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Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

- ▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013**Open to Public Inspection****A For the 2013 calendar year, or tax year beginning** , and ending**B** Check if applicable☐ Address change☐ Name change☐ Initial return☐ Terminated☐ Amended return☐ Application pending**C** Name of organization**FLINT ENERGIES FOUNDATION, INC.**

Doing Business As

Number and street (or P O box if mail is not delivered to street address)

P.O. BOX 308

City or town, state or province, country, and ZIP or foreign postal code

REYNOLDS**GA 31076-0308****F** Name and address of principal officer**KATHY WAITES****SAME AS C ABOVE****D** Employer identification number**58-6436774****E** Telephone number**478-847-3415****G** Gross receipts \$**225,022****H(a)** Is this a group return for subordinates? ☐ Yes ☒ No**H(b)** Are all subordinates included? ☐ Yes ☐ No

If "No," attach a list. (see instructions)

I Tax-exempt status☒ 501(c)(3)☐ 501(c) ()

(insert no)

☐ 4947(a)(1) or☐ 527**J** Website: ▶**HTTP://WWW.FLINTENERGIES.COM/FLINT-ENE****H(c)** Group exemption number ▶**K** Form of organization☒ Corporation☐ Trust☐ Association☐ Other ▶**L** Year of formation**2001****M** State of legal domicile**GA****Part I Summary****1** Briefly describe the organization's mission or most significant activities:**CHARITABLE DISBURSEMENTS****2** Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets**3** Number of voting members of the governing body (Part VI, line 1a)**3** **11****4** Number of independent voting members of the governing body (Part VI, line 1b)**4** **11****5** Total number of individuals employed in calendar year 2013 (Part V, line 2a)**5** **0****6** Total number of volunteers (estimate if necessary)**6** **11****7a** Total unrelated business revenue from Part VIII, column (C), line 12**7a** **0****b** Net unrelated business taxable income from Form 990-T, line 34**7b** **0****8** Contributions and grants (Part VIII, line 1h)

Prior Year

241,878

Current Year

224,502**9** Program service revenue (Part VIII, line 2g)**9** **0****10** Investment income (Part VIII, column (A), lines 3, 4, and 7d)**10** **1,704****520****11** Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)**11** **0****12** Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)**12** **243,582****225,022****13** Grants and similar amounts paid (Part IX, column (A), lines 1-3)**13** **240,853****315,033****14** Benefits paid to or for members (Part IX, column (A), line 4)**14** **0****15** Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)**15** **0****16a** Professional fundraising fees (Part IX, column (A), line 11e)**16a** **0****b** Total fundraising expenses (Part IX, column (D), line 25) ▶**0****17** Other expenses (Part IX, column (A), lines 11f-11d, 11f-24e)**17** **36****18** Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)**18** **240,853****315,069****19** Revenue less expenses Subtract line 18 from line 12**19** **2,729****-90,047**

Net Assets or Fund Balances

20 Total assets (Part X, line 16)

Beginning of Current Year

20 **344,896**

End of Year

254,849**21** Total liabilities (Part X, line 26)**21** **0****0****22** Net assets or fund balances Subtract line 21 from line 20**22** **344,896****254,849****Part II Signature Block**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer

Date

Type or print name and title

Kathryn M. Waites, Chairman**3/13/14****Paid**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if

PTIN

WILLIAM R. ROUNTREE**W.R. Rountree****MAR 06 2014**

Self-employed

P01231836**Preparer Use Only**

Firm's name ▶

MCNAIR, MCLEMORE, MIDDLEBROOKS & CO, LLC

Firm's EIN ▶

58-1094351

Firm's address ▶

POST OFFICE BOX ONE**MACON, GA 31202-0001**

Phone no

478-746-6277

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

DAA

Form **990** (2013)

SCANNED MAR 21 2014

Activities & Governance

Revenue

Expenses

Net Assets or Fund Balances

2

Part III **Statement of Program Service Accomplishments**Check if Schedule O contains a response or note to any line in this Part III ☐**1** Briefly describe the organization's mission:**CHARITABLE DISBURSEMENTS****2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code) (Expenses \$ **315,069** including grants of \$ **315,033**) (Revenue \$)
TO ACCUMULATE AND DISTRIBUTE FUNDS FOR CHARITABLE PURPOSES IN THE SERVICE AREA OF FLINT ELECTRIC MEMBERSHIP CORPORATION.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services. (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses **315,069**

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI		X
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		X
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	X	
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, or IV, and Part V, line 1		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	0
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a	0
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O.	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?	9a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders.	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b	
c	Enter the amount of reserves on hand.	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response or note to any line in this Part VI ☒

