Form **990-EZ**

Department of the Treasury
Internal Revenue Service

# Short Form
# Return of Organization Exempt From Income Tax

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

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

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

OMB No 1545-1150

**2012**

**Open to Public Inspection**

**A For the 2012 calendar year, or tax year beginning** JUN 14, 2013 **and ending** JUN 30, 2013

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

C Name of organization: Baylor Scott & White Health (f/k/a BSW Health Service)

D Employer identification number: 46-3131350

Number and street (or P O box, if mail is not delivered to street address): 2001 Bryan Street — Room/suite: 2200

E Telephone number: 214-820-4135

City or town, state or country, and ZIP + 4: Dallas, TX 75201

F Group Exemption Number ▶

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

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

I Website: ▶ www.baylorhealth.com

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

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

L Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are $200,000 or more, or if total assets (Part II, line 25, column (B) below) are $500,000 or more, file Form 990 instead of Form 990-EZ ▶ $ 0.

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

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

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

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LHA **For Paperwork Reduction Act Notice, see the separate instructions.** Form **990-EZ** (2012)

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09360513 796684 bswh 2012.05000 Baylor Scott & White Health BSWH

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

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

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

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

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

What is the organization's primary exempt purpose? See Schedule O

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

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

28 No activity during this initial short period.

(Grants $ ) If this amount includes foreign grants, check here ▶ ☐ 28a 0.

29

(Grants $ ) If this amount includes foreign grants, check here ▶ ☐ 29a

30

(Grants $ ) If this amount includes foreign grants, check here ▶ ☐ 30a

31 Other program services (describe in Schedule O)

(Grants $ ) If this amount includes foreign grants, check here ▶ ☐ 31a

32 **Total program service expenses** (add lines 28a through 31a) ▶ 32 0.

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

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

| (a) Name and title | (b) Average hours per week devoted to position | (c) Reportable compensation (Forms W-2/1099-MISC) (if not paid, enter -0-) | (d) Health benefits, contributions to employee benefit plans, and deferred compensation | (e) Estimated amount of other compensation |
|---|---|---|---|---|
| Joel Allison<br>Director | 1.00 | 0. | 0. | 0. |
| Robert Pryor, M.D.<br>Director | 1.00 | 0. | 0. | 0. |
| Wm. Stephen Boyd<br>Director | 1.00 | 0. | 0. | 0. |
| Jimmy Carroll<br>Director | 1.00 | 0. | 0. | 0. |

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

| | | | Yes | No |
|---|---|---|---|---|
| 33 | Did the organization engage in any significant activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O | 33 | | X |
| 34 | Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name Otherwise, explain the change on Schedule O (see instructions) | 34 | X | |
| 35a | Did the organization have unrelated business gross income of $1,000 or more during the year from business activities (such as those reported on lines 2, 6a, and 7a, among others)? | 35a | | X |
| b | If "Yes," to line 35a, has the organization filed a Form 990-T for the year? If "No," provide an explanation in Schedule O | 35b | N/A | |
| c | Was the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements during the year? If "Yes," complete Schedule C, Part III | 35c | | X |
| 36 | Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N | 36 | | X |
| 37a | Enter amount of political expenditures, direct or indirect, as described in the instructions ▶ 37a 0. | | | |
| b | Did the organization file Form 1120-POL for this year? | 37b | | X |
| 38a | Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return? | 38a | | X |
| b | If "Yes," complete Schedule L, Part II and enter the total amount involved 38b N/A | | | |
| 39 | Section 501(c)(7) organizations Enter | | | |
| a | Initiation fees and capital contributions included on line 9 39a N/A | | | |
| b | Gross receipts, included on line 9, for public use of club facilities 39b N/A | | | |
| 40a | Section 501(c)(3) organizations Enter amount of tax imposed on the organization during the year under section 4911 ▶ 0. , section 4912 ▶ 0. , section 4955 ▶ 0. | | | |
| b | Section 501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I | 40b | | X |
| c | Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0. | | | |
| d | Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax on line 40c reimbursed by the organization ▶ 0. | | | |
| e | All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T | 40e | | X |

