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Form **990**

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)

OMB No 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2012 calendar year, or tax year beginning **JUL 1, 2012** and ending **JUN 30, 2013**

B Check if applicable: <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization ARTIS-NAPLES INC.		D Employer identification number 59-2322926
	Doing Business As		E Telephone number 239-597-1111
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 5833 PELICAN BAY BLVD	G Gross receipts \$ 73,681,441.	
	City, town, or post office, state, and ZIP code NAPLES, FL 34108		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ HTTP://ARTISNAPLES.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation: 1983 M State of legal domicile: FL

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities PLEASE REFER TO SCHEDULE O.			
	2 Check this box <input type="checkbox"/> 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)	3	33	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	33	
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	403	
	6 Total number of volunteers (estimate if necessary)	6	1486	
Revenue	7 a Total unrelated business revenue from Part VIII, column (C), line 12	7a	973,810.	
	b Net unrelated business taxable income from Form 990-T, line 34	7b	150,958.	
	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year	
	9 Program service revenue (Part VIII, line 2g)	12,032,163.	7,498,774.	
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	15,009,358.	14,016,993.	
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,790,742.	9,858,056.	
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,270,714.	1,581,388.	
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	30,102,977.	32,955,211.	
	14 Benefits paid to or for members (Part IX, column (A), line 4)	23,000.	32,000.	
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.	
	16 a Professional fundraising fees (Part IX, column (A), line 11e)	11,221,003.	11,888,428.	
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 913,211.	0.	0.	
Expenses	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	14,402,836.	13,832,328.	
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	25,646,839.	25,752,756.	
	19 Revenue less expenses Subtract line 18 from line 12	4,456,138.	7,202,455.	
	Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
		21 Total liabilities (Part X, line 26)	99,994,911.	101,755,701.
		22 Net assets or fund balances Subtract line 21 from line 20	9,501,117.	9,149,201.
		90,493,794.	92,606,500.	

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	Date 1.24.14			
	KATHLEEN VAN BERGEN, CEO Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name KEVIN P. CAIRNS, CPA	Preparer's signature KEVIN P. CAIRNS, CPA	Date 01/07/14	Check if self-employed <input type="checkbox"/>	PTIN P00227652
	Firm's name ▶ CLIFTONLARSONALLEN LLP	Firm's EIN ▶ 41-0746749	Firm's address ▶ 4099 TAMiami TRAIL N., STE. 300 NAPLES, FL 34103		
		Phone no. 239-262-8686			

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

SCANNED FEB 26 2014

glt 28

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:
ARTIS-NAPLES IS THE HOME OF THE BAKER MUSEUM AND THE NAPLES PHILHARMONIC. AS THE PREMIER CENTER FOR THE ARTS IN SOUTHWEST FLORIDA, WE CREATE AND PRESENT WORLD-CLASS VISUAL AND PERFORMING ARTS. WE INSPIRE, EDUCATE AND ENTERTAIN TO ENRICH OUR DIVERSE COMMUNITY.

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 \$ 7,541,000. including grants of \$ 32,000.) (Revenue \$ 5,122,687.)
ARTIS-NAPLES IS HOME TO THE NAPLES PHILHARMONIC. THE NAPLES PHILHARMONIC PERFORMS 140 ORCHESTRAL AND CHAMBER MUSIC CONCERTS, AS WELL AS OPERA AND BALLET, EDUCATION AND SPECIAL EVENT CONCERTS ANNUALLY BETWEEN SEPTEMBER AND JUNE. MOST CONCERTS ARE HELD IN THE 1425-SEAT HAYES HALL AND THE 283-SEAT DANIELS PAVILLION, IN ADDITION TO SPACES AROUND THE SOUTHWEST FLORIDA REGION. THE NAPLES PHILHARMONIC WAS FOUNDED IN 1982 AS THE NAPLES-MARCO PHILHARMONIC, AND IN ITS FIRST SEASON IT PERFORMED FOUR CONCERTS AS A CHAMBER ORCHESTRA. IN 1989, THE THEN PHILHARMONIC CENTER FOR THE ARTS, OPENED AND THE NAPLES PHILHARMONIC HAS GROWN IN SCOPE, SEASON AND IMPACT IN THE LAST 31 YEARS. PLEASE REFER TO SCHEDULE O FOR MORE INFORMATION.

4b (Code _____) (Expenses \$ 11,943,953. including grants of \$ _____) (Revenue \$ 9,473,588.)
ARTIS-NAPLES HOSTS A ROBUST EDUCATION AND PRESENTING SEASON. THE OVER 300 EVENTS AND OFFERINGS INCLUDE TOURING BROADWAY, A DIVERSE ROSTER OF VISITING ORCHESTRAS, INCREDIBLE EDUCATION/LIFE LONG LEARNING PROGRAMS AND GUEST ARTISTS FROM THE WORLDS OF COMEDY, POP, THEATRE AND DANCE. WITH AN EIGHT AND A HALF ACRE ENVIRONMENTAL CAMPUS, FIVE BUILDINGS, TWO HALLS, A MUSEUM AND A VARIETY OF SPACES FOR LEARNING OR LECTURING, ARTIS-NAPLES PRESENTS A BROAD RANGE OF MULTI-DISCIPLINARY PROGRAMMING TO MATCH THE GROWING POPULATION AND INTERESTS IN SOUTHWEST FLORIDA.