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	11	
1b	Enter the number of voting members included in line 1a, above, who are independent.	11	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		X
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
11b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13.	X	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done.	X	
13	Did the organization have a written whistleblower policy?		X
14	Did the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official		X
b	Other officers or key employees of the organization. If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		X
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **GA**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization **FLINT ELECTRIC MEMBERSHIP CORP P.O. BOX 308**

REYNOLDS**GA 31076-0308 478-847-3415**

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response or note to any line in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
 - List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
 - List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
 - List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
 - List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.
- List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☒ Check this box if neither the organization nor any related organizations compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JANE HOBBS										
DIRECTOR	2.00 0.00	X						0	0	0
(2) KATHY WAITES										
CHAIRMAN	2.00 0.00	X		X				0	0	0
(3) JOANNE HAMLIN										
VICE CHAIRMAN	2.00 0.00	X		X				0	0	0
(4) PAT BARTNESS										
DIRECTOR	2.00 0.00	X						0	0	0
(5) FRED JARRELL										
DIRECTOR	2.00 0.00	X						0	0	0
(6) SUSAN MELVIN										
DIRECTOR	2.00 0.00	X						0	0	0
(7) CHARLES HARRISON										
DIRECTOR	2.00 0.00	X						0	0	0
(8) GEORGE WEST										
DIRECTOR	2.00 0.00	X						0	0	0
(9) SARA MITCHEM										
DIRECTOR	2.00 0.00	X						0	0	0
(10) CONNIE MCCUTCHEN										
TREASURER	2.00 0.00	X						0	0	0
(11) RUDY KILLINGSWORTH										
DIRECTOR	2.00 0.00	X						0	0	0

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(12) BETTY CHASE										
DIRECTOR	2.00 0.00	X						0	0	0
(13) ELOISE DOTY										
DIRECTOR	2.00 0.00	X						0	0	0
(14)										
(15)										
(16)										
(17)										
(18)										
(19)										
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **0**

- | | Yes | No |
|---|-----|----|
| 3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual | | X |
| 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual | | X |
| 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person | | X |

Section B. Independent Contractors**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII ☐

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	224,502			
	g Noncash contributions included in lines 1a-1f \$					
	h Total. Add lines 1a-1f		224,502			
Program Service Revenue	2a	Busn. Code				
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f					
	Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		520		
4 Income from investment of tax-exempt bond proceeds						
5 Royalties						
6a Gross rents		(i) Real (ii) Personal				
b Less rental exps						
c Rental inc or (loss)						
d Net rental income or (loss)						
7a Gross amount from sales of assets other than inventory		(i) Securities (ii) Other				
b Less cost or other basis & sales exps						
c Gain or (loss)						
d Net gain or (loss)						
8a Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18		a				
b Less direct expenses		b				
c Net income or (loss) from fundraising events						
9a Gross income from gaming activities See Part IV, line 19		a				
b Less direct expenses		b				
c Net income or (loss) from gaming activities						
10a Gross sales of inventory, less returns and allowances		a				
b Less cost of goods sold	b					
c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Busn. Code				
11a						
b						
c						
d All other revenue						
e Total. Add lines 11a-11d						
12 Total revenue. See instructions		225,022	0	0	520	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)

Check if Schedule O contains a response or note to any line in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21	315,033	315,033		
2 Grants and other assistance to individuals in the U S See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a	36	36		
b				
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	315,069	315,069	0	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest bearing	325,106	1	235,822
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	18,892	4	18,603
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment: cost or other basis Complete Part VI of Schedule D	10a		
	b Less accumulated depreciation	10b	10c	
	11 Investments—publicly traded securities		11	
	12 Investments—other securities See Part IV, line 11		12	
	13 Investments—program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	898	15	424
16 Total assets. Add lines 1 through 15 (must equal line 34)	344,896	16	254,849	
Liabilities	17 Accounts payable and accrued expenses		17	
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	0	26	0
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☒ and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	344,896	27	254,849
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here ☐ and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	344,896	33	254,849
	34 Total liabilities and net assets/fund balances	344,896	34	254,849

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	225,022
2	Total expenses (must equal Part IX, column (A), line 25)	2	315,069
3	Revenue less expenses Subtract line 2 from line 1	3	-90,047
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	344,896
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	254,849

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII ☐

- 1** Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

SCHEDULE A
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section

4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013**Open to Public
Inspection**

Name of the organization

FLINT ENERGIES FOUNDATION, INC.

Employer identification number

58-6436774**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 ☐ A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 ☐ A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state.
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 ☐ A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
- a ☐ Type I b ☐ Type II c ☐ Type III—Functionally integrated d ☐ Type III—Non-functionally integrated
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f ☐ If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box.
- g ☐ Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2013

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	248,466	243,450	238,278	241,878	224,502	1,196,574
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	248,466	243,450	238,278	241,878	224,502	1,196,574
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						1,196,574

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	248,466	243,450	238,278	241,878	224,502	1,196,574
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	3,049	2,297	1,467	1,704	520	9,037
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10	?					1,205,611
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► ☐						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	99.25%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	98.85%
16a 33 1/3% support test—2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► ☒		
b 33 1/3% support test—2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐		
17a 10%-facts-and-circumstances test—2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► ☐		
b 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► ☐		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► ☐		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests—2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ☐

b 33 1/3% support tests—2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐

Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

**SCHEDULE D
(Form 990)**Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

▶ Attach to Form 990.

▶ Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013**Open to Public
Inspection**

Name of the organization

Employer identification number

FLINT ENERGIES FOUNDATION, INC.**58-6436774****Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No		
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No		

Part II Conservation Easements.

Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e.g., recreation or education)	☐ Preservation of an historically important land area
☐ Protection of natural habitat	☐ Preservation of a certified historic structure
☐ Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶

4 Number of states where property subject to conservation easement is located ▶

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1	▶ \$
(ii) Assets included in Form 990, Part X	▶ \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1	▶ \$
b Assets included in Form 990, Part X	▶ \$

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a** ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table

- c** Beginning balance
d Additions during the year
e Distributions during the year
f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII ☐

Part V Endowment Funds.

Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a** Board designated or quasi-endowment ☐ %
b Permanent endowment ☐ %
c Temporarily restricted endowment ☐ %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

- (i) unrelated organizations
(ii) related organizations

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? ☐

4 Describe in Part XIII the intended uses of the organization's endowment funds

	Yes	No
3a(i)		
3a(ii)		
3b		

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ☐

Part VII Investments—Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ►		

Part VIII Investments—Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ►		

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►	

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►	

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII ☐

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	225,022
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	225,022
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1.			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5	225,022

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	315,069
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	315,069
4	Amounts included on Form 990, Part IX, line 25, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5	315,069

Part XIII Supplemental Information

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information

Part XIII Supplemental Information (continued)

**SCHEDULE I
(Form 990)****Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

2013**Open to Public
Inspection**

Name of the organization

FLINT ENERGIES FOUNDATION, INC.

Employer identification number

58-6436774**Part I General Information on Grants and Assistance****1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?**2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	TAYLOR COUNTY UPPER ELEMENTARY SCHO	58-6000325		6,000				
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

▶ 1

3 Enter total number of other organizations listed in the line 1 table

▶ 0

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2013)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
2						
3						
4						
5						
6						
7						
Part IV	Supplemental Information. Provide the information required in Part I, line 2, Part II, column (b), and any other additional information.					

SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ**Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013**Open to Public
Inspection**

Name of the organization

FLINT ENERGIES FOUNDATION, INC.

Employer identification number

58-6436774

FORM 990, PART VI, LINE 11B - ORGANIZATION'S PROCESS TO REVIEW FORM 990
FORM 990 IS REVIEWED BY THE BOARD WITH ALL SUPPORTING DOCUMENTATION MADE
AVAILABLE TO THEM.

FORM 990, PART VI, LINE 12C - ENFORCEMENT OF CONFLICTS POLICY
THE FOUNDATION REGULARLY AND CONSISTENTLY MONITORS AND ENFORCES COMPLIANCE
WITH ITS CONFLICT OF INTEREST REQUIREMENTS AS PRESCRIBED BY ARTICLE XVI OF
ITS BYLAWS WHICH ARE INCLUDED AS A PART OF THIS RETURN.

FORM 990, PART VI, LINE 19 - GOVERNING DOCUMENTS DISCLOSURE EXPLANATION
THE FOUNDATION MAKES ITS BYLAWS AND FINANCIAL STATEMENTS AVAILABLE TO THE
PUBLIC AS PART OF ITS FORM 990. THE FORM 990 IS AVAILABLE UPON REQUEST AS
REFLECTED IN PART VI SECTION C LINE 18.

