



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



Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052









2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 12-01-2012 , and ending 11-30-2013

Name of foundation The Colen Foundation Inc		A Employer identification number 59-2474711	
Number and street (or P O box number if mail is not delivered to street address) 8447 SW 99th St Rd		B Telephone number (see instructions) (352) 873-0848	
City or town, state, and ZIP code Ocala, FL 34481		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 9,066,987		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <input type="checkbox"/> (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	17	17		
	4 Dividends and interest from securities.	181,890	181,890		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	291,888			
	b Gross sales price for all assets on line 6a <u>4,414,127</u>				
	7 Capital gain net income (from Part IV, line 2)		291,888		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	473,795	473,795		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	36,000	3,600		32,400
	b Accounting fees (attach schedule)	5,600	560		5,040
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,963	62		101
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	10,091	9,088		1,003
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	53,654	13,310		38,544
	25 Contributions, gifts, grants paid	504,813			504,813
	26 Total expenses and disbursements. Add lines 24 and 25	558,467	13,310		543,357
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-84,672			
	b Net investment income (if negative, enter -0-)		460,485		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	47,908	6,534	6,534
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	745		
	10a	Investments—U S and state government obligations (attach schedule)	1,453,305	 215,325	219,407
	b	Investments—corporate stock (attach schedule)	4,187,127	 5,179,880	6,239,414
	c	Investments—corporate bonds (attach schedule).	1,126,111	 1,300,093	1,261,431
	11	Investments—land, buildings, and equipment basis ▶ _____ 60,018 Less accumulated depreciation (attach schedule) ▶ _____	73,188	 60,018	74,188
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,056,282	 1,080,548	1,265,873
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)		 140	 140	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	7,944,666	7,842,538	9,066,987	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	 17,456		
	23	Total liabilities (add lines 17 through 22)	17,456	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	7,927,210	7,842,538	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	7,927,210	7,842,538	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,944,666	7,842,538	

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1 7,927,210
2	Enter amount from Part I, line 27a	2 -84,672
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 7,842,538
5	Decreases not included in line 2 (itemize) ▶ _____	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 7,842,538

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a				
b Capital Gain Dividends				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			99,453
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	291,888
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	-8,682

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	538,182	7,876,448	0 06833
2010	503,903	8,511,081	0 05921
2009	476,002	8,155,265	0 05837
2008	432,588	7,413,090	0 05836
2007	540,095	9,728,338	0 05552

2 Total of line 1, column (d).	2	0 29977
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 05996
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	8,210,868
5 Multiply line 4 by line 3.	5	492,283
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	4,605
7 Add lines 5 and 6.	7	496,888
8 Enter qualifying distributions from Part XII, line 4.	8	546,849

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See
the Part VI instructions

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	4,605
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	4,605
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	4,605
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,800	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	1,800
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	2,805
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/>	Refunded <input type="checkbox"/>	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	Yes	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> FL _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶Barbara Ortiz Telephone no ▶(352) 873-0848 Located at ▶8447 SW 99th St Rd Ocala FL ZIP +4 ▶34481			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

No

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

YesNo

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

YesNo

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

YesNo

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

No

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000.

Form 990-PF (2012)

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 PAYMENTS TO SUPPORT AND ASSIST AGED INDIVIDUALS IN MAINTAINING THEIR	793
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 The Foundation purchased the remainder interest in 9870-B S W 85th Terrace Road, Ocala, FL intended to provide the aged owners of the retained life estate with funds needed to maintain their home environment. Additional amounts paid in excess of the computed annuity over the sellers' life, and for the purposes described above, are treated by the Foundation as qualifying distributions made directly for the active conduct of activities constituting its charitable purpose. See Reg section 53.4942(b)-1(b). During the Foundation's fiscal year ended November 30, 2013, \$4,285 of direct aid has been paid to, or on behalf of, the seller of the remainder interest. \$793 of which represents amounts paid directly for the conduct of activities constituting the charitable exempt purpose. Individual dies during the fiscal year ended November 30, 2013.	3,492
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	3,492

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	8,509,322
b	Average of monthly cash balances.	1b	51,546
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	8,560,868
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	8,560,868
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	350,000
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,210,868
6	Minimum investment return. Enter 5% of line 5.	6	410,543

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	410,543
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	4,605
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,605
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	405,938
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	405,938
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	405,938

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	543,357
b	Program-related investments—total from Part IX-B.	1b	3,492
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	546,849
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	4,605
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	542,244
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				405,938
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				65,775
e From 2011.				147,898
f Total of lines 3a through e.	213,673			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 546,849				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				405,938
e Remaining amount distributed out of corpus	140,911			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	354,584			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	354,584			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				65,775
d Excess from 2011. . . .				147,898
e Excess from 2012. . . .				140,911

Part XIV

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. . . .

b Check box to indicate whether the organization is a private operating foundation described in section 14942(j)(3) or 14942(j)(5)

		Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

Kenneth D Colen
8447 SW 99th St Rd
Ocala, FL 34481
(352) 854-0805

b The form in which applications should be submitted and information and materials they should include

The Foundation has an "Application for Grant" form to be completed by all 501(C)(3) applicants. A copy of the application is attached. In addition, the Foundation, through its Board of Directors, has established certain procedures to be followed in evaluating potential beneficiaries of its remainder interest program. The Board of Directors of The Colen Foundation, Inc. evaluates potential beneficiaries prior to approval of their participation in its rental or remainder interest program. The procedures set forth below are to be followed in evaluating each beneficiary:

1. Advise the senior citizen to seek independent legal counsel and independent financial advice.
2. Determine that the senior citizen has no more than a moderate income or low income that provides insufficient cash for daily living expenses.
3. Determine that the market value of the senior citizen's home is in a moderate price range (in the case of the remainder interest program).
4. Consult with the senior citizen's relatives.

c Any submission deadlines

None

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

The Foundation makes grants to qualified charities and provides assistance to the charitable class of the aged to enable members of the class to maintain a modest standard of living in their communities during their declining years.

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<div>a Paid during the year</div> See Additional Data TableSee Additional Data Table				
<div>Total</div>			<div>3a</div>	504,813
<div>b Approved for future payment</div>				
<div>Total</div>			<div>3b</div>	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	17	
4	Dividends and interest from securities. . . .			14	181,890	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			18	291,888	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .				473,795	
13	Total. Add line 12, columns (b), (d), and (e).					473,795

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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 taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

***** 2014-03-14 *****
 Signature of officer or trustee Date Title
 May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

May the IRS discuss this return with the preparer shown below (see instr)? ☒ **Yes** ☐ **No**

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00276728
	Susan O Thompson	Susan O Thompson			
	Firm's name <input type="checkbox"/>	ChristopherSmithLeonard Etal		Firm's EIN <input type="checkbox"/>	
		1001 3rd Ave W Suite 700			
	Firm's address <input type="checkbox"/>	Bradenton, FL 34205		Phone no (941) 748-1040	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Barbara Ortiz	Asst Sec 4 00	0		
8447 SW 99th Street Rd Ocala, FL 34481				
Leslee R Colen	Asst Sec/Dir 0 00	0		
5702 SUWANEE AVENUE TAMPA, FL 33604				
Gerald R Colen	Treas/Sec/Dir 0 00	0		
7569 Aralia Way Largo, FL 33777				
Robert Colen	Asst Sec/Dir 0 00	0		
8447 SW 99th Street Rd Ocala, FL 34481				
Kenneth D Colen	Vice Pres/Dir 3 00	0		
8447 SW 99th Street Rd Ocala, FL 34481				
Ina A Colen	President/Dir 2 00	0		
2291 World Parkway Blvd West Clearwater, FL 33763				


