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

Form **990** (2013)

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 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? 	2 Yes	
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	No
4 <b>Section 501(c)(3) organizations.</b> 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	No
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	No
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	No
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	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8	No
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	No
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 Yes	
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 Yes	
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 Yes	
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	No
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	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	11e Yes	
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	No
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 	12a	No
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	No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
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	No
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	No
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	No
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 Yes	
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	No
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	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
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)

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? <i>If "Yes," complete Schedule I, Parts I and II</i> . . . . .	21	Yes	
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? <i>If "Yes," complete Schedule I, Parts I and III</i> . . . . .	22		No
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? <i>If "Yes," complete Schedule J</i> . . . . .	23	Yes	
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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i> . . . . .	24a		No
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	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> . . . . .	25a		No
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? <i>If "Yes," complete Schedule L, Part I</i> . . . . .	25b		No
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? <i>If so, complete Schedule L, Part II</i> . . . . .	26		No
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? <i>If "Yes," complete Schedule L, Part III</i> . . . . .	27		No
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? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .	28b		No
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? <i>If "Yes," complete Schedule L, Part IV</i> . . . .	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . .	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> . . . . .	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> . . . . .	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> . . . . .	32		No
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? <i>If "Yes," complete Schedule R, Part I</i> . . . . .	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> . . . . .	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
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)? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . .	35b		
36	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .	36		No
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? <i>If "Yes," complete Schedule R, Part VI</i> . . .	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .	38	Yes	

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.	10	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
1c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		Yes	
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.	36	
2b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).		Yes	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?		Yes	
3b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O.		Yes	
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)?			No
4b 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?			No
5b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			No
5c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?			
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?			No
6b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			
7 Organizations that may receive deductible contributions under section 170(c).			
7a 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?			No
7b If "Yes," did the organization notify the donor of the value of the goods or services provided?			
7c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			No
7d If "Yes," indicate the number of Forms 8282 filed during the year.			
7e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			No
7f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			No
7g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			
7h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			
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?			No
9 Sponsoring organizations maintaining donor advised funds.			
9a Did the organization make any taxable distributions under section 4966?			
9b Did the organization make a distribution to a donor, donor advisor, or related person?			
10 Section 501(c)(7) organizations. Enter			
10a Initiation fees and capital contributions included on Part VIII, line 12.			
10b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.			
11 Section 501(c)(12) organizations. Enter			
11a Gross income from members or shareholders.			
11b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).			
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?			
12b If "Yes," enter the amount of tax-exempt interest received or accrued during the year.			
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
13a Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.			
13b 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.			
13c Enter the amount of reserves on hand.			
14a Did the organization receive any payments for indoor tanning services during the tax year?			No
14b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.			

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	10	
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			
b	Enter the number of voting members included in line 1a, above, who are independent	10	
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	No
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	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	Yes
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	No
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	No
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	No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a	Yes
b	Each committee with authority to act on behalf of the governing body?	8b	Yes
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	No

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	No
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	Yes
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	Yes
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
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	Yes
13	Did the organization have a written whistleblower policy?	13	Yes
14	Did the organization have a written document retention and destruction policy?	14	Yes
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	Yes
b	Other officers or key employees of the organization	15b	Yes
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
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	Yes
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	Yes

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	AL, AK, AZ, AR, CA, CO, CT, FL, GA, IL, KS, KY, LA, ME, MD, MA, MN, MS, MO, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, TN, VA, WA, WV, WI
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> 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	TONY LINTELMAN 700 N PEARL ST STE 1200 dallas, TX 75201 (214) 758-8000

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, or 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 organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) LEE BUSH BOARD TRUSTEE	1 0 0 0	X						0	0	0
(2) MIKE MCDUGAL BOARD TRUSTEE	1 0 0 0	X						0	0	0
(3) KAY K STRUZICK BOARD TRUSTEE	1 0 4 0	X						0	0	0
(4) RANDY PULLIN BOARD TRUSTEE	1 0 0 0	X						0	0	0
(5) JAMES H WESTBROOKS BOARD TRUSTEE	1 0 0 0	X						0	0	0
(6) STANLEY MAYFIELD BOARD TRUSTEE	1 0 1 0	X						0	0	0
(7) MARK ROUNTREE BOARD TRUSTEE	1 0 0 0	X						0	0	0
(8) MARY M BARNES BOARD TRUSTEE	1 0 5 0	X						0	0	0
(9) ZACH PARRISH BOARD TRUSTEE	1 0 0 0	X						0	0	0
(10) DUKE PRESLEY BOARD TRUSTEE	1 0 7 0	X						0	0	0
(11) DAVID SLOVER PRESIDENT	30 0 10 0			X				320,130	0	61,988
(12) ALBERT L REYES VICE PRESIDENT	4 0 36 0			X				0	324,927	144,569
(13) TONY LINTELMAN SR VICE PRESIDENT AND CFO	4 0 36 0			X				0	275,152	61,116
(14) JACK H DAVIS VP & SECRETARY(Jan-Apr)	4 0 36 0			X				0	268,054	60,810
(15) STEPHEN WAKEFIELD VP & SECRETARY(May-Dec)	4 0 36 0			X				0	223,510	16,127
(16) JENNIFER D PIERSON ASSISTANT SECRETARY	40 0 0 0			X				73,684	0	14,607
(17) CHRIS S ALLERT ASSISTANT SECRETARY	4 0 36 0			X				0	94,022	24,014



## Part VII

<b>1b</b>	<b>Sub-Total . . . . .</b>	▼			
<b>c</b>	<b>Total from continuation sheets to Part VII, Section A . . . . .</b>	▼			
<b>d</b>	<b>Total (add lines 1b and 1c) . . . . .</b>	▼	1,138,317	1,185,665	516,636

**2** Total number of individuals (including but not limited to those I  
\$100,000 of reportable compensation from the organization) 8

		Yes	No
3	Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> . . . . .	3	No
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? <i>If "Yes," complete Schedule J for such individual</i> . . . . .	4	Yes
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> . . . . .	5	No

## 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
THE PURSUANT GROUP, PO BOX 203421 DALLAS TX 752303421	FUNDRAISING CNSLTING	376,386