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

42a The organization's books are in care of ▶ James Pool Telephone no ▶ 214-820-2855
Located at ▶ 2001 Bryan Street, Suite 2300, Dallas, TX ZIP + 4 ▶ 75201

| | | | Yes | No |
|---|---|---|---|---|
| b | At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? | 42b | | X |
| | If "Yes," enter the name of the foreign country ▶ | | | |
| | See the instructions for exceptions and filing requirements for **Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.** | | | |
| c | At any time during the calendar year, did the organization maintain an office outside of the U S ? | 42c | | X |
| | If "Yes," enter the name of the foreign country ▶ | | | |

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

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

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

## Part VI Section 501(c)(3) organizations only

All section 501(c)(3) organizations must answer questions 47-49b and 52, and complete the tables for lines 50 and 51

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

| | | | Yes | No |
|---|---|---|---|---|
| 47 | Did the organization engage in lobbying activities or have a section 501(h) election in effect during the tax year? If "Yes," complete Sch C, Part II | 47 | | X |
| 48 | Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E | 48 | | X |
| 49a | Did the organization make any transfers to an exempt non-charitable related organization? | 49a | | X |
| b | If "Yes," was the related organization a section 527 organization? | 49b | | |

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

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

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

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

| (a) Name and address of each independent contractor paid more than $100,000 | (b) Type of service | (c) Compensation |
|---|---|---|
| | | |
| | | |
| | | |
| | | |
| | | |

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

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

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

**Sign Here**

▶ Signature of officer — Date 05/14/2014

▶ FREDERICK SAVELSBERGH — Type or print name and title

| Paid Preparer Use Only | Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|---|
| | Firm's name ▶ | | | Firm's EIN ▶ | |
| | Firm's address ▶ | | | Phone no | |

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

**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** Baylor Scott & White Health (f/k/a BSW Health Service)
**Employer identification number** 46-3131350

**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 [X] 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 [X] Type II  c [ ] Type III - Functionally integrated  d [ ] Type III - Non-functionally integrated

e [X] 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 [X]

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

| | | Yes | No |
|---|---|---|---|
| (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? | 11g(i) | | X |
| (ii) A family member of a person described in (i) above? | 11g(ii) | | X |
| (iii) A 35% controlled entity of a person described in (i) or (ii) above? | 11g(iii) | | X |

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

| (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1-9 above or IRC section (see instructions)) | (iv) Is the organization in col (i) listed in your governing document? Yes | (iv) No | (v) Did you notify the organization in col (i) of your support? Yes | (v) No | (vi) Is the organization in col (i) organized in the U S ? Yes | (vi) No | (vii) Amount of monetary support |
|---|---|---|---|---|---|---|---|---|---|
| Baylor University M | 75-1837454 | 03 | X | | | | | | 0. |
| Scott & White Memori | 74-1166904 | 03 | X | | | | | | 0. |
| All Saints Health Found | 75-1947007 | 07 | X | | | | | | 0. |
| Baylor All Saints Medic | 75-1008430 | 03 | X | | | | | | 0. |
| Baylor Health Care | 75-1606705 | 07 | X | | | | | | 0. |
| Total 29 | | | | | | | | | 0. |

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.** **Schedule A (Form 990 or 990-EZ) 2012**

See Part IV for Line 11 Continuation

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**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** (Schedule A, Part I, Line 11h - Information regarding supported organizations (continuation)

