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

OMB No 1545-0047
2012
Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 07/01/12, and ending 06/30/13

B Check if applicable: ☒ Address change ☒ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending	C Name of organization YOUTH & FAMILY SERVICES FOUNDATION Doing Business As Number and street (or P O box if mail is not delivered to street address) Room/suite 1920 NORTH PLAZA BLVD City, town or post office, state, and ZIP code RAPID CITY SD 57702 F Name and address of principal officer PATRICK GOETZINGER 1920 PLAZA BOULEVARD RAPID CITY SD 57702	D Employer identification number 20-2142760 E Telephone number 605-342-4195 G Gross receipts \$ 546,697
I Tax-exempt status ☒ 501(c)(3) ☐ 501(c) () (insert no) ☐ 4947(a)(1) or ☐ 527		H(a) Is this a group return for affiliates? ☐ Yes ☒ No H(b) Are all affiliates included? ☐ Yes ☐ No If "No," attach a list (see instructions)
J Website ▶ WWW.YOUTHANDFAMILYSERVICES.ORG		H(c) Group exemption number ▶
K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶		L Year of formation 2004 M State of legal domicile SD

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities SEE SCHEDULE O 2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets 3 Number of voting members of the governing body (Part VI, line 1a) 4 Number of independent voting members of the governing body (Part VI, line 1b) 5 Total number of individuals employed in calendar year 2012 (Part V, line 2a) 6 Total number of volunteers (estimate if necessary) 7a Total unrelated business revenue from Part VIII, column (C), line 12 b Net unrelated business taxable income from Form 990-T, line 34	<table border="1"> <tr><td>3</td><td>12</td></tr> <tr><td>4</td><td>12</td></tr> <tr><td>5</td><td>0</td></tr> <tr><td>6</td><td>12</td></tr> <tr><td>7a</td><td>0</td></tr> <tr><td>7b</td><td>0</td></tr> </table>	3	12	4	12	5	0	6	12	7a	0	7b	0	RECEIVED JAN 27 2014 OGDEN, UT																										
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Revenue	8 Contributions and grants (Part VIII, line 1h) 9 Program service revenue (Part VIII, line 2g) 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<table border="1"> <tr><td>3</td><td>12</td></tr> <tr><td>4</td><td>12</td></tr> <tr><td>5</td><td>0</td></tr> <tr><td>6</td><td>12</td></tr> <tr><td>7a</td><td>0</td></tr> <tr><td>7b</td><td>0</td></tr> </table>	3	12	4	12	5	0	6	12	7a	0	7b	0	<table border="1"> <tr> <th>Preceding Year</th> <th>Current Year</th> </tr> <tr> <td>64,338</td> <td>526,639</td> </tr> <tr> <td>0</td> <td>0</td> </tr> <tr> <td>24,605</td> <td>20,058</td> </tr> <tr> <td>0</td> <td>0</td> </tr> <tr> <td>88,943</td> <td>546,697</td> </tr> <tr> <td>69,296</td> <td>371,359</td> </tr> <tr> <td>0</td> <td>0</td> </tr> <tr> <td>0</td> <td>0</td> </tr> <tr> <td>0</td> <td>0</td> </tr> <tr> <td>92,321</td> <td>102,927</td> </tr> <tr> <td>161,617</td> <td>474,286</td> </tr> <tr> <td>-72,674</td> <td>72,411</td> </tr> </table>	Preceding Year	Current Year	64,338	526,639	0	0	24,605	20,058	0	0	88,943	546,697	69,296	371,359	0	0	0	0	0	0	92,321	102,927	161,617	474,286	-72,674	72,411
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Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 14 Benefits paid to or for members (Part IX, column (A), line 4) 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 16a Professional fundraising fees (Part IX, column (A), line 11e) b Total fundraising expenses (Part IX, column (D), line 25) ▶ 13,606 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) 19 Revenue less expenses Subtract line 18 from line 12	<table border="1"> <tr><td>3</td><td>12</td></tr> <tr><td>4</td><td>12</td></tr> <tr><td>5</td><td>0</td></tr> <tr><td>6</td><td>12</td></tr> <tr><td>7a</td><td>0</td></tr> <tr><td>7b</td><td>0</td></tr> </table>	3	12	4	12	5	0	6	12	7a	0	7b	0	<table border="1"> <tr> <th>Beginning of Current Year</th> <th>End of Year</th> </tr> <tr> <td>1,421,246</td> <td>1,571,349</td> </tr> <tr> <td>6,219</td> <td>5,590</td> </tr> <tr> <td>1,415,027</td> <td>1,565,759</td> </tr> </table>	Beginning of Current Year	End of Year	1,421,246	1,571,349	6,219	5,590	1,415,027	1,565,759																		
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Net Assets or Fund Balances	20 Total assets (Part X, line 16) 21 Total liabilities (Part X, line 26) 22 Net assets or fund balances Subtract line 21 from line 20	<table border="1"> <tr><td>3</td><td>12</td></tr> <tr><td>4</td><td>12</td></tr> <tr><td>5</td><td>0</td></tr> <tr><td>6</td><td>12</td></tr> <tr><td>7a</td><td>0</td></tr> <tr><td>7b</td><td>0</td></tr> </table>	3	12	4	12	5	0	6	12	7a	0	7b	0	<table border="1"> <tr> <th>Beginning of Current Year</th> <th>End of Year</th> </tr> <tr> <td>1,421,246</td> <td>1,571,349</td> </tr> <tr> <td>6,219</td> <td>5,590</td> </tr> <tr> <td>1,415,027</td> <td>1,565,759</td> </tr> </table>	Beginning of Current Year	End of Year	1,421,246	1,571,349	6,219	5,590	1,415,027	1,565,759																		
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Part II Signature Block

