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Form 990-PF

Return of Private Foundation

2013

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Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation DUGAS FAMILY FOUNDATION II INC		A Employer identification number 46-1031688
Number and street (or P O box number if mail is not delivered to street address) 138 SECOND AVENUE NORTH		B Telephone number (see instructions) (615) 846-2048
City or town, state or province, country, and ZIP or foreign postal code NASHVILLE, TN 37201		C If exemption application is pending, check here <input checked="" type="checkbox"/> <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 checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <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 checked="" type="checkbox"/> <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 11,762,557		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	221,666	215,596		
	4 Dividends and interest from securities.	167,393	167,393		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	353,694			
	b Gross sales price for all assets on line 6a 399,950				
	7 Capital gain net income (from Part IV, line 2)		353,694		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	19,024	37,407		
	12 Total. Add lines 1 through 11	761,777	774,090		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	20,000	9,000		11,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	1,450	653		797
	b Accounting fees (attach schedule)	54,391	25,411		28,980
	c Other professional fees (attach schedule)	49,675	49,675		
	17 Interest	6,435	6,435		
	18 Taxes (attach schedule) (see instructions)	22,545	7,545		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	105,036	98,953		5,310
	24 Total operating and administrative expenses.	259,532	197,672		46,087
	Add lines 13 through 23	1,375,277			1,375,277
	25 Contributions, gifts, grants paid.	1,634,809	197,672		1,421,364
	26 Total expenses and disbursements. Add lines 24 and 25				
	27 Subtract line 26 from line 12	-873,032			
	a Excess of revenue over expenses and disbursements		576,418		
	b Net investment income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)				

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments			864,091	864,091
	3 Accounts receivable ► 7				
	Less allowance for doubtful accounts ►			7	7
	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)				
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)		☒	12,683,405	10,898,459
	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)			13,547,503	11,762,557
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)			0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" 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			13,547,503	
	30 Total net assets or fund balances (see page 17 of the instructions)			13,547,503	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		0	13,547,503	

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	
2	Enter amount from Part I, line 27a	2	-873,032
3	Other increases not included in line 2 (itemize) ►	3	14,420,535
4	Add lines 1, 2, and 3	4	13,547,503
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	13,547,503

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)
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1a See Additional Data Table

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)
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a See Additional Data Table

b

c

d

e

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

(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))

(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
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a See Additional Data Table

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	353,694
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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,811,870	11,111,655	0 16306
2011	2,146,481	12,119,115	0 17712
2010	749,030	11,895,855	0 06297
2009	943,028	10,537,856	0 08949
2008	407,835	15,091,599	0 02702

2 Total of line 1, column (d).	2	0 51966
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3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 10393
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4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	10,838,252
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5 Multiply line 4 by line 3.	5	1,126,430
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6 Enter 1% of net investment income (1% of Part I, line 27b).	6	5,764
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7 Add lines 5 and 6.	7	1,132,194
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8 Enter qualifying distributions from Part XII, line 4.	8	1,421,364
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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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	5,764
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		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	5,764
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	5,764
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	15,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	20,000
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	14,236
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 14,236 Refunded <input type="checkbox"/>	11	

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	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	No
<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?	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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	No
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	Yes
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
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	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TN		
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? <i>If "No," attach explanation.</i>	8b	Yes
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ► N/A

14 The books are in care of ► JUDY MILLER Telephone no ► (615) 846-2048
 Located at ► 138 SECOND AVENUE NORTH STE 200 NASHVILLE TN ZIP +4 ► 37201

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ► 15 and enter the amount of tax-exempt interest received or accrued during the year ►

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 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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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 page 20 of the instructions)?	1b		No
	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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	2a	► Yes	✓ No
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a	► 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)	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?		
	Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
	<i>If "Yes" to 6b, file Form 8870.</i>		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		

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)

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

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
THE FAMILY OFFICE	INVEST & PROF FEES	99,70
128 SECOND AVENUE NORTH SUITE 200		
NASHVILLE, TN 37201		

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

3

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

10

1

2

All other program-related investments See page 24 of the instructions

3

Total. Add lines 1 through 3.

