Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name Otherwise, explain the change on Schedule O (see instructions)	34		X
35a	Did the organization have unrelated business gross income of $1,000 or more during the year from business activities (such as those reported on lines 2, 6a, and 7a, among others)?	35a		X
b	If "Yes," to line 35a, has the organization filed a Form 990-T for the year? If "No," provide an explanation in Schedule O	35b		
c	Was the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements during the year? If "Yes," complete Schedule C, Part III	35c		X
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N	36		X
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions ▶ 37a			
b	Did the organization file **Form 1120-POL** for this year?	37b		X
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?	38a		X
b	If "Yes," complete Schedule L, Part II and enter the total amount involved 38b			
39	Section 501(c)(7) organizations Enter			
a	Initiation fees and capital contributions included on line 9 39a			
b	Gross receipts, included on line 9, for public use of club facilities 39b			
40a	Section 501(c)(3) organizations Enter amount of tax imposed on the organization during the year under section 4911 ▶ ; section 4912 ▶ , section 4955 ▶			
b	Section 501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	40b		X
c	Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶			
d	Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax on line 40c reimbursed by the organization ▶			
e	All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T	40e		X

41 List the states with which a copy of this return is filed ▶ NONE

42a The organization's books are in care of ▶ JWCF Telephone no ▶ 949-631-8400
SAME AS PAGE 1
Located at ▶ NEWPORT BEACH CA ZIP + 4 ▶ 92659

			Yes	No
b	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)? If "Yes," enter the name of the foreign country ▶ See the instructions for exceptions and filing requirements for **Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.**	42b		X
c	At any time during the calendar year, did the organization maintain an office outside the U S ? If "Yes," enter the name of the foreign country ▶	42c		X

43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of **Form 1041** — Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43

			Yes	No
44a	Did the organization maintain any donor advised funds during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ	44a		X
b	Did the organization operate one or more hospital facilities during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ	44b		X
c	Did the organization receive any payments for indoor tanning services during the year?	44c		X
d	If "Yes" to line 44c, has the organization filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	44d		
45a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	45a		X
45b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ (see instructions)	45b		X

			Yes	No
46	Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	46		X

Part VI **Section 501(c)(3) organizations only**
All section 501(c)(3) organizations must answer questions 47–49b and 52, and complete the tables for lines 50 and 51
Check if the organization used Schedule O to respond to any question in this Part VI ☐

			Yes	No
47	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	47		X
48	Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	48		X
49a	Did the organization make any transfers to an exempt non-charitable related organization?	49a		X
b	If "Yes," was the related organization a section 527 organization?	49b		

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than $100,000 of compensation from the organization If there is none, enter "None"

(a) Name and title of each employee paid more than $100,000	(b) Average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099-MISC)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
NONE				

f Total number of other employees paid over $100,000 ▶

51 Complete this table for the organization's five highest compensated independent contractors who each received more than $100,000 of compensation from the organization If there is none, enter "None"

(a) Name and address of each independent contractor paid more than $100,000	(b) Type of service	(c) Compensation
NONE		

d Total number of other independent contractors each receiving over $100,000 ▶

52 Did the organization complete Schedule A? **Note** All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A ▶ [X] Yes ☐ No

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
▶ Signature of officer — Date 8-26-13
▶ Ethan Wayne - Director
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KARLYLLE SCHWARTZE, CPA		08/26/13		P00050689

Firm's name ▶ LEGACY PARTNERS — Firm's EIN ▶ 26-1329379
Firm's address ▶ 2900 BRISTOL ST., SUITE C-203, COSTA MESA, CA 92626-5945 — Phone no 714-540-9900

May the IRS discuss this return with the preparer shown above? See instructions ▶ [X] Yes ☐ No

K0255 08/26/2013 11 18 AM

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
JOHN WAYNE CANCER FOUNDATION (DE)

Employer identification number
46-2250073

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 **b** ☐ Type II **c** ☐ Type III–Functionally integrated **d** ☐ 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?

		Yes	No
(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?	11g(i)		
(ii) A family member of a person described in (i) above?	11g(ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		

h Provide the following information about the supported organization(s)

(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									

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

DAA

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 ")						
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						
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)						
6 **Public support.** Subtract line 5 from line 4.						

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						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
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						

12 Gross receipts from related activities, etc (see instructions) | 12 |

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** ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) | 14 | %

15 Public support percentage from 2011 Schedule A, Part II, line 14 | 15 | %

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 ▶ ☐

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 ▶ ☐

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 ▶ ☐

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 ▶ ☐

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 ▶ ☒

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** ▶ ☐

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 ▶ ☐

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 ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

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)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

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.