6317091 FLINT ENERGIES FOUNDATION, INC.

58-6436774

Federal Statements

FYE: 12/31/2013

Taxable Interest on Investments

<u>Description</u>		<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>Acquired after 6/30/75</u>	<u>US Obs (\$ or %)</u>
TAXABLE INTEREST		\$ 520		14			
TOTAL		<u>\$ 520</u>					

FLINT ENERGIES FOUNDATION, INC.
SCHEDULE OF COMMUNITY ASSISTANCE
FOR THE YEAR ENDED DECEMBER 31, 2013

Bonaire Middle School	\$ 1,476
Box Springs Volunteer Fire Department	5,000
Boys and Girls Club of Georgia Heartlands	1,800
Brown Springs Volunteer Fire Department	5,000
Caring Solutions Pregnancy Resource Center	5,000
Camp Dream Foundation	5,000
Central Georgia Affiliate of Susan Komen for the Cure	5,000
Central Talbotton High School	1,000
Chattahoochee-Flint RESA	5,000
City of Ideal Police Department	5,000
Crawford County Elementary School	1,000
Crawford County FFA	5,000
Crawford County High School	1,000
David Perdue Primary School	1,000
Doyle Volunteer Fire Department	5,000
Eagle Springs Elementary School	2,751
Feagin Middle School	1,000
Feed Center Outreach Ministry	5,000
Fort Perry Volunteer Fire Department	5,000
Fort Valley State University Foundation	2,500
Georgia Legal Services Program	5,000
Georgia Lions Camp for the Blind, Inc.	4,000
Georgia Southwestern Foundation, Inc.	5,000
Global Total Body Fitness, Inc.	5,000
Heart of Georgia Hospice, Inc.	5,000
Heartland Ranch and Arena, Inc.	5,000
Heating Energy Assistance Team	3,700
Hephzibah Children's Home	5,000
Hilltop Elementary School	650
Hodac, Inc.	5,000
Houston County 4-H	2,650
Houston County Habitat for Humanity	5,000
Houston County Health Department	5,000
It Takes a Village Foundation	5,000
Kids and Pros, Inc.	5,000
Lake Joy Elementary School	1,000
Balance-Carried Forward	\$ 135,527

FLINT ENERGIES FOUNDATION, INC.
SCHEDULE OF COMMUNITY ASSISTANCE
FOR THE YEAR ENDED DECEMBER 31, 2013

Balance-Brought Forward	\$ 135,527
Loaves and Fishes of South Houston County	5,000
Magnolia Manor of Marion County	5,000
Marion County Emergency Medical Service	5,000
MCN Club, Inc.	5,000
Museum of Aviation Education Center	5,000
Middle Georgia State College	5,000
Miller Elementary School	818
Mossy Creek Middle School	1,000
Mossy Creek Middle School FFA	5,000
Northside Middle School	413
Northside Middle School Dance Team	3,800
Peach County Youth Association, Inc.	2,000
Peach Public Libraries	5,000
Peach Regional Medical Center	5,000
Perry High School FFA	5,000
Rainbow House Children's Resource Center	5,000
Rebuilding Together Warner Robins	5,000
Reynolds Golf Club	5,000
Reynolds Police Department	5,000
Russell Elementary School	5,000
Salvation Army Corps	5,000
Schley County Elementary School	889
Schley County Family Connection Collaborative	5,000
Special Olympics of Georgia	3,000
Springer Opera House	5,000
Staley Middle School	993
Sumter County Fire Department	1,000
Taylor County Historical Genealogical Society	5,000
Taylor County Marching Band	5,000
Taylor County Primary School	5,000
Taylor County Upper Elementary School	6,000
The Community Outreach Center, Inc.	5,000
The Leukemia and Lymphoma Society	5,000
The Methodist Home for Children and Youth	5,000
Balance-Carried Forward	\$ 275,440

FLINT ENERGIES FOUNDATION, INC.
SCHEDULE OF COMMUNITY ASSISTANCE
FOR THE YEAR ENDED DECEMBER 31, 2013

Balance-Brought Forward	\$ 275,440
The Salvation Army Safe House	3,000
Thompson Middle School	3,760
Tri-County Behavioral Health, Inc.	5,000
Upton Lee South Elementary School	333
Volunteer Houston County, Inc.	5,000
Warner Robins All Stars Youth Basketball Team	3,500
Warner Robins Fire Department Dive Team	5,000
Warner Robins Heritage Convention	5,000
Warner Robins National League	5,000
Youth Orchestra of Greater Columbus	4,000
	\$ 315,033

BYLAWS OF
FLINT ENERGIES FOUNDATION, INC.

ARTICLE I. NAME AND OFFICES

SECTION 1. Name. The name of this Corporation shall be FLINT ENERGIES FOUNDATION, INC., (the "FOUNDATION")

SECTION 2. Registered Office and Agent. The FOUNDATION shall maintain a registered office in the State of Georgia, and shall have a registered office whose address is identical with the address of such registered agent, in accordance with the requirements of the Georgia Nonprofit Corporation Code.

SECTION 3. Other Offices. The FOUNDATION may have other offices at such place or places, within or without the State of Georgia, as the Board of Directors may determine from time to time or the affair of the FOUNDATION may require or make desirable.

