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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation MILLER & CHEVALIER CHARITABLE FOUNDATION		A Employer identification number 52-6035549	
% C FREDERICK OLIPHANT III			
Number and street (or P O box number if mail is not delivered to street address) 655 FIFTEENTH STREET NW Suite		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code WASHINGTON, DC 20005		B Telephone number (see instructions) (202) 626-5834	
G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		C If exemption application is pending, check here <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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 2,229,798		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	41,004	41,004		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	57,217			
	b Gross sales price for all assets on line 6a 158,395				
	7 Capital gain net income (from Part IV , line 2) . . .		57,217		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	98,221	98,221		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	4,227	2,114	0	2,113
	b Accounting fees (attach schedule)	4,000	2,000	0	2,000
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,301	401		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	65	33		32
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	9,593	4,548	0	4,145
	25 Contributions, gifts, grants paid	130,000			130,000
	26 Total expenses and disbursements. Add lines 24 and 25	139,593	4,548	0	134,145
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-41,372			
	b Net investment income (if negative, enter -0-)		93,673		
	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	51,603	5,911	5,911
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,662,167	1,666,487	2,223,887
	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)			
	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)	1,713,770	1,672,398	2,229,798	
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	1,713,770	1,672,398	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,713,770	1,672,398	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,713,770	1,672,398	

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	1,713,770
2	Enter amount from Part I, line 27a	2	-41,372
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	1,672,398
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	1,672,398

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	412 088 SH T ROWE PRICE PER STR FUND	P		2013-05-13
b	53 562 SH T ROWE PRICE PER STR FUND	P		2013-10-21
c	1392 614 SH DODGE & COX FUNDS	P		2013-12-02
d	CAPITAL GAIN DIVIDENDS	P		
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 7,500		6,205	1,295
b 1,000		808	192
c 135,000		94,165	40,835
d			14,895
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			1,295
b			192
c			40,835
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	57,217
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	101,517	1,882,991	0 053913
2011	82,000	1,831,952	0 044761
2010	91,700	1,722,687	0 053231
2009	81,553	1,516,381	0 053781
2008	100,643	1,860,536	0 054094

2 Total of line 1, column (d).	2	0 25978
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 051956
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,109,847
5 Multiply line 4 by line 3.	5	109,619
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	937
7 Add lines 5 and 6.	7	110,556
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	134,145

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	937
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	937
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	937
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	987
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	987
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	50
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 50 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? <input checked="" type="checkbox"/>		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	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"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0			
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> <input checked="" type="checkbox"/>	3	Yes	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
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> <input checked="" type="checkbox"/>	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"/> DC			
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				
14	The books are in care of C FREDERICK OLIPHANT III Telephone no (202) 626-5834 Located at 655 FIFTEENTH ST NW WASHINGTON DC ZIP+4 20005			
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		
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.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
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? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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))?

Yes

No

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

Yes

No

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

Yes

No

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

Yes

No

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

Yes

No

b

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

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?

Yes

No

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

6a

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

Yes

No

b

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

6b

No

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

7a

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

Yes

No

b

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

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 (see instructions).

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

2

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

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

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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
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
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	2,125,384
b	Average of monthly cash balances.	1b	16,593
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,141,977
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	2,141,977
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	32,130
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,109,847
6	Minimum investment return. Enter 5% of line 5.	6	105,492

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	105,492
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	937
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	937
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	104,555
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	104,555
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	104,555

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	134,145
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	134,145
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	937
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	133,208
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				104,555
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 2011 , 2010 , 2009		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	1,238			
b From 2009.	6,478			
c From 2010.	6,440			
d From 2011.				
e From 2012.	8,993			
f Total of lines 3a through e.	23,149			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 134,145				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				104,555
e Remaining amount distributed out of corpus	29,590			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	52,739			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	1,238			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	51,501			
10 Analysis of line 9				
a Excess from 2009. . . .	6,478			
b Excess from 2010. . . .	6,440			
c Excess from 2011. . . .				
d Excess from 2012. . . .	8,993			
e Excess from 2013. . . .	29,590			

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 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.	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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

C FREDERICK OLIPHANT III
655 FIFTEENTH STREET NW
WASHINGTON, DC 20005
(202) 626-5834

b

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

NO PRESCRIBED FORM, ONLY REQUIRE THE PURPOSE FOR WHICH FUNDS ARE REQUESTED AND A TAX EXEMPTION LETTER FOR NEW ORGANIZATIONS

c

Any submission deadlines

OCTOBER 1

d

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

THE FOCUS IN RECENT YEARS HAS BEEN ON RECOGNIZED PUBLIC CHARITIES MEETING HEALTH, WELFARE AND EDUCATION NEEDS IN THE WASHINGTON, D C METROPOLITAN AREA

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 Additional Data Table				
Total			3a	130,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated


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

Form **990-PF** (2013)


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
DENNIS P BEDELL	DIRECTOR 1 0	0		
655 FIFTEENTH STREET NW WASHINGTON,DC 20005				
C FREDERICK OLIPHANT III	PRESIDENT/DIRECTOR 1 0	0		
655 FIFTEENTH STREET NW WASHINGTON,DC 20005				
FREDERICK H ROBINSON	DIRECTOR 1 0	0		
655 FIFTEENTH STREET NW WASHINGTON,DC 20005				
MARY LOU SOLLER	DIRECTOR 1 0	0		
655 FIFTEENTH STREET NW WASHINGTON,DC 20005				
MARIA JONES	SECRETARY/DIRECTOR 1 0	0		
655 FIFTEENTH STREET NW WASHINGTON,DC 20005				
ADAM P FEINBERG	VP/TREAS/DIRECTOR 1 0	0		
655 FIFTEENTH STREET NW WASHINGTON,DC 20005				
ANDREW T WISE	DIRECTOR 1 0	0		
655 FIFTEENTH STREET NW WASHINGTON,DC 20005				
KATHRYN C ATKINSON	DIRECTOR 1 0	0		
655 FIFTEENTH STREET NW WASHINGTON,DC 20005				


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HOUSE OF RUTH 5 THOMAS CIRCLE NW WASHINGTON,DC 200054153	NONE	PC	FOOD & HOUSING SERVICES	3,500
THE SALVATION ARMY 2626 PENNSYLVANIA AVENUE NW WASHINGTON,DC 20037	NONE	PC	FOOD & HOUSING	5,000
LEGAL AID SOCIETY OF DC 1331 H STREET SUITE 350 WASHINGTON,DC 20005	NONE	PC	LEGAL SERVICES	5,000
THURGOOD MARSHALL ACADEMY 2427 MARTIN LUTHER KING JR AVENUE WASHINGTON,DC 20020	NONE	PC	EDUCATIONAL SERVICES	5,000
WASHINGTON LAWYERS COMMITTEE FOR CIVIL RIGHTS 11 DUPONT CIRCLE NW SUITE 400 WASHINGTON,DC 20036	NONE	PC	LEGAL SERVICES	5,000
DC LAW STUDENTS IN COURT PROGRAM INC 616 H STREET NW SUITE 500 WASHINGTON,DC 20001	NONE	PC	LEGAL SERVICES	5,000
LA CLINICA DEL PUEBLO 2831 15TH STREET NW WASHINGTON,DC 200094607	NONE	PC	MEDICAL SERVICES	4,500
WASHINGTON JESUIT ACADEMY 900 VARNUM STREET NE WASHINGTON,DC 20017	NONE	PC	EDUCATIONAL SERVICES	5,000
CAPITAL CARING 2900 TELESTAR COURT FALLS CHURCH,VA 22042	NONE	PC	MEDICAL SERVICES	5,000
NEW FUTURES 805 15TH STREET NW SUITE 100 WASHINGTON,DC 20005	NONE	PC	STUDENT FINANCIAL AID	3,000
JUBILEE JOBS INC 2712 ONTARIO ROAD NW WASHINGTON,DC 20009	NONE	PC	EMPLOYMENT SERVICES	3,000
WASHINGTON MIDDLE SCHOOL FOR GIRLS 1901 MISSISSIPPI AVENUE SE WASHINGTON,DC 20020	NONE	PC	EDUCATIONAL SERVICES	5,000
WASHINGTON LEGAL CLINIC FOR THE HOMELESS INC TRUE REFORMER BUILDING 1200 U STREET NW 3RD FLOOR WASHINGTON,DC 20009	NONE	PC	LEGAL SERVICES	2,500
THRIVE DC 1525 NEWTON STREET NW SUITE G1 WASHINGTON,DC 20010	NONE	PC	FOOD AND HOUSING SERVICES	3,500
THE DOWNTOWN CLUSTER OF CONGREGATIONS 1313 NEW YORK AVENUE NW WASHINGTON,DC 20005	NONE	PC	GERIATRIC DAY CARE	5,000
Total  3a				130,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FOR THE LOVE OF CHILDREN 1763 COLUMBIA ROAD NW WASHINGTON,DC 20009	NONE	PC	YOUTH DEVELOPMENT PROGRAMS	3,000
SPARK THE WAVE PO BOX 40038 WASHINGTON,DC 20016	NONE	PC	YOUTH DEVELOPMENT & VOLUNTARISM	1,500
BREAD FOR THE CITY 1525 7TH STREET NW WASINGTON,DC 20001	NONE	PC	COMMUNITY HEALTH SERVICES	5,000
PARKINSON'S ACTION NETWORK 1025 VERMONT AVENUE SUITE 1120 WASHINGTON,DC 20005	NONE	PC	RESEARCH & PUBLIC POLICY ANALYSIS	1,500
THE MID-ATLANTIC INNOCENCE PROJECT 2000 H STREET NW WASHINGTON,DC 20052	NONE	PC	SERVICES FOR PRISONERS/FAMILIES	5,000
CATHOLIC CHARITIES IMMIGRATION LEGAL SERVICES 924 G STREET NW WASHINGTON,DC 20001	NONE	PC	FAMILY & HOMELESS SERVICES	2,500
FOCUS-FRIENDS OF CHOICE IN URBAN SCHOOLS 1436 U STREET NW 204 WASHINGTON,DC 20009	NONE	PC	EDUCATIONAL SERVICES	1,000
ST MARY'S COURT HOUSING DEVELOPMENT CORPORATION 725 24TH STREET NW WASHINGTON,DC 20037	NONE	PC	FOOD AND HOUSING SERVICES	2,500
AYUDA 6925B WILLOW STREET NW WASHINGTON,DC 20012	NONE	PC	LEGAL SERVICES	2,500
BUILDING BRIDGES ACROSS THE RIVER 1901 MISSISSIPPI AVE SE WASHINGTON,DC 20020	NONE	PC	EDUCATIONAL	3,000
BRIGHT BEGINNINGS INC 128 M STREET NW WASHINGTON,DC 20001	NONE	PC	EDUCATIONAL	3,500
DC RAPE CRISIS CENTER PO BOX 34125 WASHINGTON,DC 20043	NONE	PC	MEDICAL/COUNSELING	3,000
ST ANN'S CENTER FOR CHILDREN 4901 EASTERN AVENUE HYATTSVILLE,MD 20782	NONE	PC	HOUSING/CHILDCARE	5,000
YOUTH LEADERSHIP FOUNDATION 5034 WISCONSIN AVENUE NW WASHINGTON,DC 20016	NONE	PC	EDUCATIONAL SERVICES	3,000
CALVARY WOMEN'S SERVICES 1217 GOOD HOPE ROAD SE WASHINGTON,DC 20020	NONE	PC	HOUSING/COUNSELING	3,000
Total  3a				130,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
RACHAEL'S WOMEN'S CENTER 1222 11TH STREET NW WASHINGTON,DC 20001	NONE	PC	FAMILY SERVICES	2,500
CHI CENTERS INC 10501 NEW HAMPSHIRE AVENUE SILVER SPRING,MD 209031122	NONE	PC	GENERAL PURPOSE	3,000
KEEN GREATER DC LLC PO BOX 341590 BETHESDA,MD 20827	NONE	PC	GENERAL PURPOSES	3,000
FREE MINDS BOOK CLUB AND WRITING WORKSHOP 2201 P STREET NW WASHINGTON,DC 20037	NONE	PC	EDUCATIONAL SERVICES	4,000
MIRIAM'S KITCHEN 2401 VIRGINIA AVENUE NW WASHINGTON,DC 20037	NONE	PC	FOOD SERVICES	2,500
CATHOLIC CHARITIES ARCHDIOCESAN LEGAL NETWORK 924 G STREET NW WASHINGTON,DC 20001	NONE	PC	LEGAL SERVICES	2,500
WHITMAN-WALKER HEALTH 1701 14TH STREET NW WASHINGTON,DC 20009	NONE	PC	GENERAL PURPOSE	2,500
Total  3a				130,000

TY 2013 Accounting Fees Schedule

Name: MILLER & CHEVALIER CHARITABLE FOUNDATION

EIN: 52-6035549

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION	4,000	2,000		2,000

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: MILLER & CHEVALIER CHARITABLE FOUNDATION

EIN: 52-6035549

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
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**TY 2013 Investments Corporate
Stock Schedule****Name:** MILLER & CHEVALIER CHARITABLE FOUNDATION**EIN:** 52-6035549

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DODGE & COX FUND	971,607	1,409,588
T. ROWE PRICE PS FUND	379,102	457,872
HARBOR FUNDS	315,778	356,427

TY 2013 Investments - Land Schedule**Name:** MILLER & CHEVALIER CHARITABLE FOUNDATION**EIN:** 52-6035549

TY 2013 Land, Etc. Schedule**Name:** MILLER & CHEVALIER CHARITABLE FOUNDATION**EIN:** 52-6035549

TY 2013 Legal Fees Schedule

Name: MILLER & CHEVALIER CHARITABLE FOUNDATION

EIN: 52-6035549

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	4,227	2,114		2,113

TY 2013 Other Income Schedule

Name: MILLER & CHEVALIER CHARITABLE FOUNDATION

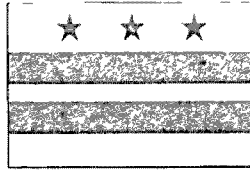
EIN: 52-6035549

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS INCOME			

TY 2013 Taxes Schedule**Name:** MILLER & CHEVALIER CHARITABLE FOUNDATION**EIN:** 52-6035549

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	401	401		
EXCISE TAX 2012	900			

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
CORPORATIONS DIVISION



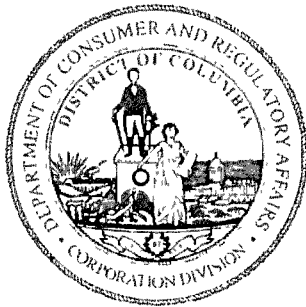
CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Organizations Code have been complied with and accordingly, this ***CERTIFICATE OF ELECTION*** is hereby issued to

MILLER & CHEVALIER CHARITABLE FOUNDATION, THE

Effective Date: 12/13/2013

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 12/13/2013 12:44 PM



Business and Professional Licensing Administration

Handwritten signature of Patricia E. Grays.

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Vincent C. Gray
Mayor

Tracking # 3ksbLFa

DCRA Corp. Div

DEC 13 2013

File Copy

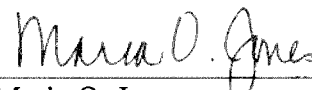


CERTIFIED RESOLUTION

I, Maria O. Jones, Secretary of The Miller & Chevalier Charitable Foundation, a corporation organized and existing under the laws of the District of Columbia (the "Corporation"), do hereby certify that the following is a true and correct copy of a resolution duly adopted at a meeting of the Board of Directors of the Corporation duly held and convened on November 26, 2013, at which meeting a duly constituted quorum of the Board of Directors was present and acting throughout, and that such resolution has not been modified, rescinded or revoked, and is at present in full force and effect:

RESOLVED: That pursuant to D.C. Official Code § 29-107.01(b)(2) (2011) (as amended), The Miller & Chevalier Charitable Foundation hereby elects to become subject to the District of Columbia Business Organization Code, D.C. Official Code § 29-101.01 et seq. (2011) (as amended).

IN WITNESS WHEREOF, the undersigned has affixed his/her signature this 11th of December, 2013. The Corporation has no corporate seal.



Maria O. Jones

RESTATED ARTICLES OF INCORPORATION
OF

THE MILLER & CHEVALIER CHARITABLE FOUNDATION

DCRA Corp. Div
DEC 13 2013
File Copy ADH

Department of Consumer and Regulatory Affairs
Washington, D.C.

The undersigned natural persons of the age of eighteen years or more, acting as incorporators, adopt the following Articles of Incorporation pursuant to the District of Columbia Nonprofit Corporation Act of 2010:

- FIRST: The name of the Corporation is The Miller & Chevalier Charitable Foundation
- SECOND: The period of duration is perpetual.
- THIRD: The Corporation shall have no members.
- FOURTH: The Corporation is organized and will be operated exclusively for charitable and educational purposes under §501(c)(3) of the Internal Revenue Code ("IRC"). To this end, the Corporation shall maintain a fund for making charitable gifts and contributions for the advancement of the physical, mental, intellectual and spiritual welfare and development of humanity, including gifts for the prevention and relief of disease and poverty, but not excluding gifts and contributions in other forms of charity.
- FIFTH: The manner in which directors shall be elected or appointed shall be provided in the bylaws.
- SIXTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the Corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of the Corporation shall be limited to reasonable amounts.
- SEVENTH: No part of the activities of this Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation to an extent that would disqualify it for tax exemption under IRC §501(c)(3), and this Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, or any bylaws adopted thereunder, this Corporation shall

not take any action not permitted by the laws which then apply to this Corporation. All references to sections in these Articles shall refer to sections of the Internal Revenue Code of 1986 or to similar sections of subsequent United States Revenue laws.

EIGHTH: Upon dissolution of the Corporation, its assets shall be disposed of exclusively for the purpose of the Corporation or distributed to such organizations organized and operated exclusively for charitable and educational purposes as shall, at the time, qualify as exempt organizations under IRC §501(c)(3).

NINTH: The registered agent is Mary Lou Soller, a member of the Corporation's Board of Directors, and the address, including street and number, of the registered office is 655 15th Street, N.W., Suite 900, Washington, D.C. 20005.

RESTATED
ARTICLES OF INCORPORATION
OF
THE MILLER & CHEVALIER CHARITABLE FOUNDATION

Department of Consumer and Regulatory Affairs
Washington, D.C.

Under the provisions of the Title 29 of D.C. Code (Business Organizations Act), the domestic filing entity listed below hereby applies for a Certificate of Restated Articles of Incorporation and for that purpose submits the statement below.

- FIRST: The name of the Corporation is The Miller & Chevalier Charitable Foundation.
- SECOND: The restated articles consolidate all amendments into a single record.
- THIRD: The text of the amended and restated Articles of Incorporation is attached hereto.
- FOURTH: The restated articles were approved by the Board of Directors on November 26, 2013, there being no members having voting rights in respect thereof.

THE MILLER & CHEVALIER CHARITABLE FOUNDATION

ATTEST: Maria O. Jones
Secretary

Date: Dec. 11, 2013

**BY-LAWS
OF
THE MILLER & CHEVALIER CHARITABLE FOUNDATION**

ARTICLE I - DIRECTORS

The management and all powers of the Foundation shall be vested in and exercised by its Board of Directors which shall consist of such number of persons, not fewer than three and not more than nine, as may be determined by the Board. Except as otherwise determined by unanimous consent of the Directors, the Directors shall be elected by the Directors at the annual meeting of the Directors for a term of one year or until their successors have been elected.

Directors may select one or more Directors Emeritus, who shall have no vote, but may attend meetings.

ARTICLE II - MEETINGS

Section 1. The annual meeting of the Directors shall be held on the Tuesday of each year immediately preceding Thanksgiving day at the office of Miller & Chevalier Chartered, or at such time and place as the Directors determine.

Section 2. Special meetings may be called by the President, and shall be called by the President upon the written or electronic request of more than one-third of the Directors. A special meeting may be held telephonically by conference call.

Section 3. At least ten days' notice in writing shall be given to each Director of the annual meeting of the Directors, and at least ten days' notice in writing shall be given of

any special meeting of the Directors. Notice of any meeting may be waived by a Director, and the Director's presence at, or participation in, the meeting shall constitute a waiver.

Section 4. A majority of the Directors shall constitute a quorum at all meetings of the Board of Directors.

Section 5. Any action required or permitted to be taken by the Board may be taken without a meeting if all of the members of the Board consent in writing to the specific action. A writing includes any form of information inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form. Written consents shall be included in the minutes or filed with the corporate records reflecting the actions taken. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies an earlier or later effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

ARTICLE III - POWERS

The Foundation shall have power to take and hold, by bequest, devise, gift or purchase, either absolutely or in trust, for any of its purposes authorized by its Certificate of Incorporation, any property, real or personal, without limitation as to amount or value, except such as may be imposed by law; to convey such property, to receive income thereon, to invest, reinvest, deal with and expend or disburse the same, whether principal or income, in such manner as the Board of Directors shall approve, for the promotion of the objects for which the Foundation is organized.

ARTICLE IV - OFFICERS

Section 1. The officers of the Foundation shall be the President, the Vice President, the Secretary and the Treasurer and such other officers as may be elected from time to time by the Board of Directors. The same person may be elected Secretary and Treasurer. In addition, the same person may be elected Vice President and Treasurer.

Section 2. At each annual meeting of the Board of Directors, or in default of election at such meeting, then at any subsequent special meeting called for that purpose, the Directors shall elect the officers for the following year. An officer duly elected shall hold office for one year, or until his or her successor is elected and accepts the office.

Section 3. The President shall preside at all meetings of the Directors at which he or she shall be present. He or she shall appoint all committees, and shall be ex-officio a member of all committees, unless otherwise provided in the establishment or appointment of any committee. He or she shall have power to sign in the name of and for the Foundation all deeds, bonds, contracts, agreements, formal instruments and other obligations. He or she shall keep the Directors advised and fully informed as to, and freely consult with them concerning, the business of the Foundation. He or she shall also have, exercise and perform all other powers and duties as may be assigned to him from time to time by the Board of Directors.

In the case of the absence, disability, or failure of the President to act, the Vice President shall exercise the powers and perform the duties of the President.

In the absence or disability of both the President and the Vice President, the President may by written instrument, with the consent of the Board, appoint one or more members of the Foundation to discharge such of his or her functions as he or she may assign to such member or members.

Section 4. Subject to such regulations as may from time to time be prescribed by the Board of Directors, the Treasurer shall have the custody of the funds and securities of the Foundation, including all bonds, deeds and other papers and documents relating to such property, and shall also have charge of the accounts and records. With the consent of the Board of Directors, he may employ a bank, trust company and/or professional manager to keep and/or manage the funds and other properties of the Foundation. Any money in his or her custody shall be separately kept in a bank account in the name of the Foundation, in such bank or banks as the Board of Directors may by resolution direct. All disbursements shall be made by check signed by two officers or Directors.

Section 5. The Secretary shall keep the minutes of all meetings of the Board of Directors and all actions taken without a meeting in books provided for the purpose. The minutes for the annual meeting shall include the names of the recipients of contributions from the Foundation for that calendar year and the amount of each contribution. The Secretary shall attend to the giving and serving of all notices of the Foundation, and shall have charge of such books and papers as the Board of Directors or the President may direct, all of which shall, at all reasonable times, be open to the examination of the officers or Directors of the Foundation: he or she shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors and the President. The Secretary shall preserve the reports of the Treasurer.

ARTICLE V - ADVISORS

The Board of Directors may consult with one or more advisors not connected with the Foundation, having special experience with charitable giving, and may pay reasonable compensation, if necessary, for such services.

ARTICLE VI - COMMITTEES

The Board of Directors by resolution shall provide for committees to evaluate requests for grants and make recommendations to the Directors regarding appropriate grant recipients. The Board of Directors by resolution may provide for other committees and may delegate to the committees the appropriate powers. Those committees which exercise the authority of the Board ("Board committees") shall consist only of Directors and include at least two (2) individuals. The creation and appointment of Directors to Board committees shall be approved by the affirmative vote of a majority of all Directors in office when the action is taken. Other committees which do not exercise the authority of the Board shall serve in an advisory capacity and unless otherwise provided in the resolution creating the committee, the appointment of Directors to serve on such other committees shall be made by the President.

ARTICLE VII - AMENDMENTS

The Board of Directors shall have power to alter or amend the By-Laws of The Miller & Chevalier Charitable Foundation, by a vote of two-thirds of all the Directors, at any annual or special meeting of the Board, provided that written notice has been sent to each Director at least ten days in advance of the date of the meeting, stating specifically the proposed

change or amendment; or, without any such notice, then by a unanimous vote of all the Directors

ARTICLE VIII - GRANTS

The Board shall generally consider requests for grants only at the annual meeting. Requests shall be screened by such committees as designated by the Board, which committees shall report in writing to the Board their recommendations of grant recipients. Grant recipients and amounts shall be decided by the vote of a majority of Directors present at the annual meeting.

The Foundation's officers are empowered to approve grants during the course of the year not exceeding in total an amount equal to 10% of the prior year's grants, whether such grants are referred to the Foundation or solicited directly, subject to the normal Foundation grant making guidelines and standards and a relatively high standard of urgency. Any grants made under this procedure are not charged against any particular committee.

A commitment to make a grant extending beyond the current year (i.e. a pledge) shall be made only in extraordinary circumstances and only upon the affirmative vote of two-thirds of all the Directors.

ARTICLE IX - LIQUIDATION

The Foundation can be dissolved at any time by a vote of two-thirds of all the Directors.

In the event the firm of Miller & Chevalier Chartered, ceases to exist, either because it has been dissolved or because it has lost its identity by being merged into another firm, the Foundation shall be dissolved.

Any funds or other property owned or held by the Foundation at dissolution shall be disbursed as determined by a majority of the Directors solely to corporations, trusts or funds organized and operated exclusively for charitable, educational, religious or scientific purposes, no part of the net earnings of which inures to the benefit of any member, private shareholder or individual.

I certify that the foregoing is a true copy of the Foundation's revised and restated By-Laws as amended by an amendment adopted at the Annual Meeting of the Board of Directors on November 26, 2013 by unanimous vote of the Directors.


Secretary