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Return of Private Foundation

2013

Department of the Treasury Internal Revenue Service

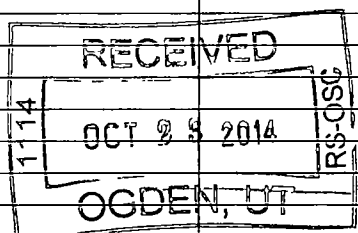
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Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: ENCOURAGE FOUNDATION
A Employer identification number: 52-2143480
B Telephone number: 805-447-1000
C If exemption application is pending, check here
D 1. Foreign organizations, check here
D 2. Foreign organizations meeting the 85% test, check here and attach computation
E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here
G Check all that apply: [X] Address change
H Check type of organization: [X] Section 501(c)(3) exempt private foundation
I Fair market value of all assets at end of year: \$ 31,251,279
J Accounting method: [X] Accrual

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).



Operating and Administrative Expenses

Handwritten mark resembling '28'

<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	4,035,695.	1,612,446.	1,612,446.
	3 Accounts receivable ▶ 22,388.			
	Less: allowance for doubtful accounts ▶		22,388.	22,388.
	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	91,489,310.	29,616,230.	29,616,230.
	9 Prepaid expenses and deferred charges	6,164.	198.	198.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	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 ▶ <b>RECEIVABLE-INTEREST</b> )	37.	17.	17.	
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item 1)	95,531,206.	31,251,279.	31,251,279.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses	226,983.	408,312.	
	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 <b>Total liabilities</b> (add lines 17 through 22)	226,983.	408,312.	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted	95,304,223.	30,842,967.	
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	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 <b>Total net assets or fund balances</b>	95,304,223.	30,842,967.		
31 <b>Total liabilities and net assets/fund balances</b>	95,531,206.	31,251,279.		

**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	95,304,223.
2 Enter amount from Part I, line 27a	2	<64,461,256.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	30,842,967.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	30,842,967.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	NONE			
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). 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 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	249,244,433.	6,144,499.	40.563833
2011	209,252,329.	6,318,454.	33.117647
2010	172,390,167.	5,572,899.	30.933661
2009	133,404,165.	5,175,628.	25.775455
2008	101,130,871.	3,543,964.	28.536089

2 Total of line 1, column (d)	2	158.926685
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	31.785337
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,693,839.
5 Multiply line 4 by line 3	5	85,624,580.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3.
7 Add lines 5 and 6	7	85,624,583.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	344,474,196.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

Table with 11 rows for excise tax calculations. Includes sub-sections 6a-6d for credits and payments. Total tax due is 201.00, with 201.00 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity questions and a Yes/No column. Includes questions about political campaigns, unrelated business income, and substantial contributors. Most 'No' boxes are checked.

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of CARLOS GONZALEZ Telephone no. 805-447-1000 Located at ONE AMGEN CENTER DRIVE, THOUSAND OAKS, CA ZIP+4 91320
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
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? 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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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)? 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?
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? 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.)
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?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

**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

6b

X

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

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 6		0.	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
RXC ACQUISITION CORP/DBA RX CROSSROADS 4500 PROGRESS BLVD, LOUISIVILLE, KY 40218	PRODUCT DISTRIBUTION & PATIENT ENROLLMEN	2628886.
UPS PO BOX 650580, DALLAS, TX 75265	PRODUCT SHIPPING	1353413.
LIPPE, HELLIE, HOFFER & ALLISON LLP - 5950 CANOGA AVENUE, STE 200, WOODLAND HILLS, CA	ACCOUNTING AND BOOKKEEPING	84,254.
RUTHERFOORD, AN MMA COMPANY PO BOX 12748, ROANOKE, VA 24028	PRODUCT LIABILITY INSURANCE	73,440.
BLUE WAVE SOLUTIONS INC. PO BOX 202056, DALLAS, TX 75320-2056	MANAGEMENT SUPPORT SERVICES	72,973.
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
<b>1</b> PATIENT ASSISTANCE PROGRAM DEVELOPED TO ASSIST FINANCIALLY NEEDY PATIENTS TO OBTAIN ENBREL, A DRUG USED FOR THE TREATMENT OF PATIENTS WITH RHEUMATOID ARTHRITIS.	345,365,889.
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> N/A	0.
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b> N/A	0.
<b>Total.</b> Add lines 1 through 3	0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	0.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	2,712,259.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	22,603.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,734,862.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,734,862.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	41,023.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,693,839.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	134,692.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	

**Part XII** **Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	344,474,196.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	344,474,196.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	3.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	344,474,193.

**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)

N/A

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only				
<b>b</b> Total for prior years:				
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e				
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ► \$				
<b>a</b> Applied to 2012, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)				
<b>d</b> Applied to 2013 distributable amount				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b				
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions				
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013				

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

**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

08/25/99

**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or  4942(j)(5)

**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

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
298.	643.	1,221.	2,049.	4,211.

**b** 85% of line 2a

253.	547.	1,038.	1,742.	3,579.
------	------	--------	--------	--------

**c** Qualifying distributions from Part XII, line 4 for each year listed

344474196.	249244433.	209252329.	172390167.	975361125.
------------	------------	------------	------------	------------

**d** Amounts included in line 2c not used directly for active conduct of exempt activities

0.	0.	0.	0.	0.
----	----	----	----	----

**e** Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

344474196.	249244433.	209252329.	172390167.	975361125.
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**3** Complete 3a, b, or c for the alternative test relied upon:

**a** "Assets" alternative test - enter:

(1) Value of all assets

0.

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

0.

**b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

89,795.	204,817.	210,615.	1,366.	506,593.
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**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)

0.

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

0.

(3) Largest amount of support from an exempt organization

0.

(4) Gross investment income

0.

**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 7**

**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)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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)				
<b>a Paid during the year</b>				
<b>NONE</b>				
<b>Total</b>			<b>▶ 3a</b>	<b>0.</b>
<b>b Approved for future payment</b>				
<b>NONE</b>				
<b>Total</b>			<b>▶ 3b</b>	<b>0.</b>



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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 2 columns: Yes, No. Rows 1a(1) through 1c. All 'No' boxes are checked (X).

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains '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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains '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. Signature of officer or trustee: Ken Hellie, Date: 10/27/2014, Title: TREASURER.

May the IRS discuss this return with the preparer shown below (see instr.)? [X] Yes [ ] No

Paid Preparer Use Only Print/Type preparer's name: KEN K. HELLIE, Preparer's signature: Ken Hellie CPA, Date: 10/13/14, Check [ ] if self-employed, PTIN: P00290933, Firm's name: LIPPE, HELLIE, HOFFER & ALLISON LLP, Firm's EIN: 95-4468204, Firm's address: 5950 CANOGA AVENUE, SUITE 200 WOODLAND HILLS, CA 91367, Phone no.: (818) 449-5700

**Schedule B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

**2013**

Name of the organization

**ENCOURAGE FOUNDATION**

Employer identification number

**52-2143480**

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

**Special Rules**

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization <b>ENCOURAGE FOUNDATION</b>	Employer identification number <b>52-2143480</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<u>AMGEN USA, INC</u>  <u>ONE AMGEN CENTER DRIVE</u>  <u>THOUSAND OAKS, CA 91320</u>	\$ <u>172,468,087.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	<u>PFIZER</u>  <u>235 EAST 42ND STREET</u>  <u>NEW YORK, NY 10017</u>	\$ <u>105,706,247.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
3	<u>AMGEN USA, INC</u>  <u>ONE AMGEN CENTER DRIVE</u>  <u>THOUSAND OAKS, CA 91320</u>	\$ <u>2,402,400.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	<u>PFIZER</u>  <u>235 EAST 42ND STREET</u>  <u>NEW YORK, NY 10017</u>	\$ <u>327,600.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
---	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
---	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization <b>ENCOURAGE FOUNDATION</b>	Employer identification number <b>52-2143480</b>
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**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	<u>ENBREL</u> _____ _____ _____	\$ <u>172,468,087.</u>	<u>VARIOUS</u>
2	<u>ENBREL</u> _____ _____ _____	\$ <u>105,706,247.</u>	<u>VARIOUS</u>
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____

Name of organization <b>ENCOURAGE FOUNDATION</b>	Employer identification number <b>52-2143480</b>
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**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

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
CITIBANK	298.	298.	298.
TOTAL TO PART I, LINE 3	298.	298.	298.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING SERVICES	89,103.	0.	0.	85,269.
TO FORM 990-PF, PG 1, LN 16B	89,103.	0.	0.	85,269.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	6.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	6.	0.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OUTSIDE SERVICES	173,935.	0.	0.	101,638.
INSURANCE	65,972.	0.	0.	82,401.
SHIPPING AND PACKAGING COSTS	2,287,527.	0.	0.	2,271,044.
LOST INVENTORY	726,786.	0.	0.	0.
COST OF PRESCRIPTION DRUG	339320629.	0.	0.	339320629.
DEVELOPMENT COSTS	46,777.	0.	0.	46,777.
OFFICE EXPENSE	388.	0.	0.	388.

ENCOURAGE FOUNDATION

52-2143480

REGULATORY FEES	130.	0.	0.	130.
PRODUCT DISTRIBUTION	1,469,939.	0.	0.	1,428,956.
PATIENT ENROLLMENT SERVICES	1,184,696.	0.	0.	1,136,964.
TO FORM 990-PF, PG 1, LN 23	345276779.	0.	0.	344388927.

FOOTNOTES

STATEMENT 5

PART VII-B QUESTION 1(A)(3)

AMGEN INC. DONATED SERVICES IN THE AMOUNT OF \$220,357 AND DONATED FACILITIES AND UTILITIES IN THE AMOUNT OF \$19,486 TO ENCOURAGE FOUNDATION DURING 2013 AT NO CHARGE. THIS IS AN EXCEPTED ACT OF SELF-DEALING UNDER IRC SEC. 4941(D)(2)(C).

FORM 990-PF . PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 6  
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SARAH RYU 601 13TH STREET N.W., 12TH FL WASHINGTON, DC 20005	PRESIDENT/DIRECTOR 8.00	0.	0.	0.
JAMES LOPER, JR. ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320	VP/DIRECTOR 1.00	0.	0.	0.
CARLOS GONZALEZ ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320	TREASURER/DIRECTOR 2.00	0.	0.	0.
RICHARD BENSON ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320	SECRETARY 2.00	0.	0.	0.
ANDREA ROBINSON ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320	ASSISTANT SECRETARY 2.00	0.	0.	0.
ALICIA ANDREA ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320	DIRECTOR 1.00	0.	0.	0.
DAVID COLLIER ONE AMGEN CENTER DRIVE THOUSAND OAKS, CA 91320	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

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FORM 990-PF . GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 7  
PART XV, LINES 2A THROUGH 2D

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NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ENCOURAGE FOUNDATION  
601 13TH STREET N.W., 12TH FLOOR  
WASHINGTON, DC 20005

TELEPHONE NUMBER

800-282-7752

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS CAN BE DOWNLOADED ON OUR WEBSITE [WWW.ENCOURAGEFOUNDATION.COM](http://WWW.ENCOURAGEFOUNDATION.COM).  
FAX COPIES OF APPLICATIONS ARE ACCEPTED. THE FAX NUMBER IS 1-888-508-8083.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

IN GENERAL, APPLICANTS MUST: 1) BE A RESIDENT OF THE UNITED STATES. 2) DEMONSTRATE FINANCIAL NEED, WHICH IS BASED ON THE PATIENT'S ANNUAL HOUSEHOLD INCOME AS A MULTIPLE OF THE FEDERAL POVERTY LEVEL (FPL) AND FAMILY SIZE. THE MULTIPLE VARIES BY PRODUCT. 3) PROOF OF INCOME IS REQUIRED THROUGH CERTAIN DOCUMENTATION PROCESS. 4) IN ADDITION TO SATISFYING THE GENERAL ELIGIBILITY CRITERIA, AN APPLICANT MUST MEET ADDITIONAL CRITERIA WHICH ARE BASED ON INSURANCE COVERAGE STATUS.

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**ENCOURAGE FOUNDATION**  
**(A District of Columbia Nonprofit Corporation)**  
**Effective October 21, 2013**

## ARTICLE I

### Organization

Section 1 Name. The name of this Corporation is ENcourage Foundation (hereinafter called the "**Corporation**"). originally incorporated under the name Rheumatoid Arthritis Assistance Foundation under the District of Columbia Nonprofit Corporation Act (the "**Law**") on October 23, 1998.

Section 2. Principal Office. The principal office of the Corporation shall be located at One Amgen Center Drive, Thousand Oaks, California 91320-1799.

Section 3. Members The Corporation shall have no "members" as that term is defined in District of Columbia Nonprofit Corporations Code ("**D.C. Code**") Section 29-401.02(24).

## ARTICLE II

### Board of Directors

Section 1 Powers. Subject to the limitations of the Articles of Incorporation and other provisions of these Bylaws, and the laws of the District of Columbia, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors (the "**Board**").

Section 2. Number, Designation and Term of Office of Directors. The authorized number of Directors shall be neither less than three (3) nor more than seven (7) until changed by amendment of the Articles of Incorporation or these Bylaws. The exact number of directors shall be fixed, within the limits specified, by resolution duly adopted by the Board.

Directors shall be designated by the officer of Amgen Inc. (at the Vice President level or above) with direct supervision over Amgen Inc.'s philanthropy activities, including management of the Corporation (the "**Amgen Officer**") to take office upon designation. Such designation shall be in writing and shall be filed with the minutes of the Corporation. Each Director shall serve at the pleasure of the Amgen Officer and shall hold office until a successor has been designated and qualified. Upon removal, for any reason, of a Director designated under this Article II, Section 2, a successor shall be designated by the Amgen Officer. Any Director so designated may only be removed by the Board with the written consent of the designating person or persons. Upon the dissolution of Amgen Inc., the power of designation provided in this Article II, Section 2 shall expire and all Directors shall be elected (each for a two-year term) by the affirmative vote of a *majority* of the Directors then in office at the annual meeting of the Board. Directors need not be residents of the District of Columbia

Section 3. Vacancies.

(a) Any vacancy occurring on the Board shall be filled in the manner prescribed in Article II, Section 2 hereof, provided that any vacancy to be filled by election of the Directors may be filled by the affirmative vote of a majority of the Directors then in office, although less than a quorum, or by a sole remaining Director, and each Director so elected shall hold office until his/her successor is elected and qualified or his/her earlier resignation or removal.

(b) A vacancy or vacancies on the Board shall be deemed to exist (i) in case of the death, resignation, or removal of any director, or (ii) if the authorized number of directors is increased. The Board may remove a director who has been (i) declared of unsound mind by a final order of any court, (ii) convicted of a felony or (iii) found by a final order of court to have breached a duty as a director under any of the provisions of D.C. Code Sections 29-406.30 through 29-406.33.

(c) Any Director may resign effective upon delivering written notice to the Chairperson, the President, or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation. If a Director resigns by giving notice specifying that such resignation shall be effective at a future time, a successor may be elected before such time to take office when the resignation becomes effective.

(d) No reduction in the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

### ARTICLE III

#### Meetings of the Board

Section 1. Place of Meeting. All meetings of the Board shall be held at the principal business office of the Corporation or at such other place as may be designated from time to time by resolution of the Board or in the notice of said meeting.

Section 2. Annual Meeting. The annual meeting of the Board shall be held on any date and time and at such place which may from time to time be designated by resolution of the Board in advance of such meeting. Such meeting shall be held for the purpose of electing officers (and Directors, if applicable) and transacting such other business as may lawfully come before it. Notice of annual meetings of the Board need not be given if the place and time for such meeting have been fixed in advanced by resolution of the Board.

Section 3. Regular Meetings. Regular meetings of the Board may be held without call or notice so long as the time and place for such meetings are fixed by resolution of the Board in advance of such meetings.

Section 4. Special Meetings. Special meetings of the Board may be called by the Chairperson, President or Secretary upon two (2) calendar days notice if delivered to each Director personally, by telephone or by electronic communication or upon four (4) calendar days notice if delivered to each Director by another method of communication, which must be in the manner prescribed in Section 5 of this Article III. A special meeting shall be called by the Secretary on like notice upon the written request of at least two-fifths (2/5) of the number of Directors then in office. Such meeting shall be held on such date and at such time and place as shall be designated in the notice of the meeting by the person or persons calling the meeting.

Section 5. Notice; Waiver of Notice. Whenever any notice of a meeting of the Board is required to be given under provisions of the Articles of Incorporation or these Bylaws, (a) such notice shall be given either personally, by telephone, by electronic communication, by mail or by telegram, addressed to the Director at his or her address as it appears on the records of the Corporation and, unless otherwise provided in these Bylaws, at least four (4) days before the date designated for such meeting, or (b) a waiver thereof in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, shall be equivalent to the giving of such notice. Notice shall be deemed given at the time when the same is personally delivered, or deposited in the United States mail, with postage thereon prepaid. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting. A Director's attendance at or participation in a meeting shall waive any required notice to the Director of the meeting, unless the Director at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or transacting at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 6. Quorum and Vote at Meetings. At any meeting of the Board, a majority of the Directors in office, but not fewer than two (2) Directors, shall be necessary and sufficient to constitute a quorum for the transaction of all business. A majority of the votes cast at a meeting of the Board, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless the concurrence of a greater proportion is required for such action by statute, the Articles of Incorporation, or these Bylaws. If, at any meeting of the Board, there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall be present. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 7. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth such action to be taken, is signed by all of the Directors, and is delivered to the Corporation. Such action taken shall be the act of the Board when such signed consent is delivered to the Corporation. The consent may specify the time at which the action taken in the consent is to be effective. Such signed consent has the effect of an action taken at a meeting of the Board and may be described as such in any document.

Section 8. Telephone Meetings. Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of conference

telephone or by any means of communications by means of which all persons participating in the meeting can simultaneously hear each other during the meeting. Participation in a meeting pursuant to this Article III, Section 8 shall constitute presence in person at such meeting.

Section 9. Resignation and Removal of Directors. Any Director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time be specified, at the time of its delivery to the Chairperson, the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective. Directors may be removed with or without cause, at any meeting of the Board duly called and at which a quorum is present, by a majority of the votes cast at such meeting.

Section 10. Compensation and Reimbursement. Directors shall not receive any compensation for their services as Directors; provided, however, that Directors may be reimbursed for any reasonable expenses actually incurred in connection with the performance of their duties as Directors. Nothing contained in this Article III, Section 10 shall be construed to preclude any Director from serving the Corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefor.

## ARTICLE IV

### Committees of the Board and Advisory Commissions

Section 1. Committees of the Board. The Board may, by resolution, create one (1) or more Committees of the Board that consist of one (1) or more Directors. Members of all Committees of the Board shall be appointed by a majority of the Directors then in office and shall serve at the pleasure of the Board. Only Directors may be appointed to a Committee of the Board. The Board may designate one (1) or more Directors as alternate members of any such committee, who may replace any absent member at any meeting of the committee. The Board shall designate the chairperson of any Committee of the Board.

Section 2. Meetings. All meetings and other actions of any Committee of the Board shall be governed by the provisions of Article III hereof applicable to meetings and actions of the Board. Each such committee shall meet as often as necessary to perform its duties and at such times and places as directed by its chairperson or by the Board. Each such committee shall keep regular minutes of its proceedings and shall report the same to the Board from time to time, as the Board may require.

Section 3. Term of Office. Each member of a Committee of the Board shall serve until such committee is dissolved, his/her successor is appointed, or he/she is removed, resigns, or otherwise ceases to qualify as a member of such committee.

Section 4. Vacancies. Vacancies on any Committee of the Board may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointments.

Section 5. Limitation on Delegation. Committees of the Board may exercise the powers and authority of the Board except that no such committee, including any executive committee, shall have the authority of the Board with respect to:

(a) The approval of any action which these Bylaws requires approval of a majority of Directors;

(b) The authorization of distributions as provided in D.C. Code Section 29-406 25(e).

(c) The filling of vacancies on the Board or on any committee;

(d) The fixing of compensation of the Directors for serving on the Board or on any committee;

(e) The amendment or repeal of Bylaws or the adoption of new Bylaws;

(f) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

(g) The appointment of committees of the Board or the members thereof;

(h) The approval of any "conflicting interest transaction" as described in D.C. Code Section 29-406.70 or "business opportunity" as described in D.C. Code Section 29-406.80; or

(i) The approval of any other action for which the Law or these Bylaws requires approval of the Board.

Section 6. Advisory Commissions. The Chairperson of the Board, the Board, the executive committee (if any) or the President may from time to time appoint such advisory commissions as deemed appropriate, consisting of Directors or persons who are not Directors, but such advisory commissions shall not be deemed Committees of the Board and shall not exercise any powers of the Board. Notice of, and procedures for, meetings of advisory commissions shall be as prescribed by the chair of each such advisory commission, and meetings of advisory commissions may be called by the Chairperson of the Board, the Board, the executive committee (if any), the President or the chairperson of the advisory commission.

## ARTICLE V

### Officers

Section 1. Officers The officers of the Corporation shall be a Chairperson of the Board, a President, a Secretary, a Treasurer and such other officers with such titles and duties as the Board may determine from time to time. Two (2) or more offices may be held by the same

person, except that the Treasurer may not serve concurrently as the President. None of the officers other than the Chairperson need be a Director of the Corporation.

Section 2. Election and Term of Office. Each officer of the Corporation shall be elected annually by the Board and shall serve for a term of one (1) year, and thereafter until his/her successor shall have been chosen and qualified or until his/her death, resignation, or removal. There shall be no term limits for officers. Election or appointment of an officer shall not itself create any contractual rights.

Section 3 Removal and Resignation. Any officer may be removed, either with or without cause, by the Board. The removal of any officer shall be without prejudice to any rights of an officer under any contract of employment. Any officer may resign at any time by giving written notice to the Chairperson, the President or the Secretary of the Corporation, without prejudice, however, to the rights, if any, of the Corporation under any contract to which such officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Should a vacancy occur, the President shall be authorized to appoint a successor to fill the unexpired term of said officer.

Section 4. Chairperson of the Board. The Chairperson of the Board shall preside at all meetings of the Board and shall perform such other duties and have such other powers as may be vested in the Chairperson by the Board.

Section 5 President. The President shall exercise and perform such powers and duties as may be assigned from time to time by the Board or prescribed by these Bylaws. The President, subject to the control of the Board, shall have general supervision, direction and control of the business and affairs of the Corporation and shall have the general powers and duties of management usually vested in the office of the president of a corporation. The President shall have the necessary authority and responsibility to operate the Corporation and all of its activities and departments, subject only to such policies as may be issued by the Board or any of its committees to which it has delegated powers for such action. The President shall act as a duly authorized representative of the Board in all matters in which the Board has not formally designated some other person to act. The President shall have discretion to prescribe the duties of other officers and employees of the Corporation in a manner not inconsistent with the provisions of these Bylaws and the directions of the Board.

Section 6. Secretary. The Secretary shall keep, or cause to be kept, minutes of all meetings of the Directors, whether annual, regular or special, with the time and place of the meeting, the notice given, the names of those present at the meeting, the proceedings, and, if a special meeting, how it was authorized. The Secretary shall give, or cause to be given, notice of all meetings of the Board required by these Bylaws or by Law. The Secretary shall maintain and authenticate, or cause to be maintained and authenticated, the records of the Corporation required to be kept under D.C. Code Section 29-413.01 (a) and (e), as described in Article VI, Sections 1-4, respectively, of these Bylaws. The Secretary shall exercise such powers and perform such duties as are usually vested in the office of secretary of a corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board, the President or these Bylaws.

Section 7. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall submit a statement of accounts as the Board may require from time to time. The Treasurer shall cause to be deposited or shall cause to be disbursed in accordance with procedures approved by the Board all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer shall disburse funds of the Corporation as may be ordered by the Board, shall render to the President and/or the Board, whenever they request, an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall exercise such powers and perform such duties as are usually vested in the office of treasurer of a corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board, the President or these Bylaws.

## ARTICLE VI

### Books and Records

Section 1 Maintenance of Corporate Records. The Corporation shall keep as permanent records minutes of all meetings of its Board, a record of all actions taken without a meeting by the Board, and a record of all actions taken by any Committee of the Board

Section 2. Accounting Records. The Corporation shall maintain appropriate accounting records.

Section 3. Form. The Corporation shall maintain its records in written form or in any other form of a record.

Section 4. Corporate Records at Principal Office. The Corporation shall keep a copy of the following records at its principal office:

- (a) The Articles of Incorporation, or any restated Articles of Incorporation, and all amendments to them currently in effect,
- (b) These Bylaws, or any restated Bylaws, and all amendments to them currently in effect;
- (c) The minutes and records described in Section 1 of this Article VI for the past three (3) years;
- (d) A list of the names and business addresses of its current Directors and officers; and
- (e) The most recent biennial report delivered to the D.C. Mayor pursuant to D.C. Code Section 29-102.11

Section 5. Inspection of Corporate Records. The accounting books and records of this Corporation and the minutes of proceedings of this Corporation's Board, Committees of the Board and advisory commissions shall be open to inspection upon the written request by any Director at any reasonable time and for any reasonable purpose.

## ARTICLE VII

### Indemnification

The Corporation shall, to the fullest extent permitted by the Law and Section 4941 of the Internal Revenue Code (the "Code"), indemnify each of its Directors and officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was a Director or an officer of the Corporation and shall advance to such Director or officer expenses incurred in defending any such proceeding. For purposes of this Article VII, a "Director" or an "officer" of the Corporation includes any individual who is or was a director or an officer, respectively, of the Corporation or who, while a Director or an officer of the Corporation, is or was serving at the Corporation's request as a director, an officer, a partner, a trustee, an employee or an agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan or other entity. The Board may in its discretion provide by resolution for such indemnification of, or advance of expenses to, other agents of the Corporation, and likewise may refuse to provide for such indemnification or advance of expenses to other agents of the Corporation except to the extent such indemnification is mandatory under the Law.

## ARTICLE VIII

### General Provisions

Section 1. Voting of Shares and Other Interests The Corporation may vote any and all shares held by it in any other corporation, partnership interests held by it in any partnership and membership interests held by it in any limited liability company by such officer, agent or proxy as the Board may appoint, or, in the absence of any such appointment, by the President, the Secretary or the Treasurer and, in such case, such officers or any of them similarly may appoint a proxy to vote said shares.

Section 2 Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, and any and all securities owned or held by the Corporation requiring signature for transfer, shall be signed or endorsed by such person(s) and in such manner as, from time to time, shall be determined by the Board.

Section 3 Endorsement of Documents; Contracts. Any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing, and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, when signed by the President, the Secretary or the Treasurer, shall be valid and binding on the

Corporation in the absence of actual knowledge on the part of the other person that the signing officer(s) had no authority to execute the same. Any such instrument may be signed by any other officers, agents or employees of the Corporation and in such manner as shall from time to time be determined by the Board and, unless so authorized by the Board no officer, agent or employee of the Corporation shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 4. Fiscal Year The fiscal or business year of the Corporation shall be the calendar year unless changed by the Board.

Section 5. Construction and Definitions Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the general provisions of the Law shall govern the construction of these Bylaws.

## ARTICLE IX

### Amendments of Bylaws

Section 1. Amendment.

(a) Subject to Section 1(b) of this Article IX below, new Bylaws may be adopted, or these Bylaws may be amended, modified, repealed, or altered, in whole or in part, by a majority of the Directors then in office.

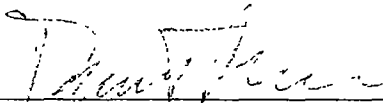
(b) Neither Article II, Section 2 nor this Article IX may be amended to change the right of the Amgen Officer to designate a Director or Directors without the Amgen Officer's written consent.

Section 2. Record of Amendments Any amendment or alteration in these Bylaws shall be forthwith filed with the original Bylaws of the Corporation

CERTIFICATION

I hereby certify that I am the secretary of ENcourage Foundation and that the foregoing bylaws are the bylaws as adopted by the Board of Directors of ENcourage Foundation as of October 21, 2013, and that these bylaws have not been amended or modified since that date

Dated: October 21, 2013

  
\_\_\_\_\_  
Richard Benson, Secretary

• 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 File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	<b>ENCOURAGE FOUNDATION</b>	<b>52-2143480</b>
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	<b>ONE AMGEN CENTER DR #MS 28-1-B</b>	
	City, town or post office, state, and ZIP code For a foreign address, see instructions.	
	<b>THOUSAND OAKS, CA 91320</b>	

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

**04**

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.**

**CARLOS GONZALEZ**

• The books are in the care of **ONE AMGEN CENTER DRIVE - THOUSAND OAKS, CA 91320**

Telephone No. **805-447-1000**

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

**ALL THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE**

<b>8a</b> 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.	<b>8a</b>	\$	<b>0.</b>
<b>b</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	<b>8b</b>	\$	<b>204.</b>
<b>c</b> <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$	<b>0.</b>

**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