OMB No 1545-0047
2012
Open to Public Inspection

Name of the organization	Employer identification number
JOHN WAYNE CANCER FOUNDATION (DE)	46-2250073

FORM 990-EZ, PART III - PRIMARY EXEMPT PURPOSE

JWCF WAS FORMED TO PROVIDE COURAGE, STRENGTH AND GFRIT TO THE FIGHT AGAINST CANCER BY SUPPORTING CHARITABLE PURPOSES AND ORGANIZATIONS DESCRIBED IN SECTION 501(C)3 OF THE CODE. APPLICANT WAS FORMED TO CONTINUE THE OPERATIONS OF THE JOHN WAYNE CANCER FOUNDATION, A CA CORPORATION WHICH WAS INCORPORATED ON 5/10/1985. THE CA FOUNDATION IS A VALID 501(C)3 ORGANIZATION WHICH RECEIVED ITS LETTER FROM THE IRS ON OR ABOUT 5/21/1986.

BYLAWS

OF

THE JOHN WAYNE CANCER FOUNDATION

(A Delaware Nonprofit Non-Stock Corporation)

TABLE OF CONTENTS

Page

BYLAWS

OF

THE JOHN WAYNE CANCER FOUNDATION

(A Delaware Nonprofit Non-Stock Corporation)

ARTICLE I
NAME

The name of the Corporation shall be THE JOHN WAYNE CANCER FOUNDATION.

ARTICLE II
OFFICES

2.1 Registered Office. The address of the Corporation's registered office ("registered office") in the State of Delaware is 3500 South Dupont Highway, in the City of Dover, County of Kent, 19901. The name of its registered agent is GKL Registered Agents, Inc. The Directors may change the registered office from one location to another. Any change of this location shall be noted by the Secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location.

2.2 Principal Office. The principal office for the transaction of the business of the Corporation ("principal office") is located at 210 62nd Street, Newport Beach, County of Orange, State of California. The Directors may change the principal office from one location to another. Any change of this location shall be noted by the Secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location.

2.3 Other Offices. The Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

ARTICLE III
PURPOSES AND OBJECTIVES

3.1 Exclusive Purpose. The Corporation is organized and shall be operated exclusively for charitable, educational, scientific or literary purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

3.2 Specific and Primary Purpose. The specific and primary purpose of the Corporation is to raise money for cancer research.

3.3 General Purpose. The general purpose of the Corporation is to receive, hold, and disburse contributions, bequests, devises, and other funds and to make grants and distributions to organizations which have established their tax exempt status under section 501(c)(3) of the Code.

ARTICLE IV
NONPARTISAN ACTIVITIES

The Corporation has been formed under the Delaware General Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its purposes described above.

ARTICLE V
DEDICATION OF ASSETS

The property of the Corporation is irrevocably dedicated to charitable, educational, scientific and literary purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any Director, Officer, or Member thereof or to the benefit of any private person, except that reasonable compensation may be paid for services rendered to or for the Corporation and academic scholarships may be awarded to students selected on a non-discretionary and objective basis. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all of its debts and liabilities shall be distributed to a nonprofit fund, foundation or corporation, designated by the Board of Directors of the Corporation, that is organized and operated exclusively for charitable, educational, scientific or literary purposes and which has established its tax exempt status under section 501(c)(3) of the Code.

ARTICLE VI
DIRECTORS

6.1 Powers. The Corporation shall he managed by the Board of Directors.

6.2 Qualifications. Each Director shall be at least eighteen (18) years of age.

6.3 Number. The number of Directors of the Corporation shall be not less than one (1) nor more than three (3).

6.4 Term. Each Director shall hold office until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation, or removal.

6.5 Regular and Special Meetings. An annual meeting of the Board of Directors for the transaction of business, including the election of Officers to succeed any Officers whose terms have expired, shall be held on a date and at a place, within or without the State of Delaware, fixed by the Board of Directors. Regular or any special meetings of the Board of Directors may be held at any place within or without the State of Delaware. Regular meetings of the Board of Directors may he held at such times as may be fixed from time to time by resolution of the Board of Directors. Special meetings of the Board of Directors may he called at any time by the President or Secretary or as determined by the Board of Directors.