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				
	d	Related organizations . . . . . 1d				
	e	Government grants (contributions) 1e				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	465,842			
	g	Noncash contributions included in lines 1a-1f \$				
	h	Total. Add lines 1a-1f . . . . .	465,842			
Program Service Revenue	2a	Business Code				
	b					
	c					
	d					
	e					
	f	All other program service revenue				
	g	Total. Add lines 2a-2f . . . . .	0			
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) . . . . .	13,867,869		
4		Income from investment of tax-exempt bond proceeds . . . . .	0			
5		Royalties . . . . .	44,877,919			44,877,919
6a		(i) Real				
		(ii) Personal				
		Gross rents				
		b Less rental expenses				
c		Rental income or (loss)	0	0		
d		Net rental income or (loss) . . . . .	0			
7a		(i) Securities				
		(ii) Other				
		Gross amount from sales of assets other than inventory	2,749,707			
		b Less cost or other basis and sales expenses				
c		Gain or (loss)	2,749,707			
d		Net gain or (loss) . . . . .	2,749,707			2,749,707
8a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . .				
		a				
		b Less direct expenses . . . . . b				
c		Net income or (loss) from fundraising events . . . . .	0			
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 . . . . .	0				
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 . . . . .	0			
Miscellaneous Revenue		Business Code				
11a	ADMINISTRATIVE SERVICES	900099	1,949,996	1,949,996		
b						
c						
d	All other revenue . . . . .					
e	Total. Add lines 11a-11d . . . . .		1,949,996			
12	Total revenue. See Instructions . . . . .		63,911,333	1,949,996		61,495,495

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 United States. See Part IV, line 21.	22,210,704	22,210,704		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	0			
4	Benefits paid to or for members.	0			
5	Compensation of current officers, directors, trustees, and key employees.	470,409		470,409	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0			
7	Other salaries and wages.	2,269,496	2,269,496		
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	172,023	172,023		
9	Other employee benefits.	326,651	326,651		
10	Payroll taxes.	177,924	177,924		
11	Fees for services (non-employees):				
a	Management.	189,043		189,043	
b	Legal.	11,356		11,356	
c	Accounting.	0			
d	Lobbying.	0			
e	Professional fundraising services. See Part IV, line 17.	386,980			386,980
f	Investment management fees.	0			
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	0			
12	Advertising and promotion.	2,808	2,808		
13	Office expenses.	245,066	245,066		
14	Information technology.	56,706	56,706		
15	Royalties.	0			
16	Occupancy.	163,623	163,623		
17	Travel.	159,440	159,440		
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19	Conferences, conventions, and meetings.	4,213	4,213		
20	Interest.	0			
21	Payments to affiliates.	0			
22	Depreciation, depletion, and amortization.	15,772	15,772		
23	Insurance.	2,388	2,388		
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	GENERAL AND ADMINISTRATIVE	109,943	109,943		
b	TAXES AND LICENSES	19,287	19,287		
c	FOOD	10,995	10,995		
d	OTHER EXPENSES	26,617	26,617		
e	All other expenses				
25	Total functional expenses. Add lines 1 through 24e.	27,031,444	25,973,656	670,808	386,980
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 <input type="checkbox"/> 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)		(B)
				Beginning of year		End of year
Assets	1	Cash—non-interest-bearing		794,532	1	1,580,682
	2	Savings and temporary cash investments		394,672	2	28,454,829
	3	Pledges and grants receivable, net		50,000	3	50,000
	4	Accounts receivable, net		2,426,383	4	5,719,206
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L.		0	5	0
	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.		0	6	0
	7	Notes and loans receivable, net		183,885	7	183,885
	8	Inventories for sale or use		0	8	0
	9	Prepaid expenses and deferred charges		0	9	0
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D.	10a118,796	39,748	10c	23,975
	b	Less: accumulated depreciation	10b94,821			
	11	Investments—publicly traded securities		0	11	0
	12	Investments—other securities. See Part IV, line 11.		231,363,540	12	270,483,794
	13	Investments—program-related. See Part IV, line 11.		0	13	0
	14	Intangible assets		0	14	0
	15	Other assets. See Part IV, line 11.		0	15	0
	16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34).		235,252,760	16	306,496,371
Liabilities	17	Accounts payable and accrued expenses		147,143	17	135,356
	18	Grants payable		0	18	0
	19	Deferred revenue		0	19	0
	20	Tax-exempt bond liabilities		0	20	0
	21	Escrow or custodial account liability. Complete Part IV of Schedule D.		0	21	0
	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.		0	22	0
	23	Secured mortgages and notes payable to unrelated third parties		0	23	0
	24	Unsecured notes and loans payable to unrelated third parties		0	24	0
	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.		5,351,609	25	6,884,849
	26	<b>Total liabilities.</b> Add lines 17 through 25.		5,498,752	26	7,020,205
Net Assets or Fund Balances	<b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>					
	27	Unrestricted net assets		175,298,022	27	238,072,783
	28	Temporarily restricted net assets		2,857,225	28	3,021,401
	29	Permanently restricted net assets		51,598,761	29	58,381,982
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>					
	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	<b>Total net assets or fund balances</b>		229,754,008	33	299,476,166
	34	<b>Total liabilities and net assets/fund balances</b>		235,252,760	34	306,496,371

Part XI

Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI . . . . . ☒

1	Total revenue (must equal Part VIII, column (A), line 12) . . . . .	1	63,911,333
2	Total expenses (must equal Part IX, column (A), line 25) . . . . .	2	27,031,444
3	Revenue less expenses Subtract line 2 from line 1 . . . . .	3	36,879,889
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . . . . .	4	229,754,008
5	Net unrealized gains (losses) on investments . . . . .	5	33,710,581
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	-868,312
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	299,476,166

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 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
3b	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		

SCHEDULE A  
(Form 990 or 990EZ)

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. ▶ See separate instructions.  
▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047  
2013  
Open to Public Inspection

Name of the organization BUCKNER FOUNDATION INC	Employer identification number 75-2125945
--	--

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<sup>1</sup>/<sub>3</sub>% 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<sup>1</sup>/<sub>3</sub>% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III )
- 10

☐

An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 11

☒

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h  

a

☒

Type I 

b

☐

Type II 

c

☐

Type III - Functionally integrated 

d

☐

Type III - Non-functionally integrated
- e

☒

By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f

☒

If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g

Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?  