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	9,932,268
b	Average of monthly cash balances.	1b	1,071,034
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	11,003,302
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	11,003,302
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	165,050
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,838,252
6	Minimum investment return. Enter 5% of line 5.	6	541,913

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	541,913
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	5,764
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,764
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	536,149
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	536,149
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	536,149

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	1,421,364
b	Program-related investments—total from Part IX-B.	1b	
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	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	1,421,364
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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	5,764
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,415,600

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				536,149
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.	423,110			
c From 2010.	169,232			
d From 2011.	1,565,116			
e From 2012.	1,279,481			
f Total of lines 3a through e.	3,436,939			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ _____ 1,421,364				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				536,149
e Remaining amount distributed out of corpus	885,215			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:	4,322,154			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
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)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	4,322,154			
10 Analysis of line 9				
a Excess from 2009.	423,110			
b Excess from 2010.	169,232			
c Excess from 2011.	1,565,116			
d Excess from 2012.	1,279,481			
e Excess from 2013.	885,215			

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. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter (1) Value of all assets			
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III).			
	(3) Largest amount of support from an exempt organization			
	(4) Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

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

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

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

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

CABOT PYLE
138 SECOND AVENUE NORTH SUITE 200
NASHVILLE, TN 37201
(615) 846-2053

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

APPLICATION FORM PROVIDED BY THE FOUNDATION INCLUDE DOCUMENTATION OF TAX EXEMPT STATUS, LIST OF OFFICERS & DIRECTORS, MOST RECENT AUDITED FINANCIAL STATEMENTS, INTERNAL FINANCIAL STATEMENTS, OPERATING BUDGET, AND PROJECTED BUDGET

c Any submission deadlines

NONE

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

NO GRANTS FOR INDIVIDUALS, LOANS TRAVEL OR SEMINARS, POLITICAL PURPOSES, DINNER EVENTS, OTHER PRIVATE FOUNDATIONS, TELETHON

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHMENT A VARIOUS VARIOUS, TN 37201	NONE	PUBLIC	SUPPORT ONGOING CHARITABLE PURPOSE	1,375,277
Total			► 3a	1,375,277
b Approved for future payment SEE ATTACHMENT B VARIOUS VARIOUS, TN 37201	NONE	PUBLIC	SUPPORT ONGOING CHARITABLE PURPOSE	1,068,444
Total			► 3b	1,068,444

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Part XII-B: Relationship of Activities to the Accomplishment of Exempt Purposes

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
FROM K-1 7/6 INVESTMENT P'SHIP	P	2013-01-01	2013-12-31
FROM K-1 7/6 INVESTMENT P'SHIP	P	2000-01-01	2013-12-31
FROM K-1 HCTS CASH MANAGEMENT P'SHIP	P	2013-01-01	2013-12-31
FROM K-1 HCTS CASH MANAGEMENT P'SHIP	P	2000-01-01	2013-12-31
FROM K-1 TURSON, LP	P	2013-01-01	2013-12-31
FROM K-1 TURSON, LP	P	2000-01-01	2013-12-31
FROM K-1 BEDELIA STREET	P	2000-01-01	2013-12-31
FROM K-1 CHERRY STREET	P	2000-01-01	2013-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
13,729			13,729
125,407			125,407
		478	-478
		5,359	-5,359
26,660			26,660
204,614			204,614
29,540			29,540
		40,419	-40,419

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			13,729
			125,407
			-478
			-5,359
			26,660
			204,614
			29,540
			-40,419

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LAURA TURNER DUGAS 138 SECOND AVENUE N STE 200 NASHVILLE, TN 37201	President 1 00	5,000		
WAYNE FOSTER DUGAS 138 SECOND AVENUE N STE 200 NASHVILLE, TN 37201	Vice President 1 00	5,000		
WAYNE FOSTER DUGAS JR 138 SECOND AVENUE N STE 200 NASHVILLE, TN 37201	Treasurer 1 00	5,000		
PAMELA L DUGAS 138 SECOND AVENUE N STE 200 NASHVILLE, TN 37201	Secretary 1 00	5,000		
CABOT PYLE 138 SECOND AVENUE N STE 200 NASHVILLE, TN 37201	ASST SECRETARY 1 00	0		

TY 2013 Accounting Fees Schedule

Name: DUGAS FAMILY FOUNDATION II INC

EIN: 46-1031688

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	54,391	25,411	0	28,980

TY 2013 Contractor Compensation Explanation

Name: DUGAS FAMILY FOUNDATION II INC

EIN: 46-1031688

Software ID: 13000170

Software Version: 2013v3.1

Contractor	Explanation
THE FAMILY OFFICE	

TY 2013 Investments - Other Schedule

Name: DUGAS FAMILY FOUNDATION II INC**EIN:** 46-1031688**Software ID:** 13000170**Software Version:** 2013v3.1

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
HCTS CASH MANAGEMENT PARTNERSHIP	AT COST	269,832	205,222
TURSON, LP	AT COST	7,534,833	6,535,848
7/6 INVESTMENT PARTNERSHIP	AT COST	3,618,628	3,011,191
BEDELIA STREET PARTNERS, LP	AT COST	859,228	605,561
CHERRY STREET PARTNERS, LP	AT COST	119,042	28,117
DG STORE III, LP	AT COST	23,095	235,376
TD REAL ESTATE, LP	AT COST	165,937	138,144
DUCK SCULPTURES AND CABINET	AT COST	139,000	139,000

TY 2013 Legal Fees Schedule

Name: DUGAS FAMILY FOUNDATION II INC

EIN: 46-1031688

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,450	653	0	797

TY 2013 Other Expenses Schedule

Name: DUGAS FAMILY FOUNDATION II INC**EIN:** 46-1031688**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES & MEMBERSHIPS	2,388			2,388
FOOD & BEVERAGE	253	114		139
FROM K-1 7/6 INVESTM CHARITABLE	10			10
FROM K-1 7/6 INVESTM P'SHIP, LP	49,183	49,069		
FROM K-1 BEDELIA STREET PTRS	4,076	4,067		
FROM K-1 CHERRY STREET PTRS	348	348		
FROM K-1 HCTS CASH MGMTP'SHIP	1,422	1,415		
FROM K-1 TD REAL ESTATE LP	688	655		
FROM K-1 TURSON, LP	43,503	42,893		
INSURANCE	1,671			1,671
MISCELLANEOUS	35	17		18
OFFICE SUPPLIES	625			625
SEMINARS, BOOKS, EDUCATION	834	375		459

TY 2013 Other Income Schedule

Name: DUGAS FAMILY FOUNDATION II INC**EIN:** 46-1031688**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
7/6 INVESTMENT K-1	11,555	29,144	
BEDELIA STREET K-1	2	2	
CHERRY ST PARTNERS K-1	-96	-96	
DG STORE III, LP K-1	1,499	2,293	
TD REAL ESTATE LP K-1	6,064	6,064	

TY 2013 Other Increases Schedule

Name: DUGAS FAMILY FOUNDATION II INC

EIN: 46-1031688

Software ID: 13000170

Software Version: 2013v3.1

Description	Amount
TRANSFER OF ASSETS - SEE ATTACHMENTS D, E & F	14,420,535

TY 2013 Other Professional Fees Schedule

Name: DUGAS FAMILY FOUNDATION II INC**EIN:** 46-1031688**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	49,675	49,675	0	0

TY 2013 Taxes Schedule

Name: DUGAS FAMILY FOUNDATION II INC**EIN:** 46-1031688**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	15,000			
FOREIGN TAXES WITHHELD	6,492	6,492		
STATE INCOME TAX	1,053	1,053		

ATTACHMENT A

Dugas Family Foundation II, Inc. 46-1031688
Form 990-PF, Part XV, Line 3A
Grants and Contributions Paid During the Year 2013

Recipient Name and Address	Donee Relationship	Foundation Status	Purpose of Grant or Contribution	Amount
ABLE Youth 4316 Prescott Road Nashville, TN 37294-4427	None	Public	Capital fund support	\$ 10,440
ABLE Youth 4316 Prescott Road Nashville, TN 37294-4427	None	Public	Purchase of a Paratransit Bus	40,000
Boys & Girls Clubs of the Emerald Coast, Inc. 923 Denton Street Fort Walton Beach, FL 32548	None	Public	Programming, operations and emergency capital repairs	241,915
Children in Crisis, Inc. 1006 Lake's Way Fort Walton Beach, FL 32547	None	Public	Program and Operations Support	55,322
Country Music Hall of Fame and Museum 222 Fifth Avenue South Nashville, TN 37203	None	Public	Support for expansion capital campaign	50,000
Covenant Hospice, Inc. 5641 North 12th Avenue Pensacola, FL 32501	None	Public	Life Cycle Specialist serving children and adults in Walton and Okaloosa Counties	45,150
Cultural Arts Association of Walton County, Inc. 105 Hogtown Bayou Lane Santa Rosa Beach, FL 32459	None	Public	Operations support	25,000
Nature Education Inc E.O. Wilson Biophilia Center 4950 State Highway 20 East Freeport, FL 32439-6938	None	Private Operating Foundation	Three-year commitment for continued support of the operations of the Birds of Prey exhibit	79,667
Friends of Cheatham County Public Libraries 188 County Services Drive, Ashland City, TN 37015-1726	None	Public	General operating support	10,000
Friends of Duncant Hill 9188 Smiths Grove Road Scottsville, KY 42164	None	Public	Request to meet matching grant for recreational trails	25,000
Matte Kelly Arts Foundation 4323 Commons Drive West Destin, FL 32541	None	Public	Capital Support	192,500
PACL Center for Girls 1261 College Blvd Pensacola, FL 32504	None	Public	Support for capital campaign "One to Grow On"	125,000
Pathways for Change PO Box 17852	None	Public	Operations and capital support	35,283

