



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

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 The Arthur W Perdue Foundation Inc		A Employer identification number 52-6054332	
% c/o Foundation Source		B Telephone number (see instructions) (800) 839-1754	
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd Suite 123		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code Wilmington, DE 198091377		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 25,842,754		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	38,470	38,470		
	4 Dividends and interest from securities.	531,837	531,837		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	568,025			
	b Gross sales price for all assets on line 6a 5,146,345				
	7 Capital gain net income (from Part IV, line 2) . . .		568,025		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	19,549	19,337		
	12 Total. Add lines 1 through 11	1,157,881	1,157,669		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	33,163	29,763		3,400
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	19,126			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	77			77
	22 Printing and publications				
	23 Other expenses (attach schedule)	69,943			69,943
	24 Total operating and administrative expenses. Add lines 13 through 23	122,309	29,763		73,420
	25 Contributions, gifts, grants paid	1,044,839			1,044,839
	26 Total expenses and disbursements. Add lines 24 and 25	1,167,148	29,763		1,118,259
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-9,267			
	b Net investment income (if negative, enter -0-)		1,127,906		
	c Adjusted net income (if negative, enter -0-) . . .				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments			
	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)	19,202,399	21,447,786	25,842,754
	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)	2,254,654		
	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)	21,457,053	21,447,786	25,842,754	
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	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☒ 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	21,457,053	21,447,786	
	30	Total net assets or fund balances (see page 17 of the instructions)	21,457,053	21,447,786	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	21,457,053	21,447,786	

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	21,457,053
2	Enter amount from Part I, line 27a	2	-9,267
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	21,447,786
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	21,447,786

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	Publicly-traded Securities			
b	PERDUE INCORPORTED PROMISSORY NOTE	D	2009-05-19	
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 2,891,691		2,323,666	568,025
b 2,254,654		2,254,654	
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			568,025
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	568,025
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	871,428	23,373,258	0 037283
2011	2,848,592	23,996,463	0 118709
2010	2,736,642	22,832,676	0 119856
2009	2,549,711	19,892,597	0 128174
2008	493,530	11,004,679	0 044847

2 Total of line 1, column (d).	2	0 448869
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 089774
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	24,677,709
5 Multiply line 4 by line 3.	5	2,215,417
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	11,279
7 Add lines 5 and 6.	7	2,226,696
8 Enter qualifying distributions from Part XII, line 4.	8	1,118,259

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See
the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	22,558
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	22,558
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	22,558
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	18,970
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	18,970
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	1
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ☐	9	3,589
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . ☐	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐	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?		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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>	3	Yes	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		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>	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): ☐ MD _____			
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 <u>co Foundation Source</u> Telephone no <u>(800) 839-1754</u> Located at <u>501 Silverside Road Suite 123 Wilmington DE</u> ZIP +4 <u>198091377</u>			
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? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. 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?. ☐ Yes ☒ No If "Yes," list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
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 <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	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

No

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. ☒

Form 990-PF (2013)

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
Foundation Source 55 Walls Drive 3rd Floor Fairfield, CT 06824	Administrative	69,943
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
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	24,464,558
b	Average of monthly cash balances.	1b	8,303
c	Fair market value of all other assets (see instructions).	1c	580,651
d	Total (add lines 1a, b, and c).	1d	25,053,512
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	25,053,512
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	375,803
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	24,677,709
6	Minimum investment return. Enter 5% of line 5.	6	1,233,885

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	1,233,885
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	22,558
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	22,558
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,211,327
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,211,327
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	1,211,327

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,118,259
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	1,118,259
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,118,259
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				1,211,327
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.	286,575			
c From 2010.	1,624,780			
d From 2011.	1,673,231			
e From 2012.				
f Total of lines 3a through e.	3,584,586			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,118,259				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				1,118,259
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	93,068			93,068
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,491,518			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	3,491,518			
10 Analysis of line 9				
a Excess from 2009. . . .	193,507			
b Excess from 2010. . . .	1,624,780			
c Excess from 2011. . . .	1,673,231			
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIVPrivate 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 XVSupplementary 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))

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 of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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	1,044,839
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
Eileen F Burza  Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Dir / Sec / Treas 1 0	0		
Mark Garth  Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Dir / Sec / Treas 1 0	0		
James A Perdue  Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Pres / Dir / Grant Comm Mbr 1 0	0		
Mary H Perdue  Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Dir 1 0	0		
Sandra Spedden  Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Dir 1 0	0		
Whitney M Van Der Hyde  Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Dir 1 0	0		

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>				
ALLIANCE FOR THE CHESAPEAKE BAY INC 501 6TH ST ANNAPOLIS,MD 21403	N/A	PC	Charitable Event	10,000
ALLIANCE FOR THE CHESAPEAKE BAY INC 501 6TH ST ANNAPOLIS,MD 21403	N/A	PC	Charitable Event	10,000
AMERICAN CANCER SOCIETY INC PO BOX 22718 OKLAHOMA CITY,OK 73123	N/A	PC	Charitable Event	2,500
AMERICAN WATERCOLOR SOCIETY INC 47 5TH AVE NEWYORK,NY 10003	N/A	PC	General & Unrestricted	4,000
ANDREW UNITED METHODIST CHURCH 2430 GEORGIA HWY 127 KATHLEEN,GA 31047	N/A	PC	Boy Scout Troop 127	1,000
ATLANTIC GENERAL HOSPITAL 9733 HEALTHWAY DR BERLIN,MD 21811	N/A	PC	General & Unrestricted	1,000
ATLANTIC GENERAL HOSPITAL 9733 HEALTHWAY DR BERLIN,MD 21811	N/A	PC	Health Literacy Program	20,000
BEAVER DAM FOUNDATION INC PO BOX 408 BEAVER DAM,KY 42320	N/A	PC	Ohio County Artists Guild	5,000
BERTIE COUNTY CENTER ON AGING 103 W SCHOOL ST WINDSOR,NC 27983	N/A	PC	To Cover Rent for Nutrition Site in Lewiston/Woodville Area	1,800
BIG BROTHERS BIG SISTERS 225 N HIGH ST HARRISONBURG,VA 22802	N/A	PC	General & Unrestricted	10,000
BIG BROTHERS BIG SISTERS OF THE HEART OF GEORGIA 2720 RIVERSIDE DR MACON,GA 31204	N/A	PC	General & Unrestricted	5,000
BLACKWATER-CREEDS FOUNDATION PO BOX 7015 VIRGINIA BCH,VA 23457	N/A	PC	Food Baskets and Community Needs Program	4,000
BOY SCOUTS OF AMERICA 100 W 10TH ST WILMINGTON,DE 19801	N/A	PC	Delmarva Council of The Boy Scouts of America	500
BOYS & GIRLS CLUB OF FRANKLIN-SIMPSON COUNTY PO BOX 888 FRANKLIN,KY 42135	N/A	PC	General & Unrestricted	5,000
BOYS & GIRLS CLUBS OF SOUTHERN MAINE 277 CUMBERLAND AVE PORTLAND,ME 04101	N/A	PC	General & Unrestricted	2,500
Total  3a				1,044,839

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>				
CAL RIPKEN SR FOUNDATION INC 1427 CLARKVIEW RD STE 100 BALTIMORE,MD 21209	N/A	PC	Badges for Baseball Program	25,000
CENTRAL PENNSYLVANIA FOOD BANK 3908 COREY RD HARRISBURG,PA 17109	N/A	PC	Childhood Nutrition in Lancaster and Lebanon County	10,000
CHALLENGE ASPEN PO BOX 6639 SNOWMASS VLG,CO 81615	N/A	PC	General & Unrestricted	1,500
COASTAL HOSPICE INC PO BOX 1733 SALISBURY,MD 21802	N/A	PC	Compass Program	40,600
COMMUNITY FOUNDATION OF THE EASTERN SHORE INC 1324 BELMONT AVE STE 401 SALISBURY,MD 21804	N/A	PC	General & Unrestricted	1,000
COMMUNITY FOUNDATION OF THE EASTERN SHORE INC 1324 BELMONT AVE STE 401 SALISBURY,MD 21804	N/A	PC	Delmarva Zoological Society - Renew The Zoo Fund	75,000
COMMUNITY FOUNDATION OF THE EASTERN SHORE INC 1324 BELMONT AVE STE 401 SALISBURY,MD 21804	N/A	PC	Charitable Event	500
DELAWARE SPECIAL OLYMPICS INC 619 S COLLEGE AVE NEWARK,DE 19716	N/A	PC	Charitable Event	5,000
DELAWARE TECHNICAL & COMMUNITY COLLEGE EDU FDN 100 CAMPUS DR DOVER,DE 19903	N/A	SO II	Food Safety Associate Degree Program	50,000
DELMAR PUBLIC LIBRARY 101 N BI STATE BLVD DELMAR,DE 19940	N/A	PC	Current Capital Campaign	5,000
DISCOVERY PLACE INC 301 N TRYON ST CHARLOTTE,NC 28202	N/A	PC	Discovery Place KIDS - Rockingham Campaign & An Exhibit on Healthy Food Choices, Including An Element on Sustainable Agriculture	33,333
DOVE POINTE INC PO BOX 1610 SALISBURY,MD 21802	N/A	PC	To Purchase Adaptive Lift	2,000
EASTER SEALS DELAWARE & MARYLANDS EASTERN SHORE 61 CORPORATE CIR NEW CASTLE,DE 19720	N/A	PC	General & Unrestricted	5,000
FOOD BANK OF DELAWARE INC 14 GARFIELD WAY NEWARK,DE 19713	N/A	PC	Charitable Event	2,500
FOOD BANK OF DELAWARE INC 14 GARFIELD WAY NEWARK,DE 19713	N/A	PC	Milford Branch Capital Campaign	20,000
Total  3a				1,044,839

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				
FOOD BANK OF DELAWARE INC 14 GARFIELD WAY NEWARK,DE 19713	N/A	PC	Strike Out Hunger Program to Benefit the Milford Branch	5,000
FOODBANK OF SOUTHEASTERN VIRGINIA 800 TIDEWATER DR NORFOLK,VA 23504	N/A	PC	Strike Out Hunger Program on the Eastern Shore	5,000
FUTURE FARMERS OF AMERICA 2301 N CAMERON ST STE 205 HARRISBURG,PA 17110	N/A	PC	General & Unrestricted	5,000
HABITAT FOR HUMANITY INTERNATIONAL INC PO BOX 759 GEORGETOWN,DE 19947	N/A	PC	General & Unrestricted	1,700
HABITAT FOR HUMANITY INTERNATIONAL INC 908 W ISABELLA ST SALISBURY,MD 21801	N/A	PC	General & Unrestricted	6,700
HABITAT FOR HUMANITY INTERNATIONAL INC PO BOX 1327 BERLIN,MD 21811	N/A	PC	General & Unrestricted	1,600
HARVEST HOPE FOOD BANK 2220 SHOP RD COLUMBIA,SC 29201	N/A	PC	General & Unrestricted	5,000
HEALTHY LEARNERS 2475 E 22ND ST CLEVELAND,OH 44115	N/A	PC	Healthy Learners - Dillon, SC	7,500
HELP OUTREACH POINT OF ENTRY 129 BROAD ST SALISBURY,MD 21801	N/A	PC	Community Emergency Shelter in Asbury	1,000
HISTORIC GEORGETOWN ASSOCIATION 28448 DUPONT BLVD MILLSBORO,DE 19966	N/A	PC	Georgetown Community Playground	10,000
HOPE AND LIFE OUTREACH INC 701 SNOW HILL RD SALISBURY,MD 21804	N/A	PC	Harvest of Hope	2,500
N HOSTETTER INDIANA STATE UNIVERSITY 200 N 7TH ST PH 100 TERRE HAUTE,IN 47809	N/A		Scholarship Grant	5,000
JUNIOR ACHIEVEMENT OF DELAWARE INC 522 S WALNUT ST WILMINGTON,DE 19801	N/A	PC	Students in Sussex County, DE	2,500
KEEP GEORGIA BEAUTIFUL FOUNDATION 60 EXECUTIVE PARK S NE ATLANTA,GA 30329	N/A	PC	Georgia Rivers Alive! Program	5,000
LEAD MARYLAND FOUNDATION INC PO BOX 169 QUEENSTOWN,MD 21658	N/A	PC	General & Unrestricted	5,000
Total  3a				1,044,839

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>				
LIGHT HOUSE MINISTRIES INC PO BOX 54 KELLER,VA 23401	N/A	PC	Building An Addition to A Shelter	3,000
LOAVES AND FISHES MINISTRY OF MACON INC PO BOX 825 MACON,GA 31202	N/A	PC	To Address Hunger in Macon and Bibb Counties	1,000
LYME DISEASE RESEARCH FOUNDATION INC 10755 FALLS RD STE 200 LUTHERVILLE,MD 21093	N/A	PC	General & Unrestricted	5,000
MAC INCORPORATED 909 PROGRESS CIR STE 100 SALISBURY,MD 21804	N/A	PC	General & Unrestricted	1,000
MAINE COLLEGE OF ART 522 CONGRESS ST PORTLAND,ME 04101	N/A	PC	General & Unrestricted	2,500
MARCH OF DIMES 860 GREENBRIER CIR STE 502 CHESAPEAKE,VA 23320	N/A	PC	To Benefit the Eastern Shore of Virginia	2,500
MARYLAND FOOD BANK INC 2200 HALETHORPE FARMS RD BALTIMORE,MD 21227	N/A	PC	Elect to End Hunger - Salisbury Program	10,000
MARYLAND FOOD BANK INC 2200 HALETHORPE FARMS RD BALTIMORE,MD 21227	N/A	PC	School Pantry Program	15,000
MARYLAND FOOD BANK INC 2200 HALETHORPE FARMS RD BALTIMORE,MD 21227	N/A	PC	Wicomico County School Pantry Program	10,000
MARYLAND FOOD BANK INC 2200 HALETHORPE FARMS RD BALTIMORE,MD 21227	N/A	PC	Strike Out Hunger Program on the Eastern Shore	5,000
D ORLEANS MASSACHUSETTS INSTITUTE OF TECHNOLO 77 MASSACHUSETTS AVE RM 11-120 CAMBRIDGE,MA 02139	N/A		Scholarship Grant	5,000
E JARRETT MERCYHURST COLLEGE 501 E 38TH ST ERIE,PA 16546	N/A		Scholarship Grant	5,000
K BURKETT MEREDITH COLLEGE 3800 HILLSBOROUGH ST RALEIGH,NC 27607	N/A		Scholarship Grant	5,000
T BROWN MEREDITH COLLEGE 3800 HILLSBOROUGH ST RALEIGH,NC 27607	N/A		Scholarship Grant	5,000
MILFORD HOUSING DEVELOPMENT CORPORATION 977 E MASTEN CIR MILFORD,DE 19963	N/A	PC	Home Repair Project	3,000
Total  3a				1,044,839

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>				
NANTICOKE WATERSHED ALLIANCE INC PO BOX 111 VIENNA, MD 21869	N/A	PC	Charitable Event	2,000
NATIONAL 4-H COUNCIL 7100 CONNECTICUT AVE CHEVY CHASE, MD 20815	N/A	PC	General & Unrestricted	2,000
E SIZEMORE NORTH CAROLINA STATE UNIVERSITY 2016 HARRIS HALL BOX 7302 RALEIGH, NC 27695	N/A		Scholarship Grant	5,000
M NEWSOME NORTH CAROLINA STATE UNIVERSITY 2016 HARRIS HALL BOX 7302 RALEIGH, NC 27695	N/A		Scholarship Grant	5,000
R PHTHISIC NORTH CAROLINA STATE UNIVERSITY 2016 HARRIS HALL BOX 7302 RALEIGH, NC 27695	N/A		Scholarship Grant	5,000
OLD-GROWTH FOREST NETWORK 4701 WHITEHAVEN RD QUANTICO, MD 21856	N/A	PC	General & Unrestricted	1,000
OWENSBORO COMMUNITY AND TECHNICAL COLLEGE FDN 4800 NEW HARTFORD RD OWENSBORO, KY 42303	N/A	PC	National Endowment for Humanities	5,000
OYSTER RECOVERY PARTNERSHIP INC 1805-A VIRGINIA AVE ANNAPOLIS, MD 21401	N/A	PC	Community Oyster Growing Program	15,000
OYSTER RECOVERY PARTNERSHIP INC 1805-A VIRGINIA AVE ANNAPOLIS, MD 21401	N/A	PC	Shell Recycling Initiative	10,000
PENINSULA REGIONAL MEDICAL CENTER 100 E CARROLL ST SALISBURY, MD 21801	N/A	PC	Mother/Baby Unit	100,000
PORTLAND OPERA REPERTORY THEATRE PO BOX 7733 PORTLAND, ME 04112	N/A	PC	General & Unrestricted	2,500
PREBLE STREET 38 PREBELE ST 3RD FL PORTLAND, ME 04101	N/A	PC	General & Unrestricted	1,000
PUTNAM COUNTY RESCUE SQUAD INC 700 COUNTY SERVICES DR COOKEVILLE, TN 38501	N/A	PC	General & Unrestricted	3,000
R GATTONI RADFORD UNIVERSITY PO BOX 6922 RADFORD, VA 24142	N/A		Scholarship Grant	5,000
REHOBOTH BAPTIST ASSOCIATION 744 LAKE JOY RD WARNER ROBINS, GA 31088	N/A	PC	Wingate Camps	5,000
Total  3a				1,044,839

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>				
RETIRED SENIOR VOLUNTEER PROGRAM OF DAVIESS COUNTY PO BOX 648 WASHINGTON,IN 47501	N/A	PC	Friends Feeding Friends	3,000
SALISBURY FIRE DEPARTMENT INCORPORATED 325 CYPRESS ST SALISBURY,MD 21801	N/A	PC	General & Unrestricted	1,000
SALISBURY HIGH SCHOOL ASSOCIATION PO BOX 4181 SALISBURY,MD 21803	N/A	PC	Charitable Event	700
SALISBURY SCHOOL INC 6279 HOBBS RD SALISBURY,MD 21804	N/A	PC	Salisbury School Horizons Program	7,500
SENATOR GEORGE J MITCHELL SCHLRSHIP RESEARCH INST 22 MONUMENT SQ STE 200 PORTLAND,ME 04101	N/A	PC	General & Unrestricted	2,500
SKYLINE LITERACY 975 S HIGH ST HARRISONBURG,VA 22801	N/A	PC	General & Unrestricted	2,500
SON SPOT MINISTRIES INCORPORATED PO BOX 756 OCEAN CITY,MD 21843	N/A	PC	General & Unrestricted	4,000
SUSSEX COMMUNITY CRISIS HOUSING SERVICES INC 204 E N ST GEORGETOWN,DE 19947	N/A	PC	General & Unrestricted	2,500
J BOHANNON TENNESSEE TECHNOLOGICAL UNIVERSITY PO BOX 5076 COOKEVILLE,TN 38505	N/A		Scholarship Grant	5,000
THE COMMUNITY FOUNDATION INC 7501 BOULDER VIEW DR STE 110 N CHESTERFIELD,VA 23225	N/A	PC	Franklin P Perdue Fund	16,000
THE GRANITE STATE CHILDRENS ALLIANCE 2 WELLMAN AVE STE 140 NASHUA,NH 03064	N/A	PC	Hillsborough County Child Advocacy Center	2,500
THE UNITED WAY OF GREATER WATERBURY INC PO BOX 2688 WATERBURY,CT 06723	N/A	PC	General & Unrestricted	5,000
J POWELL TOWSON UNIVERSITY 8000 YORK RD TOWSON,MD 21252	N/A		Scholarship Grant	5,000
TUSKEGEE UNIVERSITY 116 KRESGE CENTER TUSKEGEE,AL 36088	N/A	PC	Perdue Scholarship Program	10,000
UNITED FUND OF DILLON COUNTY INC PO BOX 828 DILLON,SC 29536	N/A	PC	General & Unrestricted	1,726
Total  3a				1,044,839

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>				
UNITED WAY OF CENTRAL GEORGIA INC PO BOX 1302 MACON,GA 31202	N/A	PC	General & Unrestricted	6,750
UNITED WAY OF CENTRAL INDIANA INC PO BOX 88409 INDIANAPOLIS,IN 46208	N/A	PC	General & Unrestricted	247
UNITED WAY OF DAVIESS COUNTY INC 200 E VAN TREES ST WASHINGTON,IN 47501	N/A	PC	General & Unrestricted	4,096
UNITED WAY OF DAVIESS COUNTY INC 200 E VAN TREES ST WASHINGTON,IN 47501	N/A	PC	Daviess County Organizations Active in Disaster - TORNADO Fund	20,000
UNITED WAY OF DELAWARE INC 625 N ORANGE ST WILMINGTON,DE 19801	N/A	PC	General & Unrestricted	5,656
UNITED WAY OF HALL COUNTY INC PO BOX 2656 GAINESVILLE,GA 30503	N/A	PC	General & Unrestricted	626
UNITED WAY OF HARRISONBURG & ROCKINGHAM COUNTY INC 420 CHESAPEAKE AVE HARRISONBURG,VA 22801	N/A	PC	General & Unrestricted	6,430
UNITED WAY OF HOPEWELL PRINCE GEORGE PO BOX 394 HOPEWELL,VA 23860	N/A	PC	General & Unrestricted	524
UNITED WAY OF LEBANON COUNTY INC PO BOX 1164 LEBANON,PA 17042	N/A	PC	General & Unrestricted	421
UNITED WAY OF NORTH CAROLINA 875 WALNUT ST SUTIE 150B CARY,NC 27511	N/A	PC	United Way of Richmond County, NC	4,304
UNITED WAY OF SKAGIT COUNTY PO BOX 451 BURLINGTON,WA 98233	N/A	PC	General & Unrestricted	500
UNITED WAY OF THE LOWER EASTERN SHORE INC 801 N SALISBURY BLVD 202 SALISBURY,MD 21801	N/A	PC	General & Unrestricted	90,834
UNITED WAY OF THE LOWER EASTERN SHORE INC 801 N SALISBURY BLVD 202 SALISBURY,MD 21801	N/A	PC	Sponsorship of The 2013 Brochure and Pledge Form Where The Perdue Logo and Sponsorship Will Be Recognized	10,000
UNITED WAY OF THE OHIO VALLEY INC PO BOX 705 OWENSBORO,KY 42302	N/A	PC	General & Unrestricted	701
UNITED WAY OF VIRGINIAS EASTERN SHORE INC PO BOX 605 ONLEY,VA 23418	N/A	PC	General & Unrestricted	3,000
Total  3a				1,044,839

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				
UNIVERSITY OF DELAWARE 78 E DELAWARE NEWARK, DE 19716	N/A	PC	Graduate Fellowship in the Department of Animal and Food Sciences	25,000
K LITTLE UNIVERSITY OF GEORGIA 220 HOLMES/HUNTER ACADEMIC BLDG ATHENS, GA 30602	N/A		Scholarship Grant	5,000
UNIVERSITY OF MARYLAND FOUNDATION INC 3300 METZEROTT RD ADELPHI, MD 20783	N/A	PC	Diamond Jubilee Ball on April 19, 2013	5,000
L LAMBERT UNIVERSITY OF NORTH CAROLINA AT WIL 601 S COLLEGE RD WILMINGTON, NC 28403	N/A		Scholarship Grant	5,000
J BRUNSON UNIVERSITY OF SOUTH ALABAMA 390 ALUMNI CIR RM 1300 MOBILE, AL 36688	N/A		Scholarship Grant	5,000
T KING UNIVERSITY OF TENNESSEE 211 STUDENT SERVICES BLDG KNOXVILLE, TN 37996	N/A		Scholarship Grant	5,000
UPTOWN PERRY PARTNERSHIP INC PO BOX 2030 PERRY, GA 31069	N/A	PC	Charitable Event	2,500
VIRGINIA FDN FOR AGRICULTURE IN THE CLASSROOM PO BOX 27552 RICHMOND, VA 23261	N/A	PC	General & Unrestricted	5,000
VIRGINIA FOUNDATION FOR COMMUNITY COLLEGE EDUC 101 N 14TH ST FL 15 RICHMOND, VA 23219	N/A	PC	General & Unrestricted	1,000
K PERRY WEST VIRGINIA UNIVERSITY B-33 STEWART HALL PO BOX 6003 MORGANTOWN, WV 26506	N/A		Scholarship Grant	5,000
WICOMICO COUNTY BOARD OF EDUCATION 900 MOUNT HERMON RD SALISBURY, MD 21802	N/A	PC	Mentoring Program	9,591
WICOMICO COUNTY FREE LIBRARY INC 122 S DIVISION ST SALISBURY, MD 21801	N/A	PC	Charitable Event	1,000
WOMEN SUPPORTING WOMEN INC 1320 BELMONT AVE STE 402 SALISBURY, MD 21804	N/A	PC	Database Upgrades	5,000
WOR-WIC TECHNICAL COMMUNITY COLLEGE FOUNDATION INC 32000 CAMPUS DR SALISBURY, MD 21804	N/A	PC	Hazel Center, Room 302	30,000
YOUNG AMERICAS FOUNDATION 110 ELDEN ST STE A HERNDON, VA 20170	N/A	PC	General & Unrestricted	10,000
Total  3a				1,044,839

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>				
YOUNG MENS CHRISTIAN ASSOC OF THE CHESAPEAKE INC 202 PEACH BLOSSOM LN EASTON, MD 21601	N/A	PC	Mid Shore Family YMCA Facility Renovation and Expansion	30,000
WORCESTER COUNTY SHERRIF'S OFFICE 1 W MARKET STREET RM 1001 SNOW HILL, MD 21863	N/A	PC	K-9 UNIT PROGRAM	1,000
Total  3a				1,044,839

TY 2013 Compensation Explanation

Name: The Arthur W Perdue Foundation Inc

EIN: 52-6054332

Person Name	Explanation
Eleen F Burza	*Removed from positions effective 2/12/2013

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

TY 2013 Depreciation Schedule

Name: The Arthur W Perdue Foundation Inc

EIN: 52-6054332

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
-------------------------	---------------	---------------------	---------------------------	--------------------	--------------------------	-------------------------------------	-----------------------	---------------------	---------------------------------

**TY 2013 Investments Corporate
Stock Schedule****Name:** The Arthur W Perdue Foundation Inc**EIN:** 52-6054332

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VANGUARD FTSE ALL-WORLD EX-US	2,297,892	2,688,887
VANGUARD SHORT-TERM INFLATION-	1,706,201	1,675,498
VANGUARD TOTAL BOND MARKET IND	10,411,338	10,366,124
VANGUARD TOTAL STOCK MARKET IN	7,032,355	11,112,245

TY 2013 Investments - Land Schedule

Name: The Arthur W Perdue Foundation Inc

EIN: 52-6054332

TY 2013 Land, Etc. Schedule**Name:** The Arthur W Perdue Foundation Inc**EIN:** 52-6054332

TY 2013 Other Expenses Schedule

Name: The Arthur W Perdue Foundation Inc

EIN: 52-6054332

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	69,943			69,943

TY 2013 Other Income Schedule

Name: The Arthur W Perdue Foundation Inc

EIN: 52-6054332

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Federal Tax Refund	212		
Interest on Promissory Note	19,337	19,337	

TY 2013 Other Professional Fees Schedule**Name:** The Arthur W Perdue Foundation Inc**EIN:** 52-6054332

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	29,763	29,763		
OTHER PROF SVS - REVIEW COMM	3,400			3,400

TY 2013 Taxes Schedule

Name: The Arthur W Perdue Foundation Inc

EIN: 52-6054332

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF EXTENSION FOR 2012	626			
990-PF ESTIMATED TAX FOR 2013	18,500			

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF
THE ARTHUR W. PERDUE FOUNDATION, INC.**

The Arthur W. Perdue Foundation, Inc., a Maryland nonstock corporation (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation desires to amend and restate its Articles of Incorporation as currently in effect. Therefore, the Articles of Incorporation of the Corporation are hereby amended and restated by striking out in their entirety the existing Articles of Incorporation and substituting in lieu thereof the following as the charter of the Corporation:

FIRST: The name of the corporation (which is hereinafter called the "Corporation") is:

The Arthur W. Perdue Foundation, Inc.

SECOND: The Corporation is organized and shall be operated exclusively as a nonstock charitable organization for the following purposes:

(a) Subject to the restrictions and limitations hereinafter set forth, to use and apply its income and principal assets exclusively for charitable, scientific, literary, and educational purposes, either directly or by contributions to organizations, including but not limited to those that qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations thereunder, as they now exist or as they may hereafter be amended (hereinafter collectively referred to as the "Code");

(b) To receive, sell, hold, operate, manage and invest in property, both real and personal, tangible and intangible, for the sole end of supporting charitable purposes, either directly or by contributions to organizations, including but not limited to those that qualify as tax-exempt organizations under Section 501(c)(3) of the Code; and

(c) To have and to exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable purposes of the Corporation, any and all powers conferred upon nonstock corporations by the Maryland General Corporation Law.

THIRD: The post office address of the principal office in this State is 31149 Old Ocean City Road, Salisbury, Maryland 21804. The resident agent of the Corporation in this State is Kim R. Nechay, whose post office address is 31149 Old Ocean City Road, Salisbury, Maryland 21804. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FOURTH: The Corporation is not authorized to issue any capital stock.

FIFTH: The business and affairs of the Corporation shall be managed under the direction of its Board of Directors, consisting of the following persons:

Mark A. Garth

James A. Perdue

Mary H. Perdue

Sandra Spedden

Whitney M. Van Der Hyde

Directors shall be elected as provided in the Bylaws. The number of directors may be increased or decreased in the manner provided in the Bylaws but shall never be less than three (3) nor more than eleven (11) individuals.

SIXTH: The powers of the Corporation shall be subject to the following terms, provisions and limitations:

(a) No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any other private person, except that reasonable compensation may be paid for services actually rendered to or for the Corporation, and no member, director or officer of the Corporation, or any other private person, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Except as provided and permitted under Sections 501(h) and 4911 of the Code, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidates for public office.

(b) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(c) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(d) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

(e) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

(f) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(g) Notwithstanding any other provisions of the Corporation's charter, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) thereof.

(h) In the event of the liquidation, dissolution or winding up of the Corporation in any manner or for any reason whatever, all of the assets of the Corporation, after the payment of the obligations and liabilities of the Corporation, shall be transferred to one or more domestic corporations or associations as may be selected by the Corporation's directors; provided, further, however, that any transferee corporation or association shall qualify under the provisions of Section 501(c)(3) of the Code.

(i) To the maximum extent that limitations on the liability of directors and officers are permitted by the Maryland General Corporation Law and the Code, as from time to time amended, no director or officer of the Corporation shall have any liability to the Corporation for money damages. This limitation on liability applies to events occurring at the time a person serves as a director or officer of the Corporation whether or not such person is a director or officer at the time of any proceeding in which liability is asserted. No amendment or repeal of this paragraph, or the adoption of any provision of the Corporation's charter inconsistent with this paragraph, shall apply to or affect in any respect the liability of any director or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal or adoption.

(j) To the maximum extent permitted by the Maryland General Corporation Law and the Code and regulations thereunder, all as from time to time amended, the Corporation shall indemnify its currently acting and its former directors against any and all liabilities and expenses incurred in connection with their services in such capacities; shall indemnify its currently acting and its former officers to the full extent that indemnification shall be provided to directors; and may indemnify its employees and agents and persons who serve and have served, at its request, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture or other enterprise, as may be determined by the Board of Directors. The Corporation shall, also to the same extent, advance expenses to its directors, officers and other indemnified persons, if any, and may by Bylaw, resolution or agreement make further provision for indemnification of directors, officers, employees and agents. No amendment or repeal of this paragraph, or the adoption of any provision of the Corporation's charter inconsistent with this paragraph, shall apply to or affect in any respect the indemnification of any director or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal or adoption.

SEVENTH: The Corporation reserves the right to make from time to time, by the vote or written assent of a majority of its directors then serving, any amendments to this charter which may now or hereafter be authorized by law.

SECOND: The Articles of Amendment and Restatement of the Corporation herein made were advised and approved by the Board of Directors of the Corporation at a regular meeting at which a quorum was present on August 7, 2013. The Corporation has no members other than the directors.

THIRD: The provisions set forth in the above Articles of Amendment and Restatement are all of the provisions of the Corporation's charter currently in effect as hereby amended.

FOURTH: The current address of the principal office of the Corporation is as set forth in Article THIRD of the foregoing Articles of Amendment and Restatement.

FIFTH: The name and address of the Corporation's current resident agent is as set forth in Article THIRD of the foregoing Articles of Amendment and Restatement.

SIXTH: The Corporation currently has five (5) directors. The names of those currently in office are as set forth in Article FIFTH of the foregoing Articles of Amendment and Restatement.

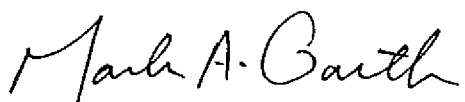
[Signatures appear on the following page.]

IN WITNESS WHEREOF, The Arthur W. Perdue Foundation, Inc. (the "Corporation") has caused these Articles of Amendment and Restatement to be signed in its name and on its behalf by its President, James A. Perdue, and attested by its Secretary, Mark A. Garth, on this 16 day of August, 2013.

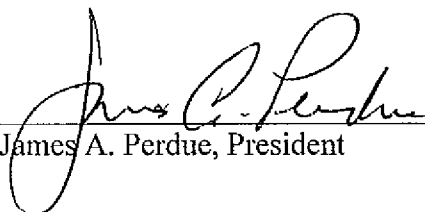
THE UNDERSIGNED, President of the Corporation, acknowledges these Articles of Amendment and Restatement to be the corporate act of the Corporation and states that, to the best of his knowledge, information and belief, the matters and facts set forth herein with respect to the authorization and approval hereof are true in all material respects and that this statement is made under the penalties of perjury.

WITNESS:

THE ARTHUR W. PERDUE FOUNDATION, INC.

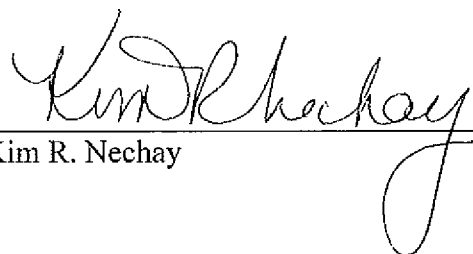


Mark A. Garth, Secretary

 (SEAL)

James A. Perdue, President

I, Kim R. Nechay, hereby consent to act as resident agent for The Arthur W. Perdue Foundation, Inc.



Kim R. Nechay

**AMENDED AND RESTATED BYLAWS
OF
THE ARTHUR W. PERDUE FOUNDATION, INC.**

ARTICLE I. DIRECTORS

Section 1. General Powers.

The business and affairs of The Arthur W. Perdue Foundation, Inc. (the "Corporation") shall be managed under the direction of its Board of Directors. In addition to the powers expressly conferred upon them by these Bylaws, the Board of Directors may exercise all the powers of the Corporation. From time to time, the Board of Directors may delegate to officers of the Corporation such powers and duties as it may see fit in addition to those specifically provided in these Bylaws. The Board of Directors shall keep minutes of its meetings and a full account of its transactions.

Section 2. Number and Tenure.

The Board of Directors shall be elected by the directors holding office from time to time. Each director shall hold office for a term of two (2) years and until a successor shall have been elected and qualify. The terms of the initial directors shall be staggered, in order to permit an ongoing orderly rotation of directors. The number of directors may be decreased by the Board of Directors to not less than three (3) or increased to a number not exceeding eleven (11). Spouses of Perdue family members may serve on the Board of Directors provided that he or she remains a spouse during his or her tenure on the Board.

Section 3. Regular Meetings.

A regular annual meeting of the Board of Directors shall be held during the first quarter of each calendar year, on a day and at a time and place to be determined by the President or the directors. Other regular meetings shall be held on such dates and at such times as may be designated from time to time by the President or by the directors. Directors shall endeavor to attend all regular and special meetings of the Board of Directors, as well as all committee meetings of committees to which a director may be assigned. If a director misses more than one (1) Board meeting a year, the matter shall be referred to the Perdue Family Council (the "Family Council") for information, review and possible action by the Family Council at the Family Council's discretion.

Section 4. Special Meetings.

Special meetings of the Board of Directors may be called by the President or by any one director.

Section 5. Place of Meetings.

The Board of Directors may hold its regular and special meetings at such place within or without the State of Maryland as it may from time to time determine. In the absence of such determination, regular and special meetings of the Board of Directors shall be held at the principal business office of the Corporation.

Section 6. Notice.

Notice of the place, day and hour of every regular and special meeting shall be given to each director:

a. By notice in writing, mailed postage prepaid, not later than the third day before the day set for the meeting and addressed to the director's last known post office address according to the records of the Corporation; or

b. By telephonic or electronic communication or by notice in writing delivered personally or left at the director's residence or usual place of business not later than the second day before the day set for the meeting.

No notice of the time, place or purpose of any meeting need be given to any director who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice or who attends the meeting.

Section 7. Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at every meeting. If at any meeting there be less than a quorum present, a majority of those present may adjourn the meeting from time to time, but not for a period in excess of 30 days, without notice other than by announcement at the meeting, until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. Except as otherwise provided in the Corporation's charter or these Bylaws, the action of a majority of the directors present at a meeting at which a quorum is present shall be the action of the Board of Directors.

Section 8. Vacancies.

Any vacancy occurring in the Board of Directors, or created by an increase in the number of directors, shall be filled by a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 9. Resignation and Removal.

A director may resign at any time by notifying the President or Secretary of the Corporation in writing, specifying the effective date of the resignation. In the event that a director fails to specify the effective date of the resignation, such resignation shall become effective on its date of receipt. Any director may, by action of the Board of Directors, be removed from office, with or without cause, and another may be appointed by a majority of the remaining directors in the place of the person so removed to serve for the remainder of the term.

Section 10. Compensation.

Directors shall receive no compensation for their services as such but may, by resolution of the Board of Directors, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Corporation.

Part VII-A, Question 3

Section 11. Informal Action by Directors.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if a unanimous consent which sets forth the action is given in writing or by electronic transmission by each director and such is filed in paper or electronic form with the minutes of proceedings of the Board of Directors.

Section 12. Telephone Conference.

Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meetings can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

ARTICLE II. OFFICERS

Section 1. In General.

The officers of the Corporation shall consist of a President, a Secretary, and a Treasurer, and whenever deemed advisable by the Board, one or more Vice-Presidents, Assistant Secretaries or Assistant Treasurers.

The officers of the Corporation shall be elected by the Board of Directors. The President shall be chosen from among the directors. The terms of office of all officers shall be for one year or for such longer term as shall be designated by the Board of Directors, or until a successor shall have been duly elected, unless the officer's tenure is sooner terminated by incapacity to serve, resignation, or removal. Any two offices, except those of President and Vice-President, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity when such instrument is required to be executed, acknowledged or verified by any two or more officers. The Board of Directors may from time to time appoint such other agents and employees, with such powers and duties as the Board may deem proper.

Section 2. President.

The President shall be the Chief Executive Officer of the Corporation and shall, when present, preside at all meetings of the directors. The President shall have general management and direction of the activities of the Corporation and all powers ordinarily exercised by the president of a corporation; shall have authority to employ an administrator or other persons at salaries fixed by resolution of the Board of Directors to assist in the general management and direction of the activities of the Corporation; and shall have authority to sign and execute, in the name of the Corporation, all deeds, mortgages, bonds, contracts or other instruments to be executed on the Corporation's behalf.

Section 3. Vice-President.

In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order of their election or designated seniority) shall perform

Part VII-A, Question 3

the duties of the President and, when so acting, shall have and may exercise all the powers of the President. Any Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 4. Secretary.

The Secretary shall keep minutes of the meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records and of the seal of the Corporation, and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 5. Treasurer.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties of the office in such sum and with such surety or sureties as the Board of Directors shall determine, the cost of which shall be borne by the Corporation. The Treasurer shall have charge and custody of all funds and securities of the Corporation, receive and give receipts for monies due to the Corporation, and deposit all such monies in the name of the Corporation in such banks or other depositories as shall from time to time be selected by the Board of Directors. In general, the Treasurer shall perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 6. Assistant Officers.

Each Assistant Secretary and Assistant Treasurer (if any) shall hold office for such period and shall have such authority and perform such duties as the Board of Directors may prescribe.

Section 7. Compensation.

No officers shall receive any compensation for their services as such but may, by resolution of the Board of Directors, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Corporation.

Section 8. Resignation and Removal.

An officer may resign at any time by notifying the President or Secretary of the Corporation in writing, specifying the effective date of the resignation. The Board of Directors shall have the power to set the term of any officer and at any regular or special meeting to remove any officer with or without cause. The Board may authorize any officer to remove subordinate officers.

Section 9. Vacancies.

The Board of Directors at any regular or special meeting shall have the power to fill a vacancy occurring in any officership.

ARTICLE III. COMMITTEES

Section 1. Executive Committee of Directors.

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate from among its members an Executive Committee consisting of such number of directors as may be specified in the resolution, which Committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that such Committee shall have no authority to amend, alter, or repeal the Bylaws; to elect, appoint or remove any officer of the Corporation; or to approve any document required to be filed with the State Department of Assessments and Taxation of Maryland.

Section 2. Other Committees.

The Board of Directors may by resolution constitute and appoint such other committees to perform such other duties and functions as the Board may deem appropriate.

Section 3. Term of Office.

Each member of every committee shall continue in office at the pleasure of the Board of Directors.

Section 4. Chairman.

One member of each committee shall be appointed chairman, either directly by the Board of Directors or in such other manner as the Board of Directors may prescribe.

Section 5. Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules.

Each committee may adopt rules for its own governance not inconsistent with the Corporation's charter, these Bylaws, rules adopted by the Board of Directors, or any applicable law of the State of Maryland.

ARTICLE IV. CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 1. Contracts.

The Board of Directors may authorize any officer or officers, or other agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of

and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select.

Section 4. Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE V. SUNDRY PROVISIONS

Section 1. Fiscal Year.

The fiscal year of the Corporation shall be the calendar year, unless some other fiscal year be specified by resolution of the Board of Directors.

Section 2. Seal.

The seal of the Corporation shall be circular in form with the name of the Corporation inscribed around the outer edge, and in the center shall be inscribed the word "Maryland" and the year of incorporation. In lieu of affixing the corporate seal to any document, it shall be sufficient to meet the requirements of any law, rule, or regulation relating to a corporate seal to affix the word "(SEAL)" adjacent to the signature of the authorized officer of the Corporation.

Section 3. Indemnification.

To the maximum extent permitted by the Maryland General Corporation Law and the Internal Revenue Code of 1986, as from time to time amended, the Corporation shall indemnify its currently acting and its former directors, officers, agents and employees to the full extent required by the Corporation's charter.

Section 4. Amendments to Bylaws.

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the vote or written assent of a majority of the directors.

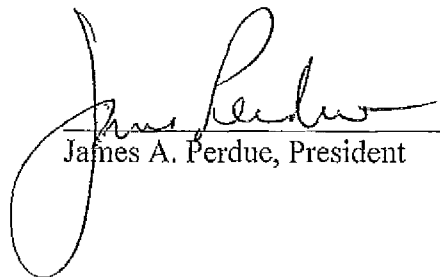
The Arthur W. Perdue Foundation, Inc.

52-6054332

Part VII-A, Question 3

I, James A. Perdue, President of The Arthur W. Perdue Foundation, Inc., hereby
certify that the foregoing constitutes all of the provisions of the Amended and Restated
Bylaws of the Corporation, as currently in effect.

IN WITNESS WHEREOF, I hereunto subscribe my name and affix the
seal of the Corporation this 30 day of August, 2013.

 (SEAL)
James A. Perdue, President