(i)

A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii)

A family member of a person described in (i) above?

(iii)

A 35% controlled entity of a person described in (i) or (ii) above?

h

Provide the following information about the supported organization(s)
- |          | Yes | No |
|----------|-----|----|
| 11g(i)   |     | No |
| 11g(ii)  |     | No |
| 11g(iii) |     | No |
- | (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions)) | (iv) Is the organization in col (i) listed in your governing document? |    | (v) Did you notify the organization in col (i) of your support? |    | (vi) Is the organization in col (i) organized in the U S ? |    | (vii) Amount of monetary support |
|------------------------------------|----------|--|--|----|---|----|--|----|----------------------------------|
|                                    |          |  | Yes  | No | Yes   | No | Yes  | No |                                  |
| See Additional Data Table          |          |  |  |    |   |    |  |    |                                  |
|                                    |          |  |  |    |   |    |  |    |                                  |
| Total                              |          |  |  |    |   |    |  |    | 14,066,630                       |
- For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990EZ.

Cat No 11285F

Schedule A (Form 990 or 990-EZ) 2013

Part II

Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)  
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
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 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 for 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 IIISupport Schedule for Organizations Described in Section 509(a)(2)  
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

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

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage		
15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶		
b 33 1/3% support tests—2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶		



Part IV

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

Facts And Circumstances Test		
Return Reference	Explanation	

Additional Data

Software ID:  
Software Version:  
EIN: 75-2125945  
Name: BUCKNER FOUNDATION INC

Form 990, Sch A, Part I, Line 11h - 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 )	(iv) Is the organization in (i) listed in your governing document?		(v) Did you notify the organization in (i) of your support?		(vi) Is the organization in (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
(A) BUCKNER CHILDREN AND FAMILY SERVICES INC	752571395	0	Yes		Yes		Yes		13487712
(A) BUCKNER ADOPTION AND MATERNITY SERVICES INC	752571396	0	Yes		Yes		Yes		372183
(B) BUCKNER RETIREMENT SERVICES INC	752571394	0	Yes		Yes		Yes		206735

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. ▶ See separate instructions. ▶ Information about Schedule D (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization BUCKNER FOUNDATION INC	Employer identification number 75-2125945
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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? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	
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? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	

Part II

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

1

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

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

2

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

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

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

d

☐

Loan or exchange programs

b

☐

Scholarly research

e

☐

Other

c

☐

Preservation for future generations
- 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 |
| 1c |        |
| 1d |        |
| 1e |        |
| 1f |        |

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance
- 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	b (c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance . . . . .	54,455,986	49,500,989	48,061,355	45,138,214	44,239,647
b Contributions . . . . .	1,320,256	2,573,318	1,877,670	874,413	593,356
c Net investment earnings, gains, and losses	5,627,141	2,383,941	-416,813	2,055,153	402,028
d Grants or scholarships . . . . .					
e Other expenditures for facilities and programs . . . . .		2,262	21,223	6,425	96,817
f Administrative expenses . . . . .					
g End of year balance . . . . .	61,403,383	54,455,986	49,500,989	48,061,355	45,138,214

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

Board designated or quasi-endowment

b

Permanent endowment 95 000 %

c

Temporarily restricted endowment 5 000 %

The percentages in lines 2a, 2b, and 2c should equal 100%
- 3a
- Are there endowment funds not in the possession of the organization that are held and administered for the organization by
- (i) unrelated organizations

3a(i)

Yes

No

(ii) related organizations

3a(ii)

No

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	0	0	0
d	Equipment	118,796	94,821	23,975
e	Other			
Total.	Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)			23,975



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.

Return Reference	Explanation
endowment funds	Schedule D, Part V, Line 4 Endowment funds are held to provide support of the general program operations and capital needs of the related organizations

[illegible]

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. ▶ See separate instructions.

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

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Inspection

Name of the organization BUCKNER FOUNDATION INC	Employer identification number 75-2125945
--	--

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 fundraiser have custody or control of contributions?		(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
		Yes	No			
1 The Pursuant Group 5151 BELTLINE RO	Consulting		No		376,386	
2 susanna will 2246 S Terwilleger Blv	consulting		No		10,595	
3						
4						
5						
6						
7						
8						
9						
10						
Total . . . . . ▶					386,981	

- 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
- AL, AK, AZ, AR, CA, CO, CT, DC, FL, GA, IL, KS, KY, ME, MD, MA, MN, MS, MO, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, TN, VA, WA, WV, WI
- 
-



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))
		(event type)	(event type)	(total number)	
Revenue	1	Gross receipts . . . .			
	2	Less Contributions . . .			
	3	Gross income (line 1 minus line 2) . . . .			
Direct Expenses	4	Cash prizes . . . .			
	5	Noncash prizes . . . .			
	6	Rent/facility costs . . .			
	7	Food and beverages .			
	8	Entertainment . . . .			
	9	Other direct expenses .			
	10	Direct expense summary Add lines 4 through 9 in column (d) . . . . . ▶			
	11	Net income summary Subtract line 10 from line 3, column (d) . . . . . ▶			

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 . . . . .			
	2	Cash prizes . . . . .			
Direct Expenses	3	Non-cash prizes . . . . .			
	4	Rent/facility costs . . . .			
	5	Other direct expenses . . .			
	6	Volunteer labor . . . . . <input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> 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 \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

<b>a</b> The organization's facility	<b>13a</b>	%
<b>b</b> An outside facility	<b>13b</b>	%

**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 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).

Return Reference	Explanation
------------------	-------------

Schedule I  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Name of the organization  
BUCKNER FOUNDATION INC

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](http://www.irs.gov/form990).

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Inspection

Employer identification number  
75-2125945

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? . . . . .

☒ 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.

