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
[X] Address change
[X] Name change
[ ] Initial return
[ ] Terminated
[ ] Amended return
[ ] Application pending

C Name of organization: Don & Sybil Harrington Cancer Foundation

Doing Business As

Number and street (or P O box if mail is not delivered to street address): 500 South Taylor Suite 603 Unit 223 — Room/suite

City or town, state or province, country, and ZIP or foreign postal code: Amarillo TX 79101

D Employer identification number: 75-1578415

E Telephone number

G Gross receipts $ 6,653,891

F Name and address of principal officer:
Gainor Davis
500 South Taylor Suite 603 Unit 223
Amarillo TX 79101

H(a) Is this a group return for subordinates? [ ] Yes [X] No

H(b) Are all subordinates included? [ ] Yes [ ] No
If "No," attach a list (see instructions)

I Tax-exempt status [X] 501(c)(3) [ ] 501(c) ( ) ◀ (insert no) [ ] 4947(a)(1) or [ ] 527

J Website ▶ www.hcfamarillo.org

H(c) Group exemption number ▶

K Form of organization [X] Corporation [ ] Trust [ ] Association [ ] Other ▶

L Year of formation 1981 M State of legal domicile TX

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities
To reduce the burden of cancer and blood diseases in our communities through patient care, cancer education, and research.

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	13
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	200
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

	Prior Year	Current Year
Revenue		
8 Contributions and grants (Part VIII, line 1h)	1,208,143	2,116,944
9 Program service revenue (Part VIII, line 2g)	34,618,922	0
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	5,648,568	-222,822
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	183,249	76,581
12 Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)	41,658,882	1,970,703
Expenses		
13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)		1,069,149
14 Benefits paid to or for members (Part IX, column (A), line 4)		0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	10,445,903	0
16a Professional fundraising fees (Part IX, column (A), line 11e)	28,935	0
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 92,259		
17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	23,940,954	890,742
18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	34,415,792	1,959,891
19 Revenue less expenses Subtract line 18 from line 12	7,243,090	10,812

Net Assets or Fund Balances	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	68,484,093	48,245,340
21 Total liabilities (Part X, line 26)	5,471,442	75,263
22 Net assets or fund balances Subtract line 21 from line 20	63,012,651	48,170,077

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SCANNED DEC 09 2014

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: Gainor Davis — Date 11/12/14
▶ Gainor Davis Executive Director
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
Samuel B Lovelady	CPA	11/12/2014		P01399946

Firm's name ▶ Lovelady, Christy + Associates — Firm's EIN ▶ 75-2618166

Firm's address ▶ 801 S Fillmore St Ste 420, Amarillo, TX 79101 — Phone no 806-373-4884

May the IRS discuss this return with the preparer shown above? (see instructions) [X] Yes [ ] No

For Paperwork Reduction Act Notice, see the separate instructions.

DAA

22 C17

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III [X]

1 Briefly describe the organization's mission

To reduce the burden of cancer and blood diseases in our communities through patient care, cancer education, and research.

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 [X] 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? [X] 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 $ 1,597,012 including grants of $ 1,069,149) (Revenue $)

To reduce the burden of cancer and blood diseases in our communities through patient care, cancer education, and research.

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 ▶ 1,597,012

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	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2	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	3		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	4		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	5		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	6		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	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8		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	9		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	10	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	11a		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	11b		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	11c		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	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e		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	11f		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	12a		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	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		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	14b		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	15		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	16		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)	17		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	18	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	19		X
20a	Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

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	21	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	22	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	23		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	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
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?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
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	25a		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	25b		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	26		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	27		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	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		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	28c	X	
29	Did the organization receive more than $25,000 in non-cash contributions? If "Yes," complete Schedule M	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31		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	32		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	33		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	34		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		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	35b		
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	36		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	37		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	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check 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?			2b		
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)					
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		
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		
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		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f		
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?			13a		
	Note. See the instructions for additional information the organization must report on Schedule O					
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 [X]

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	1a: 13			
b	Enter the number of voting members included in line 1a, above, who are independent	1b: 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?		2		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?		3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4	X	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		5		X
6	Did the organization have members or stockholders?		6		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?		7a		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?		8a	X	
b	Each committee with authority to act on behalf of the governing body?		8b	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		9		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?	10a		X
b	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?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X	
b	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	12a	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	X	
13	Did the organization have a written whistleblower policy?	13	X	
14	Did the organization have a written document retention and destruction policy?	14		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	15a	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)	15b		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?	16a		X
b	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?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ None

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 [X] 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 ▶ Lovelady, Christy + Associates 801 S Fillmore Suite 420
Amarillo TX 79101 806-373-4884

Part VII **Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check 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): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
(1) Kathy Cornett Chairman	2.00 0.00	X		X				0	0	0
(2) Julie Attebury Vice-Chairman	2.00 0.00	X		X				0	0	0
(3) Stacy Sharp Secretary	2.00 0.00	X		X				0	0	0
(4) Mark Bivins	1.00 0.00	X						0	0	0
(5) Krista Courson	1.00 0.00	X						0	0	0
(6) Jenks Currie	1.00 0.00	X						0	0	0
(7) J D Graham	1.00 0.00	X						0	0	0
(8) David Kritser III	1.00 0.00	X						0	0	0
(9) Sharon Oeschger	1.00 0.00	X						0	0	0
(10) Brian Pruitt	1.00 0.00	X						0	0	0
(11) Blaine Roberts	1.00 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: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
(12) Richard Ware	1.00 0.00	X						0	0	0
(13) Smith Ellis Treasurer	2.00 0.00	X		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	3		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	4		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	5		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
BSA Health System 1600 Wallace Boulevard Amarillo TX 79029	Services	256,809

