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Form **990**
 Department of the Treasury
 Internal Revenue Service

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)
 Do not enter Social Security numbers on this form as it may be made public. By law, the IRS generally cannot redact the information on the form.
 Information about Form 990 and its instructions is at www.irs.gov/form990

OMB No 1545-0047
2013
Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 07-01-2013, 2013, and ending 06-30-2014

B Check if applicable: <input type="checkbox"/> Address change <input 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 ARTIS-NAPLES INC Doing Business As _____ Number and street (or P O box if mail is not delivered to street address) Room/suite 5833 PELICAN BAY BLVD _____ City or town, state or province, country, and ZIP or foreign postal code NAPLES, FL 34108	D Employer identification number 59-2322926 E Telephone number (239) 597-1111 G Gross receipts \$ 67,884,298
F Name and address of principal officer KATHLEEN VAN BERGEN 5833 PELICAN BAY BLVD NAPLES, FL 34108		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶
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		
J Website: ▶ HTTP //ARTISNAPLES.ORG		
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation 1983 M State of legal domicile FL

Part I Summary

1	Briefly describe the organization's mission or most significant activities PLEASE REFER TO SCHEDULE O			
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		35
4	Number of independent voting members of the governing body (Part VI, line 1b)	4		34
5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5		457
6	Total number of volunteers (estimate if necessary)	6		1,500
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a		768,521
7b	Net unrelated business taxable income from Form 990-T, line 34	7b		-7,889
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year		Current Year
	9 Program service revenue (Part VIII, line 2g)	7,498,774		7,077,664
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	14,016,993		12,738,592
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	9,858,056		1,090,590
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,581,388		972,068
		32,955,211		21,878,914
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	32,000		31,800
	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)	11,888,428		12,161,320
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0		30,715
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,110,353			
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	13,832,328		12,124,774
18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	25,752,756		24,348,609	
19 Revenue less expenses Subtract line 18 from line 12	7,202,455		-2,469,695	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year		End of Year
	21 Total liabilities (Part X, line 26)	101,755,701		109,506,429
	22 Net assets or fund balances Subtract line 21 from line 20	9,149,201		9,524,960
	92,606,500		99,981,469	

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	2014-11-04 Date	
	KATHLEEN VAN BERGEN CEO Type or print name and title		
Paid Preparer Use Only	Print/Type preparer's name KEVIN P CAIRNS CPA	Preparer's signature	Date 2014-10-17
	Firm's name ▶ CLIFTONLARSONALLEN LLP		Check <input type="checkbox"/> if self-employed PTIN P00227652
	Firm's address ▶ 4099 TAMIAMI TRAIL N STE 300 NAPLES, FL 34103		Firm's EIN ▶ 41-0746749 Phone no (239) 262-8686
May the IRS discuss this return with the preparer shown above? (see instructions) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

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
ARTIS-NAPLES CREATES AND PRESENTS WORLD-CLASS VISUAL AND PERFORMING ARTS WE INSPIRE, EDUCATE AND ENTERTAIN TO ENRICH OUR DIVERSE COMMUNITY

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 \$ 9,483,019 including grants of \$ 31,800) (Revenue \$ 5,436,151)
ARTIS-NAPLES IS HOME TO THE NAPLES PHILHARMONIC THE NAPLES PHILHARMONIC PERFORMS 140 ORCHESTRAL AND CHAMBER MUSIC CONCERTS, AS WELL AS OPERA AND BALLET, EDUCATION AND SPECIAL EVENT CONCERTS ANNUALLY BETWEEN SEPTEMBER AND JUNE MOST CONCERTS ARE HELD IN THE 1425-SEAT HAYES HALL AND THE 283-SEAT DANIELS PAVILLION, IN ADDITION TO SPACES AROUND THE SOUTHWEST FLORIDA REGION THE NAPLES PHILHARMONIC WAS FOUNDED IN 1982 AS THE NAPLES-MARCO PHILHARMONIC, AND IN ITS FIRST SEASON IT PERFORMED FOUR CONCERTS AS A CHAMBER ORCHESTRA IN 1989, THE THEN PHILHARMONIC CENTER FOR THE ARTS, OPENED AND THE NAPLES PHILHARMONIC HAS GROWN IN SCOPE, SEASON AND IMPACT IN THE LAST 31 YEARS PLEASE REFER TO SCHEDULE O FOR MORE INFORMATION

4b (Code) (Expenses \$ 8,190,110 including grants of \$) (Revenue \$ 7,651,008)
ARTIS-NAPLES HOSTS A ROBUST EDUCATION AND PRESENTING SEASON THE OVER 300 EVENTS AND OFFERINGS INCLUDE TOURING BROADWAY, A DIVERSE ROSTER OF VISITING ORCHESTRAS, INCREDIBLE EDUCATION/LIFE LONG LEARNING PROGRAMS AND GUEST ARTISTS FROM THE WORLDS OF COMEDY, POP, THEATRE AND DANCE WITH AN EIGHT AND A HALF ACRE ENVIRONMENTAL CAMPUS, FIVE BUILDINGS, TWO HALLS, A MUSEUM AND A VARIETY OF SPACES FOR LEARNING OR LECTURING, ARTIS-NAPLES PRESENTS A BROAD RANGE OF MULTI-DISCIPLINARY PROGRAMMING TO MATCH THE GROWING POPULATION AND INTERESTS IN SOUTHWEST FLORIDA

4c (Code) (Expenses \$ 2,144,333 including grants of \$) (Revenue \$ 178,174)
ARTIS-NAPLES IS HOME TO THE BAKER MUSEUM THE BAKER MUSEUM IS ONE OF THE FOREMOST FINE ARTS MUSEUMS IN SOUTHWEST FLORIDA AS PART OF A MULTI-DISCIPLINARY ARTS ORGANIZATION THAT CREATES AND PRESENTS OVER 300 EVENTS ANNUALLY, THE BAKER MUSEUM HOST TRAVELING EXHIBITIONS TO COMPLEMENT INSTALLATIONS DRAWN FROM THE PERMANENT COLLECTION OUR INTERNATIONALLY RECOGNIZED HOLDINGS OF MODERN AND CONTEMPORARY ART FROM THE AMERICAS INCLUDE NEARLY 3,000 OBJECTS AND CONTINUE TO GROW WE STRIVE CONTINUOUSLY TO EXPAND OUR CULTURAL OFFERINGS, AND TO MAKE ART MEANINGFUL AND ACCESSIBLE TO OUR ENTIRE COMMUNITY THE BAKER MUSEUM IS DEDICATED TO DISPLAYING WORLD-CLASS PAINTING, SCULPTURE, DRAWINGS AND OTHER ART FORMS, WHILE PROVIDING EDUCATIONAL PROGRAMS AND LECTURES PLEASE REFER TO SCHEDULE O FOR MORE INFORMATION

4d Other program services (Describe in Schedule O)
(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 19,817,462

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> <input checked="" type="checkbox"/>	Yes	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? <input checked="" type="checkbox"/>	Yes	
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>		No
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>		No
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> <input checked="" type="checkbox"/>		No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>	Yes	
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>	Yes	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> <input checked="" type="checkbox"/>	Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>		No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> <input checked="" type="checkbox"/>		No
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> <input checked="" type="checkbox"/>	Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> <input checked="" type="checkbox"/>	Yes	
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> <input checked="" type="checkbox"/>	Yes	
b 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> <input checked="" type="checkbox"/>		No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		No
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions)</i> <input checked="" type="checkbox"/>	Yes	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> <input checked="" type="checkbox"/>	Yes	
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> <input checked="" type="checkbox"/>		No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. 1a 171		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. 1b 0		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. 2a 457		
2b	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)	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	Yes	
3b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O.	Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		No
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?		No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		No
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
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?	Yes	
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	Yes	
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		No
7d	If "Yes," indicate the number of Forms 8282 filed during the year. 7d		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		No
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		No
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		No
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		No
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.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12. 10a		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. 10b		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders. 11a		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them). 11b		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	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.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O. 13a		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans. 13b		
13c	Enter the amount of reserves on hand. 13c		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		No
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

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

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

Section A. Governing Body and Management

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

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

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

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed <input checked="" type="checkbox"/> FL
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input checked="" type="checkbox"/> Own website <input checked="" type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)
19	Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization <input checked="" type="checkbox"/> PERRE EDWARDS 5833 PELICAN BAY BLVD NAPLES, FL 34109 (239) 597-1111

Part VIII Statement of Revenue

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

			(A)	(B)	(C)	(D)		
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512-514		
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns 1a						
	b	Membership dues 1b						
	c	Fundraising events 1c	561,626					
	d	Related organizations 1d						
	e	Government grants (contributions) 1e	31,003					
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	6,485,035					
	g	Noncash contributions included in lines 1a-1f \$ 1g	511,718					
	h	Total. Add lines 1a-1f 1h	7,077,664					
Program Service Revenue	2a	CENTER FOR THE ARTS	711300	6,931,955	6,931,955			
	b	ORCHESTRA RELATED	711300	5,436,151	5,436,151			
	c	ADMISSIONS	711300	192,312	192,312			
	d	MUSEUM OF ART	711300	178,174	178,174			
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f 2g		12,738,592				
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) 3		1,208,132	949	1,207,183	
4		Income from investment of tax-exempt bond proceeds 4						
5		Royalties 5						
6a		Gross rents	(i) Real	928,289				
			(ii) Personal					
			b	Less rental expenses	827,849			
			c	Rental income or (loss)	100,440			
d		Net rental income or (loss) 6d		100,440	121,064	-20,624		
7a		Gross amount from sales of assets other than inventory	(i) Securities	44,404,000				
			(ii) Other					
			b	Less cost or other basis and sales expenses	44,519,019	2,523		
			c	Gain or (loss)	-115,019	-2,523		
d		Net gain or (loss) 7d		-117,542		-117,542		
8a		Gross income from fundraising events (not including \$ 561,626 of contributions reported on line 1c) See Part IV, line 18 8a						
a			127,323					
b	Less direct expenses 8b		373,788					
c	Net income or (loss) from fundraising events 8c		-246,465		-246,465			
9a	Gross income from gaming activities See Part IV, line 19 9a							
a								
b	Less direct expenses 9b							
c	Net income or (loss) from gaming activities 9c							
10a	Gross sales of inventory, less returns and allowances 10a	a	459,670					
		b	Less cost of goods sold 10b	282,205				
		c	Net income or (loss) from sales of inventory 10c		177,465	122,309	55,156	
Miscellaneous Revenue		Business Code						
11a	ADVERTISING REVENUE	541800	368,412		368,412			
b	PROCESSING FEES	900099	226,899	226,899				
c	HALL RENTAL INCOME	531120	222,940		222,940			
d	All other revenue 11d		122,377	122,377				
e	Total. Add lines 11a-11d 11e		940,628					
12	Total revenue. See Instructions 12		21,878,914	13,210,177	768,521	822,552		

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.				
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.	31,800	31,800		
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.	903,143	344,103	357,133	201,907
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.	9,257,489	6,848,483	2,026,929	382,077
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	200,807	179,815	14,270	6,722
9	Other employee benefits.	1,024,055	982,946	8,720	32,389
10	Payroll taxes.	775,826	668,290	67,865	39,671
11	Fees for services (non-employees)				
a	Management.				
b	Legal.	25,552		25,552	
c	Accounting.	63,240		63,240	
d	Lobbying.				
e	Professional fundraising services. See Part IV, line 17.	30,715			30,715
f	Investment management fees.	2,721	1,625	1,096	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	4,947,228	4,872,107	41,572	33,549
12	Advertising and promotion.	747,131	707,265		39,866
13	Office expenses.	1,103,073	760,577	265,784	76,712
14	Information technology.	409,576	268,839	99,952	40,785
15	Royalties.	198,494	198,494		
16	Occupancy.	361,912	228,398	119,421	14,093
17	Travel.	427,971	365,236	56,389	6,346
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.	110,114	46,186	50,748	13,180
20	Interest.				
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	1,473,810	1,472,676		1,134
23	Insurance.	589,171	516,096	73,075	
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	UNRELATED BUSINESS INCO	-2,542		-2,542	
b	EXHIBIT EXPENSES	529,400	529,400		
c	OTHER EXPENSES	393,112	87,651	146,772	158,689
d	PRINTING & PUBLICATIONS	323,486	306,550	4,818	12,118
e	All other expenses	421,325	400,925		20,400
25	Total functional expenses. Add lines 1 through 24e.	24,348,609	19,817,462	3,420,794	1,110,353
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X Balance Sheet

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

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	5,850	1	5,870
	2 Savings and temporary cash investments	4,907,224	2	4,635,040
	3 Pledges and grants receivable, net	1,953,644	3	1,814,306
	4 Accounts receivable, net	609,244	4	453,485
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	128,392	8	65,871
	9 Prepaid expenses and deferred charges	936,755	9	998,048
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 62,891,181		
	b Less accumulated depreciation	10b 28,638,704	35,008,343	10c 34,252,477
	11 Investments—publicly traded securities	53,122,498	11	63,111,980
	12 Investments—other securities See Part IV, line 11		12	
	13 Investments—program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	5,083,751	15	4,169,352
16 Total assets. Add lines 1 through 15 (must equal line 34)	101,755,701	16	109,506,429	
Liabilities	17 Accounts payable and accrued expenses	770,066	17	914,739
	18 Grants payable		18	
	19 Deferred revenue	3,914,692	19	4,489,743
	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	3,556,006	23	3,390,202
	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	908,437	25	730,276
	26 Total liabilities. Add lines 17 through 25	9,149,201	26	9,524,960
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	35,806,500	27	36,103,249
	28 Temporarily restricted net assets	11,725,000	28	18,396,156
	29 Permanently restricted net assets	45,075,000	29	45,482,064
	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	92,606,500	33	99,981,469	
34 Total liabilities and net assets/fund balances	101,755,701	34	109,506,429	

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	21,878,914
2	Total expenses (must equal Part IX, column (A), line 25)	2	24,348,609
3	Revenue less expenses Subtract line 2 from line 1	3	-2,469,695
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	92,606,500
5	Net unrealized gains (losses) on investments	5	9,661,065
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	183,599
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	99,981,469

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
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	Yes	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Additional Data

Software ID:
Software Version:
EIN: 59-2322926
Name: ARTIS-NAPLES INC

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
NED C LAUTENBACH CHAIR	1 00	X		X				0	0	0
ROBERT EDWARDS SECRETARY	1 00	X		X				0	0	0
C MICHAEL ARMSTRONG DIRECTOR	1 00	X						0	0	0
JAMES R CAMPBELL DIRECTOR	1 00	X						0	0	0
JAMES C CURVEY DIRECTOR	1 00	X						0	0	0
JAY H BAKER DIRECTOR	1 00	X						0	0	0
MICHAEL E DOUGHERTY DIRECTOR	1 00	X						0	0	0
DAVID R DROBIS DIRECTOR	1 00	X						0	0	0
LINDA C FLEWELLING DIRECTOR	1 00	X						0	0	0
EUGENE U FREY DIRECTOR	1 00	X						0	0	0
MARK FRISSORA DIRECTOR	1 00	X						0	0	0
EVANGELINE R HAARLOW DIRECTOR	1 00	X						0	0	0
A SCOTT HANSEN DIRECTOR	1 00	X						0	0	0
LOIS WERTHEIMER LIPNIK DIRECTOR	1 00	X						0	0	0
JAMES P MCCREADY DIRECTOR	1 00	X						0	0	0
GERRI MOLL DIRECTOR	1 00	X						0	0	0
J LEO MONTGOMERY DIRECTOR	1 00	X						0	0	0
ROBERT W MORRIS DIRECTOR	1 00	X						0	0	0
DAVE NEILL DIRECTOR	1 00	X						0	0	0
LAWRENCE R PUGH DIRECTOR	1 00	X						0	0	0
KIMBERLY K QUERREY DIRECTOR	1 00	X						0	0	0
JOHN J REMONDI DIRECTOR	1 00	X						0	0	0
SARAH B RORER DIRECTOR	1 00	X						0	0	0
DONALD E RYKS DIRECTOR	1 00	X						0	0	0
WILLIAM J SCHOEN DIRECTOR	1 00	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
STEPHEN L SCHWARTZ DIRECTOR	1 00	X						0	0	0
BRUCE S SHERMAN DIRECTOR	1 00	X						0	0	0
WILLIAM S STAVROPOULOS DIRECTOR	1 00	X						0	0	0
SHELLY A STAYER DIRECTOR	1 00	X						0	0	0
WILLIAM C STEERE JR DIRECTOR	1 00	X						0	0	0
GEORGE W SYPERT DIRECTOR	1 00	X						0	0	0
TIMOTHY H UBBEN DIRECTOR	1 00	X						0	0	0
NOLAN BAIRD DIRECTOR	1 00	X						0	0	0
JOSEPH TOMPKINS DIRECTOR	1 00	X						0	0	0
KATHLEEN VAN BERGEN PRESIDENT & CEO	40 00	X		X				394,115	0	7,736
PERRE EDWARDS TREASURER & CFO	40 00			X				6,562	0	169
RENEE NEVILLE DIR OF FIN (THRU NOV 13)	40 00			X				106,333	0	14,612
MARY DEISSLER CAO	40 00				X			221,074	0	8,347
NAOMI BUCK DIR OF PROGRAMMING (THRU DEC 13)	40 00				X			168,614	0	5,615
FRANK VERPOORTEN BAKER MUSEUM CURATOR	40 00					X		146,534	0	9,790
CHUCK GOTTSCHALK GM ORCHESTRA/YOUTH CONDUCTOR	40 00					X		101,601	0	12,235
JOSEPH CROWLEY SECURITY DIRECTOR	40 00					X		102,489	0	4,020
MARY FRANK MADERA MAJOR GIFTS OFFICER	40 00					X		113,946	0	5,576

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

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

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
ARTIS-NAPLES INC

Employer identification number
59-2322926

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)		
11g(ii)		
11g(iii)		

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	12,118,878	7,295,199	12,032,163	7,498,774	7,077,664	46,022,678
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	12,118,878	7,295,199	12,032,163	7,498,774	7,077,664	46,022,678
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)						6,079,906
6 Public support. Subtract line 5 from line 4						39,942,772

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	12,118,878	7,295,199	12,032,163	7,498,774	7,077,664	46,022,678
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,219,035	1,289,318	1,227,852	1,420,626	1,777,702	6,934,533
9 Net income from unrelated business activities, whether or not the business is regularly carried on	301,241	235,777	129,921	150,958		817,897
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	330,693	778,659	266,697	393,910	127,323	1,897,282
11 Total support (Add lines 7 through 10)						55,672,390
12 Gross receipts from related activities, etc. (see instructions)					12	72,394,388

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	71.750 %
15 Public support percentage for 2012 Schedule A, Part II, line 14	15	74.610 %

16a 33 1/3% support test—2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

b 33 1/3% support test—2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

17a 10%-facts-and-circumstances test—2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

b 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions

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

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

Section A. Public Support

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

Section B. Total Support

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

- 19a 33 1/3% support tests—2013.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- b 33 1/3% support tests—2012.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

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

Facts And Circumstances Test

Return Reference	Explanation
SCHEDULE A, PART II, LINE 10, EXPLANATION OF OTHER INCOME	GROSS INCOME FROM EVENTS - 2009 AMOUNT \$ 330,693 2010 AMOUNT \$ 778,659 2011 AMOUNT \$ 266,697 2012 AMOUNT \$ 393,910 2013 AMOUNT \$ 127,323

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2013

Open to Public Inspection

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

Attach to Form 990. See separate instructions. Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

Department of the Treasury Internal Revenue Service

Name of the organization ARTIS-NAPLES INC

Employer identification number

59-2322926

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.

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate contributions, aggregate grants, aggregate value, and questions about donor advisement and grant purposes.

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

Form for Part II Conservation Easements. Includes checkboxes for preservation purposes, a table for held at the end of the year (2a-2d), and questions about monitoring, expenses, and reporting.

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.

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Includes questions about reporting works of art and historical treasures, and amounts for revenues and assets.

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

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

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

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

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

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

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

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

	Amount
1c Beginning balance	
1d Additions during the year	
1e Distributions during the year	
1f Ending balance	

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	49,726,000	47,104,000	46,783,000	38,840,000	32,322,000
b Contributions	233,000	627,000	2,808,000	1,852,000	4,391,000
c Net investment earnings, gains, and losses	10,133,000	4,275,000	-387,000	7,965,000	3,873,000
d Grants or scholarships					
e Other expenditures for facilities and programs	2,454,000	2,280,000	2,100,000	1,874,000	1,746,000
f Administrative expenses					
g End of year balance	57,638,000	49,726,000	47,104,000	46,783,000	38,840,000

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 72.250 %
 - c** Temporarily restricted endowment 27.750 %
- The percentages in lines 2a, 2b, and 2c should equal 100%

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

	Yes	No
(i) unrelated organizations	3a(i)	No
(ii) related organizations	3a(ii)	No

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

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

Part VI Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		5,412,922		5,412,922
b Buildings		45,893,197	20,635,452	25,257,745
c Leasehold improvements		344,932	166,321	178,611
d Equipment		7,091,656	3,977,875	3,113,781
e Other		4,148,474	3,859,056	289,418
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				34,252,477

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	33,204,000
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	9,661,065
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	1,664,021
e	Add lines 2a through 2d	2e	11,325,086
3	Subtract line 2e from line 1	3	21,878,914
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	0
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)	5	21,878,914

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	25,831,000
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	1,485,112
e	Add lines 2a through 2d	2e	1,485,112
3	Subtract line 2e from line 1	3	24,345,888
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	2,721
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	2,721
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)	5	24,348,609

Part XIII Supplemental Information

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

Return Reference	Explanation
PART III, LINE 1A	DURING THE YEARS ENDED JUNE 30, 2014 AND 2013, ARTIS-NAPLES ACQUIRED WORKS OF ART FOR A TOTAL COST OF \$0 AND \$18,000, RESPECTIVELY DURING THESE SAME PERIODS, THE ARTIS-NAPLES ACCEPTED DONATIONS OF ART WITH AN ESTIMATED VALUE OF \$97,000 AND \$3,317,000, RESPECTIVELY PURSUANT TO ARTIS-NAPLES POLICIES, PURCHASES OF ART ARE RECORDED AS EXPENSES IN THE STATEMENT OF ACTIVITIES, NO VALUE IS REPORTED FOR THE IN-KIND CONTRIBUTION OF ART
PART III, LINE 4	MORE THAN 2,400 OBJECTS AND WORKS OF ART COMPRISE ARTIS-NAPLES'S COLLECTIONS, INCLUDING WORKS OF AMERICAN MODERNISM, MEXICAN MODERNISM, LATIN AMERICAN CONTEMPORARY, CONTEMPORARY ART OF THE AMERICAS, AND CONTEXTUAL COLLECTION TWO AND THREE DIMENSIONAL OBJECTS SUCH AS PAINTINGS, WORKS ON PAPER, AND SCULPTURE, AS WELL AS A MINIATURES COLLECTION THE COLLECTIONS ARE MAINTAINED FOR PUBLIC EXHIBITION, EDUCATION, AND RESEARCH IN FURTHERANCE OF PUBLIC SERVICE, RATHER THAN FOR FINANCIAL GAIN THE MUSEUM COLLECTIONS, ACQUIRED THROUGH PURCHASE AND DONATION, ARE NOT RECOGNIZED AS ASSETS IN THE TAX RETURN PURCHASES OF COLLECTION ITEMS ARE RECORDED IN THE YEAR IN WHICH THE ITEMS WERE ACQUIRED AS DECREASES IN UNRESTRICTED OR TEMPORARILY RESTRICTED ASSETS, DEPENDING ON THE SOURCE OF THE ASSETS USED TO PURCHASE THE ITEMS AND WHETHER THOSE ASSETS WERE RESTRICTED BY DONORS CONTRIBUTED COLLECTION ITEMS ARE NOT REFLECTED IN THE TAX RETURN PURSUANT TO ARTIS-NAPLES POLICY, PROCEEDS FROM THE SALE OF ART AND RELATED INSURANCE SETTLEMENTS ARE RECORDED AS TEMPORARILY RESTRICTED NET ASSETS FOR THE ACQUISITION OF WORKS OF ART
PART V, LINE 4	FUNDS ARE USED FOR THE ONGOING OPERATIONS OF THE ARTIS-NAPLES PROGRAMS
PART X, LINE 2	ARTIS-NAPLES IS ORGANIZED UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (THE "CODE") AND AS SUCH IS GENERALLY EXEMPT FROM FEDERAL AND STATE INCOME TAXES THE CODE PROVIDES FOR TAXATION OF UNRELATED BUSINESS INCOME UNDER CERTAIN CIRCUMSTANCES ARTIS-NAPLES REPORTS UNRELATED BUSINESS TAXABLE INCOME RESULTING FROM ITS ENTERPRISE ACTIVITIES INCOME TAX EXPENSE/(REFUND) FOR UNRELATED BUSINESS INCOME AMOUNTS TO \$(3,000) AND \$54,000 DURING THE YEARS ENDED JUNE 30, 2014 AND 2013, RESPECTIVELY AS A LIMITED LIABILITY COMPANY WITH ONLY ONE MEMBER, THE PHIL, LLC IS A DISREGARDED ENTITY FOR INCOME TAX PURPOSES ARTIS-NAPLES HAS ADOPTED THE INCOME TAX STANDARD FOR UNCERTAIN TAX POSITIONS ARTIS-NAPLES HAS EVALUATED ITS TAX POSITIONS AND CONCLUDED THAT ARTIS-NAPLES HAS TAKEN NO UNCERTAIN TAX POSITIONS THAT REQUIRE ADJUSTMENT TO THE FINANCIAL STATEMENTS TO COMPLY WITH THE PROVISIONS OF THIS GUIDANCE WITH FEW EXCEPTIONS, ARTIS-NAPLES IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS BY THE U S FEDERAL, STATE, OR LOCAL TAX AUTHORITIES FOR YEARS PRIOR TO 2010
PART XI, LINE 2D - OTHER ADJUSTMENTS	COST OF INVENTORY SOLD 282,205 DIRECT FUNDRAISING EXPENSES 373,788 DIRECT RENTAL EXPENSES 827,849 CHANGE IN VALUE OF BLAIR FOUNDATION RECEIVABLE 218,321 CHANGE IN RESERVE FOR UNCOLLECTIBLE ENDOWMENT CONTRIBUTIONS -34,722 ROUNDING -3,420
PART XII, LINE 2D - OTHER ADJUSTMENTS	COST OF INVENTORY SOLD 282,205 DIRECT FUNDRAISING EXPENSES 373,788 DIRECT RENTAL EXPENSES 827,849 ROUNDING 1,270

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2013

Open to Public Inspection

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

Attach to Form 990 or Form 990-EZ. See separate instructions.

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

Department of the Treasury Internal Revenue Service

Name of the organization ARTIS-NAPLES INC

Employer identification number 59-2322926

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

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

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

2a Did the organization have a written or oral agreement with any individual... Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements...

Table with 6 columns: (i) Name and address of individual or entity (fundraiser), (ii) Activity, (iii) Did fundraiser have custody or control of contributions?, (iv) Gross receipts from activity, (v) Amount paid to (or retained by) fundraiser listed in col (i), (vi) Amount paid to (or retained by) organization.

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

FL

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
		<u>25TH ANNIVERSARY GALA</u> (event type)	<u>EGYPT GALA</u> (event type)	<u>9</u> (total number)	(add col (a) through col (c))
Revenue	1 Gross receipts	265,666	249,661	173,622	688,949
	2 Less Contributions	249,016	243,161	69,449	561,626
	3 Gross income (line 1 minus line 2)	16,650	6,500	104,173	127,323
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages	16,650	6,500	7,228	30,378
	8 Entertainment	575			575
	9 Other direct expenses	158,262	104,126	80,447	342,835
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				
11 Net income summary Subtract line 10 from line 3, column (d) ▶					-246,465

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))
		1 Gross revenue			
Direct Expenses	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
7 Direct expense summary Add lines 2 through 5 in column (d) ▶					
8 Net gaming income summary Subtract line 7 from line 1, column (d) ▶					

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

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

b If "No," explain _____

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

b If "Yes," explain _____

Does the organization operate gaming activities with nonmembers? Yes No

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

13 Indicate the percentage of gaming activity operated in

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

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

Name ▶

Address ▶

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

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

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

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ \$

Description of services provided ▶

Director/officer Employee Independent contractor

17 Mandatory distributions

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

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

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

Return Reference	Explanation
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Schedule I (Form 990)

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

OMB No 1545-0047

2013

Open to Public Inspection

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

Attach to Form 990

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

Department of the Treasury Internal Revenue Service

Name of the organization ARTIS-NAPLES INC

Employer identification number

59-2322926

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?
2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

Table with 8 columns: (a) Name and address of organization or government, (b) EIN, (c) IRC Code section if applicable, (d) Amount of cash grant, (e) Amount of non-cash assistance, (f) Method of valuation (book, FMV, appraisal, other), (g) Description of non-cash assistance, (h) Purpose of grant or assistance.

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

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
(1) TUITION ASSISTANCE	8	31,800			

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

Return Reference	Explanation
PART I, LINE 2	THE SCHOLARSHIP IS IN THE FORM OF TUITION ASSISTANCE AND IS MAILED DIRECTLY TO THE UNIVERSITY ON BEHALF OF THE SCHOLARSHIP RECIPIENT

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2013

Open to Public Inspection

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

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 23.**

▶ **Attach to Form 990. ▶ See separate instructions.**

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

Department of the Treasury
Internal Revenue Service

Name of the organization
ARTIS-NAPLES INC

Employer identification number

59-2322926

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 idemnification 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) |

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

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

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 checked="" type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" 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 501(c)(3) and 501(c)(4) organizations only 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)?

	Yes	No
1b		
2		
4a		No
4b		No
4c		No
5a		No
5b		No
6a		No
6b		No
7	Yes	
8		No
9		

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) KATHLEEN VAN BERGEN PRESIDENT & CEO	(i)	298,923	75,000	20,192	6,173	1,563	401,851	0
	(ii)	0	0	0	0	0	0	0
(2) MARY DEISSLER CAO	(i)	196,074	25,000	0	2,615	5,732	229,421	0
	(ii)	0	0	0	0	0	0	0
(3) NAOMI BUCK DIR OF PROGRAMMING (THRU DEC 13)	(i)	168,614	0	0	2,926	2,689	174,229	0
	(ii)	0	0	0	0	0	0	0
(4) FRANK VERPOORTEN BAKER MUSEUM CURATOR	(i)	146,534	0	0	0	9,790	156,324	0
	(ii)	0	0	0	0	0	0	0

Part III Supplemental Information

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

Also complete this part for any additional information

Return Reference	Explanation
PART I, LINE 7	KATHLEEN VAN BERGEN, MARY DESSLER, AND RENEE NEVILLE RECEIVED A DISCRETIONARY BONUS INCLUDED IN TAXABLE COMPENSATION OF 75,000, 25,000, AND 4,236, RESPECTIVELY

SCHEDULE M (Form 990)

Noncash Contributions

OMB No 1545-0047

2013

Open to Public Inspection

Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30. Attach to Form 990.

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

Department of the Treasury Internal Revenue Service

Name of the organization ARTIS-NAPLES INC

Employer identification number 59-2322926

Part I Types of Property

Table with 4 columns: (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. Rows include Art, Books, Securities, etc.

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 0

Table with 3 columns: Question, Yes, No. Rows include 30a, 31, 32a, 33 regarding property reporting and policies.

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.

Return Reference	Explanation
PART I, LINE 33	PURSUANT TO ORGANIZATIONAL POLICIES, PURCHASES OF ART ARE RECORDED AS EXPENSES IN THE STATEMENT OF ACTIVITIES, NO VALUE IS REPORTED FOR THE IN-KIND CONTRIBUTION OF ART - WHICH IS STANDARD FOR THE INDUSTRY THEREFORE NO CONTRIBUTIONS OF ARTWORK ARE INCLUDED IN REVENUES ON FORM 990 PART VIII HOWEVER, DURING THE YEAR YEAR ENDED 6/30/14 THE ORGANIZATION RECEIVED \$97,000 OF APPRAISED COLLECTIONS OF ARTWORK THIRD PARTY IS USED TO SELL SECURITIES UPON RECEIPT OF CONTRIBUTED SECURITIES

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

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

2013

Open to Public Inspection

Name of the organization
ARTIS-NAPLES INC

Employer identification number

59-2322926

Return Reