Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ 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.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation	A Employer identification number
BEIM FOUNDATION	41-6022529
Number and street (or P O box number if mail is not delivered to street address) 318 W. 48TH STREET / Room/suite	B Telephone number 612-825-1404
City or town, state or province, country, and ZIP or foreign postal code MINNEAPOLIS, MN 55419	C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1 Foreign organizations, check here ▶ [ ]

2\. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 12,679,221.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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))

	Line	(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				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	34.	34.		STATEMENT 1
	4 Dividends and interest from securities	271,154.	271,154.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	361,669.			
	b Gross sales price for all assets on line 6a 1,456,312.				
	7 Capital gain net income (from Part IV, line 2)		361,669.		
	8 Net short-term capital gain				
	9 Income modifications			1,000.	
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	48.	48.	0.	STATEMENT 3
	12 Total Add lines 1 through 11	632,905.	632,905.	1,000.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	645.	0.	0.	645.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	4,300.	0.	0.	4,300.
	c Other professional fees STMT 5	70,063.	4,081.	0.	65,982.
	17 Interest				
	18 Taxes STMT 6	5,667.	5,667.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy	2,580.	0.	0.	2,580.
	21 Travel, conferences, and meetings				
	22 Printing and publications	1,193.	0.	0.	1,193.
	23 Other expenses STMT 7	38,252.	22,777.	0.	13,311.
	24 Total operating and administrative expenses Add lines 13 through 23	122,700.	32,525.	0.	88,011.
	25 Contributions, gifts, grants paid	476,500.			476,500.
	26 Total expenses and disbursements Add lines 24 and 25	599,200.	32,525.	0.	564,511.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	33,705.			
	b Net investment income (if negative, enter -0-)		600,380.		
	c Adjusted net income (if negative, enter -0-)			1,000.	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	13,617.	2,601.	2,601.
	2 Savings and temporary cash investments	2,218.	2,398.	2,398.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 8	6,751,629.	6,295,154.	9,048,138.
	c Investments - corporate bonds STMT 9	3,233,068.	3,725,084.	3,626,084.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	10,000,532.	10,025,237.	12,679,221.
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			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted	10,000,532.	10,025,237.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] 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	10,000,532.	10,025,237.	
	31 Total liabilities and net assets/fund balances	10,000,532.	10,025,237.	

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	10,000,532.
2	Enter amount from Part I, line 27a	2	33,705.
3	Other increases not included in line 2 (itemize) ▶ RETURNED GRANT FROM PRIOR YEARS	3	1,000.
4	Add lines 1, 2, and 3	4	10,035,237.
5	Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	10,000.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,025,237.

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	VANGUARD GROUP (INFO AVAILABLE UPON REQUEST)	P	VARIOUS	12/31/13
b	VANGUARD GROUP (INFO AVAILABLE UPON REQUEST)	P	VARIOUS	12/31/13
c	CAPITAL GAINS DIVIDENDS			
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	301,065.		301,392.	<327.>
b	1,027,517.		793,251.	234,266.
c	127,730.			127,730.
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				<327.>
b				234,266.
c				127,730.
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 } 2 361,669.

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). If (loss), enter -0- in Part I, line 8 } 3 N/A

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 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))
2012	539,617.	10,840,141.	.049780
2011	541,200.	10,799,468.	.050114
2010	486,210.	10,115,937.	.048064
2009	427,566.	9,178,131.	.046585
2008	491,160.	10,610,561.	.046290

2	**Total** of line 1, column (d)	2	.240833
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	.048167
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	11,824,674.
5	Multiply line 4 by line 3	5	569,559.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,004.
7	Add lines 5 and 6	7	575,563.
8	Enter qualifying distributions from Part XII, line 4	8	564,511.

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 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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		1	12,008.
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	12,008.
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	12,008.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 2,120.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 9,969.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	12,089.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	81.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 81. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *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*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers ▶ $ 0. e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
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	X	
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
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	X	
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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MN			
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	X	
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)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
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		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.BEIMFOUNDATION.ORG

14 The books are in care of ▶ PATRICIA ARNOLD Telephone no. ▶ 612-825-1404

Located at ▶ 318 W. 48TH ST., MINNEAPOLIS, MN ZIP+4 ▶ 55419

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
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		X
	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.

			Line	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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ 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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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		X
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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ _____, _____, _____, _____				
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.)	N/A	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. ▶ _____, _____, _____, _____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
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		X

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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)? ☐ 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)? N/A | 5b |

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? N/A ☐ 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? | 6b | | X

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? N/A | 7b |

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.

(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 STATEMENT 10		645.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 ▶ 0

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

3 Five highest-paid independent contractors for professional services. 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 ▶		0

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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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	11,945,166.
b	Average of monthly cash balances	1b	59,579.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	12,004,745.
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	12,004,745.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	180,071.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,824,674.
6	**Minimum investment return** Enter 5% of line 5	6	591,234.

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	591,234.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 12,008.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	12,008.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	579,226.
4	Recoveries of amounts treated as qualifying distributions	4	1,000.
5	Add lines 3 and 4	5	580,226.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	580,226.

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	564,511.
b	Program-related investments - total from Part IX-B	1b	0.
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	564,511.
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	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	564,511.

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				580,226.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			89,128.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 564,511.				
a Applied to 2012, but not more than line 2a			89,128.	
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				475,383.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				104,843.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1 a 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			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a 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).)

NONE

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.

SEE STATEMENT 11

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 *Paid during the year*				
SEE ATTACHED STATEMENT.				476,500.
Total			▶ 3a	476,500.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	34.	
4 Dividends and interest from securities			14	271,154.	
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			14	48.	
8 Gain or (loss) from sales of assets other than inventory			18	361,669.	
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)		0.		632,905.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 632,905.

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

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

		Yes	No
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?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

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

Patricia A. Arnold — 11/8/14 — President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LANCE R. MADSON	Lance R. Madson CPA	10/06/14		P00131735

Firm's name ▶ BOULAY PLLP — Firm's EIN ▶ 41-0887288

Firm's address ▶ 7500 FLYING CLOUD DRIVE, #800 MINNEAPOLIS, MN 55344 — Phone no. 952-893-9320

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PRIVATE BANK MINNESOTA	34.	34.	34.
TOTAL TO PART I, LINE 3	34.	34.	34.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
THE VANGUARD GROUP	398,884.	127,730.	271,154.	271,154.	271,154.
TO PART I, LINE 4	398,884.	127,730.	271,154.	271,154.	271,154.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	48.	48.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	48.	48.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	4,300.	0.	0.	4,300.
TO FORM 990-PF, PG 1, LN 16B	4,300.	0.	0.	4,300.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTANTS	70,063.	4,081.	0.	65,982.
TO FORM 990-PF, PG 1, LN 16C	70,063.	4,081.	0.	65,982.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	4,200.	4,200.	0.	0.
FEDERAL TAXES	1,467.	1,467.	0.	0.
TO FORM 990-PF, PG 1, LN 18	5,667.	5,667.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOARD EXPENSES	11,805.	0.	0.	11,805.
INVESTMENT FEE EXPENSE	22,777.	22,777.	0.	0.
WEBSITE MAINTENANCE	600.	0.	0.	600.
LIABILITY INSURANCE	2,164.	0.	0.	0.
POSTAGE	881.	0.	0.	881.
MN FILING FEE	25.	0.	0.	25.
TO FORM 990-PF, PG 1, LN 23	38,252.	22,777.	0.	13,311.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	6,295,154.	9,048,138.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,295,154.	9,048,138.

FORM 990-PF	CORPORATE BONDS	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VANGUARD GROUP	3,725,084.	3,626,084.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,725,084.	3,626,084.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PATRICIA ARNOLD 318 W. 48TH ST. MINNEAPOLIS, MN 55419	TREASURER 3.00	215.	0.	0.
CAROL NULSEN 318 W. 48TH ST. MINNEAPOLIS, MN 55419	PRESIDENT 6.00	0.	0.	0.
JIM MCKIM 318 W. 48TH ST. MINNEAPOLIS, MN 55419	DIRECTOR 1.00	0.	0.	0.
SCOTT RUSSELL 318 W. 48TH ST. MINNEAPOLIS, MN 55419	DIRECTOR 1.00	215.	0.	0.
JULIE PACKARD 318 W. 48TH ST. MINNEAPOLIS, MN 55419	DIRECTOR 1.00	0.	0.	0.

JACK STEPHENSON 318 W. 48TH ST. MINNEAPOLIS, MN 55419	DIRECTOR 1.00	215.	0.	0.
ALLISON VILLANI 318 W. 48TH ST. MINNEAPOLIS, MN 55419	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		645.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 11
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BEIM FOUNDATION DIRECTOR
318 W. 48TH ST.
MINNEAPOLIS, MN 55419

TELEPHONE NUMBER

612-825-1404

FORM AND CONTENT OF APPLICATIONS

SEE WEBSITE FOR APPLICATION FORMS AND FORMAT.

ANY SUBMISSION DEADLINES

JANUARY 15, 2014

RESTRICTIONS AND LIMITATIONS ON AWARDS

ALL GRANTS ARE MADE FOR CHARITABLE PURPOSES TO 501(C)(3) PUBLIC CHARITIES AS DEFINED BY THE IRS.

ARTS, HUMAN SERVICE, ENVIRONMENT AND EDUCATION GRANTS ARE PRIMARILY RESTRICTED TO THE FOLLOWING GEOGRAPHICAL LOCATIONS: MINNESOTA, THE COUNTIES OF PARK AND GALLATIN, MONTANA, THE COUNTY OF CUMBERLAND, MAINE AND THE CITY OF SEATTLE, WASHINGTON.

Beim Foundation

2013 Grants

3/26/2014

Organization Name	Address	Project Title	Amount	Date	Notes
A Company of Girls	PO Box 7527 Portland, ME 04112	support for Afterschool Programs	16,500.00	10/20/2013	
Allina Associated Foundation, dba Cambridge Medical Center Foundation	701 S. Dellwood St. Cambridge, MN 55008	support for the Reach Out and Read program	5,000.00	5/5/2013	
American Refugee Committee	615 1st Ave. N.E., Suite 500 Minneapolis, MN 55413	support for your work with typhoon victims in the Philippines	1,000.00	12/3/2013	
Arts & Services for Disabled, Inc.	3626 E. Pacific Coast Highway Long Beach, CA 90804	support for Art on the Move	15,000.00	10/20/2013	
Big Brothers Big Sisters of Park and Sweet Grass Counties	105 1/2 South 2nd St. Livingston, MT 59047	support for Site Based Mentoring Programs	20,000.00	10/20/2013	
Breakthrough Twin Cities	2051 Larpenteur Ave. E. St. Paul, MN 55109	support for the Middle School Program	10,000.00	5/5/2013	
City Year Seattle/King County	2203 23rd Ave. S., Suite 101 Seattle, WA 98144	support for the Whole School Whole Child (WSWC) program	10,000.00	10/20/2013	
College Possible	540 Fairview Ave. N., Ste. 201 St. Paul, MN 55104	support for the High School Program	10,000.00	5/5/2013	

Organization Name	Address	Project Title	Amount	Date	Notes
Conservation Minnesota	1101 West River Parkway, Suite 250 Minneapolis, MN 55415	support for the Minnesota Waters project	20,000.00	10/20/2013	
Emma Norton Services	670 N. Robert St. St. Paul, MN 55101	support for Tomorrow's Youth program	10,000.00	5/5/2013	
eQuality Pathways to Potential	3717 Colgate Ave. Minneapolis, MN 55410	support for eQuality Farm	15,000.00	10/20/2013	
Friends of the Lopez Island Library	P.O. Box 44 Lopez Island, WA 98261	support for the Lopez Island Library	1,000.00	12/3/2013	
Gage Academy of Art	1501 10th Ave. Seattle, WA 98102	Support for Teen Art Studios	15,000.00	10/20/2013	
Howard C. Reiche Community School	166 Brackett St. Portland Public Schools Portland, ME 04102	support for books for students during the book fair	2,000.00	11/26/2013	
IslandWood	4450 Blakely Ave. N.E. Bainbridge Island, WA 98110	support for the Brightwater Environmental Education and Community Center programs	20,000.00	10/20/2013	
Juxtaposition Arts	2007 Emerson Ave. N. Minneapolis, MN 55441	support for general operations	20,000.00	10/20/2013	
Kalamazoo Children's Chorus	PO Box 50414 Kalamazoo, MI 49008	support for the Eastside Satellite Choir Project	12,500.00	10/20/2013	

Organization Name	Address	Project Title	Amount	Date	Notes
Kalamazoo Institute of Arts	314 S. Park St. Kalamazoo, MI 49007	support for the Children and Teen Arts program	10,000.00	10/20/2013	
Karen Organization of Minnesota	1394 Jackson St., Ste. 200 St. Paul, MN 55117	support for Karen Empowering Youth for Success (KEYS)	10,000.00	5/5/2013	
Kazoo School	1401 Cherry St. Kalamazoo, MI 49008	support for the Capital Drive for the school's new building	5,000.00	10/29/2013	
Learning Disabilities Association, Inc. (LDA)	6100 Golden Valley Rd. Golden Valley, MN 55422	support for Learning Connections	10,000.00	5/5/2013	
Livingston School District 4 & 1	132 S. B Street Livingston, MT 59047	support for Links for Learning	12,000.00	10/20/2013	
Lopez Island Family Resource Center	P.O. Box 732 Lopez Island, WA 98261	support for general operations	2,000.00	12/3/2013	
Lopez Island Hospice and Home Support	P.O. Box 747 Lopez Island, WA 98261	support for general operations	1,000.00	12/3/2013	
Mayo Street Arts	10 Mayo St. Portland, ME 04101	support for general operations	2,000.00	11/26/2013	
Minnesota Historical Society	345 Kellogg Blvd. W. St. Paul, MN 55102	support for the Summer History Immersion Program (SHIP)	5,000.00	5/5/2013	
Minnesota Literacy Council	700 Raymond Ave., Ste. 180 St. Paul, MN 55114	support for the Early Literacy and Families (ELF) program	10,000 00	5/5/2013	

Organization Name	Address	Project Title	Amount	Date	Notes
Momentum Dance Collaborative	P.O. Box 230291 Anchorage, AK 99523	support for general operations	1,500.00	9/24/2013	
Montana State University Foundation	1501 South 11th Ave. Bozeman, MT 59717	support for Montana Shakespeare in the Parks' Montana Shakes! program	10,000.00	10/20/2013	
NAMI MN	800 Transfer Rd., Suite 31 St. Paul, MN 55114	general operations	2,000.00	12/3/2013	
Norris Center for Performing Arts	27570 Norris Center Drive Rolling Hills Estates, CA 90274	support for the Ready, Willing and Able program	18,000.00	10/20/2013	
NutritionFacts Org Inc.	5113 Crossfield Ct., Apt. 9 Rockville, MD 20852-2145	support for nutritionfacts.org	5,000.00	3/27/2013	
Palos Verdes Art Center	5504 W. Crestridge Rd. Rancho Palos Verdes, CA 90275	support for the Special Mornings program	15,000.00	10/20/2013	
Park County 4-H Council	P.O. Box 236 Clyde Park, MT 59018	support for the Bracketteers Club "Making History Lesson Pinwheel's for Clyde Park's Centennial" project	500.00	9/24/2013	
Park County Senior Citizens Corporation	206 S. Maine St. Livingston, MT 59047	support for the Fix It Brigade	6,000.00	10/20/2013	
Park Nicollet Foundation	6500 Excelsior Blvd. St. Louis Park, MN 55426	to support your work with Children First	2,000.00	12/3/2013	
Portland Stage Company Inc.	25A Forest Ave. Portland, ME 04101	support for K-12 Education Programs	15,000.00	10/20/2013	

Organization Name	Address	Project Title	Amount	Date	Notes
Portland Trails	305 Commercial St. Portland, ME 04101	support for Community Engagement in a Healthier Greater Portland	13,000.00	10/20/2013	
Project SUCCESS	One Groveland Terrace, Suite 300 Minneapolis, MN 55403	support for general operations	10,000.00	5/5/2013	
Providence Hospice of Seattle Foundation	425 Pontius Ave. N., #300 Seattle, WA 98109	support for the Patient Special Needs fund	1,000.00	12/3/2013	
Simpson Housing Services, Inc.	2100 Pillsbury Ave. S. Minneapolis, MN 55404	support for Soar	10,000.00	5/5/2013	
SLD Center	5250 Lovers Ln., Ste. LL100 Kalamazoo, MI 49002	support for general operations	10,000.00	10/20/2013	
St. Augustine Cathedral School	600 W. Michigan Ave. Kalamazoo, MI 49007	in support of Boy Scout Troop 224	1,000.00	12/3/2013	
St. Augustine Cathedral School	600 W. Michigan Ave. Kalamazoo, MI 49007	support for Boy Scout Troop 224	1,000.00	3/27/2013	
St. Paul Area Council of Churches	1671 Summit Ave. St. Paul, MN 55105	support for Freedom School	5,000.00	5/5/2013	
The Blake School	110 Blake Road South Hopkins, MN 55343	support for LearningWorks	10,000.00	5/5/2013	
The Center for Grieving Children	555 Forest Ave. Portland, ME 04101	support for The Multicultural Peer Support Program	15,000.00	10/20/2013	

Organization Name	Address	Project Title	Amount	Date	Notes
The Lobster Conservancy	P.O. Box 235 Friendship, ME 04547	support for general operations	1,000.00	11/26/2013	
The Loft, Inc.	1011 Washington Ave. S., Suite 200 Minneapolis, MN 55415	support for the Loft Collaboration with Jackson Street Village	7,500.00	5/5/2013	
Tree Trust	2231 Edgewood Ave. S. St. Louis Park, MN 55426	support for Summer Youth Employment Program	10,000.00	10/20/2013	
Twin Cities Jesuit High School, dba Cristo Rey Jesuit High School	2924 4th Ave. S. Minneapolis, MN 55408	support for the College Counseling Program	10,000.00	5/5/2013	
Westminster Presbyterian Church	1515 Helen Ave. Portage, MI 49002	support for Westminster Second Annual Art Festival	10,000.00	10/20/2013	
Westminster Presbyterian Church	1515 Helen Ave. Portage, MI 49002	in support of Westminster's Cuban projects for children, including: Pericos church repairs, youth music education, the water project, pastoral support, and cultural exchange projects.	4,000.00	12/3/2013	
Wilsall Foundation, Inc.	P.O. Box 333 Wilsall, MT 59086	support for the Shields Valley Community Hall building loan repayment	3,000.00	9/24/2013	
YouthCARE	2701 University Ave. S.E., Suite 205 Minneapolis, MN 55414	support for YouthLEAD	10,000.00	5/5/2013	
Grand Totals (55 items)			**476,500.00**		

Approved November 10, 2012

AMENDED AND RESTATED

BYLAWS

OF THE BEIM FOUNDATION

This instrument constitutes the Restated Bylaws of The Beim Foundation, a nonprofit corporation duly organized under the laws of the State of Minnesota.

Board of Directors

Bylaw 1. **Board Composition.** The property, funds, affairs and business of the corporation shall be under the general authority of the Board of Directors (the "Board"), which shall consist of not fewer than three (3) nor more than nine (9) persons. All Directors shall be at least 22 years old and shall be descendants of Nels C. and Marie G. Beim. An equal number of Directors shall be sought from each of the three family branches of that couple, namely: descendants of William Beim, descendants of Raymond Beim, and descendants of Helen Beim Arnold; if this fails, the positions may be filled from other branches of the family until the next time an opening arises, when equal representation will again be sought.

Bylaw 2. **Election; Term.** The Annex sets forth the Directors of the corporation at the time a restatement of the Bylaws was enacted in May 2003, together with their initial terms of office under that restatement of the Bylaws. Except for the initial terms identified therein, Directors shall be elected by the Board for terms of three (3) years. Directors shall hold office until expiration of their term and until a successor is elected and qualified, or until their earlier death, removal or resignation. Directors may be re-elected at the end of their terms. For this purpose, the initial terms of office set forth in the Annex, for those Directors identified therein, shall be deemed to be their first term.

Bylaw 3. **Board Responsibilities.** Directors shall attend meetings, serve on committees as needed, inform themselves on the Foundation's background, review and participate in the Foundation's grant making, exercise fiduciary oversight, participate in site visits when appropriate and be willing to engage in open communication with other Directors. Directors who repeatedly fail to meet these responsibilities, or who are unable to do so, may be removed from office by the affirmative vote of at least 2/3 of the Directors.

Bylaw 4. **Meetings.** Meetings of the Board may be held at any time upon request of the President or any two Directors of the corporation. The request shall specify the purpose or purposes of the meeting. At each meeting the President, or in his or her absence the Vice President, shall preside. The Secretary of the corporation, or in his or her absence any person whom the President shall appoint, shall act as secretary of the meeting. The Board shall meet at least annually for the purpose of electing Directors, appointing officers, and conducting other business of the corporation.

A Director may participate in a meeting of the Board by means of conference telephone or by other means of remote communication through which that Director, other Directors so participating, and all Directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means shall constitute presence at the meeting.

Any meeting among Directors may be conducted solely by one or more means of remote communication through which all of the Directors may participate in the meeting, if the same notice is given of the meeting as is required by Bylaw 5, and if the number of Directors participating in the meeting is sufficient to constitute a quorum at the meeting. Participation in a meeting by that means constitutes presence at the meeting.

Bylaw 4a. **Written Action.** Any action required or permitted to be taken at a Board meeting may be taken by written action signed, or consented to by authenticated electronic communication, by the number of Directors that would be required to take the same action at a meeting of the Board at which all Directors were present. A written action is effective when signed, or consented to by authenticated electronic communication, by the required number of Directors, unless a different effective time is provided in the written action. When written action is permitted to be taken by less than all Directors, all Directors must be notified immediately of its text and effective date. Failure to provide the notice does not invalidate the written action. A Director who does not sign or consent to the written action is not liable for the action.

Bylaw 5. **Notice.** Written notice of each meeting of the Board, stating the time, date and place of the meeting, shall be mailed or delivered to each of the Directors at least thirty (30) days in advance of the meeting.

Any notice to a Director by a form of electronic communication consented to by the

Director to whom the notice is given is effective when given. The notice is deemed given if by: facsimile communication, when directed to a telephone number at which the Director has consented to receive notice;

1. electronic mail, when directed to an electronic mail address at which the Director has consented to receive notice; and
2. any other form of electronic communication by which the Director has consented to receive notice, when directed to the Director.

An affidavit of the secretary, other authorized officer, or authorized agent of the corporation, that the notice has been given by a form of electronic communication is, in the absence of fraud, prima facie evidence of the facts stated in the affidavit. Consent by a Director to notice given by electronic communication may be given in writing or by authenticated electronic communication. Any consent so given may be relied upon until revoked by the Director, provided that no revocation affects the validity of any notice given before receipt of revocation of the consent. A Director may waive notice of a meeting of the Board. A waiver of notice by a Director entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, by authenticated electronic communication, or by attendance. Attendance by a Director at a meeting is a waiver of notice of that meeting, unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

Bylaw 6. **Quorum; Voting.** At any meeting of the Board, a majority of the Directors then holding office shall be necessary and sufficient to constitute a quorum for the transaction of business. The affirmative vote of a majority of the Directors present at a meeting at which there is a quorum is sufficient for any action, except where otherwise required by statute or provided in these Bylaws.

Bylaw 7. <u>**Vacancy.**</u> Vacancies due to resignation or other cause may be filled by the remaining Directors, with preference given to the family branch with least representation, and a Director so elected shall fill the unexpired term of the Director who is being replaced.

Bylaw 8. <u>**Committees.**</u> The Board may designate one or more committees from time to time, adopting such regulations as it deems advisable with respect to the membership, authority and procedures of such committees.

Bylaw 9. <u>**Other Powers.**</u> In addition to the powers and authority conferred upon it by these Bylaws, the Board shall have the power to do all acts necessary and expedient to the conduct of the business of the corporation.

<u>Officers</u>

Bylaw 10. <u>**Appointment of Officers.**</u> The officers of the corporation shall be appointed by the Board each year at its annual meeting. The officers shall include a President and a Treasurer.

Bylaw 11. **Agents.** The Board may appoint such agents as it shall deem appropriate, who may exercise such powers, and perform such duties as shall be determined by resolution of the Board.

Bylaw 12. **President.** The President shall be the chief executive officer of the corporation and shall be responsible for the active management of the corporation, shall see that all orders and resolutions of the Board are carried into effect, and shall have the general powers and duties of supervision, planning and leadership.

Bylaw 13. **Treasurer.** The Treasurer shall be the chief financial officer of the corporation and shall (1) keep accurate financial records for the corporation; (2) deposit money, drafts and checks in the name of and to the credit of the corporation in the banks and depositories designated by the Board; (3) endorse for deposit notes, checks, and drafts received by the corporation as ordered by the Board, making proper vouchers for the deposit; (4) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board; (5) upon request, provide the President and the Board an account of transactions by the Treasurer and of the financial condition of the corporation; and (6) perform such other duties as may be from time to time prescribed by the Board or by the President.

Bylaw 14. **Replacement of Officers.** An officer may be removed from office prior to the expiration of his or her term by the affirmative vote of at least 2/3 of the Directors at a meeting called for this purpose at which there is a quorum and for which notice stating the purpose of the meeting has been given. If an office becomes unfilled because of removal, resignation or other reason, the Board shall elect a replacement officer at its next meeting.

Bylaw 14a. **Delegation**. Unless prohibited by the Articles or Bylaws or by a resolution adopted by the Board, an officer may, with the approval of the Board, delegate some or all the duties and powers of an office to other persons. An officer who delegates the duties or powers of an office remains subject to the standard of conduct for an officer with respect to the discharge of the delegated duties and powers.

Other Matters

Bylaw 15. **Maintenance and Inspection of Records.** Correct and complete copies of the Amended and Restated Articles of Incorporation, the Amended and Restated Bylaws, accounting records and minutes of meetings of the Board and of committees of the corporation shall be kept at the registered office of the corporation, or at such other place as the Board may from time to time direct. A Director, or agent or attorney of a Director, may inspect all books and records of the corporation for any proper purpose at any reasonable time upon reasonable notice.

Bylaw 16. **Amendments to Bylaws.** These Bylaws may be amended, restated or repealed by the affirmative vote of not less than two-thirds (2/3) of the members of the Board present at a meeting called for this purpose at which there is a quorum and for which notice stating the purpose of the meeting has been given.

Bylaw 17. <u>**Director Compensation.**</u> The Board shall have the authority to fix reasonable compensation, including reimbursement of expenses, of Directors for their services as such.

Bylaw 18. <u>**Indemnification of Persons.**</u> To the full extent permitted by the Minnesota Nonprofit Corporation Act, as enacted or hereafter amended, or by other provisions of law, each person who is a party or is threatened to be made a party to any proceeding, wherever and by whosoever brought (including any proceeding by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, officer, employee, or agent of the corporation shall be indemnified by the corporation against all reasonable expenses, including attorneys fees and disbursements, judgments, penalties, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding. The indemnification provided to this Bylaw shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of such person and his or her heirs, executors and administrators, with respect to activities of such person during the period he or she acted as a Director, officer, employee or agent of the corporation, and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this Bylaw.

Approved November 10, 2012

CERTIFICATE

The foregoing Amended and Restated Bylaws of The Beim Foundation were adopted by the Board of Directors of the corporation effective the 10th day of November, 2012.

President

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return See instructions	BEIM FOUNDATION	41-6022529
	Number, street, and room or suite no. If a P O box, see instructions 318 W. 48TH STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions MINNEAPOLIS, MN 55419	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ PATRICIA ARNOLD 318 W. 48TH ST. - MINNEAPOLIS, MN 55419

Telephone No ▶ 612-825-1404 Fax No ▶

• If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014

5 For calendar year 2013 , or other tax year beginning ______________ , and ending ______________

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED TO ENSURE THE PREPARATION OF A COMPLETE AND ACCURATE TAX RETURN.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 12,089.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 12,089.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ CPA Date ▶