4c (Code _____) (Expenses \$ 1,453,693. including grants of \$ _____) (Revenue \$ 205,662.)
ARTIS-NAPLES IS HOME TO THE BAKER MUSEUM. THE BAKER MUSEUM IS ONE OF THE FOREMOST FINE ARTS MUSEUMS IN SOUTHWEST FLORIDA. AS PART OF A MULTI-DISCIPLINARY ARTS ORGANIZATION THAT CREATES AND PRESENTS OVER 300 EVENTS ANNUALLY, THE BAKER MUSEUM HOST TRAVELING EXHIBITIONS TO COMPLEMENT INSTALLATIONS DRAWN FROM THE PERMANENT COLLECTION. OUR INTERNATIONALLY RECOGNIZED HOLDINGS OF MODERN AND CONTEMPORARY ART FROM THE AMERICAS INCLUDE NEARLY 3,000 OBJECTS AND CONTINUE TO GROW. WE STRIVE CONTINUOUSLY TO EXPAND OUR CULTURAL OFFERINGS, AND TO MAKE ART MEANINGFUL AND ACCESSIBLE TO OUR ENTIRE COMMUNITY. THE BAKER MUSEUM IS DEDICATED TO DISPLAYING WORLD-CLASS PAINTING, SCULPTURE, DRAWINGS AND OTHER ART FORMS, WHILE PROVIDING EDUCATIONAL PROGRAMS AND LECTURES. PLEASE REFER TO SCHEDULE O FOR MORE INFORMATION.

4d Other program services (Describe in Schedule O)
 (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses **20,938,646.**

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)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</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? <i>If "Yes," complete Schedule C, Part II</i>		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? <i>If "Yes," complete Schedule C, Part III</i>		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? <i>If "Yes," complete Schedule D, Part I</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? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	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? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	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? <i>If "Yes," complete Schedule D, Part VI</i>	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? <i>If "Yes," complete Schedule D, Part VII</i>		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? <i>If "Yes," complete Schedule D, Part VIII</i>		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? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	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)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		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? <i>If "Yes," complete Schedule F, Parts I and IV</i>		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? <i>If "Yes," complete Schedule F, Parts II and IV</i>		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? <i>If "Yes," complete Schedule F, Parts III and IV</i>		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? <i>If "Yes," complete Schedule G, Part I</i>		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? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b <i>If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?</i>		X

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? <i>If "Yes," complete Schedule I, Parts I and II</i>		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? <i>If "Yes," complete Schedule I, Parts I and III</i>	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? <i>If "Yes," complete Schedule J</i>	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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		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? <i>If "Yes," complete Schedule L, Part I</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? <i>If "Yes," complete Schedule L, Part I</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? <i>If "Yes," complete Schedule L, Part II</i>		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? <i>If "Yes," complete Schedule L, Part III</i>		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? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		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? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	X	
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		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? <i>If "Yes," complete Schedule R, Part I</i>	X	
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b <i>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)?</i> <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		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? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

Form 990 (2012)

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	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	Enter the number of voting members included in line 1a, above, who are independent		
2	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?		X
3	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?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	X	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	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?		X
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8a	a The governing body?	X	
8b	b Each committee with authority to act on behalf of the governing body?	X	
9	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		X

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		X
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	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	X	
15	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?		
15a	a The organization's CEO, Executive Director, or top management official	X	
15b	b Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)	X	
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16b	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 **FL**
- 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 **▶**
RENEE NEVILLE - 239-254-2650
5833 PELICAN BAY BLVD, NAPLES, FL 34109

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check 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 organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below 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) C. MICHAEL ARMSTRONG DIRECTOR	1.00	X					0.	0.	0.	
(2) JAMES R. CAMPBELL DIRECTOR	1.00	X					0.	0.	0.	
(3) JAMES C. CURVEY DIRECTOR	1.00	X					0.	0.	0.	
(4) JAY H. BAKER DIRECTOR	1.00	X					0.	0.	0.	
(5) MICHAEL E. DOUGHERTY DIRECTOR	1.00	X					0.	0.	0.	
(6) DAVID R. DROBIS DIRECTOR	1.00	X					0.	0.	0.	
(7) ROBERT EDWARDS SECRETARY	1.00	X		X			0.	0.	0.	
(8) LINDA C. FLEWELLING DIRECTOR	1.00	X					0.	0.	0.	
(9) EUGENE U. FREY DIRECTOR	1.00	X					0.	0.	0.	
(10) EVANGELINE R. HAARLOW DIRECTOR	1.00	X					0.	0.	0.	
(11) A. SCOTT HANSEN DIRECTOR	1.00	X					0.	0.	0.	
(12) NED C. LAUTENBACH DIRECTOR	1.00	X					0.	0.	0.	
(13) LOIS WERTHEIMER LIPNIK DIRECTOR	1.00	X					0.	0.	0.	
(14) JAMES P. MCCREADY DIRECTOR	1.00	X					0.	0.	0.	
(15) GERRI MOLL DIRECTOR	1.00	X					0.	0.	0.	
(16) J. LEO MONTGOMERY DIRECTOR	1.00	X					0.	0.	0.	
(17) ROBERT W. MORRIS DIRECTOR	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 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			
(18) DAVE NEILL DIRECTOR	1.00	X						0.	0.	0.
(19) WILLIAM J. O'MEARA DIRECTOR	1.00	X						0.	0.	0.
(20) LAWRENCE R. PUGH DIRECTOR	1.00	X						0.	0.	0.
(21) KIMBERLY K. QUERREY DIRECTOR	1.00	X						0.	0.	0.
(22) JOHN J. REMONDI DIRECTOR	1.00	X						0.	0.	0.
(23) SARAH B. RORER DIRECTOR	1.00	X						0.	0.	0.
(24) DONALD E. RYKS DIRECTOR	1.00	X						0.	0.	0.
(25) WILLIAM J. SCHOEN DIRECTOR	1.00	X						0.	0.	0.
(26) STEPHEN L. SCHWARTZ DIRECTOR	1.00	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								953,417.	0.	70,494.
d Total (add lines 1b and 1c)								953,417.	0.	70,494.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **5**

	Yes	No
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		X
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	X	
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		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
BACKSTAGE TECHNICIANS EMPLOYEE PAYROLL P.O BOX 100, CAMDEN, NY 13316	PAYROLL BENEFITS COMPANY	768,885.
BE TOURING COMPANY, 7135 MINSTREL WAY SUITE 105, COLUMBIA, MD 21045	TOURING COMPANY	666,448.
NAPLES DAILY NEWS P.O BOX 630790, CINCINNATI, OH 45263	NEWSPAPER	486,875.
ROUNABOUT THEATRE COMPANY 231 WEST 39TH STREET, NEW YORK, NY 10018	TOURING COMPANY	461,963.
MIAMI CITY BALLET 2200 LIBERTY AVENUE, MIAMI BEACH, FL 33139	TOURING COMPANY	441,875.

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 **28**

SEE PART VII, SECTION A CONTINUATION SHEETS

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 line)	(C) Position (check all that apply)						(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			
(27) BRUCE S. SHERMAN DIRECTOR	1.00	X						0.	0.	0.
(28) ADRIA D. STARKEY DIRECTOR	1.00	X						0.	0.	0.
(29) WILLIAM S. STAVROPOULOS DIRECTOR	1.00	X						0.	0.	0.
(30) SHELLY A. STAYER DIRECTOR	1.00	X						0.	0.	0.
(31) WILLIAM C. STEERE, JR. DIRECTOR	1.00	X						0.	0.	0.
(32) GEORGE W. SYPERT DIRECTOR	1.00	X						0.	0.	0.
(33) TIMOTHY H. UBBEN DIRECTOR	1.00	X						0.	0.	0.
(34) KATHLEEN VAN BERGEN CEO	40.00			X				372,551.	0.	7,797.
(35) RENEE E. NEVILLE DIRECTOR OF FINANCE/TREASURER	40.00			X				96,762.	0.	19,319.
(36) MARY DEISSLER CAO	40.00					X		124,675.	0.	8,797.
(37) NAOMI W. BUCK DIRECTOR OF PROGRAMMING	40.00					X		149,814.	0.	8,406.
(38) CHARLES GOTTSCHALK GM/ORCHESTRA	40.00					X		108,747.	0.	24,201.
(39) JOSEPH CROWLEY, JR. DIRECTOR OF FACILITY OPS	40.00					X		100,868.	0.	1,974.
Total to Part VII, Section A, line 1c								953,417.		70,494.

Part VIII Statement of Revenue

Check 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	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c	515,064.				
	d Related organizations	1d					
	e Government grants (contributions)	1e	38,974.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	6,944,736.				
	g Noncash contributions included in lines 1a-1f \$		1,078,626.				
	h Total. Add lines 1a-1f		7,498,774.				
	Program Service Revenue	2 a CENTER FOR THE ARTS	Business Code 711300	8,343,562.	8,343,562.		
b ORCHESTRA RELATED		711300	5,122,687.	5,122,687.			
c ADMISSIONS		711300	345,082.	345,082.			
d MUSEUM OF ART		711300	205,662.	205,662.			
e							
f All other program service revenue							
g Total. Add lines 2a-2f			14,016,993.				
Other Revenue		3 Investment income (including dividends, interest, and other similar amounts)		1,088,334.			1,088,334.
		4 Income from investment of tax-exempt bond proceeds					
	5 Royalties						
	6 a Gross rents	(i) Real	803,986.				
		(ii) Personal					
		b Less: rental expenses	766,323.				
		c Rental income or (loss)	37,663.				
	d Net rental income or (loss)		37,663.		126,617.	-88,954.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities	47,818,000.				
		(ii) Other	3,000.				
		b Less: cost or other basis and sales expenses	39,045,443.	5,835.			
		c Gain or (loss)	8,772,557.	-2,835.			
	d Net gain or (loss)		8,769,722.			8,769,722.	
	8 a Gross income from fundraising events (not including \$ 515,064. of contributions reported on line 1c). See Part IV, line 18	a	393,910.				
		b Less: direct expenses	482,322.				
c Net income or (loss) from fundraising events			-88,412.			-88,412.	
9 a Gross income from gaming activities. See Part IV, line 19	a						
	b Less: direct expenses						
	c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	a	940,461.					
	b Less: cost of goods sold	426,307.					
	c Net income or (loss) from sales of inventory		514,154.	320,675.	193,479.		
Miscellaneous Revenue		Business Code					
11 a HALL RENTAL INCOME	531120	334,257.		334,257.			
b ADVERTISING REVENUE	541800	319,457.		319,457.			
c PROCESSING FEES	900099	243,186.	243,186.				
d All other revenue	900999	221,083.	221,083.				
e Total. Add lines 11a-11d		1,117,983.					
12 Total revenue. See instructions.		32,955,211.	14,801,937.	973,810.	9,680,690.		

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 United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	32,000.	32,000.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	515,332.	185,520.	252,513.	77,299.
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	9,447,863.	6,452,447.	2,428,861.	566,555.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	117,785.	110,026.	6,091.	1,668.
9 Other employee benefits	1,046,124.	962,503.	38,343.	45,278.
10 Payroll taxes	761,324.	659,164.	53,426.	48,734.
11 Fees for services (non-employees):				
a Management				
b Legal	24,965.		24,965.	
c Accounting	57,000.		57,000.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	117,957.	35,865.	82,092.	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	6,510,984.	6,460,723.	17,101.	33,160.
12 Advertising and promotion	892,466.	891,880.		586.
13 Office expenses	1,198,449.	656,867.	516,671.	24,911.
14 Information technology	97,054.		97,004.	50.
15 Royalties	265,018.	265,018.		
16 Occupancy	929,191.	911,708.	14,609.	2,874.
17 Travel	478,761.	412,415.	54,237.	12,109.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	78,665.		68,973.	9,692.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,470,837.	1,469,560.		1,277.
23 Insurance	55,292.	55,292.		
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 UNRELATED BUSINESS INCO	44,200.		44,200.	
b PRINTING & PUBLICATIONS	460,940.	437,800.	615.	22,525.
c EXHIBIT EXPENSES	440,124.	440,124.		
d OTHER EXPENSES	267,174.	81,107.	144,198.	41,869.
e All other expenses	443,251.	418,627.		24,624.
25 Total functional expenses Add lines 1 through 24e	25,752,756.	20,938,646.	3,900,899.	913,211.
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 <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check 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	1	5,850.
	2	Savings and temporary cash investments	2	4,907,224.
	3	Pledges and grants receivable, net	3	1,953,644.
	4	Accounts receivable, net	4	609,244.
	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 instr) Complete Part II of Sch L	6	
	7	Notes and loans receivable, net	7	
	8	Inventories for sale or use	8	128,392.
	9	Prepaid expenses and deferred charges	9	936,755.
	10a	Land, buildings, and equipment: cost or other basis Complete Part VI of Schedule D	10a	62,285,206.
	b	Less: accumulated depreciation	10b	27,276,863.
	10c		10c	35,008,343.
	11	Investments - publicly traded securities	11	53,122,498.
	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	5,083,751.	
16	Total assets. Add lines 1 through 15 (must equal line 34)	16	101,755,701.	
Liabilities	17	Accounts payable and accrued expenses	17	770,066.
	18	Grants payable	18	
	19	Deferred revenue	19	3,914,692.
	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	3,556,006.
	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	908,437.
	26	Total liabilities. Add lines 17 through 25	26	9,149,201.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27	Unrestricted net assets	27	35,806,500.
	28	Temporarily restricted net assets	28	11,725,000.
	29	Permanently restricted net assets	29	45,075,000.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> 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	33	92,606,500.
	34	Total liabilities and net assets/fund balances	34	101,755,701.

Part XI Reconciliation of Net Assets

Check 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	32,955,211.
2	Total expenses (must equal Part IX, column (A), line 25)	2	25,752,756.
3	Revenue less expenses. Subtract line 2 from line 1	3	7,202,455.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	90,493,794.
5	Net unrealized gains (losses) on investments	5	-5,192,428.
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	102,679.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	92,606,500.

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
b	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: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> Both consolidated and separate basis	X	
c	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
b	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)

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.")	8,979,629.	12,118,878.	6,693,199.	12,032,163.	7,498,774.	47,322,643.
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	8,979,629.	12,118,878.	6,693,199.	12,032,163.	7,498,774.	47,322,643.
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)						8,135,535.
6 Public support. Subtract line 5 from line 4						39,187,108.