6.6 Quorum. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business, but a majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting of the Board of Directors to another time or place shall be given to the Directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

6.7 Notice; Waiver of Notice of Meetings. Annual, regular and special meetings of the Board of Directors shall be held on notice to the Directors. Notice thereof shall state the time and place of the meeting and shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of each such meeting of the Board shall be mailed, postage prepaid, to each Director, addressed to him at his residence or usual place of business, by first class mail, at least two (2) days before the day on which such meeting is to be held, or shall be sent addressed to him at such place by telegraph, cable, telex, telecopier or other similar means, at least twenty-four (24) hours before the time at which such meeting is to be held. Notice of any meeting of the Board of Directors need not be given to any Director who submits a signed Waiver of Notice, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at the commencement thereof, the lack of notice to him.

6.8 Action by the Board of Directors. Except as otherwise provided in Section 6.12 of these Bylaws, any reference in these Bylaws to action to be taken by the Board of Directors shall mean such action at a meeting of the Board of Directors. Each Director shall have one (1) vote. Except as otherwise expressly required by law or by these Bylaws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board of Directors.

6.9 Newly Created Directorship and Vacancies. Newly created directorships resulting from either an increase in the number of Directors or vacancies among the Directors for any reason, including the removal of a Director, or both, may he filled by vote of a majority of the Directors then in office, regardless of their number. A Director elected or appointed to fill a vacancy shall hold office until his or her death, resignation, or removal, or until his or her successor is elected and qualified.

6.10 Removal of Directors. Except as otherwise provided by law, any Director may be removed, with or without cause, by a majority vote of all of the Directors at any meeting of Directors.

6.11 Action by Board without a Meeting. Any action required or permitted to be taken by the Board of Directors or any standing committee thereof may be taken without a meeting if all members of the Board of Directors or of the standing committee consent in writing to the adoption of a resolution authorizing the action. The resolutions and written consents thereto shall be filed with the minutes of the proceedings of the Board of Directors or the committee.

6.12 Telephonic Meetings. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE VII
MEMBERS

7.1 Directors as Members. The Directors of the Corporation, in addition to serving as such, shall also be its members. Any action that would otherwise require approval by a majority of all members or approval by the members shall require only approval by a majority of all the Directors, or approval by the Directors, as the case may be.

7.2 Meetings. The persons who are Directors may, at any given time and from time to time, act in their capacity as members pursuant to Section 7.1 above at meetings of the Board of Directors held as provided in Section 6.5 of these Bylaws.

ARTICLE VIII
EXECUTIVE AND OTHER COMMITTEES

8.1 Executive and Other Committees of Directors.

(a) The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee and other standing committees, each consisting of one (1) or more Directors, and each of which, to the extent provided in the resolution, shall have all the authority of the Board of Directors, except that no such committee shall have authority as to the following matters:

(1) the filling of vacancics in thc Board of Directors or in any committee;

(2) the fixing of compensation of the Directors for serving on the Board of Directors or on any committee;

(3) the amendment or repeal of any resolution of the Board of Directors which, by its terms, shall not he so amendable or repealable.

(b) The Board of Directors may designate one or more Directors as alternate members of any such committee, who may replace an absent member or members at any meeting of such committee.

(c) The Board of Directors may create such special committees as it may deem desirable. The members of such committees shall be appointed by the Chairman of the Board or the President of the Corporation, if there is no Chairman of the Board, with the consent of the Board of Directors. Special committees shall have only the powers specifically delegated to them by the Board of Directors and in no case have powers which are not authorized for standing committees.

(d) All committees of the Board of Directors shall serve at the pleasure of the Board of Directors.

8.2 Organization, Meeting, etc. The President of the Corporation shall be ex officio Chairman of the Executive Committee, and the Secretary of the Corporation shall act as Secretary thereof. In the absence of any such Chairman or Secretary of the Executive Committee at any meeting of the Executive Committee, the committee shall appoint a chairman and/or secretary of the meeting, as the case may be. All committees may adopt rules governing the time of, the method of calling or holding their meetings, and the conduct of their affairs. All committees shall keep a record of their acts and proceedings and shall report thereon to the Board of Directors.

8.3 Quorum and Manner of Acting. A majority of the members of a committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. Except as otherwise provided in Section 6.11 of these Bylaws, the members of a committee shall act only as a committee.

ARTICLE IX
OFFICERS

9.1 Officers. At each annual meeting of the Board of Directors, the Board of Directors, by a plurality of the votes cast for each office, (i) shall elect a President, a Secretary and a Treasurer, and (ii) may elect one or more Vice Presidents and such other Officers or assistant Officers as it may determine. Except for the offices of President and Secretary which may not be held by the same person, any two (2) or more offices may be held by the same person. The election or appointment of an Officer shall not of itself create contract rights.