| (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? Yes | (iv) No | (v) Did you notify the organization in col (i) of your support? Yes | (v) No | (vi) Is the organization in col (i) organized in the U S ? Yes | (vi) No | (vii) Amount of support |
|---|---|---|---|---|---|---|---|---|---|
| Baylor Institute fo | 75-1037226 | 03 | X | | | | | | 0. |
| Baylor Regional Med | 75-1777119 | 03 | X | | | | | | 0. |
| Baylor Medical Cent | 75-2586857 | 03 | X | | | | | | 0. |
| Baylor Regional Med | 82-0551704 | 03 | X | | | | | | 0. |
| Baylor Medical Cent | 75-1844139 | 03 | X | | | | | | 0. |
| Baylor Medical Cent | 75-1037591 | 03 | X | | | | | | 0. |
| Baylor Research Ins | 75-1921898 | 04 | X | | | | | | 0. |
| Baylor Specialty He | 75-1765385 | 03 | X | | | | | | 0. |
| HealthTexas Provider Net | 75-2536818 | 03 | X | | | | | | 0. |
| Hillcrest Baptist Medi | 74-1161944 | 03 | X | | | | | | 0. |
| Hillcrest Family Healt | 74-2730350 | 11 | X | | | | | | 0. |
| Hillcrest Physician Se | 75-2967081 | 11 | X | | | | | | 0. |
| Irving Healthcare F | 75-1570933 | 07 | X | | | | | | 0. |
| Scott & White Clinic | 74-2958277 | 09 | X | | | | | | 0. |
| Scott & White Contin | 20-2850920 | 03 | X | | | | | | 0. |
| Scott & White EMS, I | 75-3242749 | 09 | X | | | | | | 0. |
| Scott & White Founda | 74-2460815 | 07 | X | | | | | | 0. |
| Scott & White Health | 27-3513154 | 07 | X | | | | | | 0. |
| Scott & White Hospit | 27-4434451 | 03 | X | | | | | | 0. |
| Scott & White Hospit | 27-3026151 | 03 | X | | | | | | 0. |
| Scott & White Hospit | 46-4007700 | 03 | X | | | | | | 0. |
| Scott & White Hospit | 20-3749695 | 03 | X | | | | | | 0. |
| Scott & White Hospit | 74-1595711 | 03 | X | | | | | | 0. |
| Scott & White Hospit | 74-2519752 | 03 | X | | | | | | 0. |
| | | | | | | | | | |
| Continuation Total | | | | | | | | | |

**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: Baylor Scott & White Health (f/k/a BSW Health Service)

**Employer identification number** 46-3131350

Form 990-EZ, Part III, Primary Exempt Purpose - Faith based supporting organization providing centralized administrative and management services to a network of acute care hospitals and related health care entities that provide patient care, medical education, research and community services.

Form 990-EZ, Part V, Information Regarding Personal Benefit Contracts:
The organization did not, during the year, receive any funds, directly, or indirectly, to pay premiums on a personal benefit contract.
The organization, did not, during the year, pay any premiums, directly, or indirectly, on a personal benefit contract.

Form 990-EZ, Section B, Name Change:
The organization changed it's legal name and revised the certificate of formation effective March 1, 2014 which was after the end of the tax year. The restated certificate of formation is attached evidencing the name change. Also, notification of the name change from BSW Health Service to Baylor Scott & White Health was provided to the IRS via written correspondence on March 31, 2014.

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697

Nandita Berry
Secretary of State

# Office of the Secretary of State

February 28, 2014

Fulbright & Jaworski L.L.P.
1301 McKinney, Suite 5100
Houston, TX 77010 USA

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RE: Baylor Scott & White Health
File Number: 801801789

It has been our pleasure to file the Restated Certificate of Formation for the referenced entity. Enclosed is the certificate evidencing filing. Payment of the filing fee is acknowledged by this letter.

If we may be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697

Nandita Berry
Secretary of State

# Office of the Secretary of State

## CERTIFICATE OF FILING
## OF

Baylor Scott & White Health
801801789

[formerly: BSW Health Service]

The undersigned, as Secretary of State of Texas, hereby certifies that a Restated Certificate of Formation for the above named domestic nonprofit corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 02/27/2014

Effective: 03/01/2014 12:01 am

NANDITA BERRY

Nandita Berry
Secretary of State

FILED
In the Office of the
Secretary of State of Texas
FEB 27 2014
Corporations Section

**RESTATED CERTIFICATE OF FORMATION**
**(WITH NEW AMENDMENTS)**
**OF**
**BSW HEALTH SERVICE**

BSW Health Service, a Texas nonprofit corporation (the "Corporation"), by and through the undersigned authorized officer, adopts the following in accordance with Sections 3.057 through 3.059 of the Texas Business Organizations Code (the "TBOC"):

1. The current name of the filing entity is BSW Health Service, a Texas nonprofit corporation. The name of the filing entity is being changed to Baylor Scott & White Health.

2. The Corporation was formed as a nonprofit corporation on June 14, 2013 under the name "BSW Health Service" and issued file number 801801789 by the Secretary of State of the State of Texas (the "Secretary of State").

3. This document restates the entire Certificate of Formation of the Corporation, referred to herein as the "Certificate of Formation," as amended and supplemented by all Certificates of Amendment previously filed by the Secretary of State, and as further amended as set forth herein.

4. This document further amends the Certificate of Formation of the Corporation by changing the name of the Corporation to "Baylor Scott & White Health," changing the reference to the name of the sole member of the Corporation in Article VII to "Baylor Scott & White Holdings," updating the address of one of the directors in Article VIII, and upating the registered agent of the Corporation in Article XI. The full text of each added or amended provision of the Certificate of Formation is contained in the Restated Certificate of Formation attached hereto as Exhibit A.

5. Each new amendment to the Certificate of Formation effected by this document has been made in accordance with the provisions of the TBOC. The amendments have been approved in the manner required by the TBOC and by the governing documents of the Corporation.

6. The Restated Certificate of Formation, which is attached to this document, accurately states the text of the Certificate of Formation and each amendment to the Certificate of Formation that is in effect, and as further amended by this document. The attached Restated Certificate of Formation does not contain any other change in the Certificate of Formation except for the information permitted to be omitted by the provisions of the TBOC applicable to the Corporation. The Certificate of Formation of the Corporation and all amendments and supplements thereto are hereby superseded by the Restated Certificate of Formation attached hereto.

7. This document becomes effective at 12:01 a.m. on March 1, 2014.

The undersigned affirms that the person designated as registered agent in the Restated Certificate of Formation has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the Corporation to execute this document.

Date: February 27, 2014

BSW HEALTH SERVICE

By: ______________________

Joel T. Allison, Chief Executive Officer

## EXHIBIT A

# RESTATED CERTIFICATE OF FORMATION OF BAYLOR SCOTT & WHITE HEALTH

## ARTICLE I NAME

The name of the Corporation is Baylor Scott & White Health ("Corporation").

## ARTICLE II NON-PROFIT CORPORATION

The Corporation is a non-profit corporation.

## ARTICLE III DURATION

The period of duration of the corporation is perpetual.

## ARTICLE IV PURPOSES

The Corporation is formed and organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States tax laws (hereinafter referred to as the "Code"). In carrying out the purposes stated in this Article IV, the Corporation is organized and shall operate exclusively for the benefit of, to perform the functions of, or to carry out the purposes of All Saints Health Foundation, Baylor All Saints Medical Center, Baylor Health Care System Foundation, Baylor Institute for Rehabilitation at Gaston Episcopal Hospital, Baylor Regional Medical Center at Grapevine, Baylor Medical Center at Irving, Baylor Regional Medical Center at Plano, Baylor Medical Center at Waxahachie, Baylor Medical Centers at Garland and McKinney, Baylor Research Institute, Baylor Specialty Health Centers, Baylor University Medical Center, HealthTexas Provider Network, Hillcrest Baptist Medical Center, Hillcrest Family Health Center, Hillcrest

Physician Services, Irving Healthcare Foundation, Scott & White Clinic, Scott & White Continuing Care Hospital, Scott & White EMS, Inc., Scott & White Foundation – Brenham, Scott & White Healthcare Foundation, Scott & White Hospital – Brenham, Scott & White Hospital - College Station, Scott & White Hospital – Llano, Scott & White Hospital – Marble Falls, Scott & White Hospital – Round Rock, Scott & White Hospital – Taylor, and Scott & White Memorial Hospital, all being publicly supported organizations under Code Section 509(a)(1) or Code Sectio 509(a)(2), and future affiliated hospitals and healthcare delivery organizations that are owned and/or controlled by the Corporation and that are publicly supported organizations under Code Section 509(a)(1) or Code Section 509(a)(2), including providing, on a centralized basis, management and administrative services for such entities including, but not limited to, all or substantially all operational, finance, accounting, legal, human resources, risk management, quality and information services.

## ARTICLE V
## POWERS

Subject to the restrictions set forth below, the Corporation shall have and may exercise all powers permitted under the Business Organizations Code of the State of Texas ("TBOC") in order to carry out the purposes set forth above.