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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) Buckner Children & Family Services Inc 700 N PEARL ST STE 1200 Dallas, TX 75201	75-2571395	501(c)(3)	13,487,712				General SUPPORT
(2) Rio Grande Children's Home 700 N PEARL ST STE 1200 Dallas, TX 75201	74-1492806	501(c)(3)	204,700				General SUPPORT
(3) Buckner Adoption and Maternity Services 700 N PEARL ST STE 1200 Dallas, TX 75201	75-2571396	501(c)(3)	372,183				General SUPPORT
(4) Buckner Retirement Services Inc 700 N PEARL ST STE 1200 Dallas, TX 75201	75-2571394	501(c)(3)	206,735				General SUPPORT
(5) Buckner International 700 N PEARL ST STE 1200 Dallas, TX 75201	75-0891443	501(c)(3)	7,125,000				General SUPPORT
(6) My Father's House Lubbock 700 N PEARL ST STE 1200 Dallas, TX 75201	75-2914146	501(c)(3)	101,374				General SUPPORT
(7) Dillon International Inc 3227 E 31st ST Ste 200 Tulsa, OK 74105	73-1078800	501(c)(3)	713,000				General SUPPORT

2

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

7

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

**Part IV**

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

Return Reference	Explanation
procedures for monitoring the use of grant funds	Sch I, Part I,line 2 Grants are made only to related organizations Foundation staff Review monthly financial operations of the supported organizations and have ongoing contact with management of the supported organizations

Schedule J  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.  
▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule J (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

2013

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Name of the organization  
BUCKNER FOUNDATION INC

Employer identification number  
75-2125945

Part I

Questions Regarding Compensation

	Yes	No
<div><div>1a</div><div>Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items</div><div><div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Travel for companions</div><div><input checked="" type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div></div><div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input checked="" type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div></div></div>		
<div><div>b</div><div>If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain</div></div>	Yes	
<div><div>2</div><div>Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?</div></div>	Yes	
<div><div>3</div><div>Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III</div><div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input checked="" type="checkbox"/> Independent compensation consultant</div><div><input checked="" type="checkbox"/> Form 990 of other organizations</div><div><input checked="" type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div></div>		
<div><div>4</div><div>During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization</div></div>		
<div><div>a</div><div>Receive a severance payment or change-of-control payment?</div></div>		No
<div><div>b</div><div>Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div></div>	Yes	
<div><div>c</div><div>Participate in, or receive payment from, an equity-based compensation arrangement?</div></div> <div>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III</div>		No
<div><div></div><div>Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.</div></div>		
<div><div>5</div><div>For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of</div></div>		
<div><div>a</div><div>The organization?</div></div>		No
<div><div>b</div><div>Any related organization?</div></div> <div>If "Yes," to line 5a or 5b, describe in Part III</div>		No
<div><div>6</div><div>For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of</div></div>		
<div><div>a</div><div>The organization?</div></div>		No
<div><div>b</div><div>Any related organization?</div></div> <div>If "Yes," to line 6a or 6b, describe in Part III</div>		No
<div><div>7</div><div>For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III</div></div>	Yes	
<div><div>8</div><div>Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53 4958-4(a)(3)? If "Yes," describe in Part III</div></div>		No
<div><div>9</div><div>If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?</div></div>		

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

**Note.** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1)DAVID SLOVER PRESIDENT	(i)	250,773	63,099	6,258	42,814	19,174	382,118	0
	(ii)	0	0	0	0	0	0	0
(2)ALBERT L REYES VICE PRESIDENT	(i)	0	0	0	0	0	0	0
	(ii)	231,158	74,167	19,602	47,103	97,466	469,496	0
(3)TONY LINTELMAN SR VICE PRESIDENT AND CFO	(i)	0	0	0	0	0	0	0
	(ii)	234,329	36,086	4,737	40,311	20,805	336,268	0
(4)JACK H DAVIS VP & SECRETARY (Jan- Apr)	(i)	0	0	0	0	0	0	0
	(ii)	229,757	29,823	8,474	39,084	21,726	328,864	0
(5)STEPHEN WAKEFIELD VP & SECRETARY (May-Dec)	(i)	0	0	0	0	0	0	0
	(ii)	214,356	4,038	5,116	0	16,127	239,637	0
(6)NEAL KNIGHTON GIFT OFFICER	(i)	155,729	9,557	4,476	12,100	20,159	202,021	0
	(ii)	0	0	0	0	0	0	0
(7)JAMES F HUEY DIRECTOR OF CHURCH DEVELOPMENT	(i)	150,574	10,179	4,328	11,552	18,608	195,241	0
	(ii)	0	0	0	0	0	0	0
(8)RUTH E PRICE VP OPERATIONS AND CASE MGMT	(i)	135,950	14,405	2,894	17,212	11,259	181,720	0
	(ii)	0	0	0	0	0	0	0

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II

Also complete this part for any additional information

Return Reference	Explanation
supplemental nonqualified retirement plan participation	Schedule J, Part I, Line 4b The 457(f) is a deferred compensation plan that allows Buckner to contribute money on a pre-tax basis into investments that provide key executives with a retirement benefit All contributions remain an asset of the company until distributed David Slover \$23,370 Albert L Reyes \$29,159 Tony Lintelman \$22,004 Jack Davis \$21,287 Ruth Price \$6,500
provisions for any non-fixed payments	Schedule J, Part I, Line 7 The Buckner Goal Achievement Program (GAP) is intended to reward selected managers for their achievement of pre-established goals and objectives which are tied to the business plan and budget GAP payments are subject to approval by the board at the end of each year David Slover \$58,425 Ruth E Price \$11,830 Neal Knighton \$7,812 James F Huey \$7,402 Jennifer Kesler \$5,940

**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 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](http://www.irs.gov/form990).**

OMB No 1545-0047

**2013**

**Open to Public  
Inspection**

Name of the organization  
BUCKNER FOUNDATION INC

**Employer identification number**

75-2125945

Return Reference	Explanation
other changes in net assets	FORM 990, PART XI, LINE 9 The follow ing amount is reflected in the Net Assets balance as of 12/31/2013 -Net fund balance transfers to related organizations of (\$868,312)



Return Reference	Explanation
describe the process used by the organization to review this Form 990	FORM 990, part vi, line 11b The board chair appoints a board member familiar with and qualified in accounting matters to review and discuss the tax forms with staff, and upon approval of this review , the tax form is sent to the full board prior to the filing of the form

