



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



## Return of Organization Exempt From Income Tax

2012

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

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

<b>A For the 2012 calendar year, or tax year beginning</b> Sep 1 , 2012, <b>and ending</b> Aug 31 , 2013									
<b>B</b> Check if applicable		<b>C</b> Name of organization <b>DR. PHILLIPS, INC.</b>				<b>D</b> Employer identification Number 59-0724702			
<input type="checkbox"/> Address change		Doing Business As				<b>E</b> Telephone number			
<input type="checkbox"/> Name change		Number and street (or P.O. box if mail is not delivered to street addr)				Room/suite			
<input type="checkbox"/> Initial return		P.O. BOX 692709				(407) 422-6105			
<input type="checkbox"/> Terminated		City, town or country				State ZIP code + 4			
<input type="checkbox"/> Amended return		ORLANDO				FL 32869-2709			
<input type="checkbox"/> Application pending		<b>F</b> Name and address of principal officer				<b>G</b> Gross receipts \$ 49,954,923.			
		KENNETH ROBINSON				SAME AS BOX C			
		<b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				<b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
		<b>I</b> 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				<b>H(c)</b> Group exemption number ▶ N/A			
<b>J</b> Website: ▶ www.drphillips.org									
<b>K</b> Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		<b>L</b> Year of Formation 1997				<b>M</b> State of legal domicile DE			

## Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities <b>DR. PHILLIPS, INC. PROVIDES FINANCIAL SUPPORT TO PUBLIC AND PUBLICLY SUPPORTED CHARITABLE ORGANIZATIONS NAMED IN ITS ARTICLES OF INCORPORATION AND ALSO DIRECTLY CONDUCTS OR SUPERVISES PROGRAMS FOR THEIR BENEFIT. ITS PRINCIPAL BENEFICIARY IS THE CENTRAL FLORIDA YMCA BASED IN ORLANDO, FL.</b>			
	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	7	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	4	
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	28	
	6 Total number of volunteers (estimate if necessary)	6	0	
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	71,267.	
	7b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
			Prior Year	Current Year
	Revenue	8 Contributions and grants (Part VIII, line 1h)		
9 Program service revenue (Part VIII, line 2g)				
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		5,559,888.	8,985,952.	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		5,629,393.	5,366,352.	
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		11,189,281.	14,352,304.	
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		5,737,824.	4,902,341.	
14 Benefits paid to or for members (Part IX, column (A), line 4)				
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		2,955,791.	2,867,435.	
16a Professional fundraising fees (Part IX, column (A), line 11e)				
b Total fundraising expenses (Part IX, column (A), line 25) ▶		0.		
Expenses	17 Other expenses (Part IX, column (A), lines 14-14d, 11f-11g)	727,878.	595,486.	
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	9,421,493.	8,365,262.	
	19 Revenue less expenses Subtract line 18 from line 12	1,767,788.	5,987,042.	
			Beginning of Current Year	End of Year
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	142,215,938.	148,182,283.	
	21 Total liabilities (Part X, line 26)	2,269,172.	2,248,475.	
	22 Net assets or fund balances Subtract line 21 from line 20	139,946,766.	145,933,808.	

## 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 <i>Kenneth D. Robinson</i>		Date 1-9-14
	KENNETH D. ROBINSON		PRESIDENT
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature <i>Anne-Marie Barrett</i>	Date 1/10/2014
	Firm's name	CROSS, FERNANDEZ & RILEY, LLP	Check <input type="checkbox"/> if self-employed PTIN P00546302
	Firm's address	201 S. ORANGE AVE., SUITE 800	Firm's EIN ▶ 59-3651466
	ORLANDO FL 32801	Phone no (407) 841-6930	

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

BAA For Paperwork Reduction Act Notice, see the separate instructions.

TEEA0101 05/09/13

Form 990 (2012)

1X 9

**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:

DR. PHILLIPS, INC. PROVIDES FINANCIAL SUPPORT TO PUBLIC AND PUBLICLY SUPPORTED CHARITABLE ORGANIZATIONS NAMED IN ITS ARTICLES OF INCORPORATION AND ALSO DIRECTLY CONDUCTS  
See Form 990, Page 2, Part III, Line 1 (continued)

**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 and section 4947(a)(1) trusts 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 \$ 7,049,870. including grants of \$ 4,902,341.) (Revenue \$ )  
SUPPORT ORGANIZATION FOR NAMED EXEMPT ORGANIZATIONS UNDER  
IRC 501(C)(3). SEE LIST OF GRANTS IN SCHEDULE A AND SCHEDULE I.

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

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

**4d** Other program services. (Describe in Schedule O.)

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

**4e Total program service expenses** ▶ 7,049,870.

**Part IV Checklist of Required Schedules**

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

**Part IV Checklist of Required Schedules (continued)**

	Yes	No
<b>21</b> Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If 'Yes,' complete Schedule I, Parts I and II</i>	X	
<b>22</b> 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
<b>23</b> 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	
<b>24a</b> 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, and 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>24b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
<b>24c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
<b>24d</b> Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?		
<b>25a</b> <b>Section 501(c)(3) and 501(c)(4) organizations.</b> 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>25b</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
<b>26</b> 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
<b>27</b> 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
<b>28</b> 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)		
<b>28a</b> A current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV</i>		X
<b>28b</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
<b>28c</b> 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
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M</i>		X
<b>30</b> 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
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I</i>		X
<b>32</b> 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
<b>33</b> 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
<b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1</i>	X	
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
<b>35b</b> If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If 'Yes,' complete Schedule R, Part V, line 2</i>	X	
<b>36</b> <b>Section 501(c)(3) organizations.</b> 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
<b>37</b> 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
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O	X	

BAA

Form 990 (2012)

**Part V Statements Regarding Other IRS Filings and Tax Compliance**Check if Schedule O contains a response to any question in this Part V ☒

		Yes	No
<b>1 a</b> Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	<b>1 a</b> 22		
<b>b</b> Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	<b>1 b</b> 0		
<b>c</b> Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	<b>1 c</b>	X	
<b>2 a</b> Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	<b>2 a</b> 28		
<b>b</b> If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	<b>2 b</b>	X	
<b>3 a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year?	<b>3 a</b>	X	
<b>b</b> If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O	<b>3 b</b>	X	
<b>4 a</b> At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? <b>b</b> If 'Yes,' enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	<b>4 a</b>		X
<b>5 a</b> Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	<b>5 a</b>		X
<b>b</b> Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	<b>5 b</b>		X
<b>c</b> If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?	<b>5 c</b>		
<b>6 a</b> Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	<b>6 a</b>		X
<b>b</b> If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	<b>6 b</b>		
<b>7 Organizations that may receive deductible contributions under section 170(c).</b>			
<b>a</b> Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	<b>7 a</b>		X
<b>b</b> If 'Yes,' did the organization notify the donor of the value of the goods or services provided?	<b>7 b</b>		
<b>c</b> Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	<b>7 c</b>		X
<b>d</b> If 'Yes,' indicate the number of Forms 8282 filed during the year	<b>7 d</b>		
<b>e</b> Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<b>7 e</b>		X
<b>f</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<b>7 f</b>		X
<b>g</b> If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	<b>7 g</b>		X
<b>h</b> If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	<b>7 h</b>		X
<b>8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	<b>8</b>		X
<b>9 Sponsoring organizations maintaining donor advised funds.</b>	N/A		
<b>a</b> Did the organization make any taxable distributions under section 4966?	<b>9 a</b>		
<b>b</b> Did the organization make a distribution to a donor, donor advisor, or related person?	<b>9 b</b>		
<b>10 Section 501(c)(7) organizations.</b> Enter	N/A		
<b>a</b> Initiation fees and capital contributions included on Part VIII, line 12	<b>10 a</b>		
<b>b</b> Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	<b>10 b</b>		
<b>11 Section 501(c)(12) organizations.</b> Enter	N/A		
<b>a</b> Gross income from members or shareholders	<b>11 a</b>		
<b>b</b> Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	<b>11 b</b>		
<b>12 a Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041? N/A	<b>12 a</b>		
<b>b</b> If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year	<b>12 b</b>		
<b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b>	N/A		
<b>a</b> Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.	<b>13 a</b>		
<b>b</b> Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	<b>13 b</b>		
<b>c</b> Enter the amount of reserves on hand	<b>13 c</b>		
<b>14 a</b> Did the organization receive any payments for indoor tanning services during the tax year?	<b>14 a</b>		X
<b>b</b> If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O	<b>14 b</b>		

**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
<b>1 a</b> 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.	7	
<b>1 b</b> Enter the number of voting members included in line 1a, above, who are independent	4	
<b>2</b> 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
<b>3</b> 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
<b>4</b> Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	X	
<b>5</b> Did the organization become aware during the year of a significant diversion of the organization's assets?		X
<b>6</b> Did the organization have members or stockholders?	X	
<b>7 a</b> 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	
<b>7 b</b> Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body?	X	
<b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>a</b> The governing body?	X	
<b>b</b> Each committee with authority to act on behalf of the governing body?	X	
<b>9</b> Is there any officer, director or 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
<b>10 a</b> Did the organization have local chapters, branches, or affiliates?		X
<b>b</b> 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?		
<b>11 a</b> Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
<b>b</b> Describe in Schedule O the process, if any, used by the organization to review this Form 990		
<b>12 a</b> Did the organization have a written conflict of interest policy? If 'No,' go to line 13	X	
<b>b</b> Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
<b>c</b> Did the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done	X	
<b>13</b> Did the organization have a written whistleblower policy?	X	
<b>14</b> Did the organization have a written document retention and destruction policy?	X	
<b>15</b> 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?		
<b>a</b> The organization's CEO, Executive Director, or top management official	X	
<b>b</b> Other officers of key employees of the organization	X	
If 'Yes' to line 15a or 15b, describe the process in Schedule O. (See instructions.)		
<b>16 a</b> 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
<b>b</b> 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 taken steps to safeguard the organization's exempt status with respect to such arrangements?		