Pensacola, FL 32522

Sacred Heart Foundation on the Emerald Coast 5151 North Ninth Ave Pensacola, FL 32513	None	Public	Purchase of PET/CT imaging scan to support the Medical Oncology Program	125,000
Saddle Up 1549 Old Hillsboro Rd Franklin, TN 37069	None	Public	Support for lesson program	20,000
Sinfonia Gulf Coast P O Box 6126 Destin, FL 32550	None	Public	Program and operations support	62,500
South Walton Community Council P O Box 1661 Santa Rosa Beach, FL 32459	None	Public	Three year commitment for operations support	12,500
Southeastern Development Foundation/ Southeastern Louisiana University SLU - 10703 Hammond, LA 70403	None	Public	Program and Operations Support	75,000
Walden's Puddle P O Box 641 Jelton, TN 37080	None	Public	Operations Support	45,000
WSRE/WFSU Public Television 1000 College Blvd Pensacola, FL 32504-8998	None	Public	Raising Readers program support	40,000
YMCA of Allen County 309 West Cherry Street Scottsville, KY 42164	None	Public	Operating support	50,000
				<u><u>\$1,375,277</u></u>

Attachment: B

Dugas Family Foundation II, Inc. 46-1031688
Form 990-PF, Part XV, Line 3B
Grants and Contributions Approved for Future Payment as of 12.31.2013

Recipient Name and Address	Donee Relationship	Foundation Status	Purpose of Grant or Contribution	Amount
Boys & Girls Clubs of the Emerald Coast Inc 923 Denton Street Fort Walton Beach, FL 32548	None	Public	Programming, operations and emergency capital repairs	\$ 202,305
Children in Crisis, Inc 1000 Luke's Way Fort Walton Beach, FL 32547	None	Public	Three-year commitment to fund operations director position	25,000
Country Music Hall of Fame and Museum 222 Fifth Avenue South Nashville, TN 37203	None	Public	Support for expansion capital campaign	150,000
Covenant Hospice, Inc 5041 North 12th Avenue Pensacola, FL 32504	None	Public	Life Cycle Specialist serving children and adults in Walton and Okaloosa Counties	56,805
Nokuse Education Inc F O Wilson Biophilia Center 4956 State Highway 20 East Freeport, FL 32439-6038	None	Private Operating Foundation	Three-year commitment for continued support of the operations of the Birds of Prey exhibit	159,334
PACF Center for Girls 1201 College Blvd Pensacola, FL 32504	None	Public	Support for capital campaign "One to Grow On"	125,000
Sacred Heart Foundation on the Emerald Coast 5151 North Ninth Ave Pensacola, FL 32513	None	Public	Purchase of PET/CT imaging scan to support the Medical Oncology Program	250,000
Sinfonia Gulf Coast P O Box 6326 Destin, FL 32550	None	Public	Program and operations support	62,500
South Walton Community Council P O Box 1661 Santa Rosa Beach, FL 32459	None	Public	Three year commitment for operations support	12,500
Southeastern Development Foundation/ Southeastern Louisiana University SLU - 10703 Hammond, LA 70403	None	Public	Program and Operations Support	25,000
Total				\$ 1,068,444

Attachment: C

Dugas Family Foundation II, Inc.
Tax ID # 26-4386453

Attachment to Form 990-PF

Expenditure Responsibility Statement
For the Year 2013

Grantee: Nokuse Education, Inc.
E.O. Wilson Biophilia Center
4956 State Highway 20 East
Freeport, FL 32439-6038

Grants: June 2013. \$79,668

Purpose of Grant:
Support for the operations of the Birds of Prey exhibit

Reports: Nokuse Education, Inc. submitted a full and complete report on October 9, 2014 of its expenditure of the June, 2013 operating support grant for the Birds of Prey Exhibit. The report reflected that the grant was properly used to support the Birds of Prey Exhibit by funding expenses incurred for operations of the exhibit. These expenses include: payroll, utilities, workshop expenses, computer expenses, animal supplies, field supplies, etc.

Diversions: To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made

Verification: The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.

Attachment D

Dugas Family Foundation, Inc.
Division of Private Foundation
January 2, 2013

Effective 1/1/2013, Dugas Family Foundation, Inc. (EIN 26-3847853), the predecessor, transferred net assets at a book value of \$14,320,535 to Dugas Family Foundation II, Inc. (EIN 46-1031683), the successor, as shown in the Foundation.

Following pages of the 2013 Form 990-PF, Part V, Qualifying Distributions (a), Reduced Tax on Distributions (b), Report for Excess Distributions, the following have been omitted (c), (d)

(a) Base period years Calendar year for tax year beginning in)	Adjusted qualifying distributions as previously reported on prior years' Form 990	50% to Dugas Family Foundation II, Inc. as at 1/1/2013		50% to Dugas Family Foundation, Inc. as at 1/1/2013		Net value of noncharitable-use assets as previously reported on prior years' Form 990	50% to Dugas Family Foundation II, Inc. as at 1/1/2013	50% to Dugas Family Foundation, Inc. as at 1/1/2013
2012	3,627,740	1,821,870		1,811,870		22,423,511	11,117,853	11,117,853
2011	4,283,363	2,146,481		2,146,482		24,139,293	12,119,115	12,119,115
2010	1,408,060	740,030		740,030		23,733,710	11,876,855	11,876,855
2009	1,885,055	943,025		943,025		21,977,712	10,537,576	10,537,576
2008	815,569	407,835		407,834		30,183,198	15,091,559	15,091,559

Following pages of the 2013 Form 990-PF, Part V, Undistributed Income, Line 3 Excess Distributions carryover to 2013 for each foundation, the following have been omitted (a), (b), (c), (d), (e), (f)

Excess distributions carryover, if any, to 2013 as previously reported on prior years' Form 990	50% to Dugas Family Foundation II, Inc.	50% to Dugas Family Foundation, Inc.
(a) Form 2008		
(b) From 2009	846,220	423,110
(c) From 2010	338,464	169,232
(d) From 2011	3,130,752	1,565,116
(e) From 2012	2,554,962	1,279,481

**Dugas Family Foundation, Inc.
Continuity Planning Resolutions**

July 27, 2012

WHEREAS, the Board of Directors of the Dugas Family Foundation, Inc. (the "Foundation") has determined that it wishes (i) to encourage a continuing commitment to philanthropy among the descendants of Laura Turner Dugas, and Wayne F. Dugas Sr., the founders of the Foundation (ii) to encourage additional philanthropic giving on their descendants' behalf, and (iii) to allow for their descendants' somewhat divergent charitable interests, due to their current and future geographic dispersion and personal engagements with various charities;

WHEREAS, the Board of Directors has determined that the best way to accomplish these goals is for the Foundation to ultimately divide into two distinct foundations, with one primarily associated with the family of Wayne F. Dugas, Jr. and one primarily associated with the family of Stephen H. Dugas;

WHEREAS, the Board of Directors has determined that this restructuring will be accomplished through the following plan of reorganization: (i) establish a new nonprofit corporation under the Tennessee Nonprofit Corporation Act (the "New Foundation"); (ii) apply for, and obtain, a recognition of tax-exempt status for the New Foundation from the Internal Revenue Service; (iii) have the terms of the Charitable Remainder Unitrust that currently names the Foundation as its remainder beneficiary amended to provide that, upon the termination of the unitrust period, its remainder shall be distributed equally to the Foundation and the New Foundation, (iv) transfer half of the Foundation's assets to the New Foundation; and (v) change the Member and Board compositions of the two foundations such that the Members and Directors of the New Foundation are Laura Turner Dugas, Wayne F. Dugas, Sr., Wayne F. Dugas, Jr., and Pam C. Dugas and the Members and Board of the Foundation are Laura Turner Dugas, Wayne F. Dugas, Sr., Stephen H. Dugas, and Lynn King Dugas.

NOW, THEREFORE, BE IT HEREBY RESOLVED, that the Board of Directors grant Cabot Pollard Pyle, the Foundation's Assistant Secretary, the authority to carry out the first two steps of this restructuring plan through the following actions: (i) cause a new nonprofit corporation to be formed under the Tennessee Nonprofit Corporation Act; and (ii) apply for, and obtain, a recognition of tax-exempt status for the new corporation from the Internal Revenue Service;

FURTHER RESOLVED, that Cabot Pollard Pyle is hereby authorized and directed to do any and all acts, expend any and all sums of money, and execute any and all documents, not inconsistent with the foregoing, that he deems necessary or appropriate in order to implement the foregoing resolutions.

Approved by the undersigned, this 27th day of July 2012.

July 27, 2012

Laura Turner Dugas
Laura Turner Dugas, Member

July 27, 2012

Wayne Foster Dugas
Wayne Foster Dugas, Member

July 27, 2012

Wayne Foster Dugas, Jr.
Wayne Foster Dugas, Jr., Member

July 27, 2012

Stephen Horace Dugas
Stephen Horace Dugas, Member

July 27, 2012

Pam Dugas
Pam Dugas, Director

July 27, 2012

Lyn Dugas
Lyn Dugas, Director

UNANIMOUS WRITTEN CONSENT IN LIEU OF THE
ORGANIZATIONAL AND FIRST ANNUAL MEETING
OF THE BOARD OF DIRECTORS OF
DUGAS FAMILY FOUNDATION II, INC.

The undersigned, being all the members of the Board of Directors of the Dugas Family Foundation II, Inc., a Tennessee nonprofit corporation (the "Corporation"), acting by unanimous written consent in lieu of a meeting of the Board of Directors, hereby adopt, approve and authorize the actions set forth below and hereby direct the Secretary of the Corporation to place this Unanimous Written Consent in the minutes of the proceedings of the Board of Directors of the Corporation.

1. The Board of Directors hereby authorizes and approves the adoption of the Corporation's Charter (approved by the Secretary of State of Tennessee) and directs that the Secretary place a copy of the Charter in the minute book of the Corporation.
2. The Board of Directors hereby authorizes and approves the adoption of the Corporation's Bylaws attached hereto and directs that the Secretary place a copy of the Bylaws in the minute book of the Corporation.
3. The Board of Directors hereby appoints each of the following individuals to the office or offices set forth beside his or her name, each to serve until his or her successor is appointed and qualified or until his or her earlier death, disability, resignation or removal from office:

Laura Turner Dugas	President
Wayne Foster Dugas	Vice President
Wayne Foster Dugas, Jr	Treasurer
Pamela L Dugas	Secretary
Cabot Pollard Pyle	Assistant Secretary

4. The Board of Directors hereby authorizes and approves the adoption of the attached Conflict of Interest Policy for the Corporation and directs the Secretary to place a copy of the Policy in the minute book of the Corporation and to provide a copy of the Policy to each of the directors of the Corporation.

5. The Board of Directors hereby authorizes and approves the establishment of bank accounts by the Treasurer at a banking institution chosen by him, authorizes and directs the Treasurer to execute any and all documents required for the establishment of such accounts, and directs that the Secretary place copies of the forms establishing any such accounts in the minute book of the Corporation.

6. The Board of Directors hereby authorizes and approves the preparation and filing of an application with the Internal Revenue Service seeking recognition of the Corporation as a tax-exempt charitable organization described in section 501(c)(3) of the Internal Revenue Code.

7. The Board of Directors hereby authorizes the Corporation, after receiving recognition by the IRS of the section 501(c)(3) status of the Corporation, to accept half of the assets of the Dugas Family Foundation, Inc., a charitable corporation, and to assume all federal tax obligations associated with those assets and half of all unpaid grant commitments to charitable organizations made by the Dugas Family Foundation, Inc.

8. The Board of Directors hereby authorizes and directs each of the officers of the Corporation, subject to the direction of the President, in the name and on behalf of the Corporation and under the seal of the Corporation or otherwise, to execute and deliver such agreements, certificates, documents, instruments and notices and to take all other actions and to do all things as each such officer in his or her sole discretion may deem necessary or appropriate in order to carry out and effect the intention of the foregoing actions, and hereby ratifies and confirms any and all such actions.

September 19, 2012

Laura Turner Dugas

Laura Turner Dugas, Director

September 19, 2012

Wayne Foster Dugas

Wayne Foster Dugas, Director

September 19, 2012

Wayne Foster Dugas, Jr.

Wayne Foster Dugas, Jr., Director

Sept 19, 2012

Pamela L. Dugas

Pamela L. Dugas, Director

Attachment D

Dugas Family Foundation II, Inc.
Division of Private Foundation
January 1, 2013

Effective 1/1/2013, Dugas Family Foundation Inc (EIN 26-3847853), the predecessor, transferred net assets at a book value of \$14,420,535 to Dugas Family Foundation II, Inc (EIN 46-1031688), the successor in a division of the Foundation.

For purposes of the 2013 Form 990-PF, Part V Qualification Under Section 4910 for Reduced Tax on Net Investment Income for each Foundation, the following have been split 50/50.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions as previously reported on prior years' form 990	50% to Dugas Family Foundation II, Inc. as at 1/1/2013		50% to Dugas Family Foundation, Inc. as at 1/1/2013		(c) Net value of noncharitable use assets as previously reported on prior years' form 990	50% to Dugas Family Foundation II, Inc. as at 1/1/2013	50% to Dugas Family Foundation, Inc. as at 1/1/2013
2012	3,623,740	1,811,870		1,911,870		22,223,311	11,111,655	11,111,655
2011	4,292,953	2,145,481		2,145,482		24,738,229	12,119,115	12,119,114
2010	1,493,650	749,030		749,030		23,721,710	11,895,555	11,895,555
2009	1,886,056	943,028		943,028		21,075,712	10,537,856	10,537,856
2008	815,669	407,835		407,834		30,163,153	15,091,593	15,091,593

For purposes of the 2013 Form 990-PF, Part XIII Undistributed Income, Line 3 Excess Distributions Carryover
to 2013 for each Foundation, the following have been split 50/50.

	Excess distributions carryover, if any, to 2013 as previously reported on prior years' form 990	50% to Dugas Family Foundation II, Inc	50% to Dugas Family Foundation, Inc
(a) Form 2008			
(b) From 2009	846,220	423,110	423,110
(c) From 2010	339,464	169,232	169,232
(d) From 2011	3,130,232	1,565,116	1,565,116
(e) From 2012	2,558,962	1,279,481	1,279,481

**Dugas Family Foundation, Inc.
Continuity Planning Resolutions**

July 27, 2012

WHEREAS, the Board of Directors of the Dugas Family Foundation, Inc. (the "Foundation") has determined that it wishes (i) to encourage a continuing commitment to philanthropy among the descendants of Laura Turner Dugas, and Wayne F. Dugas Sr., the founders of the Foundation (ii) to encourage additional philanthropic giving on their descendants' behalf, and (iii) to allow for their descendants' somewhat divergent charitable interests, due to their current and future geographic dispersion and personal engagements with various charities;

WHEREAS, the Board of Directors has determined that the best way to accomplish these goals is for the Foundation to ultimately divide into two distinct foundations, with one primarily associated with the family of Wayne F. Dugas, Jr. and one primarily associated with the family of Stephen H. Dugas;

WHEREAS, the Board of Directors has determined that this restructuring will be accomplished through the following plan of reorganization: (i) establish a new nonprofit corporation under the Tennessee Nonprofit Corporation Act (the "New Foundation"); (ii) apply for, and obtain, a recognition of tax-exempt status for the New Foundation from the Internal Revenue Service; (iii) have the terms of the Charitable Remainder Unitrust that currently names the Foundation as its remainder beneficiary amended to provide that, upon the termination of the unitrust period, its remainder shall be distributed equally to the Foundation and the New Foundation, (iv) transfer half of the Foundation's assets to the New Foundation; and (v) change the Member and Board compositions of the two foundations such that the Members and Directors of the New Foundation are Laura Turner Dugas, Wayne F. Dugas, Sr., Wayne F. Dugas, Jr., and Pam C. Dugas and the Members and Board of the Foundation are Laura Turner Dugas, Wayne F. Dugas, Sr., Stephen H. Dugas, and Lynn King Dugas.

NOW, THEREFORE, BE IT HEREBY RESOLVED, that the Board of Directors grant Cabot Pollard Pyle, the Foundation's Assistant Secretary, the authority to carry out the first two steps of this restructuring plan through the following actions: (i) cause a new nonprofit corporation to be formed under the Tennessee Nonprofit Corporation Act; and (ii) apply for, and obtain, a recognition of tax-exempt status for the new corporation from the Internal Revenue Service;

FURTHER RESOLVED, that Cabot Pollard Pyle is hereby authorized and directed to do any and all acts, expend any and all sums of money, and execute any and all documents, not inconsistent with the foregoing, that he deems necessary or appropriate in order to implement the foregoing resolutions.

Approved by the undersigned, this 27th day of July 2012.

July 27, 2012

Laura Turner Dugas
Laura Turner Dugas, Member

July 27, 2012

Wayne Foster Dugas
Wayne Foster Dugas, Member

July 27, 2012

Wayne Foster Dugas, Jr.
Wayne Foster Dugas, Jr., Member

July 27, 2012

Stephen Horace Dugas
Stephen Horace Dugas, Member

July 27, 2012

Pam Dugas
Pam Dugas, Director

July 27, 2012

Lynn Dugas
Lynn Dugas, Director

UNANIMOUS WRITTEN CONSENT IN LIEU OF THE
ORGANIZATIONAL AND FIRST ANNUAL MEETING
OF THE BOARD OF DIRECTORS OF
DUGAS FAMILY FOUNDATION II, INC.

The undersigned, being all the members of the Board of Directors of the Dugas Family Foundation II, Inc., a Tennessee nonprofit corporation (the "Corporation"), acting by unanimous written consent in lieu of a meeting of the Board of Directors, hereby adopt, approve and authorize the actions set forth below and hereby direct the Secretary of the Corporation to place this Unanimous Written Consent in the minutes of the proceedings of the Board of Directors of the Corporation.

1. The Board of Directors hereby authorizes and approves the adoption of the Corporation's Charter (approved by the Secretary of State of Tennessee) and directs that the Secretary place a copy of the Charter in the minute book of the Corporation.

2. The Board of Directors hereby authorizes and approves the adoption of the Corporation's Bylaws attached hereto and directs that the Secretary place a copy of the Bylaws in the minute book of the Corporation.

3. The Board of Directors hereby appoints each of the following individuals to the office or offices set forth beside his or her name, each to serve until his or her successor is appointed and qualified or until his or her earlier death, disability, resignation or removal from office:

Laura Turner Dugas	President
Wayne Foster Dugas	Vice President
Wayne Foster Dugas, Jr.	Treasurer
Pamela L. Dugas	Secretary
Cabot Pollard Pyle	Assistant Secretary

4. The Board of Directors hereby authorizes and approves the adoption of the attached Conflict of Interest Policy for the Corporation and directs the Secretary to place a copy of the Policy in the minute book of the Corporation and to provide a copy of the Policy to each of the directors of the Corporation

5. The Board of Directors hereby authorizes and approves the establishment of bank accounts by the Treasurer at a banking institution chosen by him, authorizes and directs the Treasurer to execute any and all documents required for the establishment of such accounts, and directs that the Secretary place copies of the forms establishing any such accounts in the minute book of the Corporation.

6. The Board of Directors hereby authorizes and approves the preparation and filing of an application with the Internal Revenue Service seeking recognition of the Corporation as a tax-exempt charitable organization described in section 501(c)(3) of the Internal Revenue Code.

7. The Board of Directors hereby authorizes the Corporation, after receiving recognition by the IRS of the section 501(c)(3) status of the Corporation, to accept half of the assets of the Dugas Family Foundation, Inc., a charitable corporation, and to assume all federal tax obligations associated with those assets and half of all unpaid grant commitments to charitable organizations made by the Dugas Family Foundation, Inc.

8. The Board of Directors hereby authorizes and directs each of the officers of the Corporation, subject to the direction of the President, in the name and on behalf of the Corporation and under the seal of the Corporation or otherwise, to execute and deliver such agreements, certificates, documents, instruments and notices and to take all other actions and to do all things as each such officer in his or her sole discretion may deem necessary or appropriate in order to carry out and effect the intention of the foregoing actions, and hereby ratifies and confirms any and all such actions.

September 19, 2012

Laura Turner Dugas

Laura Turner Dugas, Director

September 19, 2012

Wayne Foster Dugas

Wayne Foster Dugas, Director

September 19, 2012

Wayne Foster Dugas, Jr.

Wayne Foster Dugas, Jr., Director

Sept 19, 2012

Pamela L. Dugas

Pamela L. Dugas, Director