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 ▶ 1

Part VIII Statement of Revenue

Check 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	576,359				
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1,540,585				
	g Noncash contributions included in lines 1a-1f	$	7,500				
	h Total. Add lines 1a–1f		▶	2,116,944			
Program Service Revenue		Busn Code					
	2a						
	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)		▶	274,669			274,669
	4 Income from investment of tax-exempt bond proceeds		▶				
	5 Royalties		▶	125,982			125,982
		(i) Real	(ii) Personal				
	6a Gross rents						
	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 4,034,437	(ii) Other 43,306				
	b Less cost or other basis & sales exps	4,575,234					
	c Gain or (loss)	-540,797	43,306				
	d Net gain or (loss)		▶	-497,491	-540,797		43,306
	8a Gross income from fundraising events (not including $ 576,359 of contributions reported on line 1c) See Part IV, line 18	a	23,117				
	b Less direct expenses	b	107,954				
	c Net income or (loss) from fundraising events		▶	-84,837			-84,837
	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 Miscellaneous Income			35,182			35,182
	b Litigation Settlements			254			254
	c						
	d All other revenue						
	e Total. Add lines 11a–11d		▶	35,436			
	12 Total revenue. See instructions		▶	1,970,703	-540,797	0	394,556

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	345,265	345,265		
2 Grants and other assistance to individuals in the U S See Part IV, line 22	723,884	723,884		
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	107,849	21,570	64,709	21,570
b Legal	67,823		67,823	
c Accounting	32,603		32,603	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees	68,579		68,579	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	124,856	81,156		43,700
12 Advertising and promotion	3,105			3,105
13 Office expenses	16,872	161	10,020	6,691
14 Information technology	3,000			3,000
15 Royalties				
16 Occupancy	6,000	2,100	1,800	2,100
17 Travel	14,931	13,553		1,378
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	7,688	7,387	250	51
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 Small Grants	210,771	210,771		
b Affiliation Fees	79,081	79,081		
c Event Expenses	34,835	34,835		
d Web Site	33,867	12,166	12,166	9,535
e All other expenses	78,882	65,083	12,670	1,129
25 **Total functional expenses.** Add lines 1 through 24e	1,959,891	1,597,012	270,620	92,259
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 Sheet

Check 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	28,265,828	1	745,826
	2	Savings and temporary cash investments	9,236,948	2	12,962,632
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	2,006,550	4	
	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	390,123	8	
	9	Prepaid expenses and deferred charges	628,698	9	
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D (10a)			
	b	Less accumulated depreciation (10b)	13,724,509	10c	
	11	Investments—publicly traded securities	14,065,757	11	34,576,752
	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	165,680	15	-39,870
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	68,484,093	16	48,245,340
Liabilities	17	Accounts payable and accrued expenses	1,087,625	17	75,263
	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	4,383,817	25	
	26	**Total liabilities.** Add lines 17 through 25	5,471,442	26	75,263
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	49,649,504	27	29,821,813
	28	Temporarily restricted net assets	8,778,611	28	12,352,508
	29	Permanently restricted net assets	4,584,536	29	5,995,756
		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	63,012,651	33	48,170,077
	34	Total liabilities and net assets/fund balances	68,484,093	34	48,245,340

DAA

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI [X]

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,970,703
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,959,891
3	Revenue less expenses Subtract line 2 from line 1	3	10,812
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	63,012,651
5	Net unrealized gains (losses) on investments	5	955,618
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	-15,809,004
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	48,170,077

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII [ ]

			Yes	No
1	Accounting method used to prepare the Form 990 [ ] Cash [X] 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?	2a		X
	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?	2b		X
	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?	2c		
	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?	3a		X
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	3b		

DAA

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 Don & Sybil Harrington Cancer Foundation

Employer identification number 75-1578415

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?

		Yes	No
(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?	11g(i)		
(ii) A family member of a person described in (i) above?	11g(ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		

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? Yes	No	(v) Did you notify the organization in col (i) of your support? Yes	No	(vi) Is the organization in col (i) organized in the U S ? Yes	No	(vii) Amount of monetary support
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

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 ")						
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						
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						

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						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
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						

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 | %

15 Public support percentage from 2012 Schedule A, Part II, line 14 | 15 | %

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")	947,267	5,937,510	3,864,039	1,208,143	2,116,944	14,073,903
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	26,634,291	28,229,161	31,901,487	34,618,922		121,383,861
3 Gross receipts from activities that are not an unrelated trade or business under section 513					58,553	58,553
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	27,581,558	34,166,671	35,765,526	35,827,065	2,175,497	135,516,317
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.)						135,516,317

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	27,581,558	34,166,671	35,765,526	35,827,065	2,175,497	135,516,317
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	717,254	961,139	1,933,711	1,614,830	400,651	5,627,585
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	717,254	961,139	1,933,711	1,614,830	400,651	5,627,585
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on	152,342	179,819				332,161
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	42,216	28,265	90,260	40,225		200,966
13 **Total support.** (Add lines 9, 10c, 11, and 12.)	28,493,370	35,335,894	37,789,497	37,482,120	2,576,148	141,677,029

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	95.65 %
16	Public support percentage from 2012 Schedule A, Part III, line 15	16	95.40 %

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2013** (line 10c, column (f) divided by line 13, column (f))	17	4 %
18	Investment income percentage from **2012** Schedule A, Part III, line 17	18	3 %

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)

Part III, Line 12 - Other Income Detail

Fundraising	$	200,966

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: Don & Sybil Harrington Cancer Foundation

Employer identification number: 75-1578415

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)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of a certified historic structure

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

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	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	16,699,795	14,785,060	10,459,835	18,486,266	15,482,926
b Contributions	454,010	1,077,008	3,945,030	1,245,743	401,154
c Net investment earnings, gains, and losses	91,973	1,559,807	380,195	708,875	2,710,557
d Grants or scholarships	107,000				
e Other expenditures for facilities and programs	140			9,981,049	27,387
f Administrative expenses	7,850				80,983
g End of year balance	17,130,788	17,421,875	14,785,060	10,459,835	18,486,267

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

a Board designated or quasi-endowment ▶ 38.08 %

b Permanent endowment ▶ 26.77 %

c Temporarily restricted endowment ▶ 35.15 %

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

		Yes	No
(i) unrelated organizations	3a(i)		X
(ii) related organizations	3a(ii)		X
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

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

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	
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	
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	

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	
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	
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	

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 V, Line 4 - Intended Uses for Endowment Funds

The organization's endowments consist of amounts that have been designated by the governing board for specific purposes as well as amounts that have been restricted by donors for cancer research, patient care and assistance, and capital projects.