Return Reference	Explanation
monitor and enforce compliance with the conflict of interest policy	FORM 990, Part VI, Line 12C Trustees, directors and officers are required to submit a Statement of Disclosure upon appointment to the board and thereafter annually The purpose of this statement is to provide a mechanism for the disclosure of any actual or potential conflict(s) of interest Any actual or potential conflicts that arise between annual statement submissions are required to be communicated as soon as possible in writing to the General Counsel The Conflict of Interest Policy (COI) is explained at the time of issuance for signature The COI defines disqualified persons and potential conflicts Any conflicts that arise are reviewed and approved by the Buckner Foundation board outside of the presence of the individual(s) involved

Return Reference	Explanation
describe the process for determining compensation	FORM 990, PART VI, LINES 15A & 15B Compensation decisions for the executive jobs are based on relevant compensation survey data, evidenced jobholder performance and available resources The CEO OF buckner foundation, in consultation with the trustees is responsible for setting the compensation for the President job The board chair coordinates with the human resources consultant to conduct a formal evaluation of the job performance of the president The evaluation involves feedback from the president, his direct reports and the trustees That data is reviewed by the board members and a report is reviewed with the president during his annual job performance evaluation meeting This meeting occurs during the last 6 months of each year A similar process is used for all executive job holders

Return Reference	Explanation
documents available to the public	form 990, part vi, line 19 Governing documents, conflict of interest policy, and financial statements are available for review by request They may be reviewed at the corporate office or may also be sent by mail

Return Reference	Explanation
audit process	form 990, part XII, lines 2A & 2B Buckner Foundation's assets are subjected to audit procedures during the annual audit of Buckner International THE BUCKNER INTERNATIONAL AUDIT DISCLOSES THE NET ASSETS OF THE FOUNDATION AS "INTEREST IN NET ASSETS OF RELATED FOUNDATION"

Return Reference	Explanation
SIGNIFICANT CHANGES TO GOVERNING DOCUMENTS	FORM 990, PART VI, LINE 4 The amended and restated Bylaws for Buckner Foundation, EFFECTIVE JANUARY 1st, 2014, change how the members of the Board of Trustees are elected Buckner Foundation supports BUCKNER CHILDREN & FAMILY SERVICES, INC, BUCKNER ADOPTION & MATERNITY SERVICES, INC, and BUCKNER RETIREMENT SERVICES, INC Previously, at least one-third of the Board of Trustees had to be "Representative Trustees" (trustees elected by BCFS, BAMS, and BRS) Effective in 2014, all of the Board members are elected by BCFS, BAMS, and BRS (each entity elects 1/3 of the board members) The change was made in response to IRS rules and regulations affecting supporting organizations Beginning in 2014, Buckner Foundation will be consolidated with BCFS, BAMS, and BRS

SCHEDULE R  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.  
▶ Attach to Form 990. ▶ See separate instructions.  
▶ Information about Schedule R (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization  
BUCKNER FOUNDATION INC

Employer identification number  
75-2125945

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.					
(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.							
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
See Additional Data Table							

Part III

Identification of Related Organizations Taxable as a Partnership

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end- of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No



Part V

Transactions With Related Organizations

Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)
- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)

- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses

- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

	Yes	No
1a		No
1b	Yes	
1c	Yes	
1d	Yes	
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l	Yes	
1m		No
1n	Yes	
1o	Yes	
1p	Yes	
1q	Yes	
1r		No
1s		No

**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

**Part VII**   **Supplemental Information**

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

Return Reference	Explanation
transactions with related organizations	schedule r, part v, lines 1b Buckner Foundation does distribute funds to the related organizations to help cover operating expenses as they carry out their missions
transactions with related organizations	schedule r, part v, lines 1c Buckner Foundation does receive funds from the related organizations to invest and manage on their behalf to support the missions of the related organizations
transactions with related organizations	schedule r, part v, lines 1L Buckner Foundation performs fundraising and investment management services for the related organizations

Additional Data

Software ID:

Software Version:

EIN: 75-2125945

Name: BUCKNER FOUNDATION INC

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512 (b)(13) controlled entity?	
						Yes	No
(1) buckner children & family services(bcfs)  700 N PEARL ST STE 1200 dallas, TX 75201 75-2571395	social svcs	TX	501(C)(3)	7	BI	Yes	
(1) rio grande childrens home (rgch)  700 n pearl st ste 1200 dallas, TX 75201 74-1492806	social svcs	TX	501(C)(3)	7	BCFS	Yes	
(2) buckner adoption & maternity sVCS (BAMS)  700 n pearl st ste 1200 dallas, TX 75201 75-2571396	social svcs	TX	501(C)(3)	7	BI	Yes	
(3) buckner retirement services inc (BRS)  700 n pearl st ste 1200 dallas, TX 75201 75-2571394	social svcs	TX	501(C)(3)	9	BI	Yes	
(4) buckner international (BI)  700 n pearl st ste 1200 dallas, TX 75201 75-0891443	mgmt, adm	TX	501(C)(3)	11c	N/A		No
(5) my fathers house lubbock (MFHL)  700 n pearl st ste 1200 dallas, TX 75201 75-2914146	social svcs	TX	501(C)(3)	7	BCFS	Yes	
(6) rio grande childrens home foundation  700 n pearl st ste 1200 dallas, TX 75201 74-2552150	management	TX	501(C)(3)	11b	RGCH	Yes	
(7) dillon international inc  3227 e 31st street ste 200 tulsa, OK 74105 73-1078800	adoption svcs	OK	501(C)(3)	7	N/A		No
(8) baptist Memorials Ministries (BMM)  902 N main street san angelo, TX 76902 75-2755400	social svcs	TX	501(C)(3)	9	BRS	Yes	
(9) BUCKNER SENIOR LIVING INC (BSL)  700 N PEARL ST STE 1200 DALLAS, TX 75201 46-1785859	SOCIAL SVCS	TX	501(C)(3)	9	BRS	Yes	

**AMENDED AND RESTATED BYLAWS  
OF  
BUCKNER FOUNDATION, INC.**

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# AMENDED AND RESTATED BYLAWS