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

Sign Here	Signature of officer: PATRICK GOETZINGER Type or print name and title: SECRETARY	Date: 1/13/14
Paid Preparer Use Only	Print/Type preparer's name: JOHN B. WALKER, CPA Firm's name: KETEL THORSTENSON, LLP Firm's address: PO BOX 3140 RAPID CITY, SD 57709-3140	Date: 1/14/13 Check ☐ if self-employed PTIN: P00179985 Firm's EIN: 46-0257538 Phone no: 605-342-5630
	May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No	
	For Paperwork Reduction Act Notice, see the separate instructions Form 990 (2012)	

SCANNED FEB 05 2014

917 16

Part III Statement of Program Service Accomplishments

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

☒**1** Briefly describe the organization's mission:**SEE SCHEDULE O****2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

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

4a (Code) (Expenses \$ **425,441** including grants of \$ **371,359**) (Revenue \$)
YOUTH & FAMILY SERVICES FOUNDATION PARTICIPATED IN EVENTS AND INDIVIDUAL DONOR MEETINGS TO INCREASE COMMUNITY AWARENESS AND HOW THE PUBLIC CAN BE INVOLVED IN MEETING THE CURRENT AND LONG-TERM NEEDS OF CHILDREN AND FAMILIES IN WESTERN SOUTH DAKOTA. IN ADDITION, WE REVIEWED AND UPDATED MARKETING MATERIALS, CONDUCTED FUNDRAISING ACTIVITIES, CONTINUED MONITORING OF INVESTMENT OF ENDOWMENT FUNDS, AND DISTRIBUTED FUNDS TO SUPPORTED ORGANIZATION - YOUTH & FAMILY SERVICES, INC.

4b (Code) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses **425,441**

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	X	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		X
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, or IV, and Part V, line 1	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, 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," complete Schedule R, Part V, line 2		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	

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

		Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b 0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a 0		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b		
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		X
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d If "Yes," indicate the number of Forms 8282 filed during the year.	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		X
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		X
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a		
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12.	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b		
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders.	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b		
c Enter the amount of reserves on hand.	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b		

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

Section A. Governing Body and Management

		Yes	No
1a	12		
Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.			
1b	12		
Enter the number of voting members included in line 1a, above, who are independent.			
2		X	
Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?			
3		X	
Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?			
4			X
Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?			
5			X
Did the organization become aware during the year of a significant diversion of the organization's assets?			
6			X
Did the organization have members or stockholders?			
7a			X
Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?			
7b			X
Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?			
8			
Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a		X	
The governing body?			
b		X	
Each committee with authority to act on behalf of the governing body?			
9			X
Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.			