9.2 President. The President shall be elected from among the members of the Board ot Directors. The President shall be the Chief Executive Officer of the Corporation and shall have general supervision over the affairs of the Corporation, subject, however, to the control of the Board of Directors. The President shall preside at meetings of the Board of Directors, the Executive Committee and the Members of the Corporation. In general, the President shall perform all the duties incident to the office of the chief executive officer of a corporation and such other duties as are provided for in these Bylaws or as from time to time may be assigned to the President by the Board of Directors, except those duties of the Secretary or Assistant Secretary of the Corporation or of any office corresponding thereto.

9.3 Vice Presidents. If the President is absent or if there is a vacancy in the office of President, then the Vice Presidents in the order designated by the Board of Directors, or in the absence of such designation by the Board of Directors in order of seniority, shall perform all the duties of the President and in so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as may from time to time be assigned to such Vice President by the Board of Directors or by the President.

9.4 Treasurer. The Treasurer shall collect and keep an account of all moneys received and expended for the use of the Corporation; shall deposit or cause to be deposited sums received by the Corporation in the name of the Corporation in such depositories as shall be approved by the Board of Directors; shall make reports of the finances of the Corporation when called upon by the President; and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board of Directors or by the President. The funds, books and vouchers in the hands of the Treasurer shall at all times be subject to the inspection, supervision and control of the Board of Directors and the President, and, at the expiration of the Treasurer's term of office, the Treasurer shall turn over to any successor Treasurer all funds, books, vouchers and other properties of the Corporation in the Treasurer's possession.

9.5 Secretary. The Secretary shall act as secretary of all meetings of the Board of Directors, the Executive Committee and the Members of the Corporation, and shall keep the minutes thereof in the proper book or books to be provided for that purpose. The Secretary shall see that all notices required to be given by the Corporation are duly given. The Secretary shall have charge of the books, records and papers of the Corporation except as otherwise provided in Section 9.4 above. The Secretary shall see that the reports, statements and other documents required by law are properly kept and filed. The Secretary shall perform such other duties as may from time to time be assigned to the Secretary by the Board of Directors or by the President.

9.6 Terms. Each Officer of the Corporation shall hold office until death, resignation, removal or until the next annual meeting of the Board of Directors and until his successor shall be elected and shall qualify, whichever first occurs.

9.7 Removal. Any Officer may be removed by the Board of Directors, either with or without cause. Removal of an Officer without cause shall be without prejudice to his contract rights, if any.

9.8 Resignations. Any Officer may resign at any time by giving written notice of his resignation to the Board of Directors. Such resignation shall take effect at the time therein specified and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

9.9 Vacancies. A vacancy in the office of any Officer caused by death, resignation, removal or other cause shall be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

ARTICLE X
CONTRACTS, LOANS AND GRANTS

10.1 Contracts. Except as otherwise provided by law, the Board of Directors may, prospectively or retroactively, authorize the President and Secretary or, prospectively, authorize any other Officer(s) or agent(s) of the Corporation, in the name and on behalf of the Corporation, to enter into any contract. Any such authority may be general or confined to specific instances.

10.2 Loans. The Board of Directors may prospectively authorize the President and Treasurer or any other Officer(s) or agent(s) of the Corporation to effect loans and advances at any time for the Corporation from any bank, trust company or other institution, or from any firm, corporation or individual, and for such loans and advances to make, execute and deliver promissory notes, bonds, or other certificates or evidences of indebtedness of the Corporation, and when authorized to do so to pledge and hypothecate or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority conferred by the Board of Directors may be general or confined to specific instances.

10.3 Grants. The Board of Directors, on the basis of written recommendations from individual Directors, Officers and employees of the Corporation, may, prospectively or retroactively, authorize the President, on behalf of the Corporation, to make grants and other contributions.

10.4 Investment Management. The Board of Directors may (i) delegate to a standing or special committee or to an Officer or Officers of the Corporation, or agents of the Corporation, including investment counsel, the authority to act in place of the Board of Directors in investing and reinvesting the Corporation's funds, (ii) contract with independent investment advisors, investment counsel or managers, banks or trust companies, so to act, and (iii) authorize the payment of compensation for advisory or management services, advisors, investment counsel or managers, banks or trust companies, so to act. Each contract pursuant to which authority is so delegated shall provide that it may be terminated by the Board of Directors at any time, without penalty, upon not more than sixty (60) days' notice.

ARTICLE XI
COMPENSATION AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

11.1 Compensation of Officers and Directors. The Corporation may pay reasonable compensation to Officers and Directors for services rendered. Board of Directors, by the affirmative vote of a majority of the entire Board, may fix their compensation for services in any capacity, and may likewise fix the salaries of Officers.