## OF

### BUCKNER FOUNDATION, INC.

#### ARTICLE 1

##### NAME AND PURPOSE

1.1 Name. The name of the corporation (the "Corporation") is Buckner Foundation, Inc.

1.2 Purpose. The Corporation is organized exclusively for religious and charitable purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or corresponding provisions hereafter in effect (the "Code"). The Corporation is organized to receive, manage and invest assets and resources and use or distribute the same in carrying out such purposes and shall operate exclusively for the support and benefit of, to be responsive to the needs of, to perform one or more of the functions of, and to assist in carrying out the purposes of: (1) Buckner Children and Family Services, Inc., a Texas nonprofit corporation ("BCFS"), (2) Buckner Adoption and Maternity Services, Inc., a Texas nonprofit corporation ("BAMS"), and (3) Buckner Retirement Services, Inc., a Texas nonprofit corporation ("BRS"), each an organization described in Section 501(c)(3) of the Code, exempt from federal income tax under Section 501(a) of the Code and a publicly-supported organization as described in Section 509(a)(1) or 509(a)(2) of the Code (collectively, the "Supported Organizations"), and to encourage and support the programs of the Supported Organizations, to advance the objectives of said organizations including sponsorship of specific projects and programs as recommended by the Supported Organizations, to promote the care services, research, education and training activities of said organizations and to engage in any other exclusively religious and charitable undertakings not inconsistent with the objects and purposes herein stated. The Corporation shall be operated exclusively for such purposes and, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of its purposes set forth in this Article 1, no part of its net earnings shall inure to the benefit of, or be distributable to, any trustee, officer or other private person. No substantial part of the activities of the Corporation shall be 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 provision of the Restated Certificate of Formation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Sections 501(c)(3) and 501(a) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code.



## ARTICLE 2

### BOARD OF TRUSTEES

2.1 Number, General Powers. Except as provided by applicable law, the Restated Certificate of Formation, or in these Bylaws, the direction and management of the affairs of the Corporation and the control and disposition of its properties and funds shall be vested in a Board of Trustees (the "Board") which shall consist of not less than three (3) persons. Such number of trustees shall from time to time be fixed and determined by the Board and shall be set forth in the notice of any meeting of the Board held for the purposes of electing trustees. Until changed by the Board in accordance with these Bylaws, the number of trustees constituting the Board shall be fifteen (15); provided, however, that notwithstanding any other provision in these Bylaws, the Board of Trustees may deem it advisable for a vacancy in the Board of Trustees to not be filled, so long as the ratio for election of trustees by the Supported Organizations described in Section 2.2 is maintained to the fullest extent possible. The Board may delegate the management of the day-to-day operation of the business of the Corporation to a management company or other person(s), provided that the business, property and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board consistent with the purposes of the Corporation. The Board may make appropriate delegations of authority to the officers of the Corporation, and may authorize one (1) or more additional committees to act on its behalf under a specific written delegation of authority.

2.2 Election and Qualifications. Beginning with the election of trustees for 2014, the Board of Directors of each Supported Organization shall elect one-third (1/3) of the number of trustees of the Corporation, in accordance with the following procedure. The Board of Trustees of the Corporation or the Board's designee shall, unless otherwise determined by the Board of Trustees with respect to a particular trustee position, present to each Supported Organization one or more nominees for any trustee positions with respect to which (a) a trustee is to be elected by the Board of Directors of the Supported Organization to a new three-year or partial term, (b) the stated term for a trustee is expiring, and it is determined under the first sentence of this Section 2.2 that the Board of Directors of such Supported Organization needs to elect a trustee to a new term, or (c) a vacancy exists and it is determined under the first sentence of this Section 2.2 that the Board of Directors of such Supported Organization needs to elect a trustee to fill such vacancy. If the Board of Directors of such Supported Organization fails to elect a nominee from the slate submitted by the Board of Trustees of the Corporation or the Board's designee, the Board of Trustees of the Corporation or the Board's designee shall submit a new slate of one or more nominees from which the Board of Directors of such Supported Organization shall elect a trustee. Unless otherwise determined by the Board of Trustees, the Board's designee for purposes of this Section 2.2 shall be the president of the Corporation. Up to one-third (1/3), but not more, of the trustees of the Corporation who are elected by each Supported Organization's Board of Directors shall be Directors of that Supported Organization. If the number of the Corporation's trustees to be elected by the Board of Directors of the Supported Organizations is not evenly divisible by three (3), the number of Corporation trustees to be elected by the Board of Directors of the Supported Organization who must be Directors of the Supported Organization shall be decreased until such number is evenly divisible by three (3).

2.3 Staggered Terms; Classes Each trustee shall serve for a term of three (3) years (or a shorter term if necessary to achieve an evenly staggered Board of Trustees) following the date of election and until his or her successor shall have been elected, unless he or she dies or is sooner removed or resigns pursuant to these Bylaws. To the extent possible, the terms of the trustees shall be staggered, and one-third (1/3) of the number of trustees shall be elected each year. Each of the three (3) groups of trustees to be elected in a particular year shall be designated as a "class" of trustees, as follows:

(a) The Class A trustees shall consist of two (2) trustees elected by the Board of Directors of BCFS, two (2) trustees elected by the Board of Directors of BRS, and one (1) trustee elected by the Board of Directors of BAMS.

(b) The Class B trustees shall consist of two (2) trustees elected by the Board of Directors of BRS, two (2) trustees elected by the Board of Directors of BAMS, and one (1) trustee elected by the Board of Directors of BCFS.

(c) The Class C trustees shall consist of two (2) trustees elected by the Board of Directors of BAMS, two (2) trustees elected by the Board of Directors of BCFS, and one (1) trustee elected by the Board of Directors of BRS.

If the number of trustees to be elected by the Boards of Directors of the Supported Organizations is not evenly divisible by three (3), the excess number of trustees shall be elected by the Boards of Directors of the Supported Organization on a rotating basis, beginning with BCFS, then BRS and then BAMS.

2.4 Consecutive Term Limitation. No trustee may serve more than three (3) consecutive full three-year terms. This term limitation may be waived by the consent of the Board. A former trustee who has served three (3) consecutive full three-year terms shall be eligible for election as a trustee after an absence from serving as a trustee of one (1) year or more. A term of more than one (1) year shall be treated as a full three (3) year term for purposes of this limitation on consecutive service as a trustee. A term of one (1) year or less shall not be taken into account in applying this limitation on consecutive service as a trustee.