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	8,979,629.	12,118,878.	6,693,199.	12,032,163.	7,498,774.	47,322,643.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	851,180.	593,324.	677,002.	751,216.	1,088,334.	3,961,056.
9 Net income from unrelated business activities, whether or not the business is regularly carried on	80,502.	642,028.	235,775.	130,921.	151,958.	1,241,184.
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						52,524,883.
12 Gross receipts from related activities, etc. (see instructions)					12	70,235,076.
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 ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	74.61 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	81.15 %
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 ▶ <input checked="" type="checkbox"/>		
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 ▶ <input type="checkbox"/>		
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 ▶ <input type="checkbox"/>		
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 ▶ <input type="checkbox"/>		
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 ▶ <input type="checkbox"/>		

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

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

ARTIS-NAPLES INC.

Employer identification number

59-2322926

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?		<input type="checkbox"/> Yes <input type="checkbox"/> 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?		<input type="checkbox"/> Yes <input type="checkbox"/> 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)

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> 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:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 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	47,104,000.	46,783,000.	38,840,000.	32,322,000.	
b Contributions	627,000.	2,808,000.	1,852,000.	4,391,000.	
c Net investment earnings, gains, and losses	4,275,000.	-387,000.	7,965,000.	3,873,000.	
d Grants or scholarships					
e Other expenditures for facilities and programs	2,280,000.	2,100,000.	1,874,000.	1,746,000.	
f Administrative expenses					
g End of year balance	49,726,000.	47,104,000.	46,783,000.	38,840,000.	

- 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 83.27 %
 - c Temporarily restricted endowment 16.73 %
- 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
- | | Yes | No |
|-----------------------------|--------------------------|-------------------------------------|
| (i) unrelated organizations | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (ii) related organizations | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
- b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?
- 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		5,412,922.		5,412,922.
b Buildings		45,757,265.	19,396,879.	26,360,386.
c Leasehold improvements		273,967.	125,443.	148,524.
d Equipment		6,879,609.	4,060,656.	2,818,953.
e Other		3,961,443.	3,693,885.	267,558.
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				35,008,343.

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. (Col. (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. (Col. (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) OTHER LIABILITIES	336,983.
(3) ANNUITY PAYMENT LIABILITY	81,875.
(4) INTEREST RATE SWAP AGREEMENT	489,579.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	908,437.

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	29,426,000.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a	-5,192,428.	
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d	1,781,174.	
e	Add lines 2a through 2d	2e	-3,411,254.	
3	Subtract line 2e from line 1	3	32,837,254.	
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	117,957.	
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b	4c	117,957.	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	32,955,211.	

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

1	Total expenses and losses per audited financial statements		1	27,315,000.
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	1,680,201.	
e	Add lines 2a through 2d	2e	1,680,201.	
3	Subtract line 2e from line 1	3	25,634,799.	
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	117,957.	
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b	4c	117,957.	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	25,752,756.	

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 III, LINE 1A: DURING THE YEARS ENDED JUNE 30, 2013 AND 2012,

ARTIS-NAPLES ACQUIRED WORKS OF ART FOR A TOTAL COST OF \$18,000 AND

\$287,000, RESPECTIVELY. DURING THESE SAME PERIODS, THE ARTIS-NAPLES

ACCEPTED DONATIONS OF ART WITH AN ESTIMATED VALUE OF \$3,317,113 AND

\$29,900, RESPECTIVELY.

PURSUANT TO ARTIS-NAPLES POLICIES, PURCHASES OF ART ARE RECORDED AS

EXPENSES IN THE STATEMENT OF ACTIVITIES; NO VALUE IS REPORTED FOR THE

IN-KIND CONTRIBUTION OF ART.

Part XIII Supplemental Information (continued)

PART III, LINE 4: MORE THAN 2,400 OBJECTS AND WORKS OF ART COMPRISE ARTIS-NAPLES'S COLLECTIONS, INCLUDING WORKS OF AMERICAN MODERNISM, MEXICAN MODERNISM, LATIN AMERICAN CONTEMPORARY, CONTEMPORARY ART OF THE AMERICAS, AND CONTEXTUAL COLLECTION TWO AND THREE DIMENSIONAL OBJECTS SUCH AS PAINTINGS, WORKS ON PAPER, AND SCULPTURE, AS WELL AS A MINIATURES COLLECTION.

THE COLLECTIONS ARE MAINTAINED FOR PUBLIC EXHIBITION, EDUCATION, AND RESEARCH IN FURTHERANCE OF PUBLIC SERVICE, RATHER THAN FOR FINANCIAL GAIN. THE MUSEUM COLLECTIONS, ACQUIRED THROUGH PURCHASE AND DONATION, ARE NOT RECOGNIZED AS ASSETS IN THE TAX RETURN. PURCHASES OF COLLECTION ITEMS ARE RECORDED IN THE YEAR IN WHICH THE ITEMS WERE ACQUIRED AS DECREASES IN UNRESTRICTED OR TEMPORARILY RESTRICTED ASSETS, DEPENDING ON THE SOURCE OF THE ASSETS USED TO PURCHASE THE ITEMS AND WHETHER THOSE ASSETS WERE RESTRICTED BY DONORS. CONTRIBUTED COLLECTION ITEMS ARE NOT REFLECTED IN THE TAX RETURN. PURSUANT TO ARTIS-NAPLES POLICY, PROCEEDS FROM THE SALE OF ART AND RELATED INSURANCE SETTLEMENTS ARE RECORDED AS TEMPORARILY RESTRICTED NET ASSETS FOR THE ACQUISITION OF WORKS OF ART.

PART V, LINE 4: FUNDS ARE USED FOR THE ONGOING OPERATIONS OF THE ARTIS-NAPLES PROGRAMS.

PART X, LINE 2: ARTIS-NAPLES HAS ADOPTED THE INCOME TAX STANDARD FOR UNCERTAIN TAX POSITIONS. ARTIS-NAPLES HAS EVALUATED ITS TAX POSITIONS AND CONCLUDED THAT ARTIS-NAPLES HAS TAKEN NO UNCERTAIN TAX POSITIONS THAT REQUIRE ADJUSTMENT TO THE FINANCIAL STATEMENTS TO COMPLY WITH THE PROVISIONS OF THIS GUIDANCE. WITH FEW EXCEPTIONS, ARTIS-NAPLES IS NO

Part XIII Supplemental Information (continued)

LONGER SUBJECT TO INCOME TAX EXAMINATIONS BY THE U.S. FEDERAL, STATE, OR LOCAL TAX AUTHORITIES FOR YEARS PRIOR TO 2009.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

COST OF INVENTORY SOLD	426,307.
DIRECT FUNDRAISING EXPENSES	482,322.
DIRECT RENTAL EXPENSES	766,323.
CHANGE IN VALUE OF BLAIR FOUNDATION RECEIVABLE	102,680.
ROUNDING	3,542.
TOTAL TO SCHEDULE D, PART XI, LINE 2D	1,781,174.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

COST OF INVENTORY SOLD	426,307.
DIRECT FUNDRAISING EXPENSES	482,322.
DIRECT RENTAL EXPENSES	766,323.
ROUNDING	5,249.
TOTAL TO SCHEDULE D, PART XII, LINE 2D	1,680,201.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))	
		PARTIES OF NOTE (event type)	INCOGNITO (event type)	7 (total number)		
Revenue	1	Gross receipts	649,552.	43,402.	216,020.	908,974.
	2	Less. Contributions	446,935.	9,552.	58,577.	515,064.
	3	Gross income (line 1 minus line 2)	202,617.	33,850.	157,443.	393,910.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs				
	7	Food and beverages	70,986.	2,575.	8,645.	82,206.
	8	Entertainment	11,420.	400.	0.	11,820.
	9	Other direct expenses	222,155.	10,164.	155,977.	388,296.
	10	Direct expense summary Add lines 4 through 9 in column (d)				(482,322)
	11	Net income summary Combine line 3, column (d), and line 10				-88,412.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
		Revenue	1	Gross revenue	
Direct Expenses	2	Cash prizes			
	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
7	Direct expense summary Add lines 2 through 5 in column (d)				()
8	Net gaming income summary Combine line 1, column d, and line 7				

9 Enter the state(s) in which the organization operates gaming activities. _____
 a Is the organization licensed to operate gaming activities in each of these states? Yes No
 b If "No," explain. _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
 b If "Yes," explain _____

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in

a The organization's facility		%
b An outside facility		%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

- Director/officer Employee Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions)

2012

Open to Public Inspection

SCHEDULE I (Form 990) 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.

Department of the Treasury Internal Revenue Service

Name of the organization ARTIS - NAPLES INC. Employer identification number 59-2322926

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? [X] Yes [] No

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

Table with 7 columns: (a) Name and address of organization or government, (b) EIN, (c) IRC section 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.

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

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

Schedule I (Form 990) (2012)

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
TUITION ASSISTANCE	9	32,000.	0.		

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.

SCHEDULE I, PART I, LINE 2: THE SCHOLARSHIP IS IN THE FORM OF TUITION ASSISTANCE AND IS MAILED DIRECTLY TO THE UNIVERSITY ON BEHALF OF THE SCHOLARSHIP RECIPIENT.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization

ARTIS-NAPLES INC.

Employer identification number

59-2322926

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization

- a** Receive a severance payment or change-of-control payment?
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
c Participate in, or receive payment from, an equity-based compensation arrangement?
 If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

- a** The organization?
b Any related organization?
 If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

- a** The organization?
b Any related organization?
 If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7	X	
8		X
9		

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

Schedule J (Form 990) 2012

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

Name of the organization

ARTIS-NAPLES INC.

Employer identification number

59-2322926

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art	X	2	0.	APPRAISAL
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	23	249,626.	SALES PRICE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (INCREASE IN V)	X	1	829,000.	APPRAISAL
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement 29 1

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period? b If "Yes," describe the arrangement in Part II.		X
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? b If "Yes," describe in Part II.	X	
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II		

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

Schedule M (Form 990) (2012)

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information

SCHEDULE M, LINE 33: PURSUANT TO ORGANIZATIONAL POLICIES, PURCHASES

OF ART ARE RECORDED AS EXPENSES IN THE STATEMENT OF ACTIVITIES, NO

VALUE IS REPORTED FOR THE IN-KIND CONTRIBUTION OF ART - WHICH IS

STANDARD FOR THE INDUSTRY THEREFORE NO CONTRIBUTIONS OF ARTWORK ARE

INCLUDED IN REVENUES ON FORM 990 PART VIII. HOWEVER, DURING THE YEAR

YEAR ENDED 6/30/13 THE ORGANIZATION RECEIVED \$3,317,113 OF APPRAISED

COLLECTIONS OF ARTWORK.

THIRD PARTY IS USED TO SELL SECURITIES UPON RECEIPT OF CONTRIBUTED

SECURITIES.

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2012

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

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.

Name of the organization

ARTIS-NAPLES INC.

Employer identification number

59-2322926

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

TO ENLIGHTEN, EDUCATE AND ENTERTAIN PEOPLE OF ALL AGES AND BACKGROUNDS
IN SW FLORIDA BY PRESENTING THE VERY BEST OF THE VISUAL AND PERFORMING
ARTS.

FORM 990, PART III, LINE 4A, DESCRIPTION OF PROGRAM SERVICE:

ARTIS-NAPLES IS HOME TO THE NAPLES PHILHARMONIC. THE NAPLES
PHILHARMONIC PERFORMS 140 ORCHESTRAL AND CHAMBER MUSIC CONCERTS, AS
WELL AS OPERA AND BALLET, EDUCATION AND SPECIAL EVENT CONCERTS ANNUALLY
BETWEEN SEPTEMBER AND JUNE. MOST CONCERTS ARE HELD IN THE 1425-SEAT
HAYES HALL AND THE 283-SEAT DANIELS PAVILLION, IN ADDITION TO SPACES
AROUND THE SOUTHWEST FLORIDA REGION. THE NAPLES PHILHARMONIC WAS
FOUNDED IN 1982 AS THE NAPLES-MARCO PHILHARMONIC, AND IN ITS FIRST
SEASON IT PERFORMED FOUR CONCERTS AS A CHAMBER ORCHESTRA. IN 1989, THE
THEN PHILHARMONIC CENTER FOR THE ARTS, OPENED AND THE NAPLES
PHILHARMONIC HAS GROWN IN SCOPE, SEASON AND IMPACT IN THE LAST 31
YEARS. IN APRIL 2013, INTERNATIONALLY RENOWNED CONDUCTOR, ANDREY
BOREYKO, WAS NAMED MUSIC DIRECTOR DESIGNATE FOR THE 2013-14 SEASON AND
BEGINS HIS TENURE AS MUSIC DIRECTOR IN 2014-15.

FORM 990, PART III, LINE 4C, DESCRIPTION OF PROGRAM SERVICE:

ARTIS-NAPLES IS HOME TO THE BAKER MUSEUM. THE BAKER MUSEUM IS ONE OF
THE FOREMOST FINE ARTS MUSEUMS IN SOUTHWEST FLORIDA. AS PART OF A
MULTI-DISCIPLINARY ARTS ORGANIZATION THAT CREATES AND PRESENTS OVER 300

Name of the organization ARTIS-NAPLES INC.	Employer identification number 59-2322926
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EVENTS ANNUALLY, THE BAKER MUSEUM HOST TRAVELING EXHIBITIONS TO COMPLEMENT INSTALLATIONS DRAWN FROM THE PERMANENT COLLECTION. OUR INTERNATIONALLY RECOGNIZED HOLDINGS OF MODERN AND CONTEMPORARY ART FROM THE AMERICAS INCLUDE NEARLY 3,000 OBJECTS AND CONTINUE TO GROW. WE STRIVE CONTINUOUSLY TO EXPAND OUR CULTURAL OFFERINGS, AND TO MAKE ART MEANINGFUL AND ACCESSIBLE TO OUR ENTIRE COMMUNITY. THE BAKER MUSEUM IS DEDICATED TO DISPLAYING WORLD-CLASS PAINTING, SCULPTURE, DRAWINGS AND OTHER ART FORMS, WHILE PROVIDING EDUCATIONAL PROGRAMS AND LECTURES. THE FACILITY INCLUDES 15 GALLERIES, ENCOMPASSING 15,000 SQUARE-FEET OF EXHIBITION SPACE, A GLASS-DOME CONSERVATORY, A RESOURCE ROOM AND A MUSEUM STORE.

FORM 990, PART VI, SECTION A, LINE 4: ARTIS-NAPLES, INC. WAS FORMERLY KNOWN AS THE PHILHARMONIC CENTER FOR THE ARTS, INC.