Part XIII Supplemental Information (continued)

SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a.

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule G (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: Don & Sybil Harrington Cancer Foundation

Employer identification number: 75-1578415

Part I **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part

1 Indicate whether the organization raised funds through any of the following activities Check all that apply

a ☐ Mail solicitations
b ☐ Internet and email solicitations
c ☐ Phone solicitations
d ☐ In-person solicitations
e ☐ Solicitation of non-government grants
f ☐ Solicitation of government grants
g ☐ Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ Yes ☐ No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization

	(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fund-raiser have custody or control of contributions? Yes	No	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							
Total ▶							

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing

Part II **Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than $5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col (a) through col (c))
		24 Hours in the (event type)	Friends of Foge (event type)	1 (total number)	
Revenue	1 Gross receipts	182,609	22,479	394,388	599,476
	2 Less Contributions	182,609	22,479	371,271	576,359
	3 Gross income (line 1 minus line 2)			23,117	23,117
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	34,626	6,969	66,359	107,954
	10 Direct expense summary Add lines 4 through 9 in column (d)			▶	107,954
	11 Net income summary Subtract line 10 from line 3, column (d)			▶	-84,837

Part III **Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than $15,000 on Form 990-EZ, line 6a

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes % ☐ No	☐ Yes % ☐ No	☐ Yes % ☐ No	
	7 Direct expense summary Add lines 2 through 5 in column (d)			▶	
	8 Net gaming income summary Subtract line 7 from line 1, column (d)			▶	

9 Enter the state(s) in which the organization operates gaming activities

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain

11 Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶

Address ▶

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ and the amount of gaming revenue retained by the third party ▶ $

c If "Yes," enter name and address of the third party

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ $

Description of services provided ▶

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $

Part IV **Supplemental Information.** Provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable Also complete this part to provide any additional information (see instructions)

SCHEDULE I (Form 990)

Department of the Treasury Internal Revenue Service

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.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization: Don & Sybil Harrington Cancer Foundation

Employer identification number: 75-1578415

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? [X] Yes [ ] No

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) Texas Tech University Health 1400 S Coulter Amarillo TX 79106	75-6043842	GOV	10,000				Promote Health
(2) Texas Tech University Health 1400 S Coulter Amarillo TX 79106	75-6043842	GOV	111,239				Medical Equipment
(3) Panhandle AIDS Support Organization 1501 SW 10th Amarillo TX 79101	75-2219593		15,000				Patient Support
(4) Northwest Texas Hospital 1501 S Coulter Amarillo TX 79101	23-2238976	GOV	9,234				Patient Support
(5) Baptist St. Athony's Health System 1600 Wallace Boulevard Amarillo TX 79106	75-0800669		20,275				Patient Support
(6) 7 Star Therapeutic Riding Center P O Box 50655 Amarillo TX 79159	20-0857615		10,620				Patient Therapy
(7) Dallam Hartley County Hospital Dist 1411 Denver Avenue Dalhart TX 79022	75-1702162	GOV	43,897				Medical Equipment
(8) West Texas Rotary Club Diabetes 1400 S Coulter Amarillo TX 79106	91-2027218		15,000				Promote Health
(9) Coffee Memorial Blood Bank 7500 Wallace Boulevard Amarillo TX 79124	75-0917415		100,000				Promote Health

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

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

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 Patient Direct Assistance	1625	723,884			
2					
3					
4					
5					
6					
7					

Part IV **Supplemental Information.** Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ ▶ See separate instructions
▶ Information about Schedule L (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

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2013
Open To Public Inspection

Name of the organization: Don & Sybil Harrington Cancer Foundation

Employer identification number: 75-1578415

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only)

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1 (a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected? Yes	No
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958 ▶ $

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ $

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the org? To	From	(e) Original principal amount	(f) Balance due	(g) In default? Yes	No	(h) Approved by board or committee? Yes	No	(i) Written agreement? Yes	No
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												
(8)												
(9)												
(10)												
Total					▶ $							

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

Part IV **Business Transactions Involving Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of org revenues? Yes	No
(1) McCormick Company	Business	50,316	Marketing Fees		X
(2) Amarillo National Bank	Business	46,202	Investment Fees		X
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V **Supplemental Information**

Provide additional information for responses to questions on Schedule L (see instructions)

Schedule L, Part V - Additional Information

Kathy Cornett, Board member, is also an owner/officer of McCormick Company, which provides marketing and web services to Harrington Cancer Foundation.

Richard Ware, Board member, is an owner/officer of Amarillo National Bank, which provides investing services to Harrington Cancer Foundation.

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	Employer identification number
Don & Sybil Harrington Cancer Foundation	75-1578415

Form 990, Part I, Line 6

The Don & Sybil Harrington Cancer Foundation receives services from a number of volunteers. The services do not meet the requirements to be recorded in the financial statements and are not recognized in the financial statements.

Form 990, Part III, Line 3

On January 1, 2013, the assets and operations of the Don and Sybil Harrington Cancer Center, Inc. were transferred to BSA Hospital, LLC. On March 1, 2013, the name of the organization was changed to Don & Sybil Harrington Cancer Foundation. The Don and Sybil Harrington Cancer Center, Inc. provided direct patient care and services; subsequent to the transfer of the assets and operation of the Don and Sybil Harrington Cancer Center, Inc. to BSA Hospital, LLC, the Don & Sybil Harrington Cancer Foundation does not provide direct patient care or services or any other direct patient operations. The mission of the Don & Sybil Harrington Cancer Foundation has been changed to "to reduce the burden of cancer and blood diseases in our communities through patient care, cancer education, and research."

Form 990, Part VI, Line 4 - Significant Changes to Organizational Documents

On January 1, 2013, the assets and operations of the Don and Sybil Harrington Cancer Center, Inc. were transferred to BSA Hospital, LLC. On March 1, 2013, Baptist/St. Anthony's Health System was removed as the sole member of the Organization, the name of the Organization was changed to Don

Name of the organization: Don & Sybil Harrington Cancer

Employer identification number: 75-1578415

& Sybil Harrington Cancer Foundation, and the purposes were amended to provide for reducing the burden of cancer and blood diseases in our communities through patient care, cancer education, and research. Don & Sybil Harrington Cancer Foundation adopted the "Third Amended and Restated Bylaws of Don & Sybil Harrington Cancer Foundation" and the "Fourth Amended and Restated Certificate of Formation of Don & Sybil Harrington Cancer Foundation."

Form 990, Part VI, Line 11b - Organization's Process to Review Form 990
Copies of the Form 990 are provided to Board members before filing. The Organization has its legal counsel review the Form 990 prior to its filing.

Form 990, Part VI, Line 12c - Enforcement of Conflicts Policy
The Board of Directors decides whether a financial interest is a conflict of interest. Board members must disclose financial interests and all material facts to the Board of Directors on an annual disclosure statement. The interested party leaves the Board meeting during discussion of the financial interest by the Board. The Board considers the facts presented with due diligence to determine whether the transaction or arrangement is in the organization's best interest and whether the transaction is fair and reasonable to the organization. By majority vote, the Board determines whether the transaction or arrangement is a conflict of interest or approves the transaction with recusal by the interested person.

Form 990, Part VI, Line 15a - Compensation Process for Top Official
During 2013, the Executive Director was an employee of BSA Health System. The Don & Sybil Harrington Cancer Foundation contracted with BSA for the

Name of the organization: Don & Sybil Harrington Cancer

Employer identification number: 75-1578415

services of the Executive Director. The Executive Director, as an employee of BSA Health System, was evaluated annually by the BSA Health System. A representative of the Board of Directors was invited to participate in the evaluation. Compensation of the Executive Director was determined by policies and recommendations of employees of BSA Health System.

Form 990, Part VI, Line 19 - Governing Documents Disclosure Explanation

Governing documents, the conflict of interest policy, and financial reports are available upon request from the general public.

Form 990, Part XI, Line 9 - Other Changes in Net Assets Explanation

Assets Transferred from Baptist St. Anthony's Fdn	$	6,867,972
Assets Transferred from 24 Hours in the Canyon	$	11,111
Assets Transferred to Baptist St. Anthony's Health	$	22,688,087

On January 1, 2013, the assets and operations of the Don and Sybil Harrington Cancer Center, Inc. were transferred to BSA Hospital, LLC. On March 1, 2013, Baptist/St. Anthony's Health System was removed as the sole member of the organization, the name of the Organization was changed to Don & Sybil Harrington Cancer Foundation, and the purposes of the Organization were amended. Don & Sybil Harrington Cancer Foundation adopted the "Third Amended and Restated Bylaws of Don & Sybil Harrington Cancer Foundation" and the "Fourth Amended and Restated Certificate of Formation of Don & Sybil Harrington Cancer Foundation."

The BSA Foundation was merged into the Don & Sybil Harrington Cancer Foundation on February 27, 2013. Assets were transferred to the Don & Sybil Harrington Cancer Foundation and the BSA Foundation was legally

Name of the organization: Don & Sybil Harrington Cancer

Employer identification number: 75-1578415

terminated.

The 24 Hours in the Canyon fundraising project decided to transfer its bank account balance to the Don & Sybil Harrington Cancer Foundation instead of writing contribution checks out of the account to the Harrington Cancer Foundation. Fundraising income is deposited into the bank account maintained by the Harrington Cancer Foundation and expenses are paid out of the account as well, in order that complete records can be maintained to reflect the fundraising project's income and expenses.

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697

John Steen
Secretary of State

Office of the Secretary of State

CERTIFICATE OF FILING
OF

Don & Sybil Harrington Cancer Foundation
42178301

[formerly: THE DON AND SYBIL HARRINGTON CANCER CENTER, INC.]

The undersigned, as Secretary of State of Texas, hereby certifies that a Restated Certificate of Formation for the above named domestic nonprofit corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 03/01/2013

Effective: 03/01/2013

John Steen
Secretary of State

EXHIBIT C

FILED
In the Office of the
Secretary of State of Texas
MAR 01 2013
Corporations Section

RESTATED CERTIFICATE OF FORMATION WITH NEW AMENDMENTS OF THE DON AND SYBIL HARRINGTON CANCER CENTER, INC.

ENTITY INFORMATION

The name of the filing entity is The Don and Sybil Harrington Cancer Center, Inc. The filing entity is a Texas nonprofit corporation. The file number issued to the filing entity by the Secretary of State is 42178301. The date of formation of the filing entity is December 12, 1977.

AMENDMENTS TO CERTIFICATE OF FORMATION

This restated certificate of formation makes new amendments to the Third Amended and Restated Articles of Incorporation of the entity. Provided below is an identification by reference or description of each added, altered, or deleted provision, as more particularly described in the Identification of New Amendments attached as **Exhibit "A"**.

1. The entity name has been amended.
2. The purpose of the entity has been amended.
3. Provisions relating to the names, number, terms, and manner of election of the board of directors have been amended.
4. The provision regarding a member of the entity has been amended.
5. The provision providing indemnity under the Texas Non-Profit Corporation Act has been amended.
6. The provision for distribution of assets of the entity after winding up has been amended.
7. The registered agent name and registered office address have been amended.
8. The names and addresses of the incorporators have been deleted.
9. The terminology has been updated to agree with the Texas Business Organizations Code (the "TBOC").

