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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.

For calendar year 2012 or tax year beginning

JUL 1, 2012

, and ending

JUN 30, 2013

Name of foundation

THE HERITAGE FUND, INC.

Number and street (or P O box number if mail is not delivered to street address)

3067 GRASSLANDS DR.

A Employer identification number

01-0782316

City or town, state, and ZIP code

LAKELAND, FL 33803

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeH Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year **J Accounting method:** Cash Accrual
(from Part II, col (c), line 16) Other (specify) **► \$ 1,360,024.** (Part I, column (d) must be on cash basis.)

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)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	15,739.	15,739.	Statement 1	
4	Dividends and interest from securities	4,317.	4,317.	Statement 2	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications Gross sales less returns and allowances				
10a	b Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11.	20,056.	20,056.		
13	Compensation of officers, directors, trustees, etc.	0.	0.	0.	
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees Stmt 3	1,500.	1,250.	0.	
c	Other professional fees				
17	Interest				
18	Taxes Stmt 4	192.	192.	0.	
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses Stmt 5	84.	15.	0.	
24	Total operating and administrative expenses. Add lines 13 through 23	1,776.	1,457.	0.	
25	Contributions, gifts, grants paid	64,700.		64,700.	
26	Total expenses and disbursements. Add lines 24 and 25	66,476.	1,457.	64,700.	
27	Subtract line 26 from line 12:	<46,420.►			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		18,599.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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			
	2	Savings and temporary cash investments		536,265.	475,312.
	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 6	662,055.	662,054.	342,603.
	c	Investments - corporate bonds			
Liabilities	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other Stmt 7	527,575.	542,109.	542,109.
	14	Land, buildings, and equipment: basis ► 3,139.			
		Less accumulated depreciation Stmt 8 ► 3,139.			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers)	1,725,895.	1,679,475.	1,360,024.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	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.	
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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 ► <input checked="" type="checkbox"/> 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	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	1,725,895.	1,679,475.	
	30	Total net assets or fund balances	1,725,895.	1,679,475.	
	31	Total liabilities and net assets/fund balances	1,725,895.	1,679,475.	

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	1,725,895.
2	Enter amount from Part I, line 27a	2	<46,420.>
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	1,679,475.
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	1,679,475.

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	NONE				
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					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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					
b					
c					
d					
e					
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		
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		

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	70,808.	1,333,590.	.053096
2010	72,779.	1,413,278.	.051497
2009	55,500.	1,461,709.	.037969
2008	27,250.	1,520,548.	.017921
2007	45,800.	1,097,079.	.041747

2 Total of line 1, column (d)

2 .202230

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 .040446

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 1,356,995.

5 Multiply line 4 by line 3

5 54,885.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 186.

7 Add lines 5 and 6

7 55,071.

8 Enter qualifying distributions from Part XII, line 4

8 64,700.

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a

6b

6c

6d

7 Total credits and payments. Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax. Check here if Form 2220 is attached9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ►

Refunded ►

7 0.

8

9 186.

10

11

Part VII-A Statements Regarding Activities

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?

Yes

No

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1a 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

1b X

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:

0.

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ _____

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?

2 X

*If "Yes," attach a detailed description of the activities.*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?

4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 X

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

N/A

- 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?

7 Did the foundation have at least \$5,000 in assets at any time during the year?

6 X

If "Yes," complete Part II, col. (c), and Part XV.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

7 X

FL

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)

11		X
12		X
13	X	
Website address ►	N/A	
14	The books are in care of ► HOWE D. WHITMAN Located at ► 3067 GRASSLANDS DRIVE, LAKELAND, FL	Telephone no. ► 863-688-1201 ZIP+4 ► 33803
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
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	Yes No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A ►	1b
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? If "Yes," list the years ► 2011 , , , ,	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	2a
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.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , , ,		2b X
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?		4a X 4b X

Form 990-PF (2012)

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

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?

If "Yes" to 6b, file Form 8870

Yes No

6b

X

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 9		0.	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

Form 990-PF (2012)

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	N/A	
2		
3		
Total. Add lines 1 through 3		0.

Form 990-PF (2012)

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	842,880.
b Average of monthly cash balances	1b	534,780.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	1,377,660.
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	1,377,660.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	20,665.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,356,995.
6 Minimum investment return Enter 5% of line 5	6	67,850.

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	67,850.
2a Tax on investment income for 2012 from Part VI, line 5	2a	186.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	186.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	67,664.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	67,664.
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	67,664.

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	64,700.
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	64,700.
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	186.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	64,514.

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				67,664.
2 Undistributed income, if any, as of the end of 2012			65,504.	
a Enter amount for 2011 only				
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: ► \$ 64,700.			64,700.	
a Applied to 2011, but not more than line 2a				
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				0.
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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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.			804.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				67,664.
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 XV Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
ASIAN CHRISTIAN ACADEMY P.O. BOX 118516 <u>CARROLLTON, TX 75011</u>		501(C)(3)	OPERATING FUNDS	
ATLANTA K-LIFE P.O. BOX 725148 <u>ATLANTA, GA 31139</u>		501(C)(3)	OPERATIONS	25,000.
BETHANY EVANGELICAL LUTHERN CHURCH 1125 PARKSIDE AVE. <u>EWING, NJ 08618</u>		501(C)(3)	GOOD SAMARITAN FUND	
CALVARY CHILDREN'S HOME 1430 LOST MOUNTAIN RD. <u>POWDER SPRINGS, GA 30127</u>		501(C)(3)	OPERATING FUNDS	
CAMPUS CHRISTIAN FELLOWSHIP OF WEST GEORGIA 4025 GOLFVIEW DRIVE <u>VILLA RICA, GA 30180</u>		501(C)(3)	CAMPUS MINISTRY	
Total	See continuation sheet(s)			► 3a 64,700.
b Approved for future payment				
None				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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 15,739.

4 Dividends and interest from securities

14 4,317.

5 Net rental income or (loss) from real estate:

- a Debt-financed property
- b Not debt-financed property

6 Net rental income or (loss) from personal property

7 Other investment income

8 Gain or (loss) from sales of assets other than inventory

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. 20,056. 0.

13 Total. Add line 12, columns (b), (d), and (e)

13 20,056.

(See worksheet in line 13 instructions to verify calculations.)

	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) 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				
4 Dividends and interest from securities				
5 Net rental income or (loss) from real estate:				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory				
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.	20,056.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13	20,056.

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).
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THE HERITAGE FUND, INC.

01-0782316

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
CAMPUS CRUSADE FOR CHRIST 100 LAKE HART DRIVE <u>ORLANDO, FL 32862</u>		501(C)(3)	OPERATING FUNDS	
CHRIST CHURCH PRESBYTERIAN 67 PEACHTREE PARK DRIVE <u>ATLANTA, GA 30309</u>		501(C)(3)	MERCY FUND	
CITY OF REFUGE 1300 JOSEPH E. BOONE BLVD. <u>ATLANTA, GA 30314</u>		501(C)(3)	OPERATING FUNDS	
EASTSIDE BAPTIST CHURCH 2450 LOWER ROSWELL RD <u>MARIETTA, GA 30068</u>		501(C)(3)	CHURCH OPERATING FUNDS	
FAITH, INC P.O. BOX 1964 <u>CLAYTON, GA 30525</u>		501(C)(3)	ASSISTANCE TO VICTIMS OF DOMESTIC VIOLENCE	
GEORGIA TECH CHRISTIAN CAMPUS FELLOWSHIP P.O. BOX 93662 <u>ATHENS, GA 30377</u>		501(C)(3)	OPERATING FUNDS CAMPUS MINISTRY	2,000.
HEARTBOUND MINISTRIES INC P.O. BOX 191703 <u>ATLANTA, GA 31119</u>		501(C)(3)	OPERATING FUNDS	
HELPING HANDS, INC. 101 MAIN STREET <u>TILLULAH FALLS, GA 30537</u>		501(C)(3)	MINISTRY WORK	1,500.
HERITAGE PREPARATORY SCHOOL 1700 PIEDMONT AVENUE, N.E. <u>ATLANTA, GA 30324</u>		501(C)(3)	BUILDING FUND	
LAKELAND VOLUNTEERS IN MEDICINE 228 S. MASSACHUSETTS AVE. <u>LAKELAND, FL 33801</u>		501(C)(3)	PROGRAM EXPENSES	2,000.
Total from continuation sheets				39,700.

THE HERITAGE FUND, INC.