ARTICLE II. PURPOSE OF ORGANIZATION

SECTION 1. The purpose of the FOUNDATION shall be the accumulation and disbursement of funds for charitable purposes in the service area of FLINT ENERGIES FOUNDATION, INC. Upon dissolution of the FOUNDATION, any remaining funds shall be distributed only for charitable purposes.

ARTICLE III. FUNDING

The FOUNDATION shall be funded by such rules and regulations as may be promulgated by the Board of Directors of Flint Electric Membership Corporation and from any other source of funds available to the said FOUNDATION.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. General Powers. The business and affairs of the FOUNDATION shall be managed by an eleven (11) person Board of Directors. The initial Board of Directors shall be composed of eleven (11) persons residing in districts coextensive with and designated by the Board of Directors of Flint Electric Membership Corporation.

At the initial organizational meeting of the Board of Directors, members of the Board shall by lot draw for initial terms of office of one (1), two (2), and three (3) years.

Thereafter, the terms of office for each Board member shall be for a period of three (3) years.

Except for the initial terms of directors who by lot draw a term of one (1) or two (2) years, a Board member may serve one (1) successive term and thereafter may be reappointed to the Board after the lapse of a period of three (3) years.

ARTICLE V. QUALIFICATIONS OF BOARD MEMBERSHIP

A Board member of the FOUNDATION shall be at least eighteen (18) years of age, a permanent resident of the district from which he is chosen and of good moral character. Members of the Board of Directors of the FOUNDATION will be members of Flint Electric Membership Corporation. No person seeking or holding a seat on the Board of Directors of Flint Electric Membership Corporation shall remain a member of the Board of Directors of the FOUNDATION.

ARTICLE VI. COMPENSATION OF DIRECTORS

No director shall receive compensation for serving on the Board of Directors of the FOUNDATION. Such Board members may, however, be reimbursed for mileage and out of pocket expenses incurred while on the business of the FOUNDATION when such business is sanctioned by the Board of Directors of said FOUNDATION.

ARTICLE VII. SELECTION OF BOARD OF DIRECTORS

The initial Board of Directors shall be designated by the Board of Directors of Flint Electric Membership Corporation. Thereafter, when vacancies are to be filled or when terms expire, persons shall be named to their respective vacancies on the said Board of Directors by a vote of the Board of Directors of Flint Electric Membership Corporation. The existing Board of Directors of the FOUNDATION may make recommendations to the Board of

Directors of Flint Electric Membership Corporation for nominees for the FOUNDATION Board.

SECTION 1. Regular Meetings. Regular meetings of the Board of Directors of the FOUNDATION shall be held at least quarterly at a place designated by the Board. The Board of Directors may meet at such other times as they may deem at their discretion to be necessary.

SECTION 2. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman or any three (3) Directors, and it shall thereupon be the duty of the Secretary to cause a notice of such meeting to be given as hereafter provided. The person or persons authorized to call special meetings of the Board of Directors may fix the place and time for holding any special meeting called by them.

SECTION 3. Notice. The Secretary shall give notice of any regular or special meeting at least five (5) days prior to the meeting by personal delivery, telex, telecopy, cablegram, telegram or mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a

meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

SECTION 4. Action Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed before such action by all of the Directors.

SECTION 5. Participation in Meeting Through Any Means of Communication. Directors may participate in meetings of the Board of Directors, through the use of any means of communications by which all directors participating may simultaneously hear each other during the meeting and participation by such means shall constitute presence in person at such a meeting.

SECTION 6. Presumption of Assent. A director of the FOUNDATION who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the FOUNDATION immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 7. Committees. The Board of Directors may, by resolution passed by a majority of the entire Board, designate one or more committees to consist of two or more of the directors of the FOUNDATION, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

ARTICLE VIII. QUORUM

A majority of the Board of Directors shall, unless otherwise designated in these Articles, constitute a quorum. In the event that less than a majority of the Board of Directors is present at any meeting, the majority of those Directors present may adjourn the meeting and designate a place and time for the next meeting, under which circumstances the Secretary shall notify the absent members of the place and time of the next meeting. An act of the majority of the Board of Directors present at any meeting at which a quorum is present, and unless otherwise provided in these Bylaws, shall be the act of the Board of Directors of the FOUNDATION.

ARTICLE IX. REMOVAL OF MEMBER OF BOARD

Any member of the Board of Directors of the FOUNDATION shall automatically cease to be a member of said Board if and in the event such member misses three (3) successive "regular" meetings as outlined in Section 1 of Article VII of these Bylaws. Any members of the Board of Directors of the FOUNDATION may otherwise be removed for cause from the Board by a two-thirds (2/3) vote of the entire Board of Directors of the FOUNDATION.

ARTICLE X. OFFICERS OF THE CORPORATION

The officers of the FOUNDATION shall be a Chairman, a Vice Chairman, a Secretary and a Treasurer, and such other officers as may be determined by the Board from time to time. For the purposes of these Bylaws, the above four (4) officers shall constitute the Executive Committee of the FOUNDATION.

ARTICLE XI. ELECTION OF OFFICERS AND TERMS OF OFFICE

The officers shall be elected by secret ballot annually by the Board of Directors at a meeting of the Board of Directors held on an annual basis after the initial organizational meeting.

The terms of office shall be for one (1) year, however, nothing shall prevent an officer from being re-elected to consecutive terms of office.

ARTICLE XII. EX-OFFICIO MEMBERS OF BOARD OF DIRECTORS

The General Manager and Chief Executive Officer of Flint Electric Membership Corporation, or his or her designee, shall be an ex-officio member of the Board of Directors of the FOUNDATION. The FOUNDATION may from time to time have other such ex-officio members as the Board of Directors may in its discretion determine as necessary or prudent. The General Manager and Chief Executive Officer, or his or her designee, of Flint Electric Membership Corporation, in his/her capacity as ex-officio member of the Board of Directors, shall upon request assist the Secretary and Treasurer of the Board with their official duties hereinafter shown in Article XIV.

ARTICLE XIII. POLICIES, RULES AND REGULATIONS

The Board of Directors of the FOUNDATION shall have the power to make and adopt such rules and regulations, not inconsistent with law, the Articles of Incorporation or these Bylaws, as it may deem advisable for the management, administration and regulation of the business and affairs of the FOUNDATION.

ARTICLE XIV. DUTIES OF OFFICERS

SECTION 1. The Chairman shall be the principal executive officer of the FOUNDATION and, unless otherwise determined by the Board of Directors, shall preside at all meetings of the Board of

Directors and in general perform all duties incidental to the office of Chairman and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 2. In the absence of the Chairman, or in the event of his/her inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice-Chairman shall also perform such other duties as from time to time may be assigned to him/her by the Board of Directors.

SECTION 3. The Secretary shall be responsible for the keeping of the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; be responsible for seeing that all notices are duly given in accordance with these Bylaws or as required by Law; be custodian of the corporate records and of the seal of the FOUNDATION and affix the seal of the FOUNDATION to all necessary documents, the execution of which on behalf of the FOUNDATION under its seal is duly authorized in accordance with the provision of these Bylaws; have general charge of the books of the FOUNDATION; be responsible for the keeping on file at all times a complete copy of the Articles of Incorporation and Bylaws of the FOUNDATION containing all amendments thereto; and, in general, perform all duties incidental to the office of the Secretary and such other duties as

from time to time may be assigned to him/her by the Board of Directors.

SECTION 4. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the FOUNDATION; be responsible for the receipt of and the issuance of receipt for monies due and payable to the FOUNDATION from any source whatsoever, and for the deposit of all such monies in the name of the FOUNDATION in such bank or banks as shall be selected in accordance with the provisions of these Bylaws; and in general perform all the duties incidental to the office of Treasurer and such other duties as from time to time may be assigned to him\her by the Board of Directors.

ARTICLE XV. CHECK SIGNING

Any and all checks issued by the FOUNDATION, for any purpose, shall be signed by two (2) officers or one (1) officer and such other person(s) as may be designated by the Board of Directors as having check signing authority.

ARTICLE XVI. DISBURSEMENT OF FUNDS

Except as otherwise provided by these Bylaws, the Board of Directors of the FOUNDATION shall have the full and sole responsibility for the disbursement of all monies of the FOUNDATION in accordance with the Bylaws and the policies as adopted by the Board of Directors.

Prior to consideration by the Board of Directors of the FOUNDATION, of any disbursement, member(s) of the Board of Directors of the FOUNDATION shall disclose and explain any personal and/or business interest, connection, kinship or other association he or she has with the person, family, group, corporation or other entity under consideration for funding by the FOUNDATION. Such interested director shall excuse himself or herself from the meeting, and shall not participate in the discussion of or voting on the disbursement.

Members of the Board of Directors of the FOUNDATION, immediate family members of the members of the Board of Directors of the FOUNDATION, members of the Board of Directors of Flint Electric Membership Corporation, immediate family members of the members of the Board of Directors of Flint Electric Membership Corporation, employees of Flint Electric Membership Corporation and immediate family members of members of employees of Flint Electric Membership Corporation shall not be eligible to receive any disbursement of monies from the FOUNDATION. For the purposes of this Article XVI, immediate family members means spouse, parent, son, daughter, brother, sister, niece, nephew, half-sibling, step-sibling, grandparent, grandchild, in-laws and step-parents.

No disbursements of monies from the FOUNDATION shall be used for the payment of electric bills.

ARTICLE XVII. ACCUMULATION OF FUNDS

Flint Electric Membership Corporation shall transfer funds collected by it for the benefit of the FOUNDATION on a regular basis, but in no event less than quarterly. The FOUNDATION may also solicit and accept contributions from other sources as deemed appropriate by its Board of Directors.

ARTICLE XVIII. INVESTMENT OF FUNDS

The Board of Directors of the FOUNDATION shall be responsible for the funds entrusted to it and shall make such investment of such funds in a manner which is reasonable and prudent and in keeping with these Bylaws and the policies of the FOUNDATION.

ARTICLE XIX. ACCOUNTING SYSTEM AND REPORTS

The Board of Directors of the FOUNDATION shall cause to be established and maintained a complete accounting system such that is in keeping with sound financial management and further more the Board of Directors of the FOUNDATION shall make reports to the Board of Directors of Flint Electric Membership Corporation on the operation and expenditures of the FOUNDATION as may be necessary and prudent, but in no case less than annually.

ARTICLE XX. POLITICAL CONTRIBUTIONS

No funds of the FOUNDATION shall in any fashion be used to support any candidate for political office or for any political purpose.

ARTICLE XXI. BORROWING FUNDS

The FOUNDATION shall NOT have the authority to borrow monies from any bank, savings and loan or other institutions for any purpose.

In case of a serious emergency, by a majority vote of the Board of Directors of the FOUNDATION (six [6] members), the FOUNDATION shall have authority to request and receive from Flint Electric Membership Corporation an advance of funds needed for such emergency not to exceed six (6) months' anticipated receipts as shown by the previous six (6) months' records. Any such advance supplied by Flint Electric Membership Corporation is to be repaid by the FOUNDATION to Flint Electric Membership Corporation as soon as funds are paid in on regular monthly receipts.

ARTICLE XXII. EMERGENCY EXPENDITURE

The Executive Committee of the FOUNDATION by a vote of at least three (3) of its members may from time to time make expenditures on an emergency basis, in accordance with these Bylaws; and policies adopted by the Board of Directors of the

FOUNDATION; and in accordance with the purpose of this FOUNDATION, in an amount not exceeding ONE THOUSAND NO/100 (\$1,000.00) DOLLARS, to any person, family, group or organization.

Such emergency expenditure shall be fully disclosed by the Executive Committee at the next regularly called meeting of the Board of Directors of the FOUNDATION.

ARTICLE XXIII. AMOUNT OF EXPENDITURES

UNLESS otherwise provided by these Bylaws and in keeping with the purpose of this FOUNDATION, the Board of Directors of the FOUNDATION may make annual expenditures of FOUNDATION funds by majority vote of members present at a meeting and constituting a quorum according to the following rules:

- a.) Not more than TWO THOUSAND FIVE HUNDRED AND NO/100 (\$2,500.00) DOLLARS, annually to any individual.
- b.) Not more than TEN THOUSAND AND NO/100 (\$10,000.00) DOLLARS, annually to any family unit, group, organization, charity or like organization.

ARTICLE XXIV. EXPENDITURES EXCEEDING TEN THOUSAND

AND NO/100 (\$10,000.00) DOLLARS

Notwithstanding any other provision of these Bylaws, the Board of Directors of the FOUNDATION may, by a two-thirds (2/3) vote of the entire Board of Directors (eight [8] members), make expenditures in any amount to any person(s); family unit, group, organization, charity or like organization when such members determine it is in keeping with the purpose and spirit of the FOUNDATION and these Bylaws.

ARTICLE XXV. RETENTION OF FUNDS

From time to time, funds from whatever source derived may be disbursed or otherwise disposed of by the FOUNDATION, for any purpose as allowed in accordance with these Bylaws, excepting a sufficient balance as required by a bank or other institution to maintain an account without charge for the FOUNDATION.

ARTICLE XXVI. PROXY VOTING

There shall not exist proxy voting at any meeting of the Board of Directors of the FOUNDATION.

ARTICLE XXVII. AUDIT

The Board of Directors of the FOUNDATION shall on an annual basis cause the books and records of the FOUNDATION to be audited by a certified public accountant and a report in keeping with sound accounting principles be issued to the Board of Directors of the FOUNDATION and the Board of Directors of Flint Electric Membership Corporation.

ARTICLE XXVIII. FISCAL YEAR

The Fiscal Year of the FOUNDATION shall commence on the 1st day of July of each calendar year and end on the 30th day of June of each calendar year.

ARTICLE XXVIX. INDEMNIFICATION

SECTION 1. Right of Indemnification. Subject to the provisions of Section 2 of this Article, the FOUNDATION shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the FOUNDATION in which such person was adjudged liable to the FOUNDATION or in any other proceeding in which such person was adjudged liable on the basis that personal benefit was improperly received by such person) by reason of the fact that he is or was

a director, officer, employee or agent of the FOUNDATION against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, if he acted in a manner he believed in good faith to be in or not opposed to the best interests of the FOUNDATION, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, be determinative that the person did not act in a manner which he believed in good faith to be in or not opposed to the best interests of the FOUNDATION, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

SECTION 2. Determination and Authorization of Indemnification. Any indemnification under Section 1 of this Article (unless ordered by a court) shall be made by the FOUNDATION only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he had met the applicable standard of conduct set forth in said Section 1. Such determination shall be made (a) by the Board of Directors, by a majority vote of a quorum consisting of directors who were not

parties to such action, suit or proceeding; (b) if such quorum is not obtainable, by a majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; (c) by special legal counsel selected by the Board of Directors or its committee in the manner prescribed in (a) or (b) above; or if a quorum cannot be obtained or under (a) above and a committee cannot be selected under (b), by majority vote of the fully Board of Directors (in which selection directors who are parties may participate; or (d) by the members who are not parties to the proceeding).

SECTION 3. Mandatory Indemnification. If a director, officer, employee or agent of the FOUNDATION has been successful on the merits or otherwise as a party to any action, suit or proceeding, referred to in Section 1 of this Article, or with respect to any claim, issue or matter therein (to the extent that a portion of his expenses can be reasonably allocated thereto), he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

SECTION 4. Advance for Expenses. Reasonable expenses incurred in connection with a civil, criminal, administrative or investigative action, suit or proceedings, or threat thereof, may be paid by the FOUNDATION in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of

Directors in the specific case upon receipt of a written affirmation of such person of his good faith belief that such person has acted in a manner which he believed good faith to be in or not opposed to the best interest of the FOUNDATION, and, with respect to any criminal action or proceedings had no reasonable cause to believe that his conduct was unlawful and an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the FOUNDATION as authorized in this Article.

SECTION 5. Insurance. By action of the Board of Directors, notwithstanding any interest of the directors in the action, to the full extent permitted by applicable law, the FOUNDATION may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the FOUNDATION, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the FOUNDATION would have the power to indemnify him against such liability under the provisions of this Article or of Section 14-2-851 or Section 14-2-852 of the Official Code of Georgia Annotated.

SECTION 6. Non-exclusivity. The provisions for indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights, in

respect of indemnification or otherwise, to which those seeking indemnification may be entitled under any bylaw, agreement, either specifically or in general terms, resolution, or approved by the affirmative vote of the members entitled to vote thereon taken at a meeting, the notice of which specified that such bylaw, resolution or agreement would be placed before the members, both as to action by a director, officer, employee or agent in his official capacity and as to action in another capacity while holding such office or position, except that no such other rights, in respect to indemnification or otherwise, may be provided or granted with respect to the liability of any director, officer, employee or agent for (a) any appropriation, in violation of his duties, of any business opportunity of the FOUNDATION; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) liabilities of a director imposed by Section 14-2-832 of the Georgia Business Corporation Code; or (d) any transaction from which the director, officer, employee, or agent derived an improper personal benefit.

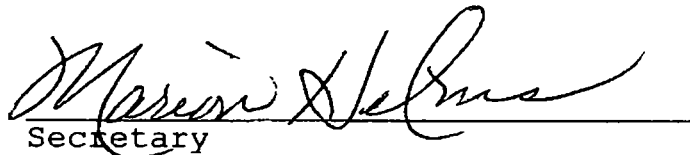
ARTICLE XXX. AMENDMENTS

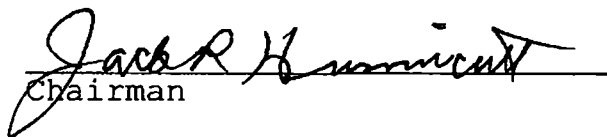
These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority vote of the entire Board of Directors of Flint Electric Membership Corporation. The Board of Directors of the FOUNDATION may make advisory recommendation

concerning the alteration, amendment or repeal of these Bylaws and the adoption of new Bylaws to the Board of Directors of Flint Electric Membership Corporation.

The above Bylaws are hereby adopted by the Board of Directors of FLINT ENERGIES FOUNDATION, INC. this 8th day of February, 2001.

ADOPTED AND APPROVED, this 8th day of February, 2001.


Secretary


Chairman