STATEMENT OF APPROVAL

Each new amendment has been made in accordance with the provisions of the TBOC. The amendments to the certificate of formation have been approved in the manner required by the TBOC and by the governing documents of the entity.

REQUIRED STATEMENTS

The attached Identification of New Amendments accurately states the text of the Third Amended and Restated Articles of Incorporation being restated, and each amendment to the Third Amended and Restated Articles of Incorporation being restated that is in effect, and as further amended by the restated certificate of formation. The Fourth *Amended and Restated* Certificate of Formation, attached as Exhibit "B", does not contain any other change in the Third Amended and Restated Articles of Incorporation being restated, except for the information permitted to be omitted by the provisions of the TBOC applicable to the filing entity.

EFFECTIVENESS OF FILING

This document becomes effective when the document is filed by the Texas Secretary of State.

EXECUTION

The undersigned affirms that the person designated as registered agent in the restated certificate of formation has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Dated February 28, 2013.

DON & SYBIL HARRINGTON CANCER FOUNDATION, formerly known as The Don and Sybil Harrington Cancer Center, Inc.

By: Kathryn Cornett
Kathryn Cornett, Chairman

EXHIBIT "A"

IDENTIFICATION OF NEW AMENDMENTS OF DON & SYBIL HARRINGTON CANCER FOUNDATION

ARTICLE I

Article I has been amended. Formerly it read as follows:

The name of the corporation is The Don and Sybil Harrington Cancer Center, Inc.

Article I is amended to read in its entirety as follows:

The name of the corporation is Don & Sybil Harrington Cancer Foundation.

ARTICLE IV

Article IV has been amended. Formerly it read as follows:

The general purposes for which the corporation is organized are to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the purposes of medical research, education, and care of cancer patients, with emphasis on long-range planning in regional cancer care and implementation of programs to further these purposes. In addition, the corporation may expend funds for such other charitable and educational purposes as may be deemed appropriate by the Board of Directors of the corporation. The specific goals of the corporation are:

(1) To coordinate with other health care facilities and organizations to make possible in the High Plains region the best care for the patient with cancer or other related diseases.

(2) To determine and implement short and long-range objectives for care of patients with cancer and other related diseases in coopèration with other area groups.

(3) To support the development of an ambulatory center for cancer care to provide radiation therapy, medical and surgical oncology programs, and other ambulatory care programs.

(4) To encourage a multidisciplinary approach to cancer care.

(5) To initiate programs aimed at the detection and prevention of cancer.

(6) To conduct campaigns designed to educate the people of the area about the availability of cancer care in the area.

(7) To promote comprehensive cancer care, including efforts at detection and prevention, development of new knowledge, and rehabilitation, in addition to multimodality treatment, including radiation therapy and medical and surgical oncology.

(8) To promote the best possible care at the lowest cost.

(9) To raise funds from local, state, and national sources, both private and governmental, to enhance health care in the High Plains region and also to further the specific goals and purposes set forth above.

Article IV is amended to read in its entirety as follows:

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, and the corporation may:

(a) Make qualifying distributions directly for the active conduct of activities constituting religious, charitable, scientific, and educational purposes, all for the public welfare.

(b) Receive and administer funds, to take and hold by bequest, devise, gift, purchase, or lease, either absolutely or in trust, any property, real, personal or mixed, to sell, convey, and dispose of any property and to invest and reinvest the proceeds, and to deal with and expend the income from its assets, without limitations as to amounts or values, except whatever limitations as may be imposed by law, all for religious, charitable, scientific, and educational purposes, all for the public welfare.

(c) Exercise any, all, and every power for which a nonprofit corporation is authorized to exercise under the provisions of the Texas Business Organizations Code so long as powers are for religious, charitable, scientific, and educational purposes.

Notwithstanding any other provision in herein, no part of the corporation's net earnings shall inure to the benefit of, or be distributable to, any Officer, Director, or other private individual and no substantial part of the corporation's activities shall be for carrying on of propaganda, or otherwise attempting to influence legislation; nor shall the corporation participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V

Article V has been amended. Formerly it read as follows:

The direction and control of the corporation shall be vested in a board of directors (the "Board"), subject to any limitations set forth in the Bylaws.

The number of directors shall be established by the Board, but shall not be less than nine (9). Three (3) positions of the Board shall be filled by virtue of offices held or by appointment of others. All other positions of the Board are to be recommended by the Board. Such recommendations are subject to ratification by the corporation's sole member, which ratification shall not be unreasonably withheld.

The directors based upon offices held are as follows: (1) the president of the corporation's medical staff; (2) the chief executive officer of the corporation's sole member; and (3) an individual to be appointed by the chief executive officer of the corporation's sole member.

All directors recommended by the Board and ratified by the corporation's sole member shall serve for a maximum of up to two complete three-year staggered terms. All directors recommended by the Board and ratified by the corporation's sole member shall be divided into three groups, and each group shall come up for election in successive years. Vacancies shall be filled by recommendation of the Board and ratification by the corporation's sole member, which ratification shall not be unreasonably withheld. A director that has been recommended by the Board and ratified by the corporation's sole member to fill a vacancy shall be appointed for the unexpired term of his predecessor in office. A director, (other than one serving as a result of a position held) may be removed with or without cause by a majority of the Board.

Article V is amended to read in its entirety as follows:

The Board of Directors shall initially consist of 13 members. The number of Directors may be increased or decreased (but not less than 11) from time to time by resolution adopted by a majority vote of the Board of Directors. The Nominating Committee shall appoint all Directors to the Board of Directors. The Directors shall be divided into three classes of Directors. Each class of Directors shall have identical powers. The only difference between classes of Directors is the length of their initial terms. Class 1 Directors shall serve for an initial term of one year. Class 2 Directors shall serve for an initial term of two years. Class 3 Directors shall serve for an initial term of three years. After the initial term for any class expires, all classes (1, 2, and 3) will serve for three year terms. The Nominating Committee shall initially appoint five Directors to Class 1, five Directors to Class 2, and three Directors to Class 3. Except as provided below, an individual may not serve more than three partial or complete terms as a Director, whether consecutive or nonconsecutive; *provided however*, this requirement will not prevent: (i) a Director from holding over beyond the expiration of his term and serving until his successor is duly appointed and qualified, or (ii) a Director that is also serving in the position of Chairman from serving out the remainder of his current term of office as Chairman.

ARTICLE VI

Article VI has been amended. Formerly it read as follows:

The corporation shall have one class of members comprised of a single member. The sole member of the corporation shall be entitled to vote on any adoption or approval of (i) the corporation's annual operating budget, (ii) the corporation's annual capital budget, (iii) strategic plans and implementation of such strategic plans, (iv) the incurrence of routine operating obligations not otherwise in the corporation's annual operating budget or annual capital budget which exceed $500,000 in the aggregate on an annual basis, and (v) the sale or disposition of all or substantially all of the assets of the corporation or the merger of the corporation with another entity. The sole member's adoption or approval of items (i) through (v) above shall not be unreasonably withheld. The sole member shall have no authority or approval rights with respect to funds held by the corporation. The Bylaws of the corporation may further define the rights, privileges and powers of the sole member.

Article VI is amended to read in its entirety as follows:

The corporation shall have no shareholders, members, or other owners.

ARTICLE VII

Article VII has been amended. Formerly it read as follows:

Article 1396-2.22A of the Texas Non-Profit Corporation Act permits the corporation to indemnify its present and former directors, officers, employees, volunteers, agents and any person who is or was serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another domestic or foreign corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise (collectively the "Indemnified Persons") to the extent and under the circumstances set forth therein. The corporation hereby elects to and does hereby indemnify the Indemnified Persons to the fullest extent permitted or required by Article 1396-2.22A promptly upon request of any such person making a request for indemnity hereunder. Such obligation to so indemnify and to so make all necessary determination may be specifically enforced by resort to any court of competent jurisdiction. Further, the corporation shall pay or reimburse the reasonable expenses of the Indemnified Persons covered hereby in advance of the final disposition of any proceeding to the fullest extent *permitted by Article* 1396-2.22A and subject to the conditions thereof. The corporation may purchase insurance to cover the Indemnified Persons against such claims. If any statute of the State of Texas hereafter is amended to authorize the further elimination or limitation of the liability of the Indemnified Persons of the corporation, then the liability of the Indemnified Persons of the corporation shall be limited to the fullest extent permitted by the statutes of the State of Texas, as so amended, and such elimination or limitation of liability shall be in addition to, and not in lieu of, the limitation on the liability of the Indemnified Persons of the corporation provided by the foregoing provisions of this Article VII. Any repeal of or amendment to this Article VII shall be prospective only and shall not adversely affect any limitation on the liability of a director of the corporation existing at the time of such repeal or amendment.

Article VII is amended to read in its entirety as follows:

The Directors, Officers, members of committees, former Directors, former Officers, former members of committees, and their heirs and legal representatives (**"Indemnitees"**) may not be held liable or responsible for, and the corporation must indemnify and hold harmless Indemnitees from and against, any and all expenses (including attorneys' fees), claims, liabilities, damages, fines, judgments, and settlements of every kind incurred in connection with any claim, action, suit or proceeding (civil, criminal, administrative, or investigatory) brought or threatened to be brought, irrespective of the legal theory upon which founded, in which an Indemnitee is involved by reason of being or having been a Director, Officer, committee member, or acting or having acted as a Director, Officer, committee member, partner, agent, employee, or affiliate of another corporation or entity at the request of the corporation. This indemnification is in addition to any other rights to which Indemnitee may be entitled as a matter of law. This indemnification is intended to indemnify the Indemnitees to the fullest extent permitted by Texas law.

The corporation may purchase and maintain insurance on behalf of any Indemnitee against any and all expenses (including attorneys' fees), claims, liabilities, damages, fines, judgments, and settlements of every kind incurred in connection with any claim, action, suit, or proceeding (civil, criminal, administrative, or investigatory) brought or threatened to be brought irrespective of the legal theory upon which founded, in which an Indemnitee is involved by reason of being or having been a Director, Officer, or committee member of the corporation or acting or having acted as a Director, Officer, partner, agent, employee, or affiliate of another corporation or entity at the request of the corporation without regard to whether or not the Indemnitee would be entitled to indemnification under this section or otherwise.

ARTICLE VIII

Article VIII has been amended. Formerly it read as follows:

The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including providing services for and making distributions to organizations that qualify as exempt organizations under Section 501(c)(3), of the Internal Revenue Code of 1986, as amended (the "Code"), or the equivalent sections of later Revenue Codes or similar statutes of the United States of America. The corporation shall be operated exclusively for such charitable purposes, and no part of its net earnings shall inure to the benefit of, or be distributable to, any member, officer, or other private individual, no substantial part of its activities shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on by (1) a corporation exempt from federal income tax under Section 501(a) of the Code, or corresponding provisions of law hereinafter in effect as an organization described in Section 501(c)(3) of the Code, or (2) a corporation, contributions to which are deductible under Section 170(a) of the Code, or corresponding provisions of law hereinafter in effect.

Article VIII is amended to read in its entirety as follows:

The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including providing services for and making distributions to organizations that qualify as exempt organizations under Section 501(c)(3), of the Internal Revenue Code of 1986, as amended (the "Code"), or the equivalent sections of later Revenue Codes or similar statutes of the United States of America. The corporation shall be operated exclusively for such charitable purposes, and no part of its net earnings shall inure to the benefit of, or be distributable to, any member, officer, or other private individual, no substantial part of its activities shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of this certificate of formation, the corporation shall not carry on any activities not permitted to be carried on by (1) a corporation exempt from federal income tax under Section 501(a) of the Code, or corresponding provisions of law hereinafter in effect, as an organization described in Section 501(c)(3) of the Code, or (2) a corporation, contributions to which are deductible under Section 170(a) of the Code, or corresponding provisions of law hereinafter in effect.

ARTICLE IX

Article IX has been amended. Formerly it read as follows:

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify as organizations exempt from federal income taxation as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as they now exist or as they may hereafter be amended

Article IX is amended to read in its entirety as follows:

Upon termination of the corporation or the winding up of its affairs, after all liabilities and obligations are paid, satisfied, and discharged, the property of the corporation shall be applied and distributed as follows:

(a) Property held by the corporation on a condition requiring return, transfer, or conveyance because of the winding up or termination, shall be returned, transferred, or conveyed in accordance with that requirement; and

(b) The remaining property of the corporation shall be distributed only for tax-exempt purposes to one or more organizations that are exempt under Section 501(c)(3), or described by Section 170(c)(1) or (2) of the Code, as provided in a plan of distribution adopted by the corporation under the Texas Business Organizations Code, unless the certificate of formation provides otherwise.

ARTICLE X

Article X has been amended. Formerly it read as follows:

The address of the corporation's registered office is 1500 Wallace Blvd., Amarillo, Texas 79106, and its registered agent at that address is James D. Taylor.

Article X is amended to read in its entirety as follows:

The address of the corporation's registered office is 500 S. Taylor, Suite 1100, LB 219, Amarillo, Texas 79101, and its registered agent at that address is an organization named Amarillo Corporate Services, LLC.

ARTICLE XI

Article XI has been amended. Formerly it read as follows:

The names and terms of the directors as of July 28, 2008 are:

Concy Burgess, 2201 Civic Circle, Amarillo, TX 79105, Place 1 - 12/31/2010
John Marmaduke, 3601 Plains Blvd., Amarillo, TX 79102, Place 1 - 12/31/2010
Steve Baggerly, 223 N. Main, Guymon, OK 73942, Place 2 - 12/31/2008
Kathy Cornett, 1000 S. Adams, Amarillo, TX 79189, Place 3 - 12/31/2009
Jim Stafford, 1500 Wallace Blvd., Amarillo, TX 79106, Place 3 - 12/31/2009
J. D. Graham, 2201 Civic Circle, Suite 505, Amarillo, TX 79109, Place 1 - 12/31/2010
Jim Allison, 801 S. Fillmore, Amarillo, TX 79101, Place 2 - 12/31/2008

Article XI is amended to read in its entirety as follows:

The names and addresses of the directors effective January 2013 are as follows:

Kathryn Cornett, 701 S. Taylor, Suite 400, Amarillo, TX 79101
Julie Attebury, PO Box 8122, Amarillo, TX 79114
Stacy Sharp, 914 S. Tyler, Amarillo, TX 79101
Smith Ellis, 2401 S. Georgia, Amarillo, TX 79109
Mark Bivins, PO Box 708, Amarillo, TX 79105
Krista Courson, PO Box 809, Perryton, TX 79070
Jenks Currie, M.D., 26 Cypress Pt., Amarillo, TX 79124
J.D. Graham, 2201 Civic Circle, Suite 505, Amarillo, TX 79109
David S. Kritser, III, 2820 Crockett, Amarillo, TX 79109
Sharon Oeschger, 11 Citadel, Amarillo, TX 79124
Brian Pruitt, M.D., 1500 Wallace Blvd., Amarillo, TX 79106
Blaine Roberts, PO Box 1071, Amarillo, TX 79189
Richard Ware, PO Box 1, Amarillo, TX 79105

ARTICLE XII

Article XII has been deleted. Formerly it read as follows:

The names and addresses of the incorporators are:

Names	Addresses
Walter Dickinson, M.D.	6311 Jameson, Amarillo, Texas
Phillip Periman, M.D.	1806 N. Julian Blvd., Amarillo, Texas
Larry Fuller	1301 -A Haggard, Borger, Texas
Louise Evans Bruce	Route 5, Box 24, Amarillo, Texas
A.B. Goldston, M.D.	2805 S. Hayden, Amarillo, Texas
Mario Feola, M.D.	2108 Westcliff Pkwy., Amarillo, Texas
Leonard M. Gunderson	1608 S. Parker, Amarillo, Texas
George Whittenburg	6703 Palacio, Amarillo, Texas

Article XII is deleted in its entirety.

EXHIBIT "B"

FOURTH AMENDED AND RESTATED CERTIFICATE OF FORMATION OF DON & SYBIL HARRINGTON CANCER FOUNDATION

ARTICLE I

The name of the corporation is Don & Sybil Harrington Cancer Foundation.

ARTICLE II

The corporation is a nonprofit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, and the corporation may:

(a) Make qualifying distributions directly for the active conduct of activities constituting religious, charitable, scientific, and educational purposes, all for the public welfare.

(b) Receive and administer funds, to take and hold by bequest, devise, gift, purchase, or lease, either absolutely or in trust, any property, real, personal or mixed, to sell, convey, and dispose of any property and to invest and reinvest the proceeds, and to deal with and expend the income from its assets, without limitations as to amounts or values, except whatever limitations as may be imposed by law, all for religious, charitable, scientific, and educational purposes, all for the public welfare.

(c) Exercise any, all, and every power for which a nonprofit corporation is authorized to exercise under the provisions of the Texas Business Organizations Code so long as powers are for religious, charitable, scientific, and educational purposes.

Notwithstanding any other provision in herein, no part of the corporation's net earnings shall inure to the benefit of, or be distributable to, any Officer, Director, or other private individual and no substantial part of the corporation's activities shall be for carrying on of propaganda, or otherwise attempting to influence legislation; nor shall the corporation participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V

The Board of Directors shall initially consist of 13 members. The number of Directors may be increased or decreased (but not less than 11) from time to time by resolution adopted by a majority vote of the Board of Directors. The Nominating Committee shall appoint all Directors to the Board of Directors. The Directors shall be divided into three classes of Directors. Each class of Directors shall have identical powers. The only difference between classes of Directors is the length of their initial terms. Class 1 Directors shall serve for an initial term of one year. Class 2 Directors shall serve for an initial term of two years. Class 3 Directors shall serve for an initial term of three years. After the initial term for any class expires, all classes (1, 2, and 3) will serve for three year terms. The Nominating Committee shall initially appoint five Directors to Class 1, five Directors to Class 2, and three Directors to Class 3. Except as provided below, an individual may not serve more than three partial or complete terms as a Director, whether consecutive or nonconsecutive; provided however, this requirement will not prevent: (i) a Director from holding over beyond the expiration of his term and serving until his successor is duly appointed and qualified, or (ii) a Director that is also serving in the position of Chairman from serving out the remainder of his current term of office as Chairman.

ARTICLE VI

The corporation shall have no shareholders, members, or other owners.

ARTICLE VII

The Directors, Officers, members of committees, former Directors, former Officers, former members of committees, and their heirs and legal representatives ("**Indemnitees**") may not be held liable or responsible for, and the corporation must indemnify and hold harmless Indemnitees from and against, any and all expenses (including attorneys' fees), claims, liabilities, damages, fines, judgments, and settlements of every kind incurred in connection with any claim, action, suit or proceeding (civil, criminal, administrative, or investigatory) brought or threatened to be brought, irrespective of the legal theory upon which founded, in which an Indemnitee is involved by reason of being or having been a Director, Officer, committee member, or acting or having acted as a Director, Officer, committee member, partner, agent, employee, or affiliate of another corporation or entity at the request of the corporation. This indemnification is in addition to any other rights to which Indemnitee may be entitled as a matter of law. This indemnification is intended to indemnify the Indemnitees to the fullest extent permitted by Texas law.

The corporation may purchase and maintain insurance on behalf of any Indemnitee against any and all expenses (including attorneys' fees), claims, liabilities, damages, fines, judgments, and settlements of every kind incurred in connection with any claim, action, suit, or proceeding (civil, criminal, administrative, or investigatory) brought or threatened to be brought irrespective of the legal theory upon which founded, in which an Indemnitee is involved by reason of being or having been a Director, Officer, or committee member of the corporation or acting or having acted as a Director, Officer, partner, agent, employee, or affiliate of another corporation or entity at the request of the corporation without regard to whether or not the Indemnitee would be entitled to indemnification under this section or otherwise.

ARTICLE VIII

The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including providing services for and making distributions to organizations that qualify as exempt organizations under Section 501(c)(3), of the Internal Revenue Code of 1986, as amended (the "Code"), or the equivalent sections of later Revenue Codes or similar statutes of the United States of America. The corporation shall be operated exclusively for such charitable purposes, and no part of its net earnings shall inure to the benefit of, or be distributable to, any member, officer, or other private individual, no substantial part of its activities shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of this certificate of formation, the corporation shall not carry on any activities not permitted to be carried on by (1) a corporation exempt from federal income tax under Section 501(a) of the Code, or corresponding provisions of law hereinafter in effect as an organization described in Section 501(c)(3) of the Code, or (2) a corporation, contributions to which are deductible under Section 170(a) of the Code, or corresponding provisions of law hereinafter in effect.

ARTICLE IX

Upon termination of the corporation or the winding up of its affairs, after all liabilities and obligations are paid, satisfied, and discharged, the property of the entity shall be applied and distributed as follows:

(a) Property held by the corporation on a condition requiring return, transfer, or conveyance because of the winding up or termination, shall be returned, transferred, or conveyed in accordance with that requirement; and

(b) The remaining property of the corporation shall be distributed only for tax-exempt purposes to one or more organizations that are exempt under Section 501(c)(3), or described by Section 170(c)(1) or (2) of the Code, as provided in a plan of distribution adopted by the corporation under the Texas Business Organizations Code, unless the certificate of formation provides otherwise.

ARTICLE X

The address of the corporation's registered office is 500 S. Taylor, Suite 1100, LB 219, Amarillo, Texas 79101, and its registered agent at that address is an organization named Amarillo Corporate Services, LLC.

ARTICLE XI

The names and addresses of the directors effective January 2013 are as follows:

Kathryn Cornett, 701 S. Taylor, Suite 400, Amarillo, TX 79101
Julie Attebury, PO Box 8122, Amarillo, TX 79114
Stacy Sharp, 914 S. Tyler, Amarillo, TX 79101
Smith Ellis, 2401 S. Georgia, Amarillo, TX 79109
Mark Bivins, PO Box 708, Amarillo, TX 79105
Krista Courson, PO Box 809, Perryton, TX 79070
Jenks Currie, M.D., 26 Cypress Pt., Amarillo, TX 79124
J.D. Graham, 2201 Civic Circle, Suite 505, Amarillo, TX 79109
David S. Kritser, III, 2820 Crockett, Amarillo, TX 79109
Sharon Oeschger, 11 Citadel, Amarillo, TX 79124
Brian Pruitt, M.D., 1500 Wallace Blvd., Amarillo, TX 79106
Blaine Roberts, PO Box 1071, Amarillo, TX 79189
Richard Ware, PO Box 1, Amarillo, TX 79105

Dated effective February 28, 2013.

DON & SYBIL HARRINGTON CANCER FOUNDATION

By: Kathryn Cornett
Kathryn Cornett, Chairman

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697

John Steen
Secretary of State

Office of the Secretary of State

March 04, 2013

Attn: Kathy Rieken

Underwood Law Firm
P.O. Box 9158
Amarillo, TX 79105 USA

RE: Don & Sybil Harrington Cancer Foundation
File Number: 42178301

It has been our pleasure to file the Restated Certificate of Formation for the referenced entity. Enclosed is the certificate evidencing filing. Payment of the filing fee is acknowledged by this letter.

If we may be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure