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Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation Kyle Lake Foundation		A Employer identification number 20-8043772
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 903-561-5050
P.O. Box 6776		
City or town, state or province, country, and ZIP or foreign postal code Tyler, TX 75711		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		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) ▶ \$ 265,476.44	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

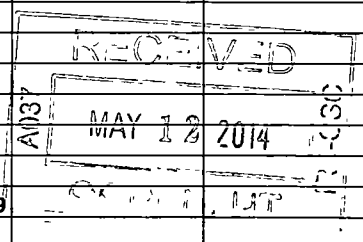
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	125,995.00			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	591.08	591.08	591.08	
	4 Dividends and interest from securities	1,090.75	1,090.75	1,090.75	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances	563.00			
b Less: Cost of goods sold	1,241.36				
c Gross profit or (loss) (attach schedule)	(678.36)		(678.36)		
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	126,998.47	1,681.83	1,003.47		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,236.51			
	c Other professional fees (attach schedule) <i>clerkical</i>	7,182.47			
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	13.19	13.19		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	49,793.11			
	24 Total operating and administrative expenses. Add lines 13 through 23	59,225.28	13.19	0	
	25 Contributions, gifts, grants paid	66,470.86			66,470.86
26 Total expenses and disbursements. Add lines 24 and 25	125,696.14	13.19	0	66,470.86	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,302.33				
b Net investment income (if negative, enter -0-)		1,668.64			
c Adjusted net income (if negative, enter -0-)			1,003.47		

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2013)

SCANNED MAY 30 2014



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		38,641.55	23,010.10	23,010.10
	2 Savings and temporary cash investments		218,336.26	153,427.34	153,427.34
	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 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				
	10a Investments—U S. and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)			88,728.95	89,039.00
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment: basis ▶				
Liabilities	Less: accumulated depreciation (attach schedule) ▶				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	14 Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		256,977.81	265,166.39	265,476.44
	17 Accounts payable and accrued expenses			6,886.25	
	18 Grants payable				
	19 Deferred revenue				
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶)				
	23 Total liabilities (add lines 17 through 22)		0	6,886.25	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		256,977.81	258,280.14	
	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 instructions)		256,977.81	258,280.14	
	31 Total liabilities and net assets/fund balances (see instructions)		256,977.81	265,166.39	

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	256,977.81
2 Enter amount from Part I, line 27a	2	1,302.33
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	258,280.14
5 Decreases not included in line 2 (itemize) ▶	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	258,280.14

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.)
1a				
b				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV 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	
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	

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.

(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))
2012	101,069.73	242,369.79	42%
2011	86,234.91	226,957.51	38%
2010	61,835.92	217,876.10	28%
2009	81,138.95	221,426.41	36%
2008	87,351.30	219,737.47	39%
2 Total of line 1, column (d)			2 183%
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 37%
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 246,430.36
5 Multiply line 4 by line 3			5 91,179.24
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 16.69
7 Add lines 5 and 6			7 91,195.93
8 Enter qualifying distributions from Part XII, line 4 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.			8 114,076.41

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see 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	16	69
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	0	
3	Add lines 1 and 2	3	16	69
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	16	69
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	0	
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	0	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	16	69
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded	11	0	

Part VII-A Statements 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			✓
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		✓
	<i>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.</i>		
c	Did the foundation file Form 1120-POL for this year?		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	✓
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? <i>If "Yes," attach a conformed copy of the changes.</i>	3	✓
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	✓
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	✓
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	✓
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	✓
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	✓
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Texas		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	8b	✓
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	✓
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	✓

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ► <u>www.kylelake.org</u>				
14	The books are in care of ► <u>David A. Lake</u>	Telephone no. ►	<u>903-561-5050</u>	
	Located at ► <u>6101 S. Broadway, Suite 550, Tyler, TX</u>	ZIP+4 ►	<u>75703</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here.	15	<input type="checkbox"/>	
16	At any time during calendar year 2013, 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	Yes	No
	See the 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 instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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 2013?	1c	✓
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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	
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 2013 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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 2013?	4b	✓

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))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(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) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**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)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ No

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? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ 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? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ 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 attached				

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 ☐

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	
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 Fundraising-golf tournaments	
	33,579.19
2 Fundraising-soccer camp	
	14,026.36
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	47,605.55

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	42,736.08
b	Average of monthly cash balances	1b	207,447.03
c	Fair market value of all other assets (see instructions)	1c	0.00
d	Total (add lines 1a, b, and c)	1d	250,183.11
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	0
3	Subtract line 2 from line 1d	3	250,183.11
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	3,752.75
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	246,430.36
6	Minimum investment return. Enter 5% of line 5	6	12,321.52

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	12,321.52
2a	Tax on investment income for 2013 from Part VI, line 5	2a	16.69
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	16.69
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,304.83
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	12,304.83
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	12,304.83

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	66,470.86
b	Program-related investments—total from Part IX-B	1b	47,605.55
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	114,076.41
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	16.69
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	114,059.72

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				12,304.83
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	76,507.55			
b From 2009	70,191.48			
c From 2010	50,988.09			
d From 2011	74,899.52			
e From 2012	88,977.62			
f Total of lines 3a through e	361,564.26			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 114,076.41				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2013 distributable amount				12,304.83
e Remaining amount distributed out of corpus	101,771.58			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	463,335.84			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
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		0		
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	76,507.55			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	386,828.29			
10 Analysis of line 9:				
a Excess from 2009	70,191.48			
b Excess from 2010	50,988.09			
c Excess from 2011	74,899.52			
d Excess from 2012	88,977.62			
e Excess from 2013	101,771.58			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 foundation 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).)

David A. Lake and Shirley Lake

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.

none

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 address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	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
a <i>Paid during the year</i>				
Baylor University	n/a	PC	Scholarship	14,589.86
KTBB Scholastic All-Stars	n/a	PC	Scholarship	2,500
St. Edwards University	n/a	PC	Scholarship	2,500
First Baptist Church Tyler	n/a	PC	Scholarship	2,000
The Brookhill School	n/a	PC	Scholarship	10,000
Abilene Christian University	n/a	PC	Scholarship	2,500
University of Texas at Tyler	n/a	PC	Scholarship	2,500
Tyler Junior College	n/a	PC	Scholarship	5,000
University of Texas at Austin	n/a	PC	Scholarship	2,500
Boys and Girls Club	n/a	PC	Summer tuition	2,500
Texas Baptist Missions Foundation	n/a	PC	Fund church ministries	9,500
Parents Anonymous	n/a	PC	Fund Org. mission	2,500
Green Acres Baptist Church	n/a	PC	Fund church ministries	1,000
Total			3a	59,589.86
b <i>Approved for future payment</i>				
None				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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	523000	591.08	14	591.08	
4	Dividends and interest from securities	523000	1,090.75	14	1,090.75	
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					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . .	900099	(678.36)			
11	Other revenue: a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)		1,003.47		1,681.83	
13	Total. Add line 12, columns (b), (d), and (e)				13	2,685.30

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B	Relationship of Activities to the Accomplishment of Exempt Purposes
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[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

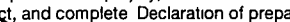
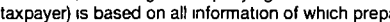
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓
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) is based on all information of which preparer has any knowledge.					May the IRS discuss this return with the preparer shown below (see instructions)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	 Signature of officer or trustee		5-6-14 Date		President Title	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check <input type="checkbox"/> if self-employed PTIN PO1485338
	Sherri Duke Priest, CPA				5/6/14	
	Firm's name ▶ Sherri Duke Priest		Firm's EIN ▶			
	Firm's address ▶ P.O. Box 6776 Tyler, TX 75711				Phone no	903-561-5050

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013**Name of the organization**

Kyle Lake Foundation

Employer identification number

20-8043772

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization Kyle Lake Foundation	Employer identification number 20-8043772
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	David & Shirley Lake 815 Pinedale Place Tyler, TX 75701	\$ 35,240	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	Brent Neuhaus 909 Telluride Dr. Waco, TX 76712	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	Landmark Title Company 4595 Kinsey Drive Tyler, TX 75703	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	JD and Kristi Fuller 41 Epernay Circle Little Rock, AR 72223	\$ 10,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Kyle Lake Foundation
20-8043772
Form 990-PF
Supplemental Information

Part VIII Information about Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees and Contractors

(A) Name & Address	(B) Title, avg Hours/week	(C) Compensation	(D) Emp Ben Plans	(E) Exp accts
David A. Lake 815 Pinedale Place Tyler, TX 75701	Pres. 8 hrs	0.00	0.00	0.00
Shirley L. Lake 815 Pinedale Place Tyler, TX 75701	V/P 8 hrs	0.00	0.00	0.00
Kristi Lake Fuller 41 Epernay Circle Little Rock, AR 72223	Director 2 hrs	0.00	0.00	0.00
Jonathan Wood Lake 8237 Columbia Drive Tyler, TX 75703	Director 2 hrs	0.00	0.00	0.00
Joel A. Lake 102 Spring Valley Circle Bullard, Texas 75757	Director 2 hrs	0.00	0.00	0.00
Jennifer G. Lake 5203 Cascades Dr. College Station, TX 77845	Director 1/2 hr	0.00	0.00	0.00
Tracey Kelly 3108 Cumberland Waco, Texas 76707	Director 1/2 hr	0.00	0.00	0.00
Terry Cooper 1220 Waterford Tyler, TX 75701	Director 1/2 hr	0.00	0.00	0.00
Jim Rex 8056 Peninsula Drive Tyler, TX 75707	Director 1/2 hr	0.00	0.00	0.00
Steve Dement 4595 Kinsey Drive Tyler, Texas 75703	Director 1/2 hr	0.00	0.00	0.00
Deanna Sims 3900 University Blvd. Tyler, TX 75709	Director 1/2 hr	0.00	0.00	0.00
Tony Wommack 8507 Oakdale Woodway, Texas 76712	Director 1/2 hr	0.00	0.00	0.00
Dick Ellis 3406 Ridge Bluff Cir Tyler, TX 75707	Director 1/2 hr	0.00	0.00	0.00

Kyle, Lake Foundation
20-8043772
Form 990-PF
Supplemental Information

Part I-10a
Gross Profit Schedule

Sale of books	\$ 563.00
Cost of publication, shipping, etc. of books	<u>(1,241.36)</u>
Gain on sale of Books	<u><u>\$ (678.36)</u></u>

Kyle Lake Foundation
20-8043772
Form 990-PF
Supplemental Information

Part I-23
Other Expenses

Dues	\$ 150.00
Website Design and Maintenance	114.98
Bank Fees	43.30
Luncheons for Board Meetings	26.00
Office Supplies, Copies, and Postage	1,853.28
Prizes, T-shirts, Rentals, and Supplies for programs	47,605.55
Total other expenses	<u>\$ 49,793.11</u>

Kyle Lake Foundation
20-8043772
Form 990-PF
Supplemental Information

Part II, Line 10b

<u>Common stock</u>	<u>Cost Value</u>
AT&T	\$ 3,636.60
Caterpillar Inc.	8,726.80
Chevron Corporation	12,410.08
Cisco Systems Inc.	2,629.50
Coca-Cola Company	4,206.58
Conoco Phillips	6,501.60
Deere & Co	8,449.90
General Mills Inc.	5,141.99
Johnson & Johnson	9,035.70
Merck & Co Inc. New	4,919.50
PepsiCo Incorporated	8,489.20
Pfizer Incorporated	2,942.50
Target Corp	7,367.50
Wells Fargo Company	4,271.50
	<u>\$88,728.95</u>

BYLAWS
OF
KYLE LAKE FOUNDATION

ARTICLE 1. – GENERAL

- 1.1 Governance. These bylaws shall govern the affairs of the corporation.
- 1.2 Principal Office. The corporation shall have its principal office at such place as determined from time to time by the board of directors.
- 1.3 Registered Office and Agent. The corporation shall maintain a registered office and registered agent as determined from time to time by the board of directors.

ARTICLE 2. – MANAGEMENT BY BOARD OF DIRECTORS

- 2.1 Management. The board of directors shall be responsible for the management of all property and activities of the corporation. The board of directors may delegate to committees, officers, employees or agents any powers that it deems advisable, but such parties shall be subject to the authority and direction of the board of directors.
- 2.2 Number. The number of directors comprising the board of directors shall be at least three, but not more than fifteen as determined by the board of directors.
- 2.3 Term. A director shall serve for a term of one year and may be elected to serve unlimited successive terms. A director shall cease to serve prior to expiration of the director's term in the event of the director's death, disability, registration, removal or failure for any reason to attend four consecutive regular meetings of the board of directors.
- 2.4 Removal. A director may be removed with or without cause by a vote of 2/3 of the board of directors present at a meeting called for that purpose.
- 2.5 Vacancy. Any vacancy occurring on the board of directors shall be filled by majority vote of the remaining directors.
- 2.6 Auxiliary Boards. The board of directors may establish and elect the members of any honorary, advisory, development or auxiliary boards that it deems advisable, but such auxiliary boards shall be subject to the authority and direction of the board of directors.

2.7 No Compensation. No director shall receive any compensation for serving as a director, except for reimbursement of reasonable out-of-pocket expenses.

ARTICLE 3. - MEETINGS OF THE BOARD OF DIRECTORS

3.1 Regular Meetings. Regular meetings of the board of directors shall be held at least annually, but not more than quarter-annually, as determined by the board of directors. Written notice to each director shall be given at least 7 days prior to a regular meeting.

3.2 Special Meetings. Special meetings of the board of directors may be called by the president as the president deems necessary or by the secretary upon written request of at least two directors. Written notice to each director shall be given at least 7 days prior to a special meeting.

3.3 Waiver of Notice. No defect in the calling or noticing of a meeting of the board of directors will affect the validity of any action at the meeting if a quorum was present, each director not present in person or by proxy signs a written waiver of notice or consent to the meeting or approval of the minutes, and such waivers or consents or approvals are filed with the secretary of the corporation.

3.4 Action Without Meeting. Action may be taken by the board of directors without a meeting if each director entitled to vote signs a written consent to the action and such consents are filed with the secretary of the corporation.

3.5 Telephone Meetings. Meetings of the board of directors may be held by means of telephone conference or similar communications equipment through which all persons participating in the meeting can hear each other, and participation in such meetings shall constitute presence in person at such meeting.

3.6 Quorum and Action. All meetings, whether in person or by telephone, shall require a quorum. A simple majority of the board of directors shall constitute a quorum. If a quorum is present at a meeting, the board of directors may transact business by a simple majority vote of those present, except as otherwise expressly provided by law, the certificate of formation or these bylaws.

ARTICLE 4. - OFFICERS

4.1 Designation of Officers. The officers of the corporation shall be a president, vice president, secretary, and any such other officers as determined by the board of directors.

4.2 Election and Term. The officers of the corporation shall be nominated by and elected from the board of directors, shall serve for a term of one year, and may be elected to

serve unlimited terms. Each office may be filled by the same person except president and secretary.

4.3 Duties of President. The president shall preside over all meetings of the board of directors and shall be the chief executive officer of the corporation. The president shall act as the duly authorized representative of the board of directors in all matters in which some other person has not been specifically designated to act.

4.4 Duties of Vice President. The vice president shall act in the place of the president in the absence, incapacity or death of the president.

4.5 Duties of Secretary. The secretary shall give all required notices, take minutes of the meetings of the board of directors, and maintain custody of the corporate records.

4.6 No Compensation. No officer shall receive any compensation for serving as an officer, except for reimbursement of reasonable out-of-pocket expense.

ARTICLE 5. - INVESTMENT AND DISTRIBUTION OF FUNDS

5.1 Investments. The funds of the corporation shall be invested as approved by the board of directors. In lieu of approving specific investments, the board of directors may approve an investment policy and authorize a bank, trust company or other professional investment manager to make investments consistent with that policy.

5.2 Distributions. The funds of the corporation shall be distributed in such amounts and to such recipients as determined by the board of directors.

5.3 Non-Cash Contributions. All contributions of property to the corporation other than cash or marketable securities shall be subject to approval by the board of directors. If a contribution is not approved, then the contribution shall not be accepted by the corporation.

5.4 Restrictions on Contributions. Any restriction expressed by a donor with respect to funds contributed to the corporation shall be subject to approval by the board of directors. If the restriction is approved, then the restricted funds shall be accounted for separately and distributed in accordance with the restriction. If the restriction is not approved, then the contribution shall not be accepted by the corporation.

5.5 Restrictions on Distributions. Distributions per fiscal year in excess of 10% of the value of the assets of the corporation (determined as of the preceding December 31) shall be made only by a vote of 2/3 of the board of directors. Distributions shall be made only to tax exempt entities which are then classified as publicly supported charities described in Section 170(b)(1)(A) of the Internal Revenue Code.

5.6 Restrictions on Disclaimers. Any property received by the corporation as the result of a disclaimer made by a director of the corporation shall be held as a separate and segregated fund to be administered by the other members of the board of directors, the disclaiming director shall not be entitled to vote or otherwise exercise any control with respect to any distribution from the segregated fund established as a result of the disclaimer, and the disclaiming director shall not be entitled to vote or otherwise exercise any control with respect to any distribution from the segregated fund established as a result of the disclaimer.

ARTICLE 6. - MISCELLANEOUS

6.1 Fiscal Year. The fiscal year of the corporation shall be as determined by the board of directors.

6.2 Rules of Order. Robert's Rules of Order, as most recently revised, shall be the authority in questions regarding rules of order.

6.3 No Corporate Seal. No corporate seal shall be used by the corporation.

6.4 Indemnification. The corporation shall, to the fullest extent permitted by law, indemnify a director or officer of the corporation who was, is or may be named as a party in any legal or administrative proceeding as a result of actions or omissions within the scope of official capacity with respect to the corporation.

6.5 Amendments. The bylaws of the corporation may be amended by a vote of 2/3 of the board of directors. However, written notice of any proposed amendment shall be given to each director at least 30 days prior to the vote on any proposed amendment.

Approved by board of directors as of the date of December 6, 2006.

x 
Joel A. Lake, Secretary