01-0782316

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
MANNA SCHOLARSHIP FUND 2250 SATELLITE BLVD., SUITE 100 <u>DULUTH, GA 30097</u>		501(C)(3)	MEDICAL CARE FOR EATING DISORDER SUFFERERS	
ORPHAN CONCERN INTERNATIONAL 2100 ROSWELL RD. SUITE 200C #616 <u>MARIETTA, GA 30062</u>		501(C)(3)	FUNDS FOR SOLAR PUMP AND TANKS	
THE WILBERFORCE SCHOOL 33 RIVER ROAD <u>PRINCETON, NJ 08540</u>		501(C)(3)	SCHOOL DEVELOPMENT	20,000.
THE WILBERFORCE SCHOOL 33 RIVER ROAD <u>PRINCETON, NJ 08540</u>		501(C)(3)	TEACHER INCENTIVES	5,000.
WHITFIELD ACADEMY ONE WHITFIELD DRIVE <u>MABLETON, GA 30126</u>		501(C)(3)	OPERATINGS FUNDS-SCHOOL	
ACHIEVEMENT ACADEMY 716 E BELLA VISTA ST <u>LAKELAND, FL 33805</u>		501C(3)	FUNDS FOR NEW FACILITY	1,000.
WELLSPRING LIVING 140 HOWELL RD. SUITE C-2 <u>TYRONE, GA 30290</u>		501C(3)	OPERATING FUNDS	2,000.
MOMENTUM CHURCH 35 BLACKBERRY HOLLOW <u>CARROLLTON, GA 30117</u>		501C(3)		1,200.
MUST MINISTRIES P.O. BOX 1717 <u>MARIETTA, GA 30061</u>		501(C)(3)	OPERATING FUNDS FOR HOMELESS MINISTRY	5,000.
Total from continuation sheets				

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
BANK OF AMERICA	65.
BANK OF AMERICA-CD'S	49.
BANK OF CENTRAL FLA	388.
BANK OF CENTRAL FLORIDA-CD'S	5,071.
CENTERSTATE BK OF FLORIDA-CD	9,460.
SOVERGIAN BANK MM	706.
Total to Form 990-PF, Part I, line 3, Column A	15,739.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
BB&T	4,317.	0.	4,317.
Total to Fm 990-PF, Part I, ln 4	4,317.	0.	4,317.

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	1,500.	1,250.		0.
To Form 990-PF, Pg 1, ln 16b	1,500.	1,250.		0.

Form 990-PF Taxes Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TAX ON INVESTMENT INCOME	192.	192.		0.
To Form 990-PF, Pg 1, ln 18	192.	192.		0.

Form 990-PF

Other Expenses

Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK CHARGES	15.	15.		0.
OFFICE EXPENSE	63.	0.		0.
PENALTY	6.	0.		0.
To Form 990-PF, Pg 1, ln 23	84.	15.		0.

Form 990-PF

Corporate Stock

Statement 6

Description	Book Value	Fair Market Value
12426.372 SH CEMEX	285,400.	131,471.
14285.35 SHARES COUSINS PPTYS	325,606.	144,282.
1640 SH COCA COLA	50,323.	65,780.
26.679 SH COCA COLA	725.	1,070.
Total to Form 990-PF, Part II, line 10b	662,054.	342,603.

Form 990-PF

Other Investments

Statement 7

Description	Valuation Method	Book Value	Fair Market Value
CD-CENTERSTATE BK OF FLORIDA	COST	279,574.	279,574.
CD-CENTRAL BANK OF FLORIDA	COST	262,535.	262,535.
Total to Form 990-PF, Part II, line 13		542,109.	542,109.

Form 990-PF Depreciation of Assets Not Held for Investment Statement 8

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
ORGANIZATION COST	2,639.	2,639.	0.
ORGANIZATION COST	500.	500.	0.
Total To Fm 990-PF, Part II, ln 14	3,139.	3,139.	0.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 9

Name and Address	Title and Avrg Hrs/Wk	Compens- ation	Employee Ben Plan Contrib Expense Account
HOWE D. WHITMAN, JR. 9 NELSON RIDGE RD. PRINCETON, NJ 08540	PRESIDENT 0.00	0.	0.
VINCENT B. MERKLE, JR. 4066 KESWICK DRIVE ATLANTA, GA 30339	SECRETARY 0.00	0.	0.
HOWE D. WHITMAN 3067 GRASSLANDS DRIVE LAKELAND, FL 33803	VICE PRESIDENT 0.00	0.	0.
PAIGE W. MERKLE 4066 KESWICK DRIVE ATLANTA, GA 30339	TREASURER 0.00	0.	0.
VICKI B. WHITMAN 3067 GRASSLANDS DRIVE LAKELAND, FL 33803	DIRECTOR 0.00	0.	0.
BRENDA WHITMAN 9 NELSON RIDGE RD. PRINCETON, NJ 08540	DIRECTOR 0.00	0.	0.
NANCY STALCUP 2461 WEATHERFORD CT. NE MARIETTA, GA 30068	DIRECTOR 0.00	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.

Form 990-PF

Part XV - Line 1a
List of Foundation Managers

Statement 10

Name of Manager

HOWE D. WHITMAN
VICKI B. WHITMAN

2012 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PE

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
10RGANIZATION COST	021003	60M	43	2,639.				2,639.	2,639.			0.
20RGANIZATION COST	070103	60M	43	500.				500.	500.			0.
* Total 990-PF Pg 1 Depr & Amort				3,139.		0.		3,139.	3,139.	0.		0.

228102
05-01-12

(D) - Asset disposed

* ITCA, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

**AMENDED AND RESTATED BYLAWS
OF
THE HERITAGE FUND, INC.,
a Florida Not For Profit Corporation**

ARTICLE I.
Definition of Bylaws

These Amended and Restated Bylaws constitute the code of rules adopted by **THE HERITAGE FUND, INC.**, a Florida not for profit corporation, for the regulation and management of its affairs. Whenever a conflict arises between the language of these Bylaws and the Articles of Incorporation, the Articles of Incorporation shall govern.

ARTICLE II.
Purposes and Powers

This Corporation will have the purposes and powers as may be stated in its Articles of Incorporation, and such powers as are now or may be hereafter granted by law. The purposes for which the Corporation is formed are to (i) promote the interests and welfare of public charities that have tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any corresponding provision of any federal income tax law enacted in substitution of that Code, with emphasis on Christian activities and pursuits, and (ii) make charitable grants that comply with Internal Revenue Code Section 4945 and are not taxable expenditures as defined in Internal Revenue Code Section 4945. Unless the Corporation qualifies as an "operating foundation", pursuant to the provisions of Code Section 4942(j)(3), the Corporation shall distribute its net investment income, and, in the discretion of the Board of Directors, no less than on an annual basis, part of the principal of the Corporation's assets to public charities or for charitable grants pursuant to Code Section 4945, as selected by a sixty-seven percent (67%) vote of the Board of Directors.

This Corporation shall not, as a substantial part of its activities carry on propaganda, or otherwise attempt to influence legislation, nor shall it participate in, or intervene in (by publication or distribution of statements, or otherwise) any political campaign on behalf of any candidate for public office.

ARTICLE III.
Office - Seal

Section 1. The principal office of the Corporation, if any, shall be located in the County of Polk, State of Florida. The Corporation may have such additional offices as the Board of Directors from time to time may determine.

Section 2. The corporate seal shall have the name of the Corporation, the words "NOT FOR PROFIT CORPORATION FLORIDA" and the year of incorporation inscribed thereon, and

may be a facsimile, engraved, printed or impression seal. An impression of such seal appears on the margin hereof.

Section 3. The location of the initial registered office of this Corporation is 250 East Highland Avenue, Lakeland, Florida, 33813. Such office will be continuously maintained in the State of Florida for the duration of this Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with the State.

ARTICLE IV.
Board of Directors

Section 1. The management of all of the affairs, business, and property of the Corporation shall be vested in its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by law, the Articles of Incorporation or these Bylaws, as directed or required to be exercised.

The number of Directors of the Corporation initially shall be four (4); provided, however, said number may be increased or diminished to be a number not less than three (3) nor more than (20) the number of the same to be fixed by the Board of Directors. The names and addresses of the current directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Howe D. Whitman	3067 Grasslands Drive Lakeland, Florida 33803
Vicki B. Whitman	3067 Grasslands Drive Lakeland, Florida 33803
Brenda W. Whitman	9 Nelson Ridge Rd. Princeton, New Jersey 08540
Howe D. Whitman, Jr.	9 Nelson Ridge Rd. Princeton, New Jersey 08540
Paige W. Merkle	4066 Keswick Drive Atlanta, Georgia 30339
Vincent B. Merkle, Jr.	4066 Keswick Drive Atlanta, Georgia 30339
Nancy C. Stalcup	2461 Weatherford Ct. Marietta, GA 30068

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

Section 2. Meetings of the Board of Directors, regular or special, will be held at any place or places within or outside the state as the Board of Directors may designate by Notice to all Directors. Notice of regular meetings of the Board of Directors need be given to all Directors by notice not less than seven (7) days prior to the date designated for the holding of such meeting.

Section 3. Special meetings of the Board of Directors shall be held whenever called by a majority of the Directors. Notice of each special meeting of the Board shall be given to each Director at least seven (7) days before the date on which the special meeting is to be held. Every such notice shall state the time and place of the meeting, and the purposes therefor. The only business which may be transacted at any special meeting shall be that specified in the notice. Any such notice shall be in writing unless oral notice is reasonable under the circumstances, and shall be given in any manner permitted by Article VII, Section 1, of these Bylaws.

Section 4. Except as otherwise provided in the Articles of Incorporation, a sixty-seven percent (67%) majority of the number of Directors prescribed by Article IV, Section 1, of these Bylaws shall constitute a quorum at a meeting of the Board of Directors. If a quorum is present, the affirmative vote of a majority of the Directors present shall be required to pass any resolution or to constitute a valid act of the Board. If a quorum is not present, a majority of the Directors present at the meeting shall have the power to adjourn the meeting from time to time until a quorum is present.

Section 5. Any Director may resign at any time by giving notice to the Board of Directors. The resignation of any Director shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Any Director may be removed at any time by a majority vote of the total number of Directors or by a majority vote of the members.

Section 7. Any vacancy occurring in the Board of Directors is not required to be filled unless that vacancy would leave less than three (3) Directors serving. A Director elected to fill a vacancy shall hold office only until the next regular annual meeting of the Board of Directors.

Section 8. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director votes against such action or abstains from voting in respect of such matter because of an asserted conflict of interest.

Section 6. The Treasurer shall have the care and custody all of the funds and securities of the Corporation in such banks or depositories as the Board of Directors may from time to time select. The Treasurer, or any other officer designated by the Treasurer from time to time, shall sign all checks and all withdrawals of funds . The Treasurer shall make a regular report of the financial condition of the Corporation to the Board of Directors.

Section 7. The Board of Directors, by resolution, may require any or all of the officers of the Corporation to give bond in favor of the Corporation, with sufficient surety and in such amounts as the Board may determine, conditioned on the faithful performance of the duties of their respective offices.

Section 8. In the absence or disability of any officer of the Corporation, or for any other reason deemed sufficient by the Board of Directors, the Board may delegate the powers or duties of such officer to any other officer or to any other Director for the time being.

Section 9. A vacancy in any office shall be filled in the manner provided for the election of officers.

Section 10. The salaries of all officers (if any) shall be fixed by the Board of Directors; provided, however, all salaries or other forms of compensation shall be reasonable in amounts and comparable to amounts paid to officers of other charitable organizations with similar experience, responsibilities and duties.

ARTICLE VI. Fiscal Year

The fiscal year of the Corporation shall begin on July 1 and end on the next June 30.

ARTICLE VII. Notices

Section 1. Whenever the provisions of Florida law, the Articles of Incorporation or any of these Bylaws require or permit notice to be given by the corporation to any Director, it shall not be construed to require personal notice, but any such notice may be communicated by telephone (where oral notice is expressly permitted), telegraph, teletype or other form of electronic communication, or by mail. Written notice to a Director, if mailed, is effective when mailed if mailed prepaid and correctly addressed to the member at his or her address as the same appears on the books of the corporation. In any other case, written notice is effective at the earliest of the following dates:

- (a) When received;
- (b) Five days after its deposit in the United States mail, as evidenced by the postmark, if mailed prepaid and correctly addressed; or

(c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

Section 2. A Member or Director may waive any notice required or permitted to be given under any statute, the Articles of Incorporation or these Bylaws, either before, at or after the meeting or other event for which notice is to be provided, by signing a written waiver and delivering the same to the corporation for inclusion in the corporate records. Attendance at a meeting by a Director shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the transaction of business at such meeting, unless the Director states such objection at the beginning of the meeting, or, in the case of an objection to consideration of a particular matter at the meeting on the ground that it is not within the, purpose or purposes described in the notice, unless the Director states such objection when the matter is presented.

ARTICLE VIII.
Gender and Number

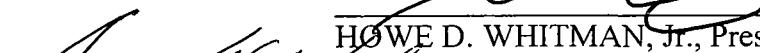
Throughout these Bylaws, except where the context otherwise requires, the masculine gender shall be deemed to include the feminine and the neuter and the singular number shall be deemed to include the plural, and vice versa.

ARTICLE IX.
Amendment of Bylaws

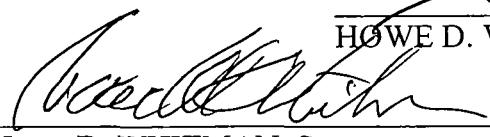
Subject to the limitations imposed by governing law, these Bylaws may be amended or repealed, and new Bylaws may be adopted, by the Board of Directors.

CERTIFICATION

I certify that the foregoing is a complete and accurate copy of the Bylaws of **THE HERITAGE FUND, INC.**, which were duly adopted on May 20, 2013.



HOWE D. WHITMAN, Jr., President

ATTEST: 

Howe D. WHITMAN, Secretary