2.5 Filling of Vacancies. Any vacancy occurring in the Board of Trustees resulting from the death, resignation, retirement, disqualification or removal from office of any trustee shall be filled in the same manner as the vacating trustee was elected. Any trustee elected to fill a vacancy shall hold office until the expiration of the term of the vacating trustee and until such newly elected trustee's successor is chosen and qualified, or until such newly elected trustee's earlier death, resignation, retirement, disqualification or removal from office.

2.6 Removal. Any trustee may be removed, either for or without cause, by the governing body that elected such trustee.

2.7 Resignation of Trustees. Each trustee shall have the right to resign at any time upon written notice thereof to the chair of the Board or the president of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

2.8 Annual Meeting. The annual meeting of the Board for the election of officers and the transaction of such other business as may lawfully come before the meeting shall be held at such time and on such day as established from time to time by the Board. The chair of the Board or the secretary of the Corporation shall give a minimum of ten (10) days notice of such meeting to each trustee.

2.9 Additional Meetings. Regular and special meetings of the Board shall be held whenever called by the chair of the Board of the Corporation or upon written request of any five (5) trustees. The chair of the Board or the secretary shall give ten (10) day's notice of any such regular or special meeting to each trustee.

2.10 Quorum for Meetings. A majority of the trustees shall constitute a quorum for the transaction of business at all meetings convened according to these Bylaws.

2.11 Voting. The affirmative vote of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board, except as may be otherwise specifically provided by law, by the Certificate of Formation or these Bylaws.

2.12 No Compensation. Trustees as such shall not receive any compensation for their services. Trustees may be reimbursed for actual expenses related to Board responsibilities in accordance with a policy adopted by the Board that shall be consistent with Internal Revenue Service rules, regulations and guidelines.

### **ARTICLE 3**

#### **COMMITTEES**

3.1 Committees. The Board may designate one (1) or more committees as are necessary and which are not in conflict with other provisions of these Bylaws, and the duties of any such committee shall be prescribed by the Board upon its designation. Each committee shall consist of three or more persons appointed by the Board, a majority of whom shall be trustees of the Corporation, but the remaining members of which may, but need not be, trustees. A committee shall limit its activities to the accomplishment of the tasks for which it is designated and shall have no power to act except as specifically conferred by action of the Board. Upon the completion of the designated tasks for which such committee was established, such committee shall stand dissolved.

3.2 Delegation of Power. In the event the Board delegates any of its powers to a committee, any actions by such committee shall be subject to approval by the Board.

3.3 Quorum and Voting. A majority of the members of any committee shall constitute a quorum for the transaction of business at any meeting of such committee and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

3.4 Meetings and Notices. Meetings of any committee may be called by the president or the chair of the committee. Each committee shall meet as often as is necessary to perform its duties. Notice may be given at any time and in any manner reasonably designed to inform the

members of the time and place of the meetings. Each committee shall keep minutes of its proceedings.

3.5 Resignations and Removals. Any member of any committee may resign at any time by giving notice to the chair of the committee or the secretary of the Corporation. Unless otherwise specified in the notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. The Board may remove at any time with or without cause any member of any committee who was originally appointed thereto by the Board as provided in these Bylaws.

3.6 Vacancies. A vacancy on any committee shall be filled for the unexpired portion of the term of the former occupant in the same manner in which an original appointment to such committee is made.

## ARTICLE 4

### OFFICERS

4.1 Election. The officers of the Board are a chair and a vice chair. The officers of the Corporation shall include a president, a chief executive officer and a secretary, and may include one or more vice presidents, a treasurer and such other officers as may be determined and selected by the Board. The Board shall elect the officers at its annual meeting. The officers so elected shall hold office for a period of one (1) year and until their successors are elected and qualified. The offices of president and secretary may not be filled by the same person, but all other offices may be filled by the same person.

4.2 Attendance at Meetings. The chair of the Board, and in his or her absence, the vice chair of the Board, shall call meetings of the Board to order, and shall act as chair of such meetings. The secretary of the Corporation shall act as secretary of all such meetings, but in the absence of the secretary, the chair of the Board may appoint any person present to act as secretary of the meeting.

4.3 Duties. The principal duties of the several officers are as follows:

(a) Chair of the Board. He or she shall preside at all meetings of the Board, and may exercise the powers vested in him or her by the Board, by law or by these Bylaws, or which usually attach or pertain to such office.

(b) Vice Chair of the Board. He or she shall act in the place and stead of the chair of the Board in the absence of or inability of the chair of the Board to act.

(c) President. The president shall have general charge and supervision of the business, property, and affairs of the Corporation. The president shall see that all orders and resolutions of the Board are carried into effect. The president shall sign and execute all legal documents and instruments in the name of the Corporation when authorized to do so by the Board and shall perform such other duties as may be assigned to him or her from time to time by the Board.

(d) Chief Executive Officer. The chief executive officer shall perform such duties and services as shall from time to time be prescribed to such office by the Board of Trustees.

(e) Vice Presidents. In the absence of the president, or in the event of his or her inability or refusal to act, a vice president, if any, designated by the Board or in the absence of any designation, then in the order of their election, shall perform the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall have such other powers and perform such other duties as from time to time may be assigned to him or her by the president.

(f) Secretary. The secretary shall (i) have charge of the records and correspondence of the Corporation under the direction of the president, (ii) be the custodian of the seal of the Corporation, if one is adopted, (iii) give notice of and attend all meetings of the Board, (iv) take and keep true minutes of all meetings of the Board, of which he or she shall be the secretary, and (v) perform such other duties as may be assigned to him or her from time to time by the Board.

(g) Treasurer. The treasurer, if any, shall (i) keep account of all moneys, credits and property of the Corporation which shall come into his or her hands and keep an accurate account of all money received and discharged, (ii) except as otherwise ordered by the Board, have the custody of all the funds and securities of the Corporation and shall deposit the same in such banks or depositories as the Board shall designate, (iii) keep proper books of account and other books showing at all times the amount of the funds and other property belonging to the Corporation, all of which books shall be open at all times to the inspection of the Board, (iv) submit a report of the accounts and financial condition of the Corporation at each annual meeting of the Board, (v) under the direction of the Board, disburse all moneys and sign all checks and other instruments drawn on or payable out of the funds of the Corporation, (vi) make such transfers and alterations in the assets of the Corporation as may be ordered by the Board, (vii) in general, perform all the duties which are incident to the office of treasurer, subject to the Board, and (viii) perform such additional duties as may be prescribed from time to time by the Board. The treasurer shall give bond only if required by the Board.