**Section C. Disclosure**

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

**18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make 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 makes 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

► KENNETH D. ROBINSON 7400 DR. PHILLIPS BLVD ORLANDO FL 32819 (407) 422-6105

**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****1 a** 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 dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) J. A. HINSON CHAIRMAN/EVP/DIR/MEMBER	32.00	X		X				385,445.	2,209.	23,010.
(2) R. L. MELLEN, III PRESIDENT/DIRECTOR	50.00	X		X				419,926.	1,750.	58,513.
(3) MARGARET MILLER DIRECTOR	2.00	X						4,166.	2,084.	0.
(4) JAMES W. FERBER DIRECTOR	2.00	X						4,291.	389,998.	0.
(5) KEN ROBINSON DIRECTOR	2.00	X						3,166.	2,084.	0.
(6) JAMES K. HASSON MEMBER	2.00	X						0.	0.	0.
(7) E. F. FUREY, III MEMBER	1.00	X						0.	0.	0.
(8) H. L. BURNETT SEC/A. TREAS	50.00			X				136,338.	1,750.	45,506.
(9) E. M. TUKDARIAN TREASURER	50.00			X				170,300.	0.	65,405.
(10) A. F. MANLEY DIRECTOR OF GRANTS	50.00					X		111,043.	0.	29,896.
(11) J. C. THATCHER PROPERTY MANAGER	50.00					X		111,705.	0.	35,497.
(12) S. K. DONNELLY CONTROLLER	50.00					X		113,070.	0.	25,664.
(13)										
(14)										



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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) -----										
(16) -----										
(17) -----										
(18) -----										
(19) -----										
(20) -----										
(21) -----										
(22) -----										
(23) -----										
(24) -----										
(25) -----										
<b>1 b Sub-total</b>								1,459,450.	399,875.	283,491.
<b>c Total from continuation sheets to Part VII, Section A</b>										
<b>d Total (add lines 1b and 1c)</b>								1,459,450.	399,875.	283,491.

**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 **7**

**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*

	Yes	No
<b>3</b>		X
<b>4</b>	X	
<b>5</b>		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*

**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*

**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
NONE		

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **7**

**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	
<b>CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS</b>	<b>1 a</b> Federated campaigns	<b>1 a</b>					
	<b>b</b> Membership dues	<b>1 b</b>					
	<b>c</b> Fundraising events	<b>1 c</b>					
	<b>d</b> Related organizations	<b>1 d</b>					
	<b>e</b> Government grants (contributions)	<b>1 e</b>					
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1 f</b>					
	<b>g</b> Noncash contributions included in lns 1a-1f \$						
	<b>h Total.</b> Add lines 1a-1f						
<b>PROGRAM SERVICE REVENUE</b>		<b>Business Code</b>					
	<b>2 a</b> _____						
	<b>b</b> _____						
	<b>c</b> _____						
	<b>d</b> _____						
	<b>e</b> _____						
	<b>f</b> All other program service revenue						
	<b>g Total.</b> Add lines 2a-2f						
<b>OTHER REVENUE</b>	<b>3</b> Investment income (including dividends, interest and other similar amounts)		2,896,212.	0.	0.	2,896,212.	
	<b>4</b> Income from investment of tax-exempt bond proceeds						
	<b>5</b> Royalties						
	<b>6 a</b> Gross rents	(i) Real (ii) Personal					
	<b>b</b> Less: rental expenses						
	<b>c</b> Rental income or (loss)						
	<b>d</b> Net rental income or (loss)		5,273,870.	0.	0.	5,273,870.	
	<b>7 a</b> Gross amount from sales of assets other than inventory	(i) Securities (ii) Other					
	<b>b</b> Less: cost or other basis and sales expenses						
	<b>c</b> Gain or (loss)						
	<b>d</b> Net gain or (loss)		6,089,740.	0.	0.	6,089,740.	
	<b>8 a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	<b>a</b>					
	<b>b</b> Less: direct expenses	<b>b</b>					
	<b>c</b> Net income or (loss) from fundraising events						
	<b>9 a</b> Gross income from gaming activities See Part IV, line 19	<b>a</b>					
	<b>b</b> Less: direct expenses	<b>b</b>					
	<b>c</b> Net income or (loss) from gaming activities						
	<b>10 a</b> Gross sales of inventory, less returns and allowances	<b>a</b>					
	<b>b</b> Less: cost of goods sold	<b>b</b>					
	<b>c</b> Net income or (loss) from sales of inventory						
	<b>Miscellaneous Revenue</b>		<b>Business Code</b>				
	<b>11 a</b> SALE OF BURIAL RIGHTS	531390	67,800.	0.	67,800.	0.	
<b>b</b> CEMETERY TRUST INTEREST	531390	3,467.	0.	3,467.	0.		
<b>c</b> MISCELLANEOUS OTHER	900099	21,215.	0.	0.	21,215.		
<b>d</b> All other revenue							
<b>e Total.</b> Add lines 11a-11d		92,482.					
<b>12 Total revenue.</b> See instructions		14,352,304.	0.	71,267.	14,281,037.		

**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	4,902,341.	4,902,341.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
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	1,114,457.	746,888.	367,569.	0.
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	984,505.	610,393.	374,112.	0.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	227,063.	144,734.	82,329.	0.
9 Other employee benefits	407,273.	257,655.	149,618.	0.
10 Payroll taxes	134,137.	87,189.	46,948.	0.
11 Fees for services (non-employees)				
a Management				
b Legal	74,058.	30,431.	43,627.	0.
c Accounting	24,000.	0.	24,000.	0.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	20,341.	13,222.	7,119.	0.
g Other (If line 11g amt exceeds 10% of line 25, column (A) amt, list line 11g expenses on Sch O)				
12 Advertising and promotion	22,550.	12,838.	9,712.	0.
13 Office expenses	230,978.	150,136.	80,842.	0.
14 Information technology	64,874.	42,168.	22,706.	0.
15 Royalties				
16 Occupancy	100.	65.	35.	0.
17 Travel	10,230.	2,018.	8,212.	0.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	6,220.	4,044.	2,176.	0.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	13,651.	397.	13,254.	0.
23 Insurance	35,937.	23,360.	12,577.	0.
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 CEMETERY	53,518.	0.	53,518.	0.
b DUES, LICENSES & SUBSCRIPTIONS	33,832.	21,991.	11,841.	0.
c GROVES, TRACTORS & TRAILERS	5,197.	0.	5,197.	0.
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	8,365,262.	7,049,870.	1,315,392.	0.
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
<b>ASSETS</b>	1 Cash – non-interest-bearing	136,585.	1	90,966.
	2 Savings and temporary cash investments	5,283,727.	2	6,604,763.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	51,224.	4	42,677.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net	1,052,067.	7	3,498.
	8 Inventories for sale or use	698,192.	8	333,240.
	9 Prepaid expenses and deferred charges	175,329.	9	174,616.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 32,875,728.		
	b Less accumulated depreciation	10b 21,525,477.	11,316,646.	10c 11,350,251.
	11 Investments – publicly traded securities	123,141,903.	11	129,238,518.
	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	360,265.	15	343,754.
16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	142,215,938.	16	148,182,283.	
<b>LIABILITIES</b>	17 Accounts payable and accrued expenses	1,126,254.	17	1,150,002.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	1,142,918.	25	1,098,473.
	26 <b>Total liabilities.</b> Add lines 17 through 25	2,269,172.	26	2,248,475.
<b>NET ASSETS OR FUND BALANCES</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>			
	27 Unrestricted net assets		27	
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	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	139,946,766.	32	145,933,808.
	33 Total net assets or fund balances	139,946,766.	33	145,933,808.
	34 Total liabilities and net assets/fund balances	142,215,938.	34	148,182,283.

BAA

Form 990 (2012)

**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	14,352,304.
2	Total expenses (must equal Part IX, column (A), line 25)	2	8,365,262.
3	Revenue less expenses. Subtract line 2 from line 1	3	5,987,042.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	139,946,766.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	145,933,808.

**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.		
2 a	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
2 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 checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
2 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	
3 a	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
3 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		

BAA

Form 990 (2012)

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

**2012**

**Open to Public Inspection**

Name of the organization

DR. PHILLIPS, INC.

Employer identification number

59-0724702

**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is. (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 ☐ A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: \_\_\_\_\_
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 ☐ An organization that normally receives (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions — subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
  - a ☐ Type I      b ☐ Type II      c ☐ Type III — Functionally integrated      d ☒ Type III — Non-functionally integrated
  - e ☒ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
  - f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box ☐
  - g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in column (i) listed in your governing document?		(v) Did you notify the organization in column (i) of your support?		(vi) Is the organization in column (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A) AMERICAN CANCER SOCIETY	59-0657320	7	X		X		X		1,000.
(B) ANTHONY HOUSE, INC.	59-2944839	7	X		X		X		100,000.
(C) BETA CENTER, INC.	23-7446558	7	X		X		X		2,000.
(D) BIG BROTHERS/BIG SISTERS	59-6555007	7	X		X		X		55,500.
(E) See Schedule A (Form 990 or Form 990-EZ), Page 1, Part I, Line 11h (continued)									4,743,841.
<b>Total</b>									<b>4,902,341.</b>

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

Schedule A (Form 990 or 990-EZ) 2012

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any 'unusual grants'.)						
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>4 Total.</b> Add lines 1 through 3						
<b>5</b> 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)						
<b>6 Public support.</b> Subtract line 5 from line 4						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>7</b> Amounts from line 4						
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
<b>11 Total support.</b> Add lines 7 through 10						
<b>12</b> Gross receipts from related activities, etc. (see instructions)					<b>12</b>	
<b>13 First five years.</b> 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 <b>stop here</b> ▶ <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	<b>14</b>	%
<b>15</b> Public support percentage from 2011 Schedule A, Part II, line 14	<b>15</b>	%
<b>16a 33-1/3% support test – 2012.</b> If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
<b>b 33-1/3% support test – 2011.</b> 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 <b>stop here.</b> The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
<b>17a 10%-facts-and-circumstances test – 2012.</b> 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 <b>stop here.</b> 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>b 10%-facts-and-circumstances test – 2011.</b> 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 <b>stop here.</b> 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>18 Private foundation.</b> 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 yr beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>1</b> Gifts, grants, contributions and membership fees received (Do not include any 'unusual grants'.)						
<b>2</b> 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						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>6</b> Total. Add lines 1 through 5						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						
<b>b</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						
<b>c</b> Add lines 7a and 7b						
<b>8</b> Public support (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal yr beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>9</b> Amounts from line 6						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
<b>c</b> Add lines 10a and 10b						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
<b>13</b> Total support. (Add lines 9, 10c, 11, and 12.)						
<b>14</b> 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 <span style="float: right;">► <input type="checkbox"/></span>						

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	<b>15</b>	%
<b>16</b> Public support percentage from 2011 Schedule A, Part III, line 15	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	<b>17</b>	%
<b>18</b> Investment income percentage from 2011 Schedule A, Part III, line 17	<b>18</b>	%

**19a 33-1/3% support tests – 2012.** If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐

**b 33-1/3% support tests – 2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐

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



**Part IV** **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

NOT APPLICABLE

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

► Complete if the organization answered 'Yes,' to Form 990,  
Part IV, lines 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**

Employer identification number

DR. PHILLIPS, INC.