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

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed: **NONE**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **JANET GUNDERSEN-POWERS 1920 NORTH PLAZA BLVD SD 57702 605-342-4195**

RAPID CITY

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
 - List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
 - List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
 - List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
 - List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.
- List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) GREGORY HUNTER	1.00									
MEMBER-AT-LARGE	0.00	X						0	0	0
(2) DANIEL G. WARREN	1.00									
PRESIDENT	1.00	X		X				0	0	0
(3) PATRICK GOETZINGER	1.00									
SECRETARY	1.00	X		X				0	0	0
(4) MARNIE HERRMANN	1.00									
VICE PRESIDENT	1.00	X		X				0	0	0
(5) JOHN MURPHY	1.00									
BOARD MEMBER	0.00	X						0	0	0
(6) GARY BROWN	1.00									
BOARD MEMBER	0.00	X						0	0	0
(7) PAT LEBRUN	1.00									
BOARD MEMBER	0.00	X						0	0	0
(8) MICHELLE LINTZ	1.00									
BOARD MEMBER	0.00	X						0	0	0
(9) VICKI SCHILLING	1.00									
BOARD MEMBER	0.00	X						0	0	0
(10) TERRY WHITING	1.00									
BOARD MEMBER	1.00	X						0	0	0
(11) RON REED	1.00									
BOARD MEMBER	1.00	X						0	0	0

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(12) BOB PAULSON										
TREASURER	1.00 0.00	X						0	0	0
(13)										
(14)										
(15)										
(16)										
(17)										
(18)										
(19)										
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **0**

- 3** Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4		X
5		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	526,639			
	g Noncash contributions included in lines 1a-1f \$					
	h Total. Add lines 1a-1f		526,639			
Program Service Revenue		Busn Code				
	2a					
	b					
	c					
	d					
	e					
	f All other program service revenue					
g Total. Add lines 2a-2f						
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		20,058			20,058
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
		(i) Real	(ii) Personal			
	6a Gross rents					
	b Less rental exps					
	c Rental inc or (loss)					
	d Net rental income or (loss)					
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
	b Less cost or other basis & sales exps					
	c Gain or (loss)					
	d Net gain or (loss)					
	8a Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18	a				
	b Less direct expenses	b				
	c Net income or (loss) from fundraising events					
	9a Gross income from gaming activities See Part IV, line 19	a				
	b Less direct expenses	b				
	c Net income or (loss) from gaming activities					
	10a Gross sales of inventory, less returns and allowances	a				
	b Less cost of goods sold	b				
c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Busn Code				
11a						
b						
c						
d All other revenue						
e Total. Add lines 11a-11d						
12 Total revenue. See instructions			546,697	0	0	20,058

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	371,359	371,359		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management	72,670	53,776	15,987	2,907
b Legal				
c Accounting	901		901	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	10,586		10,586	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)				
12 Advertising and promotion	250	77	170	3
13 Office expenses	85	7	23	55
14 Information technology				
15 Royalties				
16 Occupancy	5,538		5,538	
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance	2,014		2,014	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a WRITEOFFS CAPITAL PLEDGES	10,623			10,623
b DUES & SUBSCRIPTIONS	260	222	20	18
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	474,286	425,441	35,239	13,606
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☐ if following SOP 98-2 (ASC 958-720)				

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest bearing	16,609	1	39,545
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net	306,010	3	364,012
	4 Accounts receivable, net		4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 220,000		
	b Less accumulated depreciation	10b	220,000	10c 220,000
	11 Investments—publicly traded securities	878,627	11	947,792
	12 Investments—other securities See Part IV, line 11		12	
	13 Investments—program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	1,421,246	16	1,571,349	
Liabilities	17 Accounts payable and accrued expenses	6,219	17	5,590
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	6,219	26	5,590
	Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☒ and complete lines 27 through 29, and lines 33 and 34.		
27 Unrestricted net assets		114,017	27	134,278
28 Temporarily restricted net assets		326,798	28	400,878
29 Permanently restricted net assets		974,212	29	1,030,603
Organizations that do not follow SFAS 117 (ASC 958), check here ☐ and complete lines 30 through 34.				
30 Capital stock or trust principal, or current funds			30	
31 Paid-in or capital surplus, or land, building, or equipment fund			31	
32 Retained earnings, endowment, accumulated income, or other funds			32	
33 Total net assets or fund balances		1,415,027	33	1,565,759
34 Total liabilities and net assets/fund balances	1,421,246	34	1,571,349	

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	546,697
2	Total expenses (must equal Part IX, column (A), line 25)	2	474,286
3	Revenue less expenses Subtract line 2 from line 1	3	72,411
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,415,027
5	Net unrealized gains (losses) on investments	5	78,321
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	1,565,759

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

		Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis		X
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form **990** (2012)

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

YOUTH & FAMILY SERVICES FOUNDATION

Employer identification number

20-2142760

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?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s).

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A) YOUTH & FAMILY SERVICES, INC.	46-6017085	7	☒		☒		☒		336,687
(B)									
(C)									
(D)									
(E)									
Total									336,687

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

Schedule A (Form 990 or 990-EZ) 2012

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 D
(Form 990)**Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**

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

OMB No. 1545-0047

2012**Open to Public
Inspection**

Name of the organization

YOUTH & FAMILY SERVICES FOUNDATION

Employer identification number

20-2142760**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or education)	☐ Preservation of an historically important land area
☐ Protection of natural habitat	☐ Preservation of a certified historic structure
☐ Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►

4 Number of states where property subject to conservation easement is located ►

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ►

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B) (i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1	► \$
(ii) Assets included in Form 990, Part X	► \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1	► \$
b Assets included in Form 990, Part X	► \$

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

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

- ☐ **a** Public exhibition
☐ **b** Scholarly research
☐ **c** Preservation for future generations
☐ **d** Loan or exchange programs
☐ **e** Other

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

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

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

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

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

- c** Beginning balance
d Additions during the year
e Distributions during the year
f Ending balance

	Amount
1c	
1d	
1e	
1f	

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	1,006,094	938,319	472,246	456,721	
b Contributions	43,072	77,795	466,073	15,525	
c Net investment earnings, gains, and losses	49,395	14,211	66,283		
d Grants or scholarships					
e Other expenditures for facilities and programs	39,852	24,231	66,283		
f Administrative expenses					
g End of year balance	1,058,709	1,006,094	938,319	472,246	

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

- a** Board designated or quasi-endowment ☐ %
b Permanent endowment ☒ 3.00 %
c Temporarily restricted endowment ☒ 97.00 %
 The percentages in lines 2a, 2b, and 2c should equal 100%

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

- (i)** unrelated organizations
(ii) related organizations

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

	Yes	No
3a(i)		☒
3a(ii)		☒
3b		

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		220,000		220,000
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				220,000

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

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

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

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

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15)	

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

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

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

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

1	Total revenue, gains, and other support per audited financial statements	1	625,018
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	78,321
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	78,321
3	Subtract line 2e from line 1	3	546,697
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)	5	546,697

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

1	Total expenses and losses per audited financial statements	1	474,286
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	474,286
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)	5	474,286

Part XIII Supplemental Information

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

PART V, LINE 4 - INTENDED USES FOR ENDOWMENT FUNDS

ENDOWMENT FUND FUTURE EARNINGS WILL BE USED TO SUPPORT THE ACTIVITIES OF
YOUTH & FAMILY SERVICES, INC.

PART X - FIN 48 FOOTNOTE

AT JUNE 30, 2013, THE FOUNDATION BELIEVES NO SIGNIFICANT UNCERTAIN TAX
POSITIONS OR LIABILITIES EXIST. IN ACCORDANCE WITH THE APPLICABLE STATUTE
OF LIMITATIONS, THE FOUNDATION TAX RETURNS COULD BE AUDITED BY THE INTERNAL
REVENUE SERVICE FOR THE YEARS ENDED JUNE 30, 2010 TO 2013.

Part XIII Supplemental Information (continued)

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

YOUTH & FAMILY SERVICES FOUNDATION

Employer identification number

20-2142760

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

☒ Yes ☐ No

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section number, if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	YOUTH & FAMILY SERVICES, INC. 1920 PLAZA BLD RAPID CITY SD 57709	46-6017085	3	371,359				CHARITABLE
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
2	Enter total number of section 501(c)(3) and government organizations listed in the line 1 table							▶ 1
3	Enter total number of other organizations listed in the line 1 table							▶

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

Schedule I (Form 990) (2012)

DAA

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
2						
3						
4						
5						
6						
7						

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

PART I, LINE 2 - PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS
WORKS CLOSELY WITH YOUTH & FAMILY SERVICES, INC. THROUGHOUT THE YEAR.

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

YOUTH & FAMILY SERVICES FOUNDATION

Employer identification number

20-2142760

FORM 990 - ORGANIZATION'S MISSION OR MOST SIGNIFICANT ACTIVITIES

YOUTH & FAMILY SERVICES FOUNDATION PROMOTES PHILANTHROPY, RECEIVES AND ADMINISTERS CHARITABLE GIFTS, AND SUPPORTS THE MISSION AND ACTIVITIES OF YOUTH AND FAMILY SERVICES, INC. THROUGHOUT WESTERN SOUTH DAKOTA IN SUCH AMOUNTS AND AT SUCH TIMES AS THE BOARD OF DIRCTORS OF YOUTH AND FAMILY SERVICES FOUNDATION SHALL DETERMINE, AND TO DO AND ENGAGE IN ALL LAWFUL ACTIVITES THAT ARE IN FURTHERANCE OF THE FOREGOING PURPOSE.

FORM 990, PART VI, LINE 2 - RELATED PARTY INFORMATION AMONG OFFICERS

GREG HUNTER

MARNIE HARMENN

DIRECTOR

VP

EMPLOYER/EMPLOYEE - SAME ORGAN

FORM 990, PART VI, LINE 3 - MANAGEMENT DELEGATED

A CONTRACT SERVICE FEE IS PAID TO YOUTH & FAMILY SERVICES, INC., THE ORGANIZATION THAT WE SUPPORT, FOR ADMINSTRATIVE, MANAGMENT AND FUND RAISING SERVICES FOR OUR PROGRAM. ALL TRANSACTIONS ARE SUBJECT TO APPROVAL BY OUR BOARD OF DIRECTORS.

FORM 990, PART VI, LINE 11B - ORGANIZATION'S PROCESS TO REVIEW FORM 990

PREPARED BY OUR CPA; REVIEWED BY MANAGEMENT AND THE PRESIDENT OF THE BOARD OF DIRECTORS PRIOR TO FILING FORM 990.

FORM 990, PART VI, LINE 12C - ENFORCEMENT OF CONFLICTS POLICY

ALL BOARD MEMBERS FILL OUT A CONFLICT OF INTEREST POLICY FORM ANNUALLY. IF

Name of the organization

YOUTH & FAMILY SERVICES FOUNDATION

Employer identification number

20-2142760

THERE ARE ANY AREAS OF CONCERN, THEY ARE REVIEWED BY THE OFFICERS OF THE BOARD.

FORM 990, PART VI, LINE 15A - COMPENSATION PROCESS FOR TOP OFFICIAL
N/A

FORM 990, PART VI, LINE 15B - COMPENSATION PROCESS FOR OFFICERS
N/A

FORM 990, PART VI, LINE 19 - GOVERNING DOCUMENTS DISCLOSURE EXPLANATION
CONFLICT OF INTEREST AND GOVERNING DOCUMENTS ARE AVAILABLE TO PUBLIC UPON
REQUEST. FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC THROUGH YFS
WEBSITE.

SCHEDULE R
(Form 990)

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.

▶ Attach to Form 990. ▶ See separate instructions

OMB No 1545-0047

2012

Open to Public Inspection.

Department of the Treasury
Internal Revenue Service

Name of the organization

YOUTH & FAMILY SERVICES FOUNDATION

Employer identification number
20-2142760

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33)

(1)	(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(2)						
(3)						
(4)						
(5)						

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year)

	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
							Yes	No
(1)	YOUTH & FAMILY SERVICES, INC. PO BOX 2813 RAPID CITY SD 57709 46-6017085	CHARITABLE	SD	3	7	N/A		X
(2)								
(3)								
(4)								
(5)								

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year)

(1)	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Dispro- portionate alloc ?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
								Yes	No		Yes	No	
(1)													
(2)													
(3)													
(4)													

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year)

(1)	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
									Yes	No
(1)										
(2)										
(3)										
(4)										

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity

b Gift, grant, or capital contribution to related organization(s)

c Gift, grant, or capital contribution from related organization(s)

d Loans or loan guarantees to or for related organization(s)

e Loans or loan guarantees by related organization(s)

f Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

j Lease of facilities, equipment, or other assets to related organization(s)

k Lease of facilities, equipment, or other assets from related organization(s)

l Performance of services or membership or fundraising solicitations for related organization(s)

m Performance of services or membership or fundraising solicitations by related organization(s)

n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

r Other transfer of cash or property to related organization(s)

s Other transfer of cash or property from related organization(s)

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization		(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
YOUTH & FAMILY SERVICES INC		B	371,359	CASH
YOUTH & FAMILY SERVICES INC		P	72,670	CASH

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													
(8)													
(9)													
(10)													
(11)													

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Filed this 19th day of
Nov, 2004

Chris Nelson
SECRETARY OF STATE

RECEIVED

NOV 19 04

S.D. SEC. of STATE

ARTICLES OF INCORPORATION

of

YOUTH & FAMILY SERVICES FOUNDATION

(A Nonprofit Corporation)

We, Steven Flanery, Dan Warren, Patrick Goetzinger and Gregory Hunter, being the undersigned natural persons of the age of eighteen (18) years or more, the majority of whom are citizens of the United States, desiring to form a nonprofit Corporation, and acting as incorporators of a nonprofit Corporation under SDCL Chapter 47-22, adopt the following Articles of Incorporation for such Corporation and do now hereby certify as follows:

I.

NAME

The name of the nonprofit Corporation is YOUTH & FAMILY SERVICES FOUNDATION.

II.

DURATION

The period of its duration is perpetual.

III.

PURPOSE

Youth & Family Services Foundation is organized exclusively for the following nonprofit purpose, consistent with SDCL section 47-22-4: to provide financial support to YOUTH & FAMILY SERVICES, INC. (a tax exempt South Dakota corporation formerly known as Girls Club of Rapid City, Inc.), and only to Youth & Family Services, Inc., in such amounts and at such times as the

Board of Directors of Youth & Family Services Foundation shall determine, and to do and engage in all lawful activities that are in furtherance of the foregoing purpose, except as limited and modified by the final sentence of this Article III. In furtherance of the foregoing purpose, Youth & Family Services Foundation shall have the power to receive by bequest, devise, gift, conveyance, assignment, purchase, lease or otherwise any property, real, personal, mixed or intangible, to invest, reinvest its property. Furthermore, Youth & Family Services Foundation shall have and exercise the general powers specified in SDCL Chapter 47-22. Youth & Family Services Foundation is organized exclusively for the charitable purpose of providing financial support to Youth & Family Services, Inc..

IV.

NO MEMBERS

The corporation shall have no members.

V.

DIRECTORS

The number of Board of Directors of Youth & Family Services Foundation shall be no less than five (5) (except that the initial Board of Directors until the first election of Directors shall not be less than four (4)) and shall not be more than thirty-five (35) and that the names and addresses of such persons who are to act and serve as the initial Board of Directors of Youth & Family Services Foundation, until the election of their successors, are as follows:

Name

Address

Steven Flanery

P.O. Box 2070
Rapid City, SD 57709-2070

Dan Warren

1051 Concourse Dr.
Rapid City, SD 57703

Patrick Goetzinger

PO Box 8045
Rapid City, SD 57709-8045

Gregory Hunter

PO Box 3490
Rapid City, SD 57709-3490

The Directors shall be elected or appointed as follows: The Directors constituting the initial Board of Directors shall hold office until the first election of Directors. Directors after the initial Board of Directors shall be elected by a majority of the sitting Directors.

One Director of the Board of Directors shall at all times be the individual currently serving in the role of President of Youth & Family Services, Inc.; but this Director shall have no voting rights.

A member of the Board of Directors may also be a member or past member of the Board of Directors of Youth & Family Services, Inc.; however, in no case may fifty percent (50%) or more of the members of the Board of Directors of Youth & Family Services Foundation also be currently serving members of the Board of Directors of Youth & Family Services, Inc.

A Director may be removed from office in the following manner: A Director may be removed (with or without cause) upon the vote of the two-thirds (2/3) of the Directors present at a meeting of the Board of Directors called, at least in part, for that purpose. For purposes of this paragraph, a "two-thirds" vote means a vote in favor of removal of a particular Director by all those Directors presently holding the office of Director whom are not abstaining from voting and

not including the Director whose removal is being considered by the Board of Directors who are present at the meeting. The Board of Directors may remove a Director pursuant to this paragraph with or without cause.

The members of the Board of Directors shall not receive compensation for serving on the Board of Directors although members of the Board of Directors may be reimbursed for out-of-pocket expenses.

VI.

INTERNAL REGULATIONS

The internal affairs of Youth & Family Services Foundation shall be regulated according to the provisions of the Bylaws from time to time enacted by a majority of the Board of Directors; provided, however, that said Bylaws shall not be inconsistent in any way with these Articles of Incorporation.

VII.

RESTRICTIONS ON DISTRIBUTIONS

No part of the net earnings of Youth & Family Services Foundation shall inure to the benefit of or be distributable to its Directors or Officers, or any private person (except that reasonable compensation may be paid for services actually rendered to or for Youth & Family Services Foundation effecting one or more of its purposes); and no Director, or Officer of Youth & Family Services Foundation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of Youth & Family Services Foundation.

No substantial part of the activities of Youth & Family Services Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Youth & Family

Services Foundation shall not participate in or intervene in (including the publication or distribution of any statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these Articles, Youth & Family Services Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by either (a) an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended; or (b) an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of Youth & Family Services Foundation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or a corresponding section of any future federal tax code to organizations operating exclusively for charitable purposes, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of as stated above shall be disposed of by a court of competent jurisdiction of the county in which the principal office of Youth & Family Services Foundation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized exclusively for such purposes,

VIII.

REGISTERED OFFICE AND REGISTERED AGENT

The place in the State of South Dakota where the principal office of Youth & Family Services Foundation is to be located is the City of Rapid City, within the County of Pennington: 1920 Plaza Boulevard, Rapid City, SD 57702.

The address of the initial registered office of Youth & Family Services Foundation is 3024 Palmer Drive, Rapid City, SD 57702. The initial registered agent at such address is Steven Flanery.

IX.

INCORPORATORS

The names and addresses of each of the Incorporators of Youth & Family Services Foundation are as follows:

<u>Name</u>	<u>Address</u>
Steven Flanery	P.O. Box 2070 Rapid City, SD 57709-2070
Dan Warren	1051 Concourse Dr. Rapid City, SD 57703
Patrick Goetzinger	P.O. Box 8045 Rapid City, SD 57709-8045
Gregory Hunter	PO Box 3490 Rapid City, SD 57709-3490

X.

INDEMNIFICATION

Youth & Family Services Foundation may indemnify any person according to the provisions of SDCL sections 47-22-65.1, et seq and 47-23-27, et seq.

XII.

EXONERATION FROM PERSONAL LIABILITY

The Directors, Officers, Employees, Trustees or Members of Youth & Family Services Foundation shall not, as such, be liable on the obligations or liabilities of Youth & Family Services Foundation as permitted by law.

XIII.

AMENDMENTS TO ARTICLES

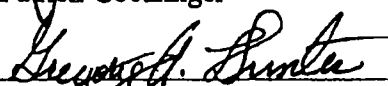
The power to alter, amend, restate or adopt new Articles of Incorporation is expressly reserved to the Board of Directors of Youth & Family Services Foundation upon a majority vote in favor of such alteration, amendment, restatement or adoption. For purposes of this paragraph, a "majority vote" means a vote in favor of a particular motion with regards to these Articles by more than fifty percent (50%) all those Directors presently holding the office of Director whom are not abstaining from voting.

IN WITNESS WHEREOF, we have hereunto signed and subscribed our names as set forth below:

Dated this the 18th day of November, 2004 by: Steven Flanery
Steven Flanery

Dated this the 18th day of November, 2004 by: Dan Warren
Dan Warren

Dated this the 18th day of November, 2004 by: 
Patrick Goetzinger

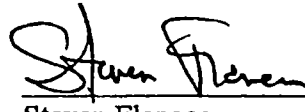
Dated this the 18th day of November, 2004 by: 
Gregory Hunter

These Articles are subscribed in duplicate.

**CONSENT OF APPOINTMENT
BY THE REGISTERED AGENT OF
Youth & Family Services Foundation**

I, Steven Flanery, hereby give my consent to serve as the registered agent for Youth & Family Services Foundation. Upon me, any process, notice or demand required or permitted by law to be served upon Youth & Family Services Foundation may be served.

Dated this 18th day of November, 2004.



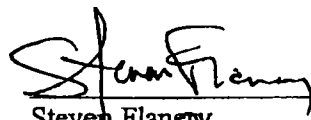
Steven Flanery

STATE OF SOUTH DAKOTA)
) SS. Verification and Oath of Incorporator
COUNTY OF PENNINGTON)

Steven Flanery, being first duly sworn on oath, deposes and says:

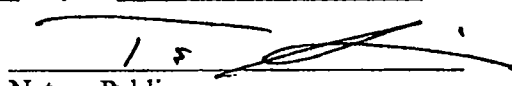
That he is the person described in and who signed the foregoing Articles of Incorporation as incorporator therein; that he has read the Articles and knows the contents thereof; that he intends in good faith to form a non-profit Corporation for the purposes of the promotion of a lawful business as set forth in the Articles and not for the purposes of enabling any Corporation or Corporations to avoid the provisions of the title "Corporations" of the South Dakota Compiled Laws of 1967 relating to unlawful trust and combinations and laws amendatory thereto.

In witness whereof, I have hereunto set my hand the day and year first above written.



Steven Flanery

Subscribed and sworn to before me the 18th day of November, 2004.



Notary Public

(SEAL)

My Commission Expires:

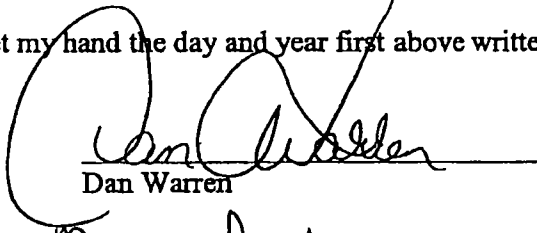
My Commission Expires
December 7, 2006

STATE OF SOUTH DAKOTA)
) SS. Verification and Oath of Incorporator
COUNTY OF PENNINGTON)

Dan Warren, being first duly sworn on oath, deposes and says:

That he is the person described in and who signed the foregoing Articles of Incorporation as incorporator therein; that he has read the Articles and knows the contents thereof; that he intends in good faith to form a non-profit Corporation for the purposes of the promotion of a lawful business as set forth in the Articles and not for the purposes of enabling any Corporation or Corporations to avoid the provisions of the title "Corporations" of the South Dakota Compiled Laws of 1967 relating to unlawful trust and combinations and laws amendatory thereto.

In witness whereof, I have hereunto set my hand the day and year first above written.



Dan Warren

Subscribed and sworn to before me the 18th day of November, 2004.



Notary Public

(SEAL)

My Commission Expires:

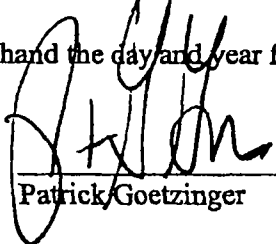
My Commission Expires
December 7, 2006

STATE OF SOUTH DAKOTA)
) SS. **Verification and Oath of Incorporator**
COUNTY OF PENNINGTON)

Patrick Goetzinger, being first duly sworn on oath, deposes and says:

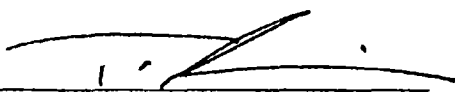
That he is the person described in and who signed the foregoing Articles of Incorporation as incorporator therein; that he has read the Articles and knows the contents thereof; that he intends in good faith to form a non-profit Corporation for the purposes of the promotion of a lawful business as set forth in the Articles and not for the purposes of enabling any Corporation or Corporations to avoid the provisions of the title "Corporations" of the South Dakota Compiled Laws of 1967 relating to unlawful trust and combinations and laws amendatory thereto.

In witness whereof, I have hereunto set my hand the day and year first above written.



Patrick Goetzinger

Subscribed and sworn to before me the _____ day of _____, 2004.



Notary Public

(SEAL)

My Commission Expires:

My Commission Expires
December 7, 2008

STATE OF SOUTH DAKOTA)
) SS. Verification and Oath of Incorporator
COUNTY OF PENNINGTON)

Gregory Hunter, being first duly sworn on oath, deposes and says:

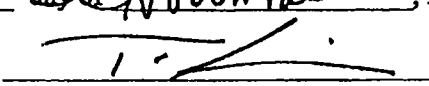
That he is the person described in and who signed the foregoing Articles of Incorporation as incorporator therein; that he has read the Articles and knows the contents thereof; that he intends in good faith to form a non-profit Corporation for the purposes of the promotion of a lawful business as set forth in the Articles and not for the purposes of enabling any Corporation or Corporations to avoid the provisions of the title "Corporations" of the South Dakota Compiled Laws of 1967 relating to unlawful trust and combinations and laws amendatory thereto.

In witness whereof, I have hereunto set my hand the day and year first above written.



Gregory Hunter

Subscribed and sworn to before me the 18th day of November, 2004.



Notary Public

(SEAL)

My Commission Expires
December 7, 2006

My Commission Expires:

Here ends the Articles of Incorporation of Youth & Family Services Foundation.