## ARTICLE VI
## RESTRICTIONS

No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual; provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation and expenses may be reimbursed or paid in furtherance of one or more of its purposes, reasonable interest may be paid on any outstanding liability owed by the Corporation to any director or officer of the Corporation or any private individual, and the Corporation may indemnify its directors, officers, and employees with respect to actions taken in their capacities as such to the extent permitted under the TBOC, this Certificate of Formation, the Bylaws of the Corporation ("Bylaws"), and the Code.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Code Section 501(h)), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provision of this Certificate of Formation, the Corporation shall not carry on, conduct, engage, participate, or intervene in (a) any activity or transaction not permitted to be conducted or carried on by an organization exempt from taxation under Code Sections 501(c)(3) and 509(a)(3) and the regulations thereunder or by any organization, contributions to which are deductible under Code Sections 170(a)(1) and 170(c)(2) and the regulations thereunder, or (b) any activity or transaction which would result in the loss by the Corporation of its status as an exempt organization under the provisions of Code Sections 501(c)(3) and 501(a). The use, directly or indirectly, of any part of the Corporation's assets in any such activity or transaction is hereby expressly prohibited.

## ARTICLE VII
## MEMBER

The Corporation shall have one member, Baylor Scott & White Holdings, a Texas non-profit corporation. The rights of the member, in addition to those expressly provided for by Texas law, shall be as set forth in this Certificate of Formation and in the Bylaws of the Corporation.

## ARTICLE VIII
## BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors ("Board") appointed by the sole member of the Corporation. The powers of, and other matters relating to, the Board shall be set forth in the Bylaws. In no event shall there be fewer than three members of the Board. The names and addresses of the eight persons constituting the Board as of the date this Restated Certificate of Formation was adopted are as follows:

| | |
|---|---|
| Joel T. Allison | 4005 Crutcher Street, Suite 310, Dallas, Texas 75246 |
| Robert Pryor, M.D. | 2401 S. 31st Street, Temple, Texas 76508 |
| Gary Brock | 3600 Gaston Avenue, Dallas, Texas 75246 |
| Glen Couchman, M.D. | 2401 S. 31st Street, Temple, Texas 76508 |
| Patricia Currie | 2401 S. 31st Street, Temple, Texas 76508 |
| Cyndy Dunlap, R.N. | 2401 S. 31st Street, Temple, Texas 76508 |
| Rosemary Luquire, R.N. | 3600 Gaston Avenue, Dallas, Texas 75246 |
| Irving Prengler, M.D. | 3600 Gaston Avenue, Dallas, Texas 75246 |

## ARTICLE IX
## LIMITATION ON LIABILITY OF DIRECTORS

To the fullest extent permitted by law, a director shall not be liable to the Corporation for monetary damages for an act or omission in the director's capacity as a trustee, except for liability of a director for (a) a breach of a director's duty of loyalty to the Corporation, (b) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law, (c) a transaction (which transaction may in no case violate the restrictions set forth in Article VI) from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office, or (d) an act or omission for which the liability of a director is expressly provided for by statute. No amendment to or repeal of this Article IX shall apply to or have any effect upon the liability or alleged liability of any director for or with respect to any act or omission of such director occurring prior to such amendment or repeal.

## ARTICLE X
## INDEMNIFICATION

The Corporation shall indemnify its directors and officers from and against any and all liabilities, costs and expenses incurred by them in such capacities as and to the fullest extent permitted by Texas law and the Code, as presently in effect and as hereafter amended, and shall have the power to purchase and maintain liability insurance for those persons or make other arrangements on such person's behalf as and to the fullest extent permitted by Texas law and the Code, as presently in effect and as hereafter amended.

## ARTICLE XI
## REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 1999 Bryan Street, Suite 900, Dallas, Texas 75201 and the name of its registered agent at such address is CT Corporation System.

## ARTICLE XII
## AMENDMENTS

The power to amend or restate this Certificate of Formation and the power to adopt, amend, or repeal the Bylaws of the Corporation shall be vested exclusively in the sole member of the Corporation, as set forth and described in the Bylaws.

## ARTICLE XIII
## DISSOLUTION

Any voluntary winding up of the Corporation shall be in accordance with a plan adopted by the Board and approved by the Board of Trustees of the sole member of the Corporation. Upon the winding up and dissolution of the Corporation, the Board shall, after paying or making adequate provision of all of the liabilities of the Corporation, distribute the remaining assets of the Corporation to the Member or, at the direction of the Member, to any of the other organizations affiliated with and supported by the Corporation that are then in existence and tax-exempt pursuant to section 501(c)(3) of the Code. If no such organizations then exist, the Board shall distribute such assets to another non-profit corporation that is tax-exempt under section 501(c)(3) of the Code.

*[remainder of page intentionally left blank]*