59-0724702

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

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.

1 a 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.

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

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

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

	Amount
1 c	
1 d	
1 e	
1 f	

2 a 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	(b) Prior year	(c) Two years	(d) Three years	(e) Four years
1 a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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 ▶ \_\_\_\_\_ %  
 c Temporarily restricted endowment ▶ \_\_\_\_\_ %  
 The percentages in lines 2a, 2b, and 2c should equal 100%

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

- (i) unrelated organizations  
 (ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

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
1 a Land	2,611,699.	3,180.		2,614,879.
b Buildings	25,687,833.	75,643.	17,498,215.	8,265,261.
c Leasehold improvements				
d Equipment	786,075.	1,222,557.	1,646,838.	361,794.
e Other	2,443,338.	45,403.	2,380,424.	108,317.
<b>Total.</b> Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c) )				11,350,251.

BAA

Schedule D (Form 990) 2012

**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) -----		
<b>Total.</b> (Column (b) must equal Form 990, Part X, column (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)		
<b>Total.</b> (Column (b) must equal Form 990, Part X, column (B) line 13.)		

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

(a) Description	(b) Book value
(1) DEFERRED LEASE EXPENSE	317,146.
(2) INVESTMENT IN PHILJOHN, INC.	500.
(3) TRADEMARKS, NET	1,643.
(4) TRANSPORTATION IMPACT FEES	24,465.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, column (B), line 15.)	343,754.

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

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) LEASE DEPOSITS	1,098,473.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, column (B) line 25.)	1,098,473.

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	17,369,191.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d	2e		
3	Subtract line 2e from line 1		3	17,369,191.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b	-3,016,887.	
c	Add lines 4a and 4b	4c		-3,016,887.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)		5	14,352,304.

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

1	Total expenses and losses per audited financial statements		1	11,382,149.
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	3,016,887.	
e	Add lines 2a through 2d	2e		3,016,887.
3	Subtract line 2e from line 1		3	8,365,262.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b	4c		
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)		5	8,365,262.

**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

Pt XI Line 4b RENTAL BUILDING EXPENSES INCLUDED ON FORM 990, PT VIII

Pt XII Line 2d RENTAL BUILDING EXPENSES INCLUDED ON FORM 990, PT VIII

Pt X Line 2 THE ORGANIZATION IDENTIFIES AND EVALUATES UNCERTAIN TAX POSITIONS, IF ANY, AND RECOGNIZES THE IMPACT OF UNCERTAIN TAX POSITIONS FOR WHICH THERE IS A LESS THAN MORE-LIKELY-THAN-NOT PROBABILITY OF THE POSITION BEING UPHELD WHEN REVIEWED BY THE RELEVANT TAXING AUTHORITY. SUCH POSITIONS ARE DEEMED TO BE UNRECOGNIZED TAX BENEFITS AND A CORRESPONDING LIABILITY IS ESTABLISHED ON THE STATEMENT OF FINANCIAL POSITION. THE ORGANIZATION HAS NOT RECOGNIZED

BAA

Schedule D (Form 990) 2012

**Part XIII** Supplemental Information *(continued)*

A LIABILITY FOR UNCERTAIN TAX POSITIONS. IF THERE WERE AN UNRECOGNIZED TAX BENEFIT, THE  
ORGANIZATION WOULD RECOGNIZE INTEREST ACCRUED RELATED TO UNRECOGNIZED TAX BENEFITS IN  
INTEREST EXPENSE AND PENALTIES IN OPERATING EXPENSES. THE ORGANIZATION'S OPEN TAX YEARS  
SUBJECT TO EXAMINATION BY THE INTERNAL REVENUE SERVICE GENERALLY REMAIN OPEN FOR THREE  
YEARS FROM THE DATE OF FILING.

**SCHEDULE I**  
**(Form 990)**

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

OMB No 1545-0047

**2012**

Department of the Treasury  
Internal Revenue Service

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

**Open to Public  
Inspection**

Name of the organization

DR. PHILLIPS, INC.

Employer identification number

59-0724702

**Part I General Information on Grants and Assistance**

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

☒ Yes ☐ No

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) AMERICAN CANCER SOCIETY 1601 W. COLONIAL DR. ORLANDO FL 32804	59-0657320	170(B) (1) (A) (VI)	1,000.	0.	N/A	N/A	SUPPORT FOR PE
(2) ANTHONY HOUSE, INC. PO BOX 491000 LEESBURG FL 34749	59-2944839	170(B) (1) (A) (VI)	100,000.	0.	N/A	N/A	NEW STAFF POSI
(3) BETA CENTER, INC. 4680 LAKE UNDERHILL ROAD ORLANDO FL 32807	23-7446558	170(B) (1) (A) (VI)	2,000.	0.	N/A	N/A	SUPPORT, PREVE
(4) BIG BROTHERS/BIG SISTERS 807 S ORLANDO AVE, STE R WINTER PARK FL 32789	59-6555007	170(B) (1) (A) (VI)	55,500.	0.	N/A	N/A	WORKPLACE MENT
(5) BOYS & GIRLS CLUB OF CENT 801 N. MAGNOLIA AVE, STE ORLANDO FL 32803	59-0951887	170(B) (1) (A) (VI)	5,000.	0.	N/A	N/A	YOUTH DEVELOPM
(6) CATHOLIC CHARITIES OF CEN 1819 N SEMORAN BLVD ORLANDO FL 32805	59-1353031	509 (A) (2)	56,005.	0.	N/A	N/A	EMERGENCY FAMI
(7) CENTRAL FLORIDA YOUNG MEN 433 N. MILLS AVENUE ORLANDO FL 32803	59-0624430	509 (A) (2)	1,634,115.	0.	N/A	N/A	FACILITY IMPRO
(8) CHRISTIAN SERVICE CENTER 808 W CENTRAL BLVD ORLANDO FL 32805	59-1353031	170(B) (1) (A) (VI)	2,000.	0.	N/A	N/A	ASSISTANCE FOR
2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table							26
3 Enter total number of other organizations listed in the line 1 table							

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

TEEA3901 11/30/12

**Schedule I (Form 990) (2012)**

# Continuation Sheet for Schedule I (Form 990)

2012

► Attach to Form 990 to list additional information for Schedule I (Form 990), Part II and Part III.

Continuation Page 1 of 2

Name of the organization		Employer identification number					
DR. PHILLIPS, INC.		59-0724702					
Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(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
DIOCESE OF ORLANDO----- P.O. BOX 1800----- ORLANDO FL 32802	59-1215378	170(B) (1) (A) (I)	5,000.	0.	N/A	N/A	SUPPORT FOR MO
DR. PHILLIPS CENTER FOR T 455 S. ORANGE AVE., STE 41 ORLANDO FL 32801	20-0695917	170(B) (1) (A) (VI)	2,275,000.	0.	N/A	N/A	CONSTRUCT NEW
EDGEWOOD CHILDRENS RANCH, 1451 EDGEWOOD RANCH ROAD ORLANDO FL 32835	59-1150182	170(B) (1) (A) (II)	37,000.	0.	N/A	N/A	REHABILITATION
HEART OF FLORIDA UNITED W 1940 TRAYLOR BLVD----- ORLANDO FL 32804	59-0808854	170(B) (1) (A) (VI)	132,500.	0.	N/A	N/A	HOMELESS PREVE
HISTORICAL SOCIETY OF CEN 65 E. CENTRAL BLVD.----- ORLANDO FL 32801	59-1860444	170(B) (1) (A) (VI)	10,000.	0.	N/A	N/A	SHOWCASE LOCAL
JEWISH FAMILY SERVICES OF 2100 LEE ROAD----- WINTER PARK FL 32789	59-1873758	170(B) (1) (A) (VI)	1,500.	0.	N/A	N/A	FAMILY STABILI
JUNIOR ACHIEVEMENT OF CEN 2121 CAMDEN ROAD----- ORLANDO FL 32803	59-0972112	170(B) (1) (A) (VI)	2,000.	0.	N/A	N/A	FINANCIAL LITE
ORLANDO DAY NURSERY ASSOC 626 LAKE DOT CIRCLE----- ORLANDO FL 32801	59-0651096	509 (A) (2)	5,000.	0.	N/A	N/A	PLAYGROUND SHA
ORLANDO HEALTH INC.----- 1414 S. KUHL AVENUE----- ORLANDO FL 32806	59-1726273	170(B) (1) (A) (III)	6,000.	0.	N/A	N/A	PROGRAM NEEDS
ORLANDO MUSEUM OF ART, IN 2416 N. MILLS AVENUE----- ORLANDO FL 32803	59-0910352	509 (A) (2)	31,000.	0.	N/A	N/A	SUPPORT FOR HE

TEEA4001 12/10/12

Schedule I Cont (Form 990) 2012



# Continuation Sheet for Schedule I (Form 990)

2012

► Attach to Form 990 to list additional information for Schedule I (Form 990), Part II and Part III.

Continuation Page 2 of 2

Name of the organization		Employer identification number					
DR. PHILLIPS, INC.		59-0724702					
<b>Part III Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)</b>							
(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
THE SALVATION ARMY ----- 416 WEST COLONIAL DRIVE -- ORLANDO FL 32804	58-0660607	170(B)(1)(A)(I)	25,000.	0.	N/A	N/A	SERVICES TO TH
SCHOOL BOARD OF ORANGE CO 445 W. AMELIA STREET ----- ORLANDO FL 32801	59-6000771	170(C)(1)	0.	311,354.	OTHER	CLOTHING	CLOTHING FOR H
SCHOOL DISTRICT OF OSCEOLA 817 BILL BECK BLVD. ----- KISSIMEE FL 34744	59-6000779	170(C)(1)	0.	164,617.	OTHER	CLOTHING	CLOTHING FOR H
ST. LUKE'S UNITED METHODIST 4851 S APOPKA-VINELAND RD ORLANDO FL 32819	59-2135880	170(B)(1)(A)(I)	23,000.	0.	N/A	N/A	HEARTWORKS EXH
UNITED ARTS OF CENTRAL FL 2450 MAITLAND CTR PKWY., S MAITLAND FL 32751	59-1166446	170(B)(1)(A)(VI)	750.	0.	N/A	N/A	SUPPORT FOR OR
UNITED CEREBRAL PALSY OF 1221 W. COLONIAL DR., STE -- ORLANDO FL 32804	59-0799925	509(A)(2)	5,000.	0.	N/A	N/A	SUPPORT FOR CH
UNIVERSITY OF CENTRAL FL 12424 RESEARCH PARKWAY, S ORLANDO FL 32826	59-6211832	170(B)(1)(A)(IV)	10,500.	0.	N/A	N/A	OPERA EDUCATIO
UNIVERSITY OF FLORIDA FOU P.O. BOX 14425 ----- GAINESVILLE FL 32604	59-0974739	170(B)(1)(A)(VI)	1,500.	0.	N/A	N/A	SUPPORT FOR EX
-----							
-----							
-----							
-----							



**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

DR. PHILLIPS, INC.

Employer identification number

59-0724702

**Part I Questions Regarding Compensation**

- 1 a** 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 checked="" 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 type="checkbox"/> Written employment contract                                |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" 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****1 b**

X

**2**

X

**4 a**

X

**4 b**

X

**4 c**

X

**5 a**

X

**5 b**

X

**6 a**

X

**6 b**

X

**7**

X

**8**

X

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

Schedule J (Form 990) 2012

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

**Note.** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable columns (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus and incentive compensation	(iii) Other reportable compensation				
J.A. HINSON	(i)						
1 CHAIRMAN/EVP/DIR/MEMBER	(ii)	385,445.	0.	0.	23,010.	408,455.	0.
R.L. MELLEN, III	(i)	2,209.	0.	0.	0.	2,209.	0.
2 PRESIDENT/DIRECTOR	(ii)	419,926.	0.	32,846.	25,667.	478,439.	0.
H.L. BURNETT	(i)	1,750.	0.	0.	0.	1,750.	0.
3 SEC/ A. TREAS	(ii)	136,338.	0.	20,630.	24,877.	181,845.	0.
E.M. TUKDARIAN	(i)	1,750.	0.	0.	0.	1,750.	0.
4 TREASURER	(ii)	170,300.	0.	25,914.	39,492.	235,706.	0.
	(iii)	0.	0.	0.	0.	0.	0.
5	(i)						
	(ii)						
6	(i)						
	(ii)						
7	(i)						
	(ii)						
8	(i)						
	(ii)						
9	(i)						
	(ii)						
10	(i)						
	(ii)						
11	(i)						
	(ii)						
12	(i)						
	(ii)						
13	(i)						
	(ii)						
14	(i)						
	(ii)						
15	(i)						
	(ii)						
16	(i)						
	(ii)						

TEEA4102 12/11/12

Schedule J (Form 990) 2012

BAA

**Part III** Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, for Part II. Also complete this part for any additional information.

-----

-----

-----

-----

-----

-----

-----

-----

-----

-----

-----

-----

-----

-----

-----

-----

-----

-----

-----

-----

-----

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.

► Attach to Form 990 or 990-EZ.

OMB No 1545-0047

**2012**

**Open to Public  
Inspection**

Name of the organization

DR. PHILLIPS, INC.

Employer identification number

59-0724702

Part IV, Line 4 THE ORGANIZATION HAS ANSWERED THIS QUESTIONS NEGATIVELY BECAUSE  
IT CONSIDERS AMOUNTS SPENT BY IT TO BE EXCEPTED FROM THE DEFINITION  
OF "INFLUENCING LEGISLATION" BY INTERNAL REVENUE CODE SECTION 4911 (D) (2) (C),  
THE SO-CALLED "SELF-DEFENSE" EXCEPTION. THE ORGANIZATION CONTACTED  
MEMBERS OF THE STAFFS OF SENATORS AND REPRESENTATIVES WITH RESPECT TO  
THE APPLICATION TO IT OF A CERTAIN PROVISION OF THE PENSION PROTECTION  
ACT OF 2006. THE BULK OF ITS CONTACT WITH SENATORS, MEMBERS OF  
CONGRESS, AND LEGISLATIVE STAFF MEMBERS WERE FOCUSED ON ADMINISTRATIVE  
INTERPRETATIONS OF THE PENSION PROTECTION ACT'S PROVISIONS APPLICABLE TO THE  
ORGANIZATION AND ON POSSIBLE LEGISLATIVE CORRECTION IN THE EVENT THAT  
SATISFACTORY ADMINSTRATIVE INTERPRETATIONS WERE NOT FORTHCOMING.  
THESE DISCUSSIONS FOCUSED ON THE EXISTENCE OF THE ORGANIZATION  
AND ITS POWERS AND DUTIES UNDER THE 2006 LEGISLATION. THE TOTAL  
AMOUNT SPENT WAS NOT SUBSTANTIAL IN RELATION TO THE TOTAL EXPENDITURES  
OR ACTIVITIES OF THE ORGANIZATION, IN ANY EVENT.

Part V, Line 8 AS REPORTED IN PART IV OF SCHEDULE R OF THIS FORM 990, THE ORGANIZATION  
IS THE SOLE OWNER OF A C CORPORATION KNOWN AS PHILJOHN, INC., WHICH  
SERVES AS A REAL ESTATE BROKER TO FACILITATE PURCHASES AND SALES OF RENTAL  
REAL PROPERTY HELD BY THE ORGANIZATION AS INVESTMENT OR PROGRAM RELATED  
ASSETS. IT IS A FUNCTIONALLY RELATED BUSINESS BECAUSE IT IS NOT  
ENGAGED IN AN UNRELATED TRADE OR BUSINESS. MOREOVER, THE ORGANIZATION  
HAS A PERIOD OF 20 YEARS FROM JANUARY 1, 2007 TO DISPOSE OF ANY EXCESS  
BUSINESS HOLDINGS THAT MAY EXIST.

Name of the organization

DR. PHILLIPS, INC.

Employer identification number

59-0724702

Part VI-A, Line 4 THE ORGANIZATION AMENDED ITS BYLAWS AND CERTIFICATE OF  
INCORPORATION TO REDUCE THE LIST OF BENEFICIARIES AS APPROVED  
BY THE BOARD OF DIRECTORS. SEE ATTACHED COPIES OF AMENDED GOVERNING DOCUMENTS.

Part VI-A, Line 6 THERE IS ONE CLASS OF MEMBERS WHOSE RESPONSIBILITIES ARE TO ELECT  
OR REMOVE THE DIRECTORS.

Part VI-A, Line 7a THERE IS ONE CLASS OF MEMBERS WHOSE RESPONSIBILITIES ARE TO ELECT  
OR REMOVE THE DIRECTORS.

Part VI-A, Line 7b THERE IS ONE CLASS OF MEMBERS WHOSE RESPONSIBILITIES ARE TO ELECT  
OR REMOVE THE DIRECTORS. THE MEMBERS ALSO HAVE THE AUTHORITY TO VOTE  
ON DECISIONS CONCERNING THE CORPORATION, INCLUDING AMENDMENT OF  
THE ARTICLES OF INCORPORATION, BYLAWS AND DISSOLUTION OF THE CORPORATION.

Part VI-B, Line 11a FORM 990 PROVIDED TO DIRECTORS PRIOR TO FILING.

Part VI-B, Line 11b FORM 990 REVIEWED BY TREASURER, PRESIDENT FOR ACCURACY AND FINANCIAL RESULTS  
COMPARED TO AUDIT. REVIEWED DRAFT SUBMITTED TO CPA FIRM AND LEGAL COUNSEL  
TO ENSURE COMPLIANCE WITH LAW. FORM 990 PROVIDED TO DIRECTORS PRIOR TO FILING.

Part VI-B, Line 12c ANNUAL DISCLOSURE FORM SUBMITTED BY EACH BOARD MEMBER AND OFFICER.  
ALL FORMS REVIEWED BY PRESIDENT AND CONFLICT OF INTEREST BOARD  
COMMITTEE. IF REQUEST IS SUBMITTED BY ORGANIZATION WHERE CONFLICT  
OF INTEREST EXISTS, CONFLICTED BOARD MEMEBER CANNOT INFLUENCE  
OR PARTICIPATE IN VOTE.

Name of the organization

DR. PHILLIPS, INC.

Employer identification number

59-0724702

Part VI-B, Line 15 COMPENSATION STUDY PERFORMED BY THIRD PARTY CONSULTANT. COMPENSATION  
APPROVED BY BOARD AND COMPENSATION COMMITTEE.

Part VI-C, Line 19 ARTICLES OF INCORPORATION AND CONFLICT OF INTEREST POLICY ARE  
PROVIDED TO THE PUBLIC AT OUR OFFICE UPON REQUEST. THE FORM 990  
FINANCIAL STATEMENT IS AVAILABLE TO THE PUBLIC AT GUIDESTAR.

Part VII - A JAMES W. FERBER, A DIRECTOR OF THE DR. PHILLIPS, INC. BOARD, IS ALSO  
THE CEO AND PRESIDENT OF THE CENTRAL FLORIDA YMCA, WHICH IS THE  
PRIMARY BENEFICIARY OF DR. PHILLIPS, INC. MR. FERBER RECEIVED \$4,291  
FROM DR. PHILLIPS, INC. AND \$1,959 FROM THE DR. P. PHILLIPS  
FOUNDATION, A RELATED ORGANIZATION, DURING FISCAL 2013 AS COMPENSATION  
FOR HIS SERVICES ON THE BOARD OF DIRECTORS. AS COMPENSATION FOR  
HIS SERVICES AS CEO AND PRESIDENT OF THE CENTRAL FLORIDA YMCA MR. FERBER  
RECEIVED \$388,039 IN COMPENSATION.

Part IX, Line 11f INVESTMENT CONSULTING FEES ARE NETTED AGAINST INVESTMENT  
INCOME (PART VIII, LINE 3). THE "INVESTMENT MANAGEMENT FEES" SHOWN ON  
PART IX, LINE 11F ARE MADE UP OF 401K PLAN ADMINISTRATION FEES  
WHICH ARE THEN ALLOCATED IN THE SAME MANNER AS THE ORGANIZATION'S  
SALARIES, OTHER COMPENSATION, EMPLOYEE BENEFITS (PART I, LINE 15).



**SCHEDULE R**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

DR. PHILLIPS, INC.

**Related Organizations and Unrelated Partnerships**

▶ Complete if the organization answered 'Yes' to Form 990, Part IV, line 33, 34, 35, 36, or 37.  
▶ Attach to Form 990. ▶ See separate instructions.

Employer identification number

59-0724702

OMB No 1545-0047

**2012**

**Open to Public  
Inspection**

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501 (c)(3))	(f) Direct controlling entity	(g) Sec 512(b)(13) controlled entity?
(1) THE DR. P. PHILLIPS FOUNDATION P.O. BOX 622702 ORLANDO, FL 32869 59-6135403	PRIVATE FOUNDATION	FL	501 (C) (3)	PF	N/A	X
(2) CENTRAL FLORIDA YMCA 433 N MILLS AVENUE ORLANDO, FL 32803 59-0624430	CHARITABLE COMMUNITY SERVICE ORGANIZATION	FL	501 (C) (3)	9	N/A	X
(3) -----						
-----						
-----						
(4) -----						
-----						
-----						

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Sec 512(b)(13) controlled entity?	
								Yes	No
(1) PHILJOHN, INC. 59-2496544 7400 DR. PHILLIPS BLVD ORLANDO, FL 32819	REAL ESTATE BROKER	FL	DR PHILLIPS, INC		9,832.	702,402.	100.00		X
(2) ----- ----- ----- -----									
(3) ----- ----- ----- -----									

**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
(1) CENTRAL FLORIDA YMCA		B	1,634,115.1/3 OF TOTAL	
(2)			CONTRIBUTIONS	
(3) THE DR. P. PHILLIPS FOUNDATION		N, O, Q	9,803. REPORTED HOURS	
(4)			WORKED BASED	
(5)			UPON TIMESHEETS	
(6)				

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

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

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

**Part VII** Supplemental Information

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

SCHEDULE R, LINE 2 (A) (2) A RELATED PARTY REIMBURSES THE ORGANIZATION FOR OFFICE

EXPENSES AND MAINTENANCE SERVICES ON PROPERTY OWNED BY

THE RELATED PARTY. THE AMOUNT AS OF 8/31/2013 WAS \$9,802.81.

**Depreciation and Amortization**  
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

**2012**Attachment  
Sequence No **179**

Name(s) shown on return

DR. PHILLIPS, INC.

Business or activity to which this form relates

Identifying number

59-0724702

Form 990 / Form 990EZ

**Part I Election To Expense Certain Property Under Section 179****Note:** If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12	13	

**Note:** Do not use Part II or Part III below for listed property. Instead, use Part V.**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)** (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

**Part III MACRS Depreciation (Do not include listed property.)** (See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	499,031.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

**Section B – Assets Placed in Service During 2012 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19 a 3-year property						
b 5-year property		28,102.	5.00	MA 200		4,223.
c 7-year property		17,689.	7.00	MA 200		6,228.
d 10-year property		1,500.	10.00	SL		113.
e 15-year property		22,589.	15.00	SL		934.
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property	Various	472,590.	39 yrs	MM	S/L	6,293.
				MM	S/L	

**Section C – Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System**

20 a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

**Part IV Summary** (See instructions.)

21	Listed property Enter amount from line 28	21	3,060.
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations — see instructions	22	519,882.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

**Part V Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**Section A – Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)****24 a** Do you have evidence to support the business/investment use claimed? ☒ **Yes** ☐ **No** **24b** If 'Yes,' is the evidence written? ☒ **Yes** ☐ **No**

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
--	----------------------------------	---	-------------------------------	--	---------------------------	------------------------------	----------------------------------	---------------------------------------

**25** Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) **25****26** Property used more than 50% in a qualified business use

07 LEXUS	07/31/07	100.00	35,500.	35,500.	5.00	ADS	0.	
00 FORD EXPLORER	02/29/00	100.00	24,292.	24,292.	5.00	ADS	0.	
14 LINCOLN	07/24/13	100.00	38,788.	38,788.	5.00	ADS	3,060.	

**27** Property used 50% or less in a qualified business use.


**28** Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 **28** 3,060.**29** Add amounts in column (i), line 26. Enter here and on line 7, page 1 **29****Section B – Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1	(b) Vehicle 2	(c) Vehicle 3	(d) Vehicle 4	(e) Vehicle 5	(f) Vehicle 6
<b>30</b> Total business/investment miles driven during the year (do not include commuting miles)						
<b>31</b> Total commuting miles driven during the year						
<b>32</b> Total other personal (noncommuting) miles driven						
<b>33</b> Total miles driven during the year. Add lines 30 through 32						
	Yes	No	Yes	No	Yes	No
<b>34</b> Was the vehicle available for personal use during off-duty hours?						
<b>35</b> Was the vehicle used primarily by a more than 5% owner or related person?						
<b>36</b> Is another vehicle available for personal use?						

**Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

	Yes	No
<b>37</b> Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
<b>38</b> Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners.		
<b>39</b> Do you treat all use of vehicles by employees as personal use?		
<b>40</b> Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
<b>41</b> Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		

**Note:** If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles.**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
-----------------------------	------------------------------------	------------------------------	------------------------	--	--------------------------------------

**42** Amortization of costs that begins during your 2012 tax year (see instructions)


**43** Amortization of costs that began before your 2012 tax year **43** 91,164.**44** **Total.** Add amounts in column (f). See the instructions for where to report **44** 91,164.

## Schedule O (Form 990), Supplemental Information to Form 990

**Form 990, Page 2, Part III, Line 1 (continued)**

Briefly describe the organization's mission:

OR SUPERVISES PROGRAMS FOR THEIR BENEFIT. ITS PRINCIPAL BENEFICIARY IS THE CENTRAL  
FLORIDA YMCA BASED IN ORLANDO, FL.

## Schedule A (Form 990 or Form 990-EZ), Page 1, Part I, Line 11h

**Schedule A (Form 990 or Form 990-EZ), Page 1, Part I, Line 11h (continued)**

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1 - 9 above or IRC Section)	(iv) Is the organ- ization in column (i) listed in your govern- ing doc- ument?		(v) Did you notify the organ- ization in column (i) of your support?		(vi) Is the organ- ization in column (i) organized in the U.S.?		(vii) Amount of monetary Support
			Yes	No	Yes	No	Yes	No	
BOYS & GIRLS CLUB O	59-0951887	7	X		X		X		5,000.
CATHOLIC CHARITIES	59-1214353	9	X		X		X		56,005.
CENTRAL FLORIDA YOU	59-0624430	9	X		X		X		1,634,115.
CHRISTIAN SERVICE C	59-1353031	7	X		X		X		2,000.
DIOCESE OF ORLANDO	59-1215378	1	X		X		X		5,000.
DR PHILLIPS CENTER	20-0695917	7	X		X		X		2,275,000.
EDGEWOOD CHILDREN'S	59-1150182	2	X		X		X		37,000.
HEART OF FLORIDA UN	59-0808854	7	X		X		X		132,500.
HISTORICAL SOCIETY	59-1860444	7	X		X		X		10,000.
JEWISH FAMILY SERVI	59-1873758	7	X		X		X		1,500.
JUNIOR ACHIEVEMENT	59-0972112	7	X		X		X		2,000.
ORLANDO DAY NURSERY	59-0651096	9	X		X		X		5,000.
ORLANDO MUSEUM OF A	59-0910352	9	X		X		X		31,000.
ORLANDO HEALTH INC.	59-1726273	3	X		X		X		6,000.
THE SALVATION ARMY	58-0660607	1	X		X		X		25,000.
SCHOOL BOARD OF ORA	59-6000771	170 (C) (1)	X		X		X		311,354.
SCHOOL DISTRICT OF	59-6000779	170 (C) (1)	X		X		X		164,617.
ST. LUKE'S UNITED M	59-2135880	1	X		X		X		23,000.
UNITED ARTS OF CENT	59-1166446	7	X		X		X		750.
UNITED CEREBRAL PAL	59-0799925	9	X		X		X		5,000.
UNIVERSITY OF CENTR	59-6211832	5	X		X		X		10,500.
UNIVERSITY OF FLORI	59-0974739	7	X		X		X		1,500.

Total

4,743,841.

## Form 990-T, Page 1, Part II, Line 28

**Other Deductions Statement**CEMETERY TRUST DEPOSITS 6,180.UTILITIES 6,079.

Total

12,259.



**DR. PHILLIPS, INC.**

**UNANIMOUS WRITTEN CONSENT OF MEMBERS**

The undersigned, being all the Members of Dr. Phillips, Inc. ("DPI"), acting by unanimous written consent in lieu of a meeting of the Members, do hereby adopt, approve and authorize the following resolutions and actions and hereby direct the Secretary of DPI to place this Unanimous Written Consent in the minutes of the proceedings of the Members of DPI:

**WHEREAS**, the Board of Directors of DPI has duly adopted resolutions approving (i) amendments to the Amended and Restated Certificate of Incorporation of DPI and (ii) the adoption of Amended and Restated Bylaws for DPI, declared such amendments and the Amended and Restated Bylaws to be advisable, and submitted such amendments and the Amended and Restated Bylaws to the Members of the Corporation for their approval thereof; and

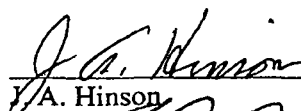
**WHEREAS**, the Members wish to approve such amendments to the Amended and Restated Certificate of Incorporation of DPI and the adoption of the Amended and Restated Bylaws for DPI;

**NOW, THEREFORE, BE IT RESOLVED**, that the Members of DPI hereby approve the amendments to the Amended and Restated Certificate of Incorporation of DPI that are set forth on the Certificate of Amendment to the Certificate of Incorporation of DPI, attached hereto as Exhibit A;

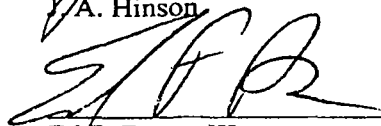
**FURTHER, RESOLVED**, that the Members of DPI hereby approve the Amended and Restated Bylaws of DPI, attached hereto as Exhibit B.

Approved by each of the Members as of the date of the last signature shown below, which may be obtained on multiple counterparts of this Written Consent.

August 13, 2013

  
\_\_\_\_\_  
J. A. Hinson


August 13, 2013

  
\_\_\_\_\_  
Ed F. Furey, III

August \_\_, 2013

\_\_\_\_\_  
James K. Hasson, Jr.

August 13, 2013

  
\_\_\_\_\_  
Kenneth D. Robinson

**DR. PHILLIPS, INC.**

**UNANIMOUS WRITTEN CONSENT OF MEMBERS**

The undersigned, being all the Members of Dr. Phillips, Inc. ("DPI"), acting by unanimous written consent in lieu of a meeting of the Members, do hereby adopt, approve and authorize the following resolutions and actions and hereby direct the Secretary of DPI to place this Unanimous Written Consent in the minutes of the proceedings of the Members of DPI:

**WHEREAS**, the Board of Directors of DPI has duly adopted resolutions approving (i) amendments to the Amended and Restated Certificate of Incorporation of DPI and (ii) the adoption of Amended and Restated Bylaws for DPI, declared such amendments and the Amended and Restated Bylaws to be advisable, and submitted such amendments and the Amended and Restated Bylaws to the Members of the Corporation for their approval thereof; and

**WHEREAS**, the Members wish to approve such amendments to the Amended and Restated Certificate of Incorporation of DPI and the adoption of the Amended and Restated Bylaws for DPI;

**NOW, THEREFORE, BE IT RESOLVED**, that the Members of DPI hereby approve the amendments to the Amended and Restated Certificate of Incorporation of DPI that are set forth on the Certificate of Amendment to the Certificate of Incorporation of DPI, attached hereto as Exhibit A;

**FURTHER, RESOLVED**, that the Members of DPI hereby approve the Amended and Restated Bylaws of DPI, attached hereto as Exhibit B.

Approved by each of the Members as of the date of the last signature shown below, which may be obtained on multiple counterparts of this Written Consent.

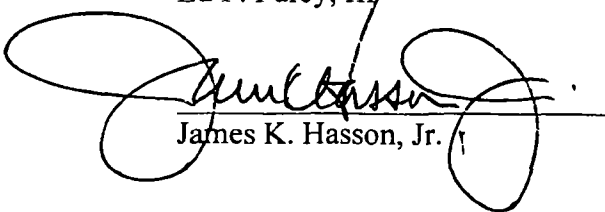
August \_\_, 2013

\_\_\_\_\_  
J. A. Hinson

August \_\_, 2013

\_\_\_\_\_  
Ed F. Furey, III

August 13, 2013

  
\_\_\_\_\_  
James K. Hasson, Jr.

August \_\_, 2013

\_\_\_\_\_  
Kenneth D. Robinson

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "DR. PHILLIPS, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF AUGUST, A.D. 2013, AT 2:33 O'CLOCK P.M.

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

2736198 8100

130989418

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0666637

DATE: 08-15-13

**CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION  
OF  
DR. PHILLIPS, INC.**

\* \* \* \* \*

Dr. Phillips, Inc. (the "Corporation"), a Delaware nonprofit corporation, does hereby certify:

**FIRST:** That the Board of Directors of the Corporation duly adopted the following resolutions setting forth proposed amendments of the Amended and Restated Certificate of Incorporation of the Corporation, declared such amendments to be advisable, and submitted such amendments to the Members of the Corporation for their approval thereof:

**RESOLVED**, that, because of the material economic and operational burdens imposed on Dr. Phillips, Inc. ("DPI") by the adoption on December 28, 2012 of final Treasury Regulations governing "non-functionally integrated Type III supporting organizations," which now require DPI to have regular interaction with each of its large number of supported organizations, the board of directors of DPI has determined that DPI has been effectively forced by such Treasury Regulations to significantly reduce its number of supported organizations, and therefore the board of directors hereby authorizes and directs, upon the subsequent approval of the Members of DPI, that the list of Secondary Beneficiaries set forth in Article V, paragraph (a) of DPI's Amended and Restated Certificate of Incorporation be reduced to the following:

Boys & Girls Club of Central Florida; Heart of Florida United Way; Heritage Foundation; Junior Achievement Inc., for the use of its Central Florida Chapter; National Right To Work Legal Defense & Education Foundation Inc.; Orlando Health, Inc.; Dr. Phillips Center for the Performing Arts, Inc.; Osceola County, Florida Public Schools, for exclusively public purposes; Orange County, Florida Public Schools, for exclusively public purposes; Pacific Legal Foundation; Sunsystem Development Corporation, dba Florida Hospital Foundation; United Arts of Central Florida, Inc.; University of Central Florida Foundation Inc.; University of Florida Foundation Inc.

**FURTHER RESOLVED**, that, because it is possible that the Treasury, the Internal Revenue Service, or the Congress in the future may modify or eliminate the requirement for regular interaction with each supported organization in the December 28, 2012 final Treasury Regulations governing "non-functionally integrated Type III supporting organizations," the board of directors hereby authorizes and directs, upon the subsequent approval of the Members of DPI, that the following language be added to the end of Article V, paragraph (a) of DPI's Amended and Restated Certificate of

**Incorporation:**

In the event that the Board of Directors determines that the material economic and operational burdens that were placed on the Corporation by the requirement for regular interaction with each of its supported organizations in the December 28, 2012 final Treasury Regulations governing "non-functionally integrated Type III supporting organizations" are reduced or eliminated by a subsequent act of the Treasury, the Internal Revenue Service, or the Congress, the board of directors, with the approval of the Members of DPI, may amend DPI's Amended and Restated Certificate of Incorporation to restore some or all of the Secondary Beneficiaries removed from Article V, paragraph (a) of the Corporation's Amended and Restated Certificate of Incorporation by that certain Certificate of Amendment to the Certificate of Incorporation of the Corporation, dated August 13, 2013.

**FURTHER RESOLVED**, that, the board of directors hereby authorizes and directs, upon the subsequent approval of the Members of DPI, that the phrase "thirty percent (30%)" contained in the second sentence of Article V, paragraph (a) of DPI's Amended and Restated Certificate of Incorporation be deleted and replaced with "one-third."

**FURTHER RESOLVED**, that, the board of directors hereby authorizes and directs, upon the subsequent approval of the Members of DPI, that paragraph (b) of Article V of the Corporation's Amended and Restated Certificate of Incorporation be deleted in its entirety and replaced with the following:

(b) For purposes hereof, "Distributable Amount" shall be defined in accordance with section 509(a)(3) of the Code and the applicable Treasury Regulations promulgated thereunder.

**FURTHER RESOLVED**, that, the board of directors hereby authorizes and directs, upon the subsequent approval of the Members of DPI, that the phrase "thirty percent (30%)" contained in the first sentence of Article V, paragraph (c) of DPI's Amended and Restated Certificate of Incorporation be deleted and replaced with "one-third."

**FURTHER RESOLVED**, that, the board of directors hereby authorizes and directs, upon the subsequent approval of the Members of DPI, that the phrase "may specify. from time to time," contained in the fourth sentence of Article V, paragraph (c) of DPI's Amended and Restated Certificate of Incorporation be deleted and replaced with "will specify."

**FURTHER RESOLVED**, that, the board of directors hereby authorizes and directs, upon the subsequent approval of the Members of DPI, that paragraph (f) of Article V of the Corporation's Amended and Restated Certificate of Incorporation be deleted in its entirety and replaced with the following:

(f) To the extent required by section 509(a)(3) of the Code and the applicable Treasury Regulations promulgated thereunder, the Corporation shall periodically provide to the Principal Beneficiary and the Secondary Beneficiaries information about the Corporation's investment policy and practices, its grantmaking policy and practices, and any other matters required by such Treasury Regulations.

**FURTHER RESOLVED**, that, the board of directors hereby authorizes and directs, upon the subsequent approval of the Members of DPI, that Article X of the Corporation's Amended and Restated Certificate of Incorporation be deleted in its entirety and replaced with the following:

X

The Board of Directors of the Corporation currently consists of seven (7) members (one of whom, James W. Ferber, has been appointed by the Central Florida YMCA), who serve terms as provided in the bylaws of the Corporation (other than James W. Ferber, who shall serve until replaced by the Principal Beneficiary) and whose names and addresses are as follows:

J.A. Hinson  
7400 Dr. Phillips Blvd.  
Orlando, FL 32819

H.L. Burnett  
7400 Dr. Phillips Blvd.  
Orlando, FL 32819

Sara Van Arsdel  
7400 Dr. Phillips Blvd.  
Orlando, FL 32819

John Hillenmeyer  
7400 Dr. Phillips Blvd.  
Orlando, FL 32819

Dr. Margaret Miller  
7400 Dr. Phillips Blvd.  
Orlando, FL 32819

James W. Ferber  
7400 Dr. Phillips Blvd.  
Orlando, FL 32819

Kenneth D. Robinson  
7400 Dr. Phillips Blvd.  
Orlando, FL 32819

**FURTHER RESOLVED**, that, the board of directors hereby authorizes and directs, upon the subsequent approval of the Members of DPI, that Article XI of the Corporation's Amended and Restated Certificate of Incorporation be deleted in its entirety and replaced with the following:

**XI.**

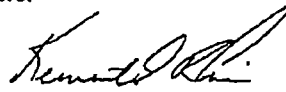
The liability of the Members, Directors, officers, employees and agents of the Corporation for monetary damages for any action taken as a Member, Director, officer, employee or agent is eliminated to the fullest extent permitted by the laws of the United States and the Delaware General Corporation Law or any successor law or laws; provided, however, that no Member, Director, officer, employee or agent shall be entitled to indemnification when prohibited by the Bylaws of the Corporation.

**SECOND:** That the aforesaid amendments were duly adopted in accordance with the applicable provisions of section 242 of the General Corporation Law and were approved by the unanimous written consent of the Members of the Corporation.

**IN WITNESS WHEREOF,** said Corporation has caused this certificate to be signed this thirteenth day of August, 2013.

**Dr. Phillips, Inc.**

By:



Kenneth D. Robinson  
President

**AMENDED AND RESTATED**  
**BYLAWS OF**  
**DR. PHILLIPS, INC.**  
**(A Delaware Nonprofit Corporation)**  
**(As Amended on August 13, 2013)**

**ARTICLE ONE**

1.1 The name of this corporation shall be "Dr. Phillips, Inc." (the "Corporation").

1.2 The Corporation is a nonprofit corporation organized for the following exclusively religious, charitable, scientific, literary, amateur athletic, cruelty prevention, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (referred to in these Amended and Restated Bylaws as the "Code"): To acquire, establish, retain and maintain a fund or funds consisting of real estate, securities and other investment assets to be held, invested and used exclusively for the benefit of those religious, charitable, scientific, literary, amateur athletic, cruelty prevention, and educational organizations named in Article V of its Amended and Restated Certificate of Incorporation and to engage in any lawful act or activities related to the foregoing which are consistent with the provisions of section 501(c)(3) of the Code. In all of its activities, the Corporation shall endeavor to honor the beliefs and principles espoused by Dr. P. Phillips, Della Phillips and Howard Phillips, including, without limitation, honesty, fairness, and support of the free enterprise system by which the Corporation was made possible.

1.3 The Corporation is organized and is to operate as a nonprofit corporation, and it is intended that the Corporation will qualify at all times as an organization exempt from federal income tax under sections 501(a) and 501(c)(3) of the Code, that it will qualify as other than a private foundation pursuant to section 509(a)(3) of the Code, and that it will qualify at all times as an organization to which deductible contributions may be made pursuant to sections 170(c)(2), 642, 2055 and 2522 of the Code.

1.4 The Corporation shall maintain a registered office as required by statute, at which it shall maintain a registered agent. The address of the registered office may be changed from time to time by the Board of Directors. The principal office of the Corporation shall be located in Orange County, Florida. The Corporation may also have offices and places of business at such other places within or without the State of Florida, as the Board of Directors may from time to time determine.



1.5 The Corporation shall keep correct and complete books and records of account, and it shall also keep minutes of the actions of the members and of the proceedings of the Board of Directors and of committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving names, addresses and telephone numbers of the Board of Directors.

1.6 The fiscal year of the Corporation shall be from September 1 through August 31 unless otherwise determined by action of the Board of Directors.

1.7 These Amended and Restated Bylaws shall become effective on the date of their approval by the Corporation's Members after their adoption by the Corporation's Board of Directors.

## **ARTICLE TWO**

### **MEMBERS**

2.1 The Corporation shall have at least one (1) and no more than five (5) Members. The number of Members of the Corporation may be expanded or contracted by a two-thirds (2/3) favorable vote by the then-serving Members of the Corporation. No person shall be admitted to the membership of the Corporation unless he or she is of good moral character and community standing who has been recommended for membership by two (2) Members of the Corporation or, if the membership of the Corporation is ever reduced to a single Member, by the then serving Member, or by a majority vote of the directors of the Corporation. At all times fifty percent (50%) or more of the Members shall be persons who are not "disqualified persons" with respect to the Corporation, as such term is defined in section 4946 of the Code (disregarding for this purpose status as a disqualified person arising solely because of a person's position as a "foundation manager," as such term is defined in section 4946 of the Code).

2.2 Each person proposed for membership shall be evaluated by the existing Members, who shall individually or collectively report on the fitness of the applicant for membership to the Members at their next regular or special meeting.

2.3 Upon a two-thirds (2/3) favorable vote by the Members of the Corporation, the proposed member shall be accepted for membership and personally notified of such acceptance by a designated representative of the Members.

2.4 The Members may choose to specify a term for a new Member at the time such Member is elected or the Members may choose to elect a new Member without a specified term. A Member shall serve until his or her death, disability, earlier resignation, or removal, or, if earlier, until his or her term expires. A Member with a specified term may serve any number of terms consecutively.

2.5 Any Member of the Corporation may resign at any time by submitting his resignation, in writing, to the Board of Directors.

2.6 Any Member of the Corporation may be removed, for cause, by a two-thirds (2/3) vote of the Members of the Corporation then serving, other than the Member proposed to be removed.

2.7 An annual meeting of the Members shall be held for the purpose of appointing or electing members of the Board of Directors and for transacting any other business that may properly come before the Members. The Chairman of the Board of the Corporation shall fix the time, date, and place of the annual meeting of the Members, which may coincide but will be separate from the annual meeting of the directors, and such meeting will be held not later than the December 15 (or the next business day if December 15 is a Saturday or a Sunday) following the close of the fiscal year of the Corporation.

2.8 A special meeting of the Members may be called at any time by the Chairman of the Board, or at least two (2) Members, or, if the membership of the Corporation is ever reduced to a single Member, by the then-serving Member.

2.9 Notice of the time and place of all annual meetings and special meetings shall be given to each Member at least five (5) days and no more than sixty (60) days before the date thereof. Notice of meetings may be given personally or by first class mail, electronic mail, facsimile or other electronic transmission and shall be deemed given three (3) days after mailing, when mailed, or when the electronic mail, facsimile or electronic transmission is sent, addressed to the Member at his or her business or residence address. The notice of any meeting of the Members shall state the place, date and hour of the meeting, the means of remote communications, if any, by which the Members may be deemed to be present in person and vote at such meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called. Neither the business to be transacted at nor the purpose of an annual meeting of the Members need be specified in the notice (or waiver of notice) of such meeting except in the following cases: the dissolution, liquidation, merger, consolidation, recapitalization or other reorganization of the Corporation; the sale, lease or exchange of all or substantially all of the property of the Corporation; and the removal of directors; amendments to these Bylaws; or amendments to the Amended and Restated Certificate of Incorporation. Notice of any meeting of the Members, or of the purpose of a special meeting, may be waived by an instrument in writing. Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, the manner in which it has been called or convened, and of notice of the purpose of the meeting (where required), except when a Member states, at the beginning of the meeting, any such objection or objections to the transaction of business. Any meeting of the Members may be held at such place as may be determined by the person or persons calling the meeting.

2.10 Presiding Officer. The Members will elect a chairman to preside at all meetings of Members.

2.11 Every Member shall have the right to vote in person or by proxy. The Members, by majority vote, may elect other Members, elect or remove Elected Directors, approve amendments to these Bylaws, and take such other actions as are provided for in these Bylaws, in

the Amended and Restated Articles of Incorporation of the Corporation, and in the law of the State of Delaware.

2.12 A quorum for the transaction of business at any meeting of the Members shall consist of a majority of the Members although less than a quorum may adjourn the meeting to a future time.

2.13 Members of the Corporation may participate in any meeting of the Members by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

2.14 Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if all Members consent thereto in writing or by electronic transmission and such consent shall be sent to the Secretary with instructions that it be filed with the minutes of the Corporation.

2.15 The Members of the Corporation shall receive no compensation for their services as Members. Except to the extent provided by section 4958(c)(3) of the Code, the Corporation may reimburse Members for any reasonable travel, hotel and other expenses incurred while attending and returning from a meeting of the Members, as determined from time to time by a majority of the Members. A Member shall not be barred from serving the Corporation in any other capacity and receiving reasonable compensation for such other services (except to the extent provided by section 4958(c)(3) of the Code, if applicable).

### **ARTICLE THREE**

#### **DIRECTORS**

3.1 The affairs of the Corporation shall be controlled and administered by a Board of Directors consisting of at least three (3) and no more than fifteen (15) members. The specific number of directors on the Board of Directors at any one time (except the number specified in the Amended and Restated Certificate of Incorporation) will be the number of persons elected by the Members to so serve plus the director appointed by the Principal Beneficiary (as provided below), and the number of directors may increase or decrease depending on whether the Members decide to replace a director who ceases to serve or to add a director to the group then serving. One member of the Board of Directors at all times shall be an individual appointed by the then Principal Beneficiary of the Corporation, as such term is defined in Article V of the Amended and Restated Certificate of Incorporation. The individual appointed by the Principal Beneficiary shall serve until replaced by the Principal Beneficiary or until the Principal Beneficiary is replaced by the Board of Directors pursuant to the procedures for selecting a substitute Principal Beneficiary set forth in the Amended and Restated Certificate of Incorporation. At all times fifty percent (50%) or more of the members of the Board of Directors shall be persons who are not "disqualified persons" with respect to the Corporation, as such term is defined in section 4946 of the Code (disregarding for this purpose status as a disqualified

person arising solely because of a person's position as a "foundation manager," as such term is defined in section 4946 of the Code).

3.2 The duration of the terms of the directors (other than the director appointed by the Principal Beneficiary) (the "Elected Directors") shall be as determined from time to time by the Members, to a maximum of three (3) years for each term. To allow for staggered terms of office, the Members may specify terms of one (1), two (2), or three (3) years for such terms. Directors shall be elected by a majority vote of the Members of the Corporation at the annual meeting of the Members or at a special meeting called and held for that purpose. An Elected Director may serve any number of terms consecutively. An Elected Director may be removed with or without cause at any time by the affirmative vote of two-thirds (2/3) of the Members of the Corporation. Vacancies created by vote of the Members increasing the number of Elected Directors, by expiration of the terms of Elected Directors or by the death, removal, resignation, or incapacity of any Elected Director may or, if necessary to assure that there are at least three (3) members of the Board of Directors, shall be filled by a majority vote of the Members of the Corporation present and voting at an annual or special meeting of the Members at which a quorum is present.

3.3 The Board of Directors shall meet at least annually at a time, date, and place which shall be fixed by the Chairman of the Board. The Board of Directors may establish a schedule for regular meetings other than the annual meeting, and special meetings of the Board of Directors may be called at any time by the Chairman, the President, or any two (2) directors. All directors shall be given at least two (2) and no more than sixty (60) days' notice of meetings. Notice of meetings may be given personally or by sending the notice to the director by first class mail, electronic mail, facsimile or other electronic transmission and shall be deemed given three (3) days after mailing, when mailed, or when the electronic mail, facsimile, or electronic transmission is sent, addressed to the director at his or her residence or business address. The notice shall state the place, hour and date of the meeting, the means of remote communications, if any, by which the directors may be deemed to be present in person and vote at such meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Neither the business to be transacted at, nor the purpose of, any annual or regular meeting of the Board of Directors need be specified in the notice (or waiver of notice) of such meeting except in the following cases: the removal of officers; amendments to these Bylaws; or amendments to the Amended and Restated Certificate of Incorporation. Notice of any meeting, or of the purpose of a special meeting, may be waived by an instrument in writing. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, the manner in which it has been called or convened, and of notice of the purpose of the meeting, except when a director states, at the beginning of the meeting, any such objection or objections to the transaction of business. Any meeting of the Board of Directors may be held within or without the State of Delaware at such place as may be determined by the person or persons calling the meeting.

3.4 A quorum for the transaction of any business shall be a majority of the directors then in office. If a quorum is present and except as otherwise specifically provided in the Amended and Restated Certificate of Incorporation or by these Bylaws, the Board of Directors may act upon a majority vote of the directors present at the meeting. Every director shall have one vote.

3.5 Any action required to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors and be filed with the minutes of the proceedings of the Board of Directors.

3.6 Members of the Board of Directors or any committee comprised of members of the Board of Directors may participate in any meeting of the Board or any such committee by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

3.7 The Board of Directors by resolution may designate from among its members certain standing committees, including an Executive Committee, and may delegate such powers and discretion thereto as the Board of Directors may deem desirable, to the extent permitted by law, and shall discontinue the same at its pleasure. The Board of Directors may also designate from among its members additional committees from time to time. Each such committee shall consist of two (2) or more directors, and each such committee, to the extent provided herein or in such resolution, shall have such authority as established by the board or in these Bylaws. However, no committee designated by the directors, including the Executive Committee, shall have authority as to any of the following matters:

- (a) the dissolution, merger, or consolidation of the Corporation;
- (b) the sale, lease or exchange of all or substantially all of the property of the Corporation;
- (c) the distribution of the property of the Corporation pursuant to Article Six of these Bylaws;
- (d) the designation of any such committee or changing the number of directors on the Board of Directors or the filling of vacancies in any committee;
- (e) the amendment of the Amended and Restated Certificate of Incorporation;
- (f) the amendment or repeal of the Bylaws or the adoption of new Bylaws;
- (g) the change of the mission of the Corporation; or
- (h) the amendment or repeal of any resolution of the Board of Directors which by its terms cannot be amended or repealed except by action of the board.

3.8 The directors of the Corporation may, by a majority vote and in their discretion, appoint any bank or trust company having its principal office in the United States and having capital and surplus of not less than \$100,000,000 as fiscal agent of the Corporation and delegate

to such bank or trust company the custody and routine management of the Corporation's funds, subject to the direction and supervision of the Board of Directors. The directors may likewise delegate to such a bank or trust company or to an investment manager or advisor the powers and duties to invest and reinvest the Corporation's funds subject to the general direction and supervision of the directors.

3.9 The directors of this Corporation shall be entitled to such reasonable compensation for their services as is approved by the Board of Directors. Additionally, by resolution of the Board of Directors, either specific and limited or general and continuing, reasonable travel, hotel and other expenses may be allowed for attending and returning from any meeting of the Board of Directors or for attending and returning from any meeting of the Executive or any other committee or in connection with the affairs of the Corporation. Nothing herein shall be construed to preclude a director from serving the Corporation in any other capacity and receiving reasonable compensation therefore. Notwithstanding the foregoing provisions, no "disqualified person" shall be entitled to compensation or reimbursement of expenses to the extent provided by section 4958(c)(3) of the Code, if applicable.

## **ARTICLE FOUR**

### **OFFICERS**

4.1 The officers of the Corporation shall be elected by the Board of Directors and shall consist of a Chairman of the Board, a President, an Executive Vice President, a Secretary, a Treasurer, and such other officers as may be elected by the directors. Any two (2) offices may be held by the same person, except the offices of the President and the Secretary and the offices of the President and the Treasurer.

4.2 The President shall be the chief executive officer of the Corporation, and as such may utilize the title "Chief Executive Officer," and shall be responsible for the administration of the Corporation, including general supervision of the policies of the Corporation and general and active management of the financial affairs of the Corporation. He or she shall have the authority to execute bonds, mortgages or other contracts, agreements or instruments on behalf of the Corporation. The President shall have the authority to institute or defend legal proceedings when the directors are deadlocked.

4.3 The Chairman of the Board shall preside at all meetings of the Board of Directors, and shall serve as Chairman of the Board of Directors. He or she shall be responsible for the management, development, and effective performance of the Board of Directors, and shall provide leadership to the Board with respect to all aspects of the Board's work. In consultation with the Company's President and Chief Executive Officer, the Chairman shall set the agenda for each Board meeting. The Chairman shall act in an advisory capacity to the President and Chief Executive Officer and to the other officers in all matters concerning the interests and management of the Corporation, and in consultation with the President and Chief Executive Officer, may assist with the Corporation's external relationships. He or she may delegate his or her authority to preside at such meetings to any other director or to an officer of the Corporation.

4.4 The Executive Vice President, except as especially limited by vote of the Board of Directors, shall perform the duties and have the powers of the President during the absence or disability of the President and shall have the power to sign all certificates of stock, bonds, deeds and contract of the Corporation. He or she shall perform such other duties and have such other powers as the Board of Directors shall designate.

4.5 The Vice President(s) (if any shall be elected), except as especially limited by vote of the Board of Directors, shall perform the duties and have the powers of the President and Executive Vice President during the absence or disability of the President and the Executive Vice President and shall have the power to sign all certificates of stock, bonds, deeds and contracts of the Corporation. The Vice President(s) (if any) shall perform such other duties and have such other powers as the Board of Directors shall designate.

4.6 The Secretary shall keep minutes of all meetings of the Board of Directors and have charge of the minute book and seal of the Corporation and shall perform such other duties and have such other powers as may from time to time be delegated to him or her by the Chairman and President or the Board of Directors.

4.7 The Treasurer shall be charged with the management of the financial affairs of the Corporation, acting under the supervision or direction of the President. He or she shall in general perform all of the duties incident to that office and such other duties as from time to time may be assigned to him or her by the Chairman, the President or the Board of Directors. In the absence of the President, the Executive Vice President and all Vice Presidents, or in the event of the death or inability to act of each such officer, the Treasurer shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Treasurer shall have the authority to execute bonds, mortgages or other contracts or agreements under the seal of the Corporation, subject to all the restrictions upon the President relating to such functions.

4.8 The other officers, if any, shall perform such duties as are generally performed by officers with equivalent restrictions on title, if any, and shall perform such other duties and exercise such other powers as the Chairman and President or the Board of Directors shall request or delegate.

4.9 Any officer, assistant officer or agent elected by the Board of Directors may be removed by the board whenever in its judgment the best interests of the Corporation will be served thereby. Any vacancy, however occurring, in any office may be filled by the Board of Directors.

4.10 The officers of the Corporation shall be entitled to such reasonable compensation for their services as is approved by or pursuant to the direction of the Board of Directors and to the reimbursement of reasonable expenses, if any, incurred by them as officers, if approved by or pursuant to the direction of the Board of Directors, and nothing herein shall be construed to preclude an officer from serving the Corporation in any other capacity and receiving compensation therefore. The compensation of other employees, if any, of the Corporation shall be fixed by the President, and the compensation of any agent or consultant shall be fixed by the

President of the Corporation. Notwithstanding the foregoing provisions, no "disqualified person" shall be entitled to compensation or reimbursement of expenses to the extent provided by section 4958(c)(3) of the Code, if applicable.

## **ARTICLE FIVE**

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

5.1 The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or defined in specific instances.

5.2 All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer along with the President or any Vice President.

## **ARTICLE SIX**

### **LIQUIDATION**

6.1 The Board of Directors and the Members of the Corporation may liquidate or dissolve the Corporation in accordance with Article VII of the Amended and Restated Certificate of Incorporation.

6.2 Upon liquidation, dissolution or cessation of the activities of the Corporation, the Board of Directors shall distribute the property and assets of the Corporation in accordance with Article VII of the Amended and Restated Certificate of Incorporation.

## **ARTICLE SEVEN**

### **FINANCIAL ASSISTANCE**

7.1 The making of grants and contributions and otherwise rendering financial assistance for the purposes expressed in the Corporation's Amended and Restated Certificate of Incorporation shall be within the exclusive power of the Board of Directors; provided, however, that the Board of Directors may from time to time by resolution delegate authority to the officers of the corporation, subject to the President's or Chairman's approval, to make grants not to exceed \$20,000.00 each.



## **ARTICLE EIGHT**

### **INDEMNIFICATION**

8.1 The Corporation shall indemnify any Member, director or officer of the Corporation and may, at the discretion of the Board of Directors, indemnify any employee or agent of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of the Corporation in which he or she was adjudged liable to the Corporation) by reason of the fact that he or she is or was a Member, director, officer, employee or agent of the Corporation, against any expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; provided, that this provision shall provide for indemnification only pursuant to the procedures provided and to the extent permitted from time to time by the Delaware General Corporation Law or any successor law or laws.

8.2 Expenses (including attorney's fees) incurred by a Member, director, officer, employee or agent in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in the case of a Member, director or officer or may, at the discretion of the Board of Directors, be paid by the Corporation in the case of an employee or agent in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such Member, director, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation pursuant to the Delaware General Corporation Law or any successor law or laws. Such expenses (including attorney's fees) may be so paid upon such terms and conditions, if any, as the Board of Directors may deem appropriate.

8.3 The rights accruing to any person under the foregoing provisions of this Article Eight shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for. The Corporation, its Members, directors, officers, employees and agents shall be fully protected in taking any action or making any payment under this Article Eight or in refusing to do so in reliance upon the advice of counsel to the Corporation.

## **ARTICLE NINE**

### **SEAL**

9.1 The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, the signature of the Corporation following the word "Seal" enclosed in parentheses or scroll shall be deemed the seal of the Corporation. The seal shall be in the custody of the Secretary and affixed

by him or her on such papers as may be directed by law, by these Bylaws or by the Board of Directors.

**ARTICLE TEN**  
**AMENDMENT**

10.1 The Board of Directors, with the approval of not less than a two-thirds (2/3) majority of the then-serving Members of the Corporation, shall have the power by a majority vote of the directors then in office to alter, amend or repeal the Bylaws or adopt new Bylaws, provided that the Bylaws at no time shall contain any provision inconsistent with law or the Amended and Restated Certificate of Incorporation.