FORM 990, PART VI, SECTION B, LINE 11: THE FINANCE DIRECTOR REVIEWS THE PREPARED RETURN FOR ACCURACY AGAINST THE AUDITED FINANCIALS AND THE GENERAL LEDGER. THE CEO THEN REVIEWS THE DRAFT APPROVED BY THE FINANCE DIRECTOR. ONCE THE CEO HAS APPROVED THE RETURN THE DRAFT IS SUBMITTED TO THE FINANCE/AUDIT COMMITTEE OF THE BOARD. THE DRAFT IS THEN SUBMITTED TO THE BOARD FOR REVIEW BEFORE THE RETURN IS FILED WITH THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C: THE ORGANIZATION'S POLICY STATES THAT "ANY EMPLOYEE WHO DISCOVERS AN EVENT OF QUESTIONABLE, FRAUDULENT OR ILLEGAL NATURE SHOULD IMMEDIATELY REPORT SUCH EVENT TO THE CEO OR HUMAN RESOURCES. THE COMPANY WILL PROTECT EMPLOYEES WHO REPORT IN GOOD FAITH WHAT THEY REASONABLY BELIEVE TO BE A VIOLATION OF STATE AND FEDERAL LAW

Name of the organization

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Employer identification number

59-2322926

OR CONDITIONS OR PRACTICES THAT WOULD PUT THE HEALTH OR SAFETY OF EMPLOYEES AT RISK. NO EMPLOYEE WILL BE DISCHARGED, THREATENED OR DISCRIMINATED AGAINST IN ANY MANNER FOR REPORTING WHAT THEY PERCEIVE AS WRONGDOING."

FORM 990, PART VI, SECTION B, LINE 15: THE COMPENSATION FOR THE ORGANIZATION'S OFFICERS AND KEY EMPLOYEES IS SET PER THE COMPENSATION STUDY COMPLETED BY PRICE-WATERHOUSE COOPERS. THIS COMPENSATION STUDY WAS BASED ON NORMS AND OTHER RELEVANT DATA FOR EACH SUCH POSITION. THIS STUDY WAS PERFORMED IN 2006 BUT THE ORGANIZATION EVALUATES COMPENSATION ANNUALLY BASED ON NATIONWIDE SURVEYS AND CONTINUES TO FOLLOW THE PROGRAM DESIGN IMPLEMENTED IN 2006.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE MADE AVAILABLE UPON REQUEST.

FORM 990, PART IX, LINE 11G, OTHER FEES:

ARTIST AND EXHIBIT SERVICE FEES:

PROGRAM SERVICE EXPENSES	5,778,446.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	5,778,446.

PRODUCTION AND OPERATING SERVICE FEES:

PROGRAM SERVICE EXPENSES	682,277.
MANAGEMENT AND GENERAL EXPENSES	17,101.
FUNDRAISING EXPENSES	33,160.

Name of the organization ARTIS-NAPLES INC.	Employer identification number 59-2322926
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TOTAL EXPENSES 732,538.

TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A 6,510,984.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

ROUNDING -1.

CHANGE IN VALUE OF BLAIR FOUNDATION RECEIVABLE 102,680.

TOTAL TO FORM 990, PART XI, LINE 9 102,679.

FORM 990, PART XII, LINE 2C:

THE PROCESS OF ASSUMING RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT OF THE ORGANIZATION'S FINANCIAL STATEMENTS AND SELECTION OF AN INDEPENDENT ACCOUNTANT HAS NOT CHANGED FROM THE PRIOR YEAR.

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	Yes	No
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 16, 2013

ALBERTO RODRIGUEZ
VANEK, VICKERS & MASINI, P.C.
55 WEST MONROE ST., 3500
CHICAGO, IL 60603

Re: Document Number 766706

The Articles of Amendment to the Articles of Incorporation for PHILHARMONIC CENTER FOR THE ARTS, INC. which changed its name to ARTIS-NAPLES, INC., a Florida corporation, were filed on May 13, 2013.

The certification requested is enclosed.

Should you have any question regarding this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Irene Albritton
Regulatory Specialist II
Division of Corporations

Letter Number: 513A00012312

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on May 13, 2013, to Articles of Incorporation for PHILHARMONIC CENTER FOR THE ARTS, INC. which changed its name to ARTIS-NAPLES, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 766706.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Sixteenth day of May, 2013



CR2EO22 (1-11)

Ken Detzner

Ken Detzner
Secretary of State

Articles of Amendment
to
Articles of Incorporation
of

Philharmonic Center for the Arts, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

766706

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

Artis-Naples, Inc.

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position

Signature of New Registered Agent, if changing

13 APR 19 PM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>C</u>	<u>Ned Lautenbach</u>	<u>5833 Pelican Bay Blvd</u> <u>Naples, FL 34108</u>
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____

The date of each amendment(s) adoption: January 21, 2013


Effective date if applicable: January 21, 2013
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated May 9, 2013

Signature


(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Kathleen Van Bergen

(Typed or printed name of person signing)

President

(Title of person signing)