4.4 Resignation. Any officer may resign at any time by giving written notice thereof to the president (or, in the case of the president wishing to resign, to the secretary) of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective.

4.5 Removal. Any officer may be removed, either with or without cause, by the Board at any meeting of the Board at which a quorum is present.

4.6 Vacancies. Whenever a vacancy shall occur in any general office of the Corporation, such vacancy shall be filled by the Board. Such new officer shall hold office until the next annual meeting and until his or her successor is elected and qualifies.

## ARTICLE 5

### APPOINTIVE OFFICERS AND AGENTS

The Board of Trustees may appoint one or more Assistant Secretaries and Assistant Treasurers and such other officers and assistant officers and agents as it shall from time to time deem necessary, who shall exercise such powers and perform such duties as shall be set forth in these Bylaws or determined from time to time by the Board. Each appointed officer shall hold office for a term of one (1) year and until such officer's successor is chosen and qualified, or until such officer's earlier death, resignation, retirement, disqualification or removal from office. At the conclusion of an appointed officer's one-year term, such officer shall be deemed appointed automatically to another one-year term, unless determined otherwise by the Board of Trustees.

## ARTICLE 6

### NOTICES

6.1 Form of Notice. Whenever under the provisions of these Bylaws, notice is required to be given to any trustee, committee member or other party and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing by hand delivery, by facsimile transmission by electronic mail or other form of electronic communication or by mail, postage prepaid, addressed to such trustee, committee member or other party at such address as appears on the books of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same is deposited, postage prepaid in the United States mail as aforesaid. Any notice required or permitted to be given by facsimile transmission or electronic mail or other form of electronic communication shall be deemed to be given upon successful transmission of such facsimile or electronic mail or other form of electronic communication. Except as may be otherwise provided by law, the Certificate of Formation, or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

6.2 Waiver. Whenever any notice is required to be given to any trustee, committee member or other party under the provisions of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a trustee, committee member or other party at any meeting shall constitute a waiver of notice of such meeting, except where a trustee, committee member or other party attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

## ARTICLE 7

### ACTION BY WRITTEN CONSENT

7.1 Action by Written Consent. Any action required to be taken, or which may be taken at a meeting of the Board, or a committee, may be taken without a meeting if a consent in

writing, setting forth the action to be taken, is signed by a sufficient number of trustees or committee members as would be necessary to take that action at a meeting at which all of the trustees or committee members were present and voted.

7.2 Notice to Trustees and Committee Members. Prompt notice of the taking of any action by the Board or a committee without a meeting by less than unanimous written consent shall be given to all trustees or committee members who did not consent in writing to the action.

7.3 Electronic Transmission. An electronic transmission of a consent by a trustee or committee member is considered a signed writing if the transmission contains or is accompanied by information from which it can be determined that the electronic transmission was transmitted by the trustee or committee member, as the case may be, and the date on which it was transmitted.

## ARTICLE 8

### AMENDMENTS

The Bylaws of the Corporation shall be adopted by the Board, and the power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board. Notwithstanding the foregoing, Sections 1.2 and 2.1 through 2.5 (and this sentence) may be amended only (i) upon the affirmative vote of at least 75% of the number of trustees then in office; and (ii) with the prior approval of the Board of Trustees of Buckner International. Notice (including notice of any meeting and any consent in lieu of a meeting) of any proposed amendment, alteration or repeal of these Bylaws, or adoption of new Bylaws, shall be provided to each Supported Organization at the same time as it is provided to the trustees of the Corporation. The power to initiate any amendment, alteration or repeal of these Bylaws, or adoption of new Bylaws, shall be vested solely in the Board of Trustees of the Corporation, and the Supported Organizations and Buckner International shall have no power or authority to initiate any such amendment, alteration, repeal or adoption.

## ARTICLE 9

### GENERAL PROVISIONS

9.1 Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board; provided, that if such fiscal year is not fixed by the Board it shall be the calendar year.

9.2 Seal. The Board may adopt a corporate seal to be in such form and be used in such manner as the Board shall direct.

9.3 Books and Records. The Corporation shall keep books and records of account and shall keep minutes of the proceedings of its Board and each committee of its Board. Such records shall, with respect to periods in which the Corporation has had Members, contain the names and addresses of all past and current Members of the Corporation and the number of Member interests, if any, issued by the Corporation held by each of them.

9.4 Meetings By Telephone or Other Remote Communications Technology. Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board of Trustees or members of any committee designated by such Board may, unless otherwise restricted by statute, by the Certificate of Formation or by these Bylaws, participate in and hold a meeting of such Board of Trustees or committee by using conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, or by using any other suitable electronic communications system, including video conferencing technology or the Internet (but only if, in the case of such other suitable communications system, each member entitled to participate in the meeting consents to the meeting being held by means of that system, and the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant). Participation in a meeting pursuant to this Section 9.4 shall constitute presence in person at such meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

9.5 Invalid Provisions. If any provision of these Bylaws is held to be illegal, invalid, or unenforceable under present or future laws, such provision shall be fully severable; these Bylaws shall be construed and enforced as if such illegal, invalid, or unenforceable provision had never comprised a part hereof; and the remaining provisions hereof shall remain in full force and effect and shall not be affected by the illegal, invalid, or unenforceable provision or by its severance herefrom. Furthermore, in lieu of such illegal, invalid, or unenforceable provision there shall be added automatically as a part of these Bylaws a provision as similar in terms to such illegal, invalid, or unenforceable provision as may be possible and be legal, valid, and enforceable.

9.6 Headings. The headings used in these Bylaws are for reference purposes only and do not affect in any way the meaning or interpretation of these Bylaws.

#### **CERTIFICATE OF SECRETARY**

I, the undersigned Secretary of Buckner Foundation, Inc., a Texas non-profit corporation, do hereby certify that the foregoing Amended and Restated Bylaws were duly adopted as the Bylaws of the Corporation on November 14, 2013.

Dated: November 14, 2013.

  
Stephen N. Wakelield, Secretary