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Florida's Voice on Developmental Disabilities PO Box 24531 Ft Lauderdale, FL 33307	N/A	501(c)(3)	Charitable Contribution	7,500
Uniform for Reform Judaism URJ 1580 Spalding Drive Atlanta, GA 30350	N/A	501(c)(3)	Charitable Contribution	10,000
TEMPLE BETH DAVID JEWISH CENTER INC 12158 Antelope Spring Hill, FL 34609	N/A	501(c)(3)	Charitable Contribution	1,000
Tampa Bay History Center Inc 801 Old Water Street Tampa, FL 33602	N/A	501(c)(3)	Charitable Contribution	15,000
Kid Power Inc 755 8th St NW Washington, DC 20001	N/A	501(c)(3)	Charitable Contribution	2,000
Marion County Public Schools 365 Marion Oaks Drive Ocala, FL 34473	N/A	501(c)(3)	Charitable Contribution	2,500
CBS Charitable Foundation Inc 620 Drew Street Clearwater, FL 33755	N/A	501(c)(3)	Charitable Contribution	50,000
Faith and Action for Strength Together 1676 S Belcher Road Clearwater, FL 33764	N/A	501(c)(3)	Charitable Contribution	5,000
American Society for Yad Vashem 500 Fifth Ave 42nd Floor New York, NY 10110	N/A	501(c)(3)	Charitable Contribution	1,000
PACE Center for Girls of Marion County 1601 NE 25th Avenue Suite 302 Ocala, FL 34470	N/A	501(c)(2)	Charitable Contribution	2,500
National Disaster Search Dog Foundation 501 East Ojai Avenue Ojai, CA 93023	N/A	501(c)3	Charitable Contribution	2,500
College of Central Florida Foundation 4333 E Silver Springs Blvd Ocala, FL 34470	N/A	501(c)3	Charitable Contribution	5,000
PARC ENDOWMENT FUND 3190 TYRONE BLVD N ST PETERBURG, FL 33710	N/A	501(c)3	Charitable Contribution	2,000
The University of Florida Foundation PO Box 117300 Gainesville, FL 32611	N/A	501(c)3	Charitable Contribution	6,000
Gainesville Hillel Inc 2020 W University Avenue Gainesville, FL 32603	N/A	501(c)3	Charitable Contribution	10,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Florida Inst for Human Machine Cognition 15 SE Osceola Avenue Ocala,FL 34471	N/A	501(c)3	Charitable Contribution	2,500
Boys & Girls Club of Marion County Inc 800 SW 12th Ave Ocala,FL 34471	N/A	501(c)3	Charitable Contribution	10,000
Ocala Autism Support Network Inc PO Box 771104 Ocala,FL 34477	N/A	501(c)3	Charitable Contribution	10,520
The VOICEexperience Foundation PO Box 1576 Palm Harbor,FL 34682	N/A	501(c)3	Charitable Contribution	10,000
Hillels of the Florida Suncoast 13102 N 50th Street Tampa,FL 33617	N/A	501(c)3	Charitable Contribution	5,000
Ctr for Creative ChangeMoment Magazine 4115 Wisconsin Ave NW-Suite LL10 Washington,DC 20016	N/A	501(c)3	Charitable Contribution	20,000
Catholic Charities Bureau Inc 134 East Church Street Jacksonville,FL 32202	N/A	501(c)3	Charitable Contribution	5,000
Temple Beth Shalom 1109 NE 8TH Avenue Ocala,FL 34470	N/A	501(c)3	Charitable Contribution	35,000
The Perlman Music Program Suncoast Inc PO Box 3407 Sarasota,FL 34230	N/A	501(c)3	Charitable Contribution	10,000
Congregation Bnai Israel of St Pete 300 58th Street North St Petersburg,FL 33710	N/A	501(c)3	Charitable Contribution	25,000
Israel Guide Dog Center for the Blind 968 easton Rd Ste H Warrington,PA 18976	N/A	501(c)3	Charitable Contribution	1,000
New Israel Fund 330 Seventh Avenue 11th Floor New York,NY 10014	N/A	501(c)3	Charitable Contribution	25,000
The Jewish Federations of N America Inc 25 Broadway Ste 1700 New York,NY 10004	N/A	501(c)3	Charitable Contribution	10,000
Tampa Bay Performing Arts Center Inc PO Box 518 Tampa,FL 33601	N/A	501(c)3	Charitable Contribution	25,000
Jewish Theological Seminary 3080 Broadway New York,NY 10027	N/A	501(c)3	Charitable Contribution	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Florida Orchestra Inc 244 Second Ave N Suite 420 St Petersburg,FL 33701	N/A	501(c)3	Charitable Contribution	10,000
Canine Companions for Independence PO Box 680388 Orlando,FL 32868	N/A	501(c)3	Charitable Contribution	1,000
American Jewish University 15600 Mulholland Dr BelAir,CA 90077	N/A	501(c)3	Charitable Contribution	1,000
WUSF Public Broadcasting-Radio 4202 East Fowler Ave WRB 219 Tampa,FL 33620	N/A	501(c)3	Charitable Contribution	2,000
WUSF Public Broadcasting-TV 4202 East Fowler Ave TVB100 Tampa,FL 33620	N/A	501(c)3	Charitable Contribution	2,000
Horticultural Arts & Park Inst Inc 8447 SW 99TH ST Ocala,FL 34481	N/A	501(c)3	Charitable Contribution	150,000
Friends of Yad Lakashish PO Box 494 Englewood,NJ 07631	N/A	501(c)3	Charitable Contribution	3,000
WEDU 1300 North Boulevard Tampa,FL 33607	N/A	501(c)3	Charitable Contribution	1,000
UPARC Foundation 1501 N Blecher Rd Ste 244 Clearwater,FL 33765	N/A	501(c)3	Charitable Contribution	1,000
Memorial Sloan-Kettering Cancer Inst 1275 York Avenue New York,NY 10065	N/A	501(c)3	Charitable Contribution	1,000
Marion Tumberello 9870-B SW 85th Terrace Rd Ocala,FL 34481	Unrelated	n/a	SUPPORT AND ASSIST AGED INDIVIDUALS	793
Ocala Symphony Orchestra 416 SE Fort King Street OCALA,FL 34471	N/A	501(c)3	Charitable Contribution	10,000
US HOLOCAUST MUSEUM 100 Rauol Wallenberg Place SW WASHINGTON,DC 20024	N/A	501(c)3	Charitable Contribution	1,000
Total  3a				504,813

TY 2012 Accounting Fees Schedule**Name:** The Colen Foundation Inc**EIN:** 59-2474711**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Fees	5,600	560	0	5,040

TY 2012 Cash Deemed Charitable Explanation Statement

Name: The Colen Foundation Inc

EIN: 59-2474711

Software ID: 12000229

Software Version: 2012v2.0

Explanation: The Colen Foundation ("Foundation") submits for the reasons set forth below that cash balances greater than an amount equal to 1-1/2% of its assets of the type described in Treasury Regulation section 53.4942(a)-2(c)(3)(i) are necessary for payment of its anticipated expenses and charitable disbursements, within the meaning of Treasury Regulation section 53.4942(a)-2(c)(3)(iv). During the past five tax years, the Foundation has distributed a total of \$2,509,777 for an average of in excess of approximately \$501,950 per year in qualifying charitable distributions, as follows: Tax Year Ended Distributions: 11/30/13 \$546,849 11/30/12 \$539,951 11/30/11 \$505,549 11/30/10 \$480,153 11/30/09 \$437,275 The Foundation anticipates making qualifying distributions of at least \$350,000 during the fiscal year ending November 30, 2014, and requires the cash deemed held for charitable purposes at its November 30, 2013 year end to accomplish this purpose. The officers and directors of the Foundation are not compe

TY 2012 General Explanation Attachment

Name: The Colen Foundation Inc

EIN: 59-2474711

Software ID: 12000229

Software Version: 2012v2.0

Identifier	Return Reference	Explanation
		<p>The Colen Foundation, Inc 59-2474711Form 990-PF, November 30, 2013Part VIII, Line 1 - List of Officers, Directors, Trustees and Key EmployeesSupplemental Information to Statement 12The following officers/directors average less than 25 hours/year and as such have an average weekly number of hours less than 5 and are thus rounded down to none Robert Colen - Average annual hours 15Gerald R Colen - Average Annual Hours 25Leslee R Colen - Average Annual Hours 15</p>

