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Form 990

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

OMB No. 1545-0047

2013

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

A For the 2013 calendar year, or tax year beginning JUL 1, 2013 and ending JUN 30, 2014

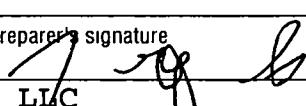
<input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization University of North Georgia Foundation, Inc.		D Employer identification number 23-7066297	
	Doing Business As		E Telephone number 703-864-1545	
	Number and street (or P.O. box if mail is not delivered to street address) PO Box 1599		Room/suite	
	City or town, state or province, country, and ZIP or foreign postal code Dahlonega, GA 30533		G Gross receipts \$ 3,091,868.	
	F Name and address of principal officer: Bruce Howerton same as C above		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
	J Website: ► www.northgeorgia.org		H(c) Group exemption number ►	
K Form of organization: <input type="checkbox"/> Corporation <input type="checkbox"/> Trust <input checked="" type="checkbox"/> Association <input type="checkbox"/> Other ►		L Year of formation: 1959 M State of legal domicile: GA		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <u>See Schedule O for complete description.</u>	
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.	
	3 Number of voting members of the governing body (Part VI, line 1a)	3 25
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4 22
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5 3
	6 Total number of volunteers (estimate if necessary)	6 60
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a 0.
b Net unrelated business taxable income from Form 990-T, line 34	7b 0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 1,761,938. Current Year 1,753,465.
	9 Program service revenue (Part VIII, line 2g)	309,881. 270,612.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	290,803. 308,029.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	100,906. 64,301.
	12 Total revenue Add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,463,528. 2,396,407.
	RECEIVED MAY 10 2015 10:00 AM	
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,202,397. 3,203,973.
14 Benefits paid to or for members (Part IX, column (A), line 4)	0. 0.	
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0. 0.	
16a Professional fundraising fees (Part IX, column (A), line 11e)	0. 0.	
b Total fundraising expenses (Part IX, column (D), line 25) ► 19,579.		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,483,299. 1,739,868.	
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	2,685,696. 4,943,841.	
19 Revenue less expenses. Subtract line 18 from line 12	-222,168. -2,547,434.	
Expenses	20 Total assets (Part X, line 16)	Beginning of Current Year 35,884,647. End of Year 39,003,263.
	21 Total liabilities (Part X, line 26)	1,006,568. 1,065,656.
	22 Net assets or fund balances Subtract line 21 from line 20	34,878,079. 37,937,607.
	RECEIVED MAY 10 2015 10:00 AM	
Net Assets or Fund Balances	23 Total revenue (Part I, line 12)	1,753,465.
	24 Total expenses (Part I, line 18)	4,943,841.
	25 Net assets or fund balances Subtract line 24 from line 23	-2,547,434.

Part II Signature Block

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

Sign Here	Signature of officer Bruce Howerton		Date 5/14/15
	Type or print name and title Bruce Howerton, CEO		
Paid	Print/Type preparer's name Jeff T. Fucito	Preparer's signature 	Date 05/08/15 Check <input checked="" type="checkbox"/> if self-employed PTIN P00120748
Preparer	Firm's name ► Mauldin & Jenkins LLC		
Use Only	Firm's address ► 200 Galleria Pkwy SE Ste 1900 Atlanta, GA 30339-5946		
	Firm's EIN ► 58-0692043		
	Phone no. 770-955-8600		

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

 Yes No

332001 10-29-13 LHA For Paperwork Reduction Act Notice, see the separate instructions.

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See Schedule O for Organization Mission Statement Continuation

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Foundation, Inc.

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Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

Support University of North Georgia students, faculty, staff, and alumni and the related educational programs.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

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

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

If "Yes," describe these changes on Schedule O.

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

4a (Code _____) (Expenses \$ 1,642,228. including grants of \$ 1,642,228.) (Revenue \$ _____)

The Foundation donated the total construction costs of the completed athletic fieldhouse to the University.

4b (Code _____) (Expenses \$ 2,176,904. including grants of \$ 1,352,569.) (Revenue \$ 270,612.)

Academic and other program support - supplemental salary support, faculty development and equipment support.

4c (Code _____) (Expenses \$ 358,778. including grants of \$ 32,510.) (Revenue \$ _____)

Student Services - funds for student financial aid and support of student life programs.

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

(Expenses \$ 176,666. including grants of \$

176,666.) (Revenue \$ _____)

4e Total program service expenses ►

4,354,576.

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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)? <i>If "Yes," complete Schedule A.</i>	1 X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors?</i>	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3 X	
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	4 X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>	5 X	
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	6 X	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	7 X	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8 X	
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	9 X	
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	10 X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable. <ul style="list-style-type: none"> a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> 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? <i>If "Yes," complete Schedule D, Part VII</i> 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? <i>If "Yes," complete Schedule D, Part VIII</i> 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? <i>If "Yes," complete Schedule D, Part IX</i> e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> 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)? <i>If "Yes," complete Schedule D, Part X</i> 	11a X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	11b X	
12b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	11c X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	11d X	
14a Did the organization maintain an office, employees, or agents outside of the United States? 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? <i>If "Yes," complete Schedule F, Parts I and IV</i>	11e X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>	12a X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>	12b X	
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	13 X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	14a X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	14b X	
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	15 X	
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	16 X	
	17 X	
	18 X	
	19 X	
	20a X	
	20b X	

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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? If "Yes," complete Schedule I, Parts I and II

22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III

23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J

24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25a

b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?

c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?

d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?

25a **Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I

b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I

26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II

27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III

28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):

a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV

b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV

c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV

29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M

30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M

31 Did the organization liquidate, terminate, or dissolve and cease operations?
If "Yes," complete Schedule N, Part I

32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II

33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I

34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1

35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2

36 **Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2

37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI

38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?

Note. All Form 990 filers are required to complete Schedule O

	Yes	No
21	X	
22	X	
23	X	
24a	X	
24b		
24c		
24d		
25a	X	
25b	X	
26	X	
27	X	
28a	X	
28b	X	
28c	X	
29	X	
30	X	
31	X	
32	X	
33	X	
34	X	
35a	X	
35b	X	
36	X	
37	X	
38	X	

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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

1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable
 1a 40
 1b 0

b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable

c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?

	Yes	No
1a	40	0

2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return
 2a 3

2a	3
----	---

b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?
 Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)

3a Did the organization have unrelated business gross income of \$1,000 or more during the year?
 b If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule O

3a	X
3b	

4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?
 b If "Yes," enter the name of the foreign country: ►

See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts.

5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?

5a	X
5b	X
5c	

b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?

6a	X
6b	

c 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?

b 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).

a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?

b If "Yes," did the organization notify the donor of the value of the goods or services provided?

c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?

d If "Yes," indicate the number of Forms 8282 filed during the year
 7d

e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

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

g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?

h 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?

9 Sponsoring organizations maintaining donor advised funds.

a Did the organization make any taxable distributions under section 4966?

b Did the organization make a distribution to a donor, donor advisor, or related person?

10 Section 501(c)(7) organizations. Enter:

a Initiation fees and capital contributions included on Part VIII, line 12

b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities
 10a
 10b

11 Section 501(c)(12) organizations. Enter:

a Gross income from members or shareholders

b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)
 11a
 11b

12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?

b If "Yes," enter the amount of tax-exempt interest received or accrued during the year
 12b

13 Section 501(c)(29) qualified nonprofit health insurance issuers.

a Is the organization licensed to issue qualified health plans in more than one state?

Note. See the instructions for additional information the organization must report on Schedule O.

b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans

c Enter the amount of reserves on hand
 13b
 13c

14a Did the organization receive any payments for indoor tanning services during the tax year?

b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O
 14a
 14b X

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

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

Section A. Governing Body and Management

1a Enter the number of voting members of the governing body at the end of the tax year
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.

1b Enter the number of voting members included in line 1a, above, who are independent

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?

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?

4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?

5 Did the organization become aware during the year of a significant diversion of the organization's assets?

6 Did the organization have members or stockholders?

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?

b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?

8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:

a The governing body?

b Each committee with authority to act on behalf of the governing body?

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

	Yes	No
1a	25	
1b	22	
2		X
3		X
4		X
5		X
6		X
7a		X
7b		X
8a	X	
8b	X	
9		X

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

10a Did the organization have local chapters, branches, or affiliates?

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?

11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?

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

b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?

c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done

13 Did the organization have a written whistleblower policy?

14 Did the organization have a written document retention and destruction policy?

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

b Other officers or key employees of the organization
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?

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?

	Yes	No
10a	X	
10b		
11a	X	
12a	X	
12b	X	
12c	X	
13	X	
14	X	
15a	X	
15b	X	
16a	X	
16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ►GA

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

Own website Another's website Upon request Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization. ►

Bruce Howerton - 706-490-7101

PO Box 1599, Dahlonega, GA 30533

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Foundation, Inc.**

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

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

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year

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

List persons in the following order: individual trustees or directors; institutional trustees; officers, key employees; highest compensated employees; and former such persons.

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below 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			
(1) Mr. George E. Coleman, Jr. <u>Chairman</u>	4.00	X	X				0.	0.	0.
(2) Mrs. Mary Helen McGruder <u>Vice-Chairman</u>	4.00	X	X				0.	0.	0.
(3) Mr. E. Paul Stringer <u>Secretary</u>	4.00	X	X				0.	0.	0.
(4) Mr. H. Dwight Mathews <u>Treasurer</u>	0.00	X	X				0.	0.	0.
(5) GEN (Ret.) Josiah J. Blasingame <u>Trustee</u>	0.00	X					0.	0.	0.
(6) Dr. Bonita C. Jacobs <u>Trustee</u>	1.00								
	40.00	X					0.	267,903.	55,049.
(7) Mr. Robert J. Babich, II <u>Trustee</u>	0.00	X					0.	0.	0.
(8) Mr. Mike Cottrell <u>Trustee</u>	0.00	X					0.	0.	0.
(9) MG (Ret.) Jere H. Akin <u>Trustee</u>	0.00	X					0.	0.	0.
(10) Dr. Sherman Day <u>Trustee</u>	0.00	X					0.	0.	0.
(11) COL (Ret.) Edward J. Nix <u>Trustee</u>	0.00	X					0.	0.	0.
(12) LTC (Ret.) William S. Chapman, <u>Trustee</u>	0.00	X					0.	0.	0.
(13) Dr. James A. Crupi <u>Trustee</u>	0.00	X					0.	0.	0.
(14) COL (Ret.) E. Wayne Dill <u>Trustee</u>	0.00	X					0.	0.	0.
(15) Dr. Conrad H. Easley <u>Trustee</u>	0.00	X					0.	0.	0.
(16) Mr. James A. Faulkner <u>Interim Treasurer</u>	4.00	X					0.	0.	0.
(17) Mrs. Leslie H. Fowler <u>Trustee</u>	0.00	X					0.	0.	0.

**University of North Georgia
Foundation, Inc.**

Form 990 (2013)

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below 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			
(18) BG (Ret.) David L. Grange Trustee	0.00	X					0.	0.	0.
(19) COL (Ret.) T. Haines Hill Trustee	0.00	X					0.	0.	0.
(20) Mrs. Lynn Jackson Trustee	0.00	X					0.	0.	0.
(21) Mr. Christopher H. Kitchens Trustee	0.00	X					0.	0.	0.
(22) Mr. Ronald G. Larson Trustee	1.00 40.00	X					0.	62,000.	16,446.
(23) GEN (Ret.) William J. Livsey Trustee	0.00	X					0.	0.	0.
(24) Mr. Nicholas W. Massengill Trustee	0.00	X					0.	0.	0.
(25) Mr. Frank J. McConnell Trustee	0.00	X					0.	0.	0.
(26) Dr. Jonathan S. Miner Trustee	0.00	X					0.	0.	0.
1b Sub-total							0.	329,903.	71,495.
c Total from continuation sheets to Part VII, Section A							0.	144,607.	38,910.
d Total (add lines 1b and 1c)							0.	474,510.	110,405.

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

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

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

See Part VII, Section A Continuation sheets

Form 990 (2013)

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

University of North Georgia
Foundation, Inc.

Form 990 (2013)

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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						
1 a Federated campaigns	1a					
b Membership dues	1b					
c Fundraising events	1c	39,485.				
d Related organizations	1d					
e Government grants (contributions)	1e					
f All other contributions, gifts, grants, and similar amounts not included above	1f	1,713,980.				
g Noncash contributions included in lines 1a-1f \$		30,977.				
h Total. Add lines 1a-1f			► 1,753,465.			
Program Service Revenue		Business Code				
2 a Management Fees		561000	270,612.	270,612.		
b						
c						
d						
e						
f All other program service revenue						
g Total. Add lines 2a-2f			► 270,612.			
Other Revenue						
3 Investment income (including dividends, interest, and other similar amounts)			► 239,252.			239,252.
4 Income from investment of tax-exempt bond proceeds			►			
5 Royalties			►			
6 a Gross rents	(i) Real	(ii) Personal				
b Less: rental expenses	58,000.					
c Rental income or (loss)	0.					
d Net rental income or (loss)	58,000.					
7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
b Less: cost or other basis and sales expenses	744,814.					
c Gain or (loss)	676,037.					
d Net gain or (loss)	68,777.					
8 a Gross income from fundraising events (not including \$ 39,485. of contributions reported on line 1c). See Part IV, line 18	a	25,725.				
b Less: direct expenses	b	19,424.				
c Net income or (loss) from fundraising events			► 6,301.			6,301.
9 a Gross income from gaming activities. See Part IV, line 19	a					
b Less: direct expenses	b					
c Net income or (loss) from gaming activities			►			
10 a Gross sales of inventory, less returns and allowances	a					
b Less: cost of goods sold	b					
c Net income or (loss) from sales of inventory			►			
Miscellaneous Revenue	Business Code					
11 a						
b						
c						
d All other revenue						
e Total. Add lines 11a-11d			►			
12 Total revenue. See instructions.			► 2,396,407.	270,612.	0.	372,330.

**University of North Georgia
Foundation, Inc.**

Form 990 (2013)

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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	3,203,973.	3,203,973.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal	15,962.	15,962.		
c Accounting	20,324.	20,324.		
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	32,121.	32,121.		
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	273,145.	273,145.		
12 Advertising and promotion	184,205.	168,331.	2,079.	13,795.
13 Office expenses	5,784.			5,784.
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	4,461.		4,461.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	30,513.	27,013.	3,500.	
23 Insurance	3,107.	2,918.	189.	
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 Operating Expenses	1,007,402.	527,295.	480,107.	0.
b Administrative and fees	151,901.	151,901.		
c Credit Card Fees	9,347.		9,347.	
d Bank Fees	1,596.		1,596.	
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	4,943,841.	4,354,576.	569,686.	19,579.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ► if following SOP 98-2 (ASC 958-720)

**University of North Georgia
Foundation, Inc.**

Form 990 (2013)

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Part X Balance Sheet

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

		(A) Beginning of year	(B) End of year
Assets	1 Cash - non-interest-bearing	1	
	2 Savings and temporary cash investments	1,045,177.	2 123,437.
	3 Pledges and grants receivable, net	1,533,287.	3 1,210,887.
	4 Accounts receivable, net	11,924.	4 1,725.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L	6	
	7 Notes and loans receivable, net	7	
	8 Inventories for sale or use	8	
	9 Prepaid expenses and deferred charges	9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 404,993.	
	b Less: accumulated depreciation	10b 211,051.	397,621. 10c 193,942.
	11 Investments - publicly traded securities	31,488,766.	11 37,072,414.
	12 Investments - other securities. See Part IV, line 11	282,920.	12 296,000.
	13 Investments - program-related See Part IV, line 11	13	
	14 Intangible assets	14	
	15 Other assets. See Part IV, line 11	1,124,952.	15 104,858.
	16 Total assets. Add lines 1 through 15 (must equal line 34)	35,884,647.	16 39,003,263.
Liabilities	17 Accounts payable and accrued expenses	28,441.	17 47,249.
	18 Grants payable	18	
	19 Deferred revenue	19	
	20 Tax-exempt bond liabilities	20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	22	
	23 Secured mortgages and notes payable to unrelated third parties	23	
	24 Unsecured notes and loans payable to unrelated third parties	24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	978,127.	25 1,018,407.
	26 Total liabilities. Add lines 17 through 25	1,006,568.	26 1,065,656.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
	27 Unrestricted net assets	-147,242.	27 -1,357,932.
	28 Temporarily restricted net assets	15,026,005.	28 18,774,080.
	29 Permanently restricted net assets	19,999,316.	29 20,521,459.
	Organizations that do not follow SFAS 117 (ASC 958), check here ► <input type="checkbox"/> and complete lines 30 through 34.		
	30 Capital stock or trust principal, or current funds	30	
	31 Paid-in or capital surplus, or land, building, or equipment fund	31	
	32 Retained earnings, endowment, accumulated income, or other funds	32	
	33 Total net assets or fund balances	34,878,079.	33 37,937,607.
	34 Total liabilities and net assets/fund balances	35,884,647.	34 39,003,263.

Form 990 (2013)

**University of North Georgia
Foundation, Inc.**

Form 990 (2013)

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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	2,396,407.
2 Total expenses (must equal Part IX, column (A), line 25)	2	4,943,841.
3 Revenue less expenses. Subtract line 2 from line 1	3	-2,547,434.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	34,878,079.
5 Net unrealized gains (losses) on investments	5	5,606,962.
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	0.
10 Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	37,937,607.

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	2a	X
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?	2b	X
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:		
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2c	X
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 checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	3a	X
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?	3b	X
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		

Form 990 (2013)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ.

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

OMB No 1545-0047

2013

Open to Public
Inspection

Name of the organization **University of North Georgia Foundation, Inc.** Employer identification number **23-7066297**

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

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

1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state. _____
 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h

a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated

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

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

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

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 (ii) A family member of a person described in (i) above?
 (iii) A 35% controlled entity of a person described in (i) or (ii) above?

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

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

(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			
University of North Geo	58-6002060	501(C)(3)	X		X	X	3,027,307.
Total	1						3,027,307.

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

Schedule A (Form 990 or 990-EZ) 2013

University of North Georgia
Schedule A (Form 990 or 990-EZ) 2013 Foundation, Inc.

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

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

Section A. Public Support

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

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
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	<input type="checkbox"/>	
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	<input type="checkbox"/>	
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	<input type="checkbox"/>	
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	<input type="checkbox"/>	

Schedule A (Form 990 or 990-EZ) 2013

University of North Georgia

Schedule A (Form 990 or 990-EZ) 2013 **Foundation, Inc.**

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

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

Section A. Public Support

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

Section B. Total Support

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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

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

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

University of North Georgia
Foundation, Inc.

Schedule A (Form 990 or 990-EZ) 2013 **F**

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Part IV

Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12.

Also complete this part for any additional information (See instructions).

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

► Attach to Form 990.

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

OMB No 1545-0047

2013

Open to Public
Inspection

Name of the organization **University of North Georgia
Foundation, Inc.**

Employer identification number
23-7066297

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No

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

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

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

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

	Held at the End of the Tax Year
2a	
2b	
2c	
2d	

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 ► \$ _____

**University of North Georgia
Foundation, Inc.**

Schedule D (Form 990) 2013

23-7066297 Page 2

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

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

- a Public exhibition
- b Scholarly research
- c Preservation for future generations

d Loan or exchange programs

e Other _____

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets

to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

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

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

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

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21?

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	30,155,486	27,452,637	28,587,246	23,510,743	23,534,506
b Contributions	373,576	341,051	537,118	1,212,581	331,645
c Net investment earnings, gains, and losses	5,606,181	3,974,274	-441,232	4,947,182	492,294
d Grants or scholarships	1,226,129	1,229,967	1,077,244	1,018,287	847,702
e Other expenditures for facilities and programs	-196,786	382,509	153,251	64,973	
f Administrative expenses					
g End of year balance	35,105,900	30,155,486	27,452,637	28,587,246	23,510,743

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 ► 58.00 %

c Temporarily restricted endowment ► 42.00 %

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

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

(i) unrelated organizations

(ii) related organizations

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

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

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

Part VI Land, Buildings, and Equipment.

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

	(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		404,993	211,051	193,942
d Equipment				
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ► 193,942.

Schedule D (Form 990) 2013

**University of North Georgia
Foundation, Inc.**

Schedule D (Form 990) 2013

23-7066297 Page 3

Part VII Investments - Other Securities.

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

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

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

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

Part X Other Liabilities.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) Line of Credit	892,269.
(3) Due To Related Entity	115,917.
(4) Gift Annuity Trust Obligation	10,221.
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►	1,018,407.

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

Schedule D (Form 990) 2013

**University of North Georgia
Foundation, Inc.**

Schedule D (Form 990) 2013

23-7066297 Page 4

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	8,172,197.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	5,606,962.
b	Donated services and use of facilities	2b	181,525.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	5,788,487.
3	Subtract line 2e from line 1	3	2,383,710.
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	32,121.
b	Other (Describe in Part XIII.)	4b	-19,424.
c	Add lines 4a and 4b	4c	12,697.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	2,396,407.

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	5,112,669.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	181,525.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	19,424.
e	Add lines 2a through 2d	2e	200,949.
3	Subtract line 2e from line 1	3	4,911,720.
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	32,121.
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	32,121.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	4,943,841.

Part XIII Supplemental Information.

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

Part V, line 4:

Explanation: The intended use of the Organization's Endowment Funds is for University of North Georgia faculty salary support, research funding, fine arts events and student scholarships.

Part X, Line 2:

Explanation: The organization has no uncertain tax positions under FIN 48 (ASC 740-10).

Part XI, Line 4b - Other Adjustments:

Fundraising Expenses Reclassified from Expense -19,424.

Part XIII Supplemental Information (continued)

Part XII, Line 2d - Other Adjustments:

Fundraising Expenses Reclassified to Revenue

19,424.

SCHEDULE G
(Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2013

**Open To Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

► Attach to Form 990 or Form 990-EZ.

► **Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form_990.**

Name of the organization **University of North Georgia Foundation, Inc.**

Employer identification number
23-7066297

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 <input type="checkbox"/> Mail solicitations	e <input type="checkbox"/> Solicitation of non-government grants
b <input type="checkbox"/> Internet and email solicitations	f <input type="checkbox"/> Solicitation of government grants
c <input type="checkbox"/> Phone solicitations	g <input type="checkbox"/> Special fundraising events
d <input type="checkbox"/> In-person solicitations	

2 a 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.

Total

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

University of North Georgia

Schedule G (Form 990 or 990-EZ) 2013 **Foundation, Inc.**

23-7066297 Page 2

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))
		Scholarship Ball - Dinner	Golf Tournament	None	
Revenue		(event type)	(event type)	(total number)	
1	Gross receipts	22,020.	43,190.		65,210.
2	Less: Contributions	15,910.	23,575.		39,485.
	3 Gross income (line 1 minus line 2)	6,110.	19,615.		25,725.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs		6,099.		6,099.
	7 Food and beverages	11,178.	2,147.		13,325.
	8 Entertainment				
	9 Other direct expenses				
	10 Direct expense summary. Add lines 4 through 9 in column (d)			►	19,424.
	11 Net income summary. Subtract line 10 from line 3, column (d)			►	6,301.

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<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: _____

University of North Georgia

Schedule G (Form 990 or 990-EZ) 2013 Foundation, Inc.

23-7066297 Page 3

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

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

13. Indicate the percentage of gaming activity operated in:

a The organization's facility
b An outside facility

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

Name ►

Address ► [View](#)

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

b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____.

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

Name ► _____

Address ► _____

16 Gaming manager information:

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

Director/officer Employee Independent contractor

17 Mandatory distributions:

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

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

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

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.**Part I, Line 2:**

Explanation: All program grants and expenses are made for the benefit of University of North Georgia as directed in the mission statement of this organization. All expenditures are made upon the request of authorized personnel of the University and used in satisfaction of restrictions and intent of donors. Use of unrestricted assets of the organization are directed through a budget established by the organization's Board of Trustees. University provides names of faculty and students receiving support and the amount of such support. All disbursements have

University of North Georgia
Foundation, Inc.

Schedule I (Form 990)

23-7066297 Page 2

Part IV Supplemental Information

appropriately supporting evidence for use of funds.

Form 990 Schedule I, Part I, Line 2

Explanation: Part IV - Additional Information

The University of North Georgia Foundation provides scholarship monies to University of North Georgia from earnings on its endowment funds and from donations. The scholarship program is controlled and administered by the financial aid department of the University. Records relating to the recipients of these scholarships are maintained by the financial aid department.

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" on 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.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization

University of North Georgia Foundation, Inc.

Employer identification number
23-7066297

Part I Questions Regarding Compensation

1a 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.

<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)

1b If any of the boxes on 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

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?

3 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.

<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract
<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study
<input type="checkbox"/> Form 990 of other organizations	<input type="checkbox"/> Approval by the board or compensation committee

4 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:

a Receive a severance payment or change-of-control payment?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 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:

a The organization?

b Any related organization?

If "Yes" to line 5a or 5b, describe in Part III.

6 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:

a The organization?

b Any related organization?

If "Yes" to line 6a or 6b, describe in Part III.

7 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

8 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

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

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

Schedule J (Form 990) 2013

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) Dr. Bonita C. Jacobs Trustee	(i) 0.	0.	0.	0.	0.	0.	0.
(ii) 232,107.	0.	35,796.	0.	55,049.	322,952.	0.	0.
(2) Dr. Andrew J. Leavitt Executive Director	(i) 0.	0.	0.	0.	0.	0.	0.
(ii) 143,107.	0.	1,500.	0.	38,910.	183,517.	0.	0.
(iii) 0.	0.	0.	0.	0.	0.	0.	0.
(iv) 0.	0.	0.	0.	0.	0.	0.	0.
(v) 0.	0.	0.	0.	0.	0.	0.	0.
(vi) 0.	0.	0.	0.	0.	0.	0.	0.
(vii) 0.	0.	0.	0.	0.	0.	0.	0.
(viii) 0.	0.	0.	0.	0.	0.	0.	0.
(ix) 0.	0.	0.	0.	0.	0.	0.	0.
(x) 0.	0.	0.	0.	0.	0.	0.	0.
(xi) 0.	0.	0.	0.	0.	0.	0.	0.
(xii) 0.	0.	0.	0.	0.	0.	0.	0.
(xiii) 0.	0.	0.	0.	0.	0.	0.	0.
(xiv) 0.	0.	0.	0.	0.	0.	0.	0.
(xv) 0.	0.	0.	0.	0.	0.	0.	0.
(xvi) 0.	0.	0.	0.	0.	0.	0.	0.
(xvii) 0.	0.	0.	0.	0.	0.	0.	0.
(xviii) 0.	0.	0.	0.	0.	0.	0.	0.
(xix) 0.	0.	0.	0.	0.	0.	0.	0.
(xx) 0.	0.	0.	0.	0.	0.	0.	0.
(xxi) 0.	0.	0.	0.	0.	0.	0.	0.
(xxii) 0.	0.	0.	0.	0.	0.	0.	0.
(xxiii) 0.	0.	0.	0.	0.	0.	0.	0.
(xxiv) 0.	0.	0.	0.	0.	0.	0.	0.
(xxv) 0.	0.	0.	0.	0.	0.	0.	0.
(xxvi) 0.	0.	0.	0.	0.	0.	0.	0.
(xxvii) 0.	0.	0.	0.	0.	0.	0.	0.
(xxviii) 0.	0.	0.	0.	0.	0.	0.	0.
(xxix) 0.	0.	0.	0.	0.	0.	0.	0.
(xxx) 0.	0.	0.	0.	0.	0.	0.	0.
(xxxi) 0.	0.	0.	0.	0.	0.	0.	0.
(xxxii) 0.	0.	0.	0.	0.	0.	0.	0.
(xxxiii) 0.	0.	0.	0.	0.	0.	0.	0.
(xxxiv) 0.	0.	0.	0.	0.	0.	0.	0.
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(xxxix) 0.	0.	0.	0.	0.	0.	0.	0.
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(xxxii) 0.	0.	0.	0.	0.	0.	0.	0.
(xxxiii) 0.	0.	0.	0.	0.	0.	0.	0.
(xxxiv) 0.	0.	0.	0.	0.	0.	0.	0.
(xxxv) 0.	0.	0.	0.	0.	0.	0.	0.
(xxxvi) 0.	0.	0.	0.	0.	0.	0.	0.
(xxxvii) 0.	0.	0.	0.	0.	0.	0.	0.
(xxxviii) 0.	0.	0.	0.	0.	0.	0.	0.
(xxxix) 0.	0.	0.	0.	0.	0.	0.	0.
(xxxxi) 0.	0.	0.	0.	0.	0.	0.	0.
(xxxii) 0.	0.	0.	0.	0.	0.	0.	0.
(xxxiii) 0.	0.	0.	0.	0.	0.</		

University of North Georgia
Foundation, Inc.

Schedule J (Form 990) 2013

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.

23-7066297

Page 3

SCHEDULE L

(Form 990 or 990-E)

Transactions With Interested Persons

OMB No 1545-0047

2013

**Open To Public
Inspection**

Name of the organization	University of North Georgia Foundation, Inc.	Employer identification number	23-7066297
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Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only)

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

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

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

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

► \$ _____
► \$ _____

Part II Loans to and/or From Interested Persons.

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

Total

1

Part III Grants or Assistance Benefiting Interested Persons.

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

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

Schedule L (Form 990 or 990-EZ) 2013

University of North Georgia

Schedule L (Form 990 or 990-EZ) 2013 Foundation, Inc.

23-7066297 Page 2

Part IV Business Transactions Involving Interested Persons.

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

Part V Supplemental Information

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

Sch L, Part IV, Business Transactions Involving Interested Persons:

(a) Name of Person: BB&T

(b) Relationship Between Interested Person and Organization:

Common Director

(c) Amount of Transaction \$ 892,269.

(d) Description of Transaction: Balance of Line of Credit at 6/30/2014

is \$892,269. Available balance at 06/30/2013 \$1,800,000

(e) Sharing of Organization Revenues? = No

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

OMB No 1545-0047

2013

Open to Public
Inspection

Name of the organization **University of North Georgia Foundation, Inc.** Employer identification number **23-7066297**

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (<u>Rifles and Eq</u>)	X	1	8,980.	FMV
26 Other ► (<u>Various Mater</u>)	X	3	3,593.	FMV
27 Other ► (_____)				
28 Other ► (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions
for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

0

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 - 28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

b If "Yes," describe the arrangement in Part II.

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

b If "Yes," describe in Part II.

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.

	Yes	No
30a		X
31	X	
32a		X

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

Schedule M (Form 990) (2013)

University of North Georgia
Foundation, Inc.

Schedule M (Form 990) (2013) Foundation, Inc.

23-7066297 Page 2

Page 2

Part II

Supplemental Information. Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Schedule M, Part I, Column (b):

Explanation: Number of donors is the number for contribution count.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

► Attach to Form 990 or 990-EZ.

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

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

University of North Georgia
Foundation, Inc.

Employer identification number
23-7066297

Form 990, Part I, Line 1, Description of Organization Mission:

The purposes of the Foundation are to promote and encourage charitable giving and philanthropy for the benefit of University of North Georgia; to supplement and expand the horizons of University of North Georgia in its regional, statewide and national missions as well as serve as an advocate for the University and its designation as the senior military college of the State of Georgia. The Foundation will receive, invest, account for, and allocate private gifts and contributions in order to contribute to a superior education for students, attending not only to their intellectual growth but also to their development as adults committed to high ethical standards and full participation as leaders in their military, public, private, and non-profit fields of endeavor.

Form 990, Part III, Line 4d, Other Program Services:

The Foundation donated land held for future construction of University projects to the University of North Georgia Real Estate Foundation. Expenses \$ 176,666. including grants of \$ 176,666. Revenue \$ 0.

Form 990, Part VI, Section B, line 11:

Explanation: A copy of the 990 was emailed to the full board of trustees prior to submission. In addition, the return was reviewed and approved by the Finance and Audit Committee prior to submission.

Form 990, Part VI, Section B, Line 12c:

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.
332211
09-04-13

Schedule O (Form 990 or 990-EZ) (2013)

Name of the organization **University of North Georgia Foundation, Inc.**Employer identification number
23-7066297

Explanation: Each Board Trustee is required to complete and sign a conflict of interest questionnaire annually.

Form 990, Part VI, Section C, Line 19:

Explanation: Audited financial statements are provided to individuals and organizations upon request. Also, they are made available on the organization's website. Financials are consolidated into University of North Georgia's financial statements which are available to the public.

Form 990 Part XII Line 2c

Explanation: There have been no changes to the auditor selection process nor the financial statement review.

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.

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Information about Schedule R
University of North Georgia
Foundation, Inc.
Name of the organization

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

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.

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

University of North Georgia
Foundation, Inc.

Part III **Identification of Related Organizations Taxable as a Partnership** Complete if the organization answered "Yes" on Form 990, Part V, line 34 because it had one or more related organizations treated as a partnership during the tax year.

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 taxable as a corporation or trust during the tax year**

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)

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
University of North Georgia Real Estate	B	176,666	Book Value
(1) Foundation, Inc	P	800,926	Actual
(3)			
(4)			
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

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.

Part VII **Supplemental Information**

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

STATE OF GEORGIA

Secretary of State
Corporations Division
313 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF MERGER Name Change

I, Brian P. Kemp, the Secretary of State and Corporations Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia Annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of July 01, 2014. Attached is a true and correct copy of the said filing.

Surviving Entity:

UNIVERSITY OF NORTH GEORGIA FOUNDATION - DAHLONEGA, INC.
Name Changed To: UNIVERSITY OF NORTH GEORGIA FOUNDATION, INC.

Nonsurviving Entity/Entities

UNIVERSITY OF NORTH GEORGIA FOUNDATION - GAINESVILLE, INC

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on June 17, 2014.



A handwritten signature in black ink that reads "B. P. Kemp".

Brian P. Kemp
Secretary of State

**CERTIFICATE OF MERGER OF
UNIVERSITY OF NORTH GEORGIA FOUNDATION - GAINESVILLE, INC.
WITH AND INTO
UNIVERSITY OF NORTH GEORGIA FOUNDATION - DAHLONEGA, INC.**

Pursuant to Section 14-3-1104 of the Georgia Nonprofit Corporation Code (the "Code"), the undersigned surviving corporation submits the following Certificate of Merger for filing, and certifies that:

1. The constituent corporations are University of North Georgia Foundation - Gainesville, Inc., a Georgia nonprofit corporation, and the University of North Georgia Foundation - Dahlonega, Inc., a Georgia nonprofit corporation.

2. An Agreement and Plan of Merger has been approved, adopted and executed by each of the constituent corporations in accordance with Section 14-3-1103 of the Code. The Agreement and Plan of Merger was approved by a sufficient vote of the Board of Trustees (i.e., the directors) of each constituent corporation. Neither of the constituent corporations has members or shareholders, and thus member or shareholder approval was not required. There are no provisions in the articles of incorporation of either of the constituent corporations which require any person other than the respective Boards of Trustees of the constituent corporations to approve the Agreement and Plan of Merger.

3. Pursuant to the Agreement and Plan of Merger, the merger of University of North Georgia Foundation - Gainesville, Inc. and University of North Georgia Foundation - Dahlonega, Inc. shall be effective as of 12:00 A.M. on July 1, 2014 (the "Effective Date").

4. The name of the surviving corporation is University of North Georgia Foundation - Dahlonega, Inc. (the "Surviving Corporation"), which name is changed, as of the Effective Date, to "University of North Georgia Foundation, Inc."

5. The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation, the address of which is P.O. Box 1599, Dahlonega, Lumpkin County, Georgia 30533.

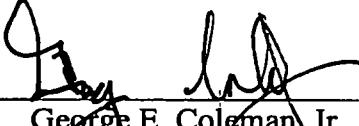
6. The Articles of Incorporation of the Surviving Corporation will be amended and restated as provided for in the "Articles of Restatement," a copy of which is set forth on Exhibit "A" attached hereto and incorporated herein by this reference. The Articles of Restatement are being filed concurrently with this Certificate of Merger.

7. A copy of the Agreement and Plan of Merger will be provided by the Surviving Corporation on request and without cost to any party to the merger.

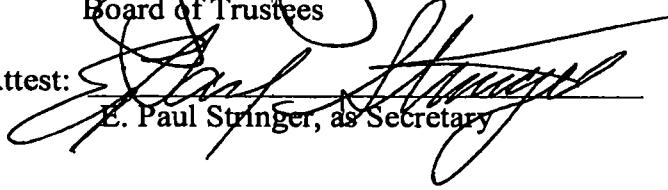
8. The undersigned officers of the Surviving Corporation hereby certify that the request for publication of a notice of filing of this Certificate of Merger and payment therefor will be made.

SURVIVING CORPORATION:

**UNIVERSITY OF NORTH GEORGIA
FOUNDATION - DAHLONEGA, INC.**

By: 

George E. Coleman, Jr., as Chairman of the
Board of Trustees

Attest: 

E. Paul Stringer, as Secretary

(CORPORATE SEAL)



RECEIVED

JUN 10 2014

SECRETARY OF STATE

EXHIBIT "A"

**UNIVERSITY OF NORTH GEORGIA FOUNDATION – DAHLONEGA, INC.
ARTICLES OF RESTATEMENT**

I.

The name of the corporation restating its Articles of Incorporation is:

UNIVERSITY OF NORTH GEORGIA FOUNDATION – DAHLONEGA, INC.

II.

Effective as of 12:00 A.M., July 1, 2014, the text of the restated Articles of Incorporation of University of North Georgia Foundation – Dahlonega, Inc. will read as follows:

**ARTICLES OF INCORPORATION OF UNIVERSITY OF
NORTH GEORGIA FOUNDATION, INC.**

I.

The name of the corporation is:

UNIVERSITY OF NORTH GEORGIA FOUNDATION, INC.

II.

The corporation shall have perpetual duration.

III.

The corporation shall be organized under the Georgia Non-Profit Corporation Code and shall not carry on any activities not permitted to be carried on by an organization exempt under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Code (the "Code").

IV.

The purposes for which the corporation is organized are to operate exclusively for educational purposes within the meaning of Section 501(c)(3) of the Code, to promote the welfare and future development of the University of North Georgia in its educational purposes within the meaning of Section 501(c)(3) of the Code, and to receive gifts which qualify under Section 170 of the Code, to seek gifts for the benefit of the University of North Georgia through current funds, endowment giving and other fund-raising programs, to prudently manage the investment and the disbursement of these assets within a policy that encourages the enhancement of the resources of the corporation and supports the University of North Georgia, to promote philanthropy from all constituents, to provide financial assistance for students, faculty and staff, to serve in an advisory role to the President of the University of North Georgia, and to engage in any lawful act or activity in furtherance of such purposes, as long as the corporation does not engage in any activity not in furtherance of one or more tax exempt purposes as contemplated in Section 501(c)(3) of the Code.

V.

The affairs of the corporation shall be managed by a Board of Trustees. The establishment, of the number of Trustees and the method of election of Trustees shall be determined pursuant to the by-laws of the corporation.

VI.

The corporation will not have members.

VII.

The mailing address of the principal office of the corporation is P.O. Box 1599, Dahlonega, Lumpkin County, Georgia 30533. The registered office of the corporation shall be 60 West Main Street, Dahlonega, Georgia 30533. The registered agent of the corporation at such address shall be Andrew J. Leavitt.

VIII.

The corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to and make payments and

distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public officer. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

IX.

Upon the dissolution of this corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner to the University of North Georgia (the "University") or to any other non-profit corporation or corporations organized to support the University or any of its Colleges, Schools, Departments, or affiliated organizations, provided, however, that any such organization must be exempt from federal income taxes under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, and be an associated entity approved by the University. If, and only in the event that, there are any assets remaining, after distributions described in the preceding sentence have been made, such remaining assets shall be distributed or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the registered office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

X.

The corporation shall have the power and authority to accept gifts and contributions, whether made by will or otherwise, in any form of property, provided that the objects specified by the testator or donor are within the purposes of the corporation. Unless the Board of Trustees determines otherwise, any gift or contribution accepted by the corporation shall be devoted to the objects and purposes and in all respects administered according to the provisions contained in the will or other form of instrument making said gift or donation, to the end that the wishes and directions of the donor shall in all respects be faithfully observed and executed; provided,

however, that the corporation shall not accept any contribution which is to be held or used in a manner inconsistent with the purposes and permissible activities of this corporation as set forth in Article IV hereof.

XI.

The corporation shall indemnify all officers and Trustees of the corporation to the fullest extent permitted by the Georgia Non-Profit Corporation Code, as amended from time to time. To the fullest extent permitted by the Georgia Non-profit Corporation Code, as it now exists or as it may hereafter be amended, no Trustee of the corporation shall be liable to the corporation for monetary damages arising from a breach of duty owed to the corporation. Any repeal or modification of this Article XI shall not adversely affect any right of protection of a Trustee of the corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, University of North Georgia Foundation, Inc. has caused these Articles of Incorporation to be executed, its corporate seal affixed and the foregoing to be attested, all by its duly authorized officers, effective as of 12:00 A.M., July 1, 2014.

UNIVERSITY OF NORTH GEORGIA
FOUNDATION, INC.

By: _____

Richard D. White, Chairman of the
Board of Trustees of University of
North Georgia Foundation, Inc.

Attest: _____

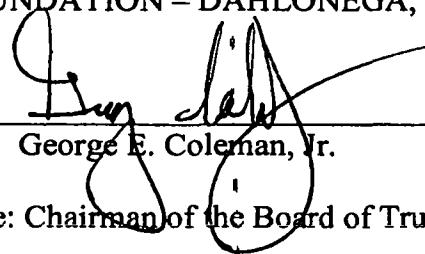
Vicki B. Davis, Secretary of
University of North Georgia
Foundation, Inc.

RECEIVED
JUN 10 2014
SECRETARY OF STATE

CERTIFICATE OF PUBLICATION

Pursuant to O.C.G.A. §14-3-1104.1 and §14-3-1005.1, the undersigned certifies that University of North Georgia Foundation – Dahlonega, Inc. has delivered to The Dahlonega Nugget, which is the official organ of Lumpkin County, Georgia, where the registered office of University of North Georgia Foundation – Dahlonega, Inc. is located, a request to publish a notice of a merger by and between University of North Georgia Foundation – Gainesville, Inc., a Georgia nonprofit corporation, and University of North Georgia Foundation – Dahlonega, Inc., a Georgia nonprofit corporation, as well as a request to publish a notice of the change of the name of the surviving corporation from University of North Georgia Foundation – Dahlonega, Inc. to University of North Georgia Foundation, Inc, along with all required fees in payment therewith, as required by Georgia law.

UNIVERSITY OF NORTH GEORGIA
FOUNDATION – DAHLONEGA, INC.

By: 

George E. Coleman, Jr.

Title: Chairman of the Board of Trustees

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JUN 10 2014

SECRETARY OF STATE

Application for Extension of Time To File an Exempt Organization Return

10/29
OMB No. 1545-1709

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ►
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ►

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions. University of North Georgia Foundation - Dahlonega, Inc.	Employer identification number (EIN) or 23-7066297
	Number, street, and room or suite no. If a P.O. box, see instructions. PO Box 1599	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Dahlonega, GA 30533	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

Andrew J Leavitt

- The books are in the care of ► **PO Box 1599 - Dahlonega, GA 30533**

Telephone No. ► **706-867-2873**

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ►

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

February 15, 2015 to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year or

► tax year beginning **JUL 1, 2013**, and ending **JUN 30, 2014**.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return

Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

ACCEPTED

2/17/15

03007235

Page 2

Form 8868 (Rev. 1-2014)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions. University of North Georgia Foundation - Dahlonega, Inc.	Employer identification number (EIN) or Social security number (SSN) 23-7066297
	Number, street, and room or suite no. If a P.O. box, see instructions. PO Box 1599	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Dahlonega, GA 30533	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**Andrew J Leavitt**

- The books are in the care of ► **PO Box 1599 - Dahlonega, GA 30533**

Telephone No. ► **706-867-2873**

Fax No. ► _____

- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **May 15, 2015**.5 For calendar year **2013**, or other tax year beginning **JUL 1, 2013**, and ending **JUN 30, 2014**.6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period

7 State in detail why you need the extension

An extension of time is needed to gather information necessary for a complete and accurate tax return.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ►

Title ► CPA

Date ►

Form 8868 (Rev. 1-2014)