11.2 Indemnification of Directors and Officers. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

11.3 Indemnification in Certain Cases. To the extent that a Director, Officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 11.2 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

11.4 Procedure for Indemnification. Any indemnification under Section 11.2 above (unless ordered by a court) shall, he made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 11.2 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

11.5 Advances for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount unless it shall he ultimately determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

11.6 Rights Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any law, by-law, agreement, vote of disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

11.7 Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability undeı the provisions of this Article.

ARTICLE XII
BOOKS AND RECORDS

12.1 Books to Be Kept. The Corporation shall keep, at its principal office in written form, correct and complete books and records of account and minutes of the proceedings of the Board of Directors and the Executive Committee.

ARTICLE XIII
FISCAL YEAR

13.1 Fiscal Year. The fiscal year of the Corporation shall be the calendar year unless the Board of Directors determines otherwise.

CERTIFICATE OF SECRETARY

I hereby certify that I am the duly elected and acting Secretary of The John Wayne Cancer Foundation, a Delaware nonprofit non-stock corporation, and that the above and foregoing Bylaws were adopted as the Bylaws of the Corporation at a meeting of the Board of Directors of the Corporation held on July 29, 2013, and that they have not been amended or modified since that date.

Executed on July 29, 2013, at Newport Beach, California.

Secretary

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "THE JOHN WAYNE CANCER FOUNDATION", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF AUGUST, A.D. 2012, AT 7:08 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

Jeffrey W Bullock, Secretary of State

5203211 8100

120966982

AUTHENTICATION: 9802785

DATE: 08-24-12

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:13 PM 08/23/2012
FILED 07:08 PM 08/23/2012
SRV 120966982 - 5203211 FILE

STATE *of* DELAWARE
CERTIFICATE *of* INCORPORATION
A NON-STOCK CORPORATION

First: The name of the corporation is THE JOHN WAYNE CANCER FOUNDATION.

Second: The address of the corporation's registered office in the State of Delaware is 3500 South Dupont Highway, in the City of Dover, County of Kent, 19901. The name of its registered agent is GKL Registered Agents, Inc.

Third: The corporation shall be a nonprofit corporation.

Fourth: This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "Code"). Notwithstanding any provision contained in this Certificate or in any other governing instrument of the corporation, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation, and shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Code.

No substantial part of the a activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

All references in this Certificate to a section of the Code shall be deemed to include reference to the corresponding provision of any future United States internal revenue law.

Fifth: The corporation shall not have any capital stock.

Sixth: The conditions of membership shall be stated in the bylaws of the corporation.

Seventh: Notwithstanding any provision contained in this Certificate or in any other governing instrument of the corporation, the corporation is required to distribute its income for each taxable year at such times and in such manner as not to subject the corporation to tax under section 4942 of the Code. In addition, the corporation shall not, during any period and to the extent that it is a private foundation described in section 509 of the Code, (a) engage in any act of self-dealing as defined in section 4941(d) of the Code; (b) retain any excess business holdings as defined in section 4943(c) of the Code; (c) make any taxable expenditures as defined in section 4945(d) of the Code; or (d) make any investments in such manner as to subject the corporation to tax under section 4944 of the Code.

Eighth: The property of the corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person (except that reasonable compensation may be paid for services rendered to or for the corporation). Upon the dissolution or winding up of the corporation, and after judicial approval as required by law, its assets remaining after payment (or provision for payment) of all of its debts and liabilities shall be distributed to a nonprofit fund, foundation or corporation designated by the board of directors of the corporation which is organized and operated exclusively for charitable, educational, scientific or literary purposes and which has established its tax exempt status under section 501(c)(3) of the Code.

Ninth: The name and mailing address of the incorporator are as follows:

Name: Rosemary J. White
Mailing Address: Rutan & Tucker, LLP
611 Anton Blvd., 14th Floor
Costa Mesa, CA 92626

Tenth: The name and mailing address of the person who is to serve as the sole director of the corporation until the first annual meeting of the members, and until a successor is elected and qualified, are as follows:

Name: John Ethan Wayne
Mailing Address: 210 62nd Street
Newport Beach, CA 92663

Eleventh: This Certificate may be amended, pursuant to a resolution of the board of directors setting forth the proposed amendment or amendments, at a meeting of members by vote of a majority of all members having voting power, or without a meeting by written consent of a majority of all members having voting power.

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 23rd day of August, 2012.

/s/ Rosemary J .White
Rosemary J. White, Incorporator