TY 2012 Investments Corporate

Bonds Schedule

Name: The Colen Foundation Inc

EIN: 59-2474711

Software ID: 12000229

Software Version: 2012v2.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FLORIDA ST HURRICANE CATASTROPHE	25,000	23,852
UNIV OF CALIFORNIA CA REVENUES	15,000	14,621
JP MORGAN CHASE & CO	19,892	18,594
GENERAL ELEC CAP CORP	16,712	16,691
ADOBE SYSTEMS INC	16,727	16,280
DR PEPPER SNAPPLE GROUP	15,180	15,153
BOSTON PROPERTIES LP	15,792	15,973
SOCIETE GENERALE	9,997	10,165
EMC CORP	29,995	29,971
GLAXOSMITHKLINE CAP INC	33,344	34,919
CONARGA FOODS INC	34,845	34,810
INTEL CORP	24,994	24,964
CITIGROUP INC	32,470	40,741
MCDONALD'S CORP	10,832	11,642
A.B.B. FINANCE USA INC	15,225	15,074
BANK OF AMERICA CORP	27,588	33,234
THE KROGER CO	10,274	10,201
AMGEN INC	36,365	36,342
COCA-COLA CO/THE	9,989	10,008
ABBVIE INC	15,091	15,141
DISCOVERY COMMUNICATIONS	20,940	20,874
ROYAL BANK SCOTLAND GRP 2.55% 9/18/15	14,991	15,366
ROYAL BANK OF CANADA 1.2% 9/19/2017	9,999	10,002
RABOBANK NEDERLAND 3.375% 1/19/17	16,119	15,958
NYSE EURONEXT 2% 10/5/17	14,974	15,134
NBC UNIVERSAL MEDIA 4.375% 4/1/2021	38,633	37,568
GOLDMAN SACHS GROUP IN 3.3% 5/3/15	36,953	36,916
DIAGEO CAPITAL PLC 1.5% 5/11/17	15,026	15,092
Anheuser-Bush INBEV 1.375% 7/15/2017	9,971	10,031
Dow Chemical Co 4.25% 11/9/10	15,359	16,070

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Hydro-Quebec 2% 6/30/16	9,998	10,324
Wal-Mart Stores Inc 2.8% 4/15/2016	27,393	26,480
BP CAPITAL MARKETS PLC 3.2% 3/11/16	19,982	21,095
Thermo Fisher Scientific 3.2% 3/1/2016	20,354	20,885
Petrobras Intl Fin Co 3.875% 1/27/11	14,994	15,504
American Intl Group 4.25% 9/15/14	34,990	34,635
Bbva US Senior SA UNI 3.25% 5/16/14	14,923	15,133
Wachovia Corp 5.25% 8/1/2014	21,662	20,611
Time Warner Inc 4% 1/15/22	15,833	15,248
Time Warner Cable Inc 4.125% 2/15/21	19,874	18,904
TD Ameritrade Holding Corp	9,980	10,349
Simon Property Group 4.2%	14,967	15,491
KRAFT FOODS INC 4.125 2/9/2016	36,345	37,273
Johnson Controls Inc Dtd 1/15/2016	16,445	16,414
American Express 2.75 % 9/15/15	14,912	15,554
VERIZON COMMUNICATIONS 5.5% 2/15/2018	37,638	37,583
UNITED TECHNOLOGIES 6.12 2/1/09	5,696	5,996
ROGERS WIRELESS INC 3/1/2014	15,818	15,212
PRUDENTIAL FINL INC	20,190	21,402
PRIVATE EXPORT FUNDING DTD 2/26/09 4.375	9,948	11,226
PFIZER INC 6.2% 3/15/2019	14,985	18,027
ORACLE CORP 5.75% 4/15/18	33,004	35,065
ONTARIO PROVINCE OF 4.0 10/7/2019	24,957	27,532
MORGAN STANLEY GLOBAL 4.75% 4/1/2014	41,092	41,087
METLIFE INC 6.75% 6/1/2016	9,976	11,426
CATERPILLAR FINANCIAL SE 2/17/2014	14,927	15,184
AT&T INC 4.45% 5/15/2021	36,216	36,739
ASTRAZENECA PLC 5.9% 9/15/2017	15,813	17,430
Lehman Brothers Holdings 12/28/37	47,163	21,125
LEHMAN BROTHERS HOLDINGS 3/27/37	24,370	10,985

Name of Bond	End of Year Book Value	End of Year Fair Market Value
LEHMAN BROTHERS HOLDINGS 2/13/37	47,371	20,125

TY 2012 Investments Corporate

Stock Schedule

Name:

The Colen Foundation Inc

EIN:

59-2474711

Software ID:

12000229

Software Version:

2012v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VIRTUS EMERGING MARKETS OPPORTUNITY	240,100	246,009
DFA EMERGING MARKETS CORE EQUITY FUNDS	240,900	249,602
DREYFUS LARGE CAP EQUITY FUND	1,547,000	1,751,624
YAHOO INC	11,359	18,120
SHIRE PLC	16,946	23,088
PHILIP MORRIS INTERNATIONAL INC	14,876	14,542
NATIONAL OILWELL VARCO INC.	14,457	17,115
JOHNSON CONTROLS INC	9,354	25,760
INTERCONTINENTALEXCHANGE GROUP, INC.	19,484	22,182
HARLEY DAVIDSON INC	19,551	20,776
GOOGLE INC	18,621	23,311
BRISTOL-MYERS SQUIBB COMPANY	11,351	12,331
APPLE INC	19,328	18,906
AMGEN INC	8,421	8,214
ADOBE SYSTEMS INC	9,158	13,059
AVAGO TECHNOLOGIES	6,935	7,157
WELLS FARGO & COMPANY	15,428	23,331
TEVA PHARMACEUTICAL INDS	17,647	17,934
SOUTHWESTERN ENERGY CO	15,274	16,624
THE PROCTER & GAMBLE CO	16,527	21,055
PEPSICO INC	18,238	22,804
METLIFE INC	17,258	27,400
LOWE'S COMPANIES INC	12,029	21,366
MARATHON OIL CORP	11,919	14,776
APPLE INC	14,830	14,607
WALGREENS CO 1.80% 9/15/2017	25,045	25,130
HSBC FINANCE CORP 6.676% 1/15/2021	40,674	40,745
GRUPO TELEVISA SAB	17,465	16,915
FORD MOTOR CREDIT CO 3% 6/12/2017	36,056	36,589
BNY Mellon Mid Cap Stock Fund	532,600	682,601

Name of Stock	End of Year Book Value	End of Year Fair Market Value
John Deere Capital Co	9,987	10,085
Strategic International Stock Fund	174,373	203,443
BNY Mellon Income Stock Fund	985,800	1,414,151
Valero Energy Corp New	10,619	17,374
Las Vegas Sands Corp	11,105	18,995
Dover Corp	16,869	22,685
Salesforce.com	9,385	19,794
Halliburton Co	8,255	15,277
BNY MELLON MONEY MARKET FUND	167,299	167,299
Dreyfus/Newton International Equity	87,140	102,469
Celanese Corp Ser A	11,545	17,962
BNY Mellon International Fund CL M	182,202	212,636
Baxter International Inc	12,772	19,851
INVESCO LTD	9,745	21,607
CATERPILLAR INC	13,045	20,304
BNY MELLON EMERGING MARKETS FD CL M	470,908	501,809

TY 2012 Investments Government Obligations Schedule

Name: The Colen Foundation Inc

EIN: 59-2474711

Software ID: 12000229

Software Version: 2012v2.0

US Government Securities - End of Year Book Value:	150,198
---	---------

US Government Securities - End of Year Fair Market Value:	150,941
--	---------

State & Local Government Securities - End of Year Book Value:	65,127
--	--------

State & Local Government Securities - End of Year Fair Market Value:	68,466
---	--------

TY 2012 Investments - Land Schedule**Name:** The Colen Foundation Inc**EIN:** 59-2474711**Software ID:** 12000229**Software Version:** 2012v2.0

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Land				1,000
Buildings	60,018		60,018	73,188

TY 2012 Investments - Other Schedule**Name:** The Colen Foundation Inc**EIN:** 59-2474711**Software ID:** 12000229**Software Version:** 2012v2.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ASG MANAGED FUTURES STRATEGY FUND	AT COST	65,900	67,893
ADVANTAGE GLOBAL ALPHA FUND	AT COST	64,300	67,554
EATON CORP PLC	AT COST	18,079	25,431
DREYFUS SELECT MGERE S/C VL1	AT COST	246,800	346,158
DREYFUS SELECT MGER S/C GR-1	AT COST	76,600	123,141
DREYFUS EMERGING MKT DEBT LOC C-1	AT COST	80,200	81,367
TCW Emerging Markets Income fUnd	AT COST	120,600	123,241
Dreyfus Global Real Estate Securities	AT COST	163,469	183,050
Dreyfus High Yield Fund	AT COST	244,600	248,038

TY 2012 Legal Fees Schedule**Name:** The Colen Foundation Inc**EIN:** 59-2474711**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal Fees	36,000	3,600	0	32,400

TY 2012 Other Assets Schedule

Name: The Colen Foundation Inc

EIN: 59-2474711

Software ID: 12000229

Software Version: 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Deposit		140	140

TY 2012 Other Expenses Schedule**Name:** The Colen Foundation Inc**EIN:** 59-2474711**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Office Supplies	30			30
Investment Fees	9,088	9,088		
Insurance	912			912
Annual State Filing Fee	61			61

TY 2012 Taxes Schedule**Name:** The Colen Foundation Inc**EIN:** 59-2474711**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Real Estate Taxes	101			101
Foreign Taxes Paid	62	62		
Excise tax	1,800			



April 23, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

THE COLEN FOUNDATION, INC
8447 SW 99TH STREET ROAD
OCALA, FL 34481

Re: Document Number N06626

The Amended and Restated Articles of Incorporation for THE COLEN FOUNDATION, INC, a Florida corporation, were filed on April 23, 2013.

The certification you requested is enclosed. To be official, the certificate for a certified copy must be attached to the original document that was electronically submitted under FAX audit number H13000091114.

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

Annette Ramsey
Regulatory Specialist II
Division of Corporations

Letter Number: 513A00009810

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE COLEN FOUNDATION, INC.**

Kenneth D. Colen, being the Vice President of THE COLEN FOUNDATION, INC., a Florida not for profit corporation (the "Corporation"), hereby certifies:

1. The name of the Corporation is The Colen Foundation, Inc. The Corporation was incorporated on December 13, 1984 as The On Top of the World Foundation, Inc. and assigned document number N06626. The Articles of Incorporation of the Corporation were amended pursuant to amendments filed December 18, 1997 and April 12, 1991 to, among other things, change the name of the Corporation to The Colen Foundation, Inc.

2. These Amended and Restated Articles of Incorporation (the "Amended Articles") restate, integrate, and further amend the provisions of the Corporation's Articles of Incorporation as previously amended.

3. The terms and provisions of these Amended Articles were adopted and affirmatively approved by the members of the Corporation at a meeting on April 18, 2013 and the number of votes cast for these Amended Articles was sufficient for approval.

4. Pursuant to Sections 617.1003 and 617.1007 of the Florida Not For Profit Corporation Act, the text of the Articles of Incorporation of the Corporation, is hereby amended and restated to read in its entirety as follows:

Article I

NAME

The name of this corporation shall be The Colen Foundation, Inc. (hereinafter called the "Corporation").

Article II

PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and/or the mailing address of the Corporation is 8447 SW 99th Street Road, Ocala, Florida 34481.

Article III

PURPOSE

This Corporation is a not-for-profit corporation, organized and operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future federal tax code, and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Code, including without limitation the following:

(A) To render voluntary support and assistance by means of contributions and grants to exempt organizations established to benefit the aged, sick, infirm, indigent and destitute;

(B) To render support and assistance for the study and promotion of the arts and sciences by means of contributions and grants; to establish scholarships, fellowships, prizes, research awards and similar rewards to induce intellectual attainments;

(C) To establish an award program for the support, assistance and maintenance of human dignity and to allow the maintenance of a desired lifestyle during an individual's declining years;

(D) To render support to the relief of humanity from hardship and privation caused by war, disaster and act of God; to contribute to organizations established for such purposes;

(E) To render support to established charitable and educational endeavors of all kinds and descriptions; to contribute to and generally support activities of a charitable and educational nature;

(F) To provide and pursue ways and means not prohibited by law, to solicit and receive money and property for the foregoing purposes and to receive gifts, donations, bequests and devises of money and property; and

(G) To do all and everything necessary, suitable, useful or proper for the accomplishment of any of the foregoing purposes in the attainment of any objects and appurtenances of any of the powers hereinbefore set forth.

Article IV

MEMBERSHIP

The Corporation shall have no members.

Article V

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered agent's office is Law Offices of Gerald R. Colen, P.A., 7243 Bryan Dairy Road, Largo, Florida 33777; and the name of the Corporation's registered agent at that address is Gerald R. Colen, Esq.

Article VI

BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) or more than nine (9) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws. The current directors are:

Ina A. Colen
Kenneth D. Colen
Leslee R. Colen
Gerald R. Colen, Esq.
Robert L. Colen

Article VII
INCORPORATOR

The names and addresses of the incorporators are:

Sidney Colen
6001-25th Avenue North
St. Petersburg, Florida 33710

Ina A. Colen
6001-25th Avenue North
St. Petersburg, Florida 33710

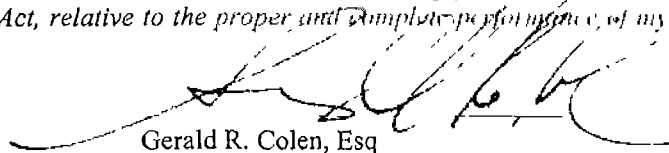
Article VIII
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, as amended, or corresponding provisions of any subsequent federal tax laws.

Article IX
LIMITATIONS


No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Amended Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, as amended (or the corresponding provision of any future United States Internal Revenue Law)

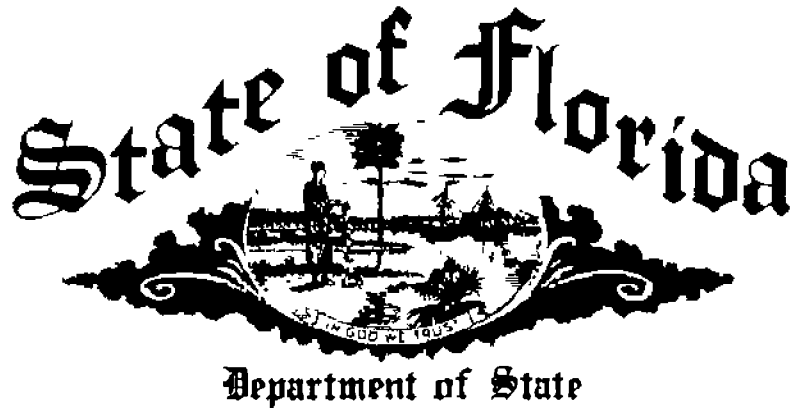
Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Not for Profit Corporation Act, relative to the proper and complete performance of my duties as registered agent


Gerald R. Colen, Esq

H13000091114 3

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 10th day of April, 2013.


Kenneth D. Colen, Vice President



I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, filed on April 23, 2013, for THE COLEN FOUNDATION, INC, a Florida corporation, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H13000091114. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below

The document number of this corporation is N06626.

Authentication Code: 513A00009810-042313-N06626

-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twenty-third day of April, 2013



Ken Detzner
Ken Detzner
Secretary of State

**APPLICATION FOR GRANT
THE COLLEN FOUNDATION, INC.**

Date _____

ORGANIZATION NAME _____

ADDRESS _____ ZIP _____

PURPOSE OF ORGANIZATION _____

YEAR ORGANIZED _____ FEDERAL TAX ID NO _____

THE ORGANIZATION IS NON-PROFIT (CHOOSE ONE) PUBLIC ____ PRIVATE ____

AMOUNT OF GRANT REQUESTED \$ _____ WHEN NEEDED _____

PURPOSE _____

OFFICE OF REQUESTING ORGANIZATION _____

CONTACT PERSON (IF DIFFERENT FROM ABOVE) _____

TELEPHONE # _____ EMAIL _____

REFERENCES _____

I certify that the above information is correct, that my organization is exempt under Section 501(c)(3) of the Internal Revenue Code, that the funds granted will be used as requested, and that the officers of The Colen Foundation, Inc., will be permitted to monitor the utilization of the grant funds

DATE

OFFICER OF REQUESTING ORGANIZATION

Additional supporting data -financial statements, annual report and current operating budget must be submitted with this application PLEASE ATTACH A COPY OF INTERNAL REVENUE SECTION 501(C)(3) EXEMPTION LETTER TO THIS APPLICATION

The Colen Foundation, Inc., 8447 S W 99th Street Road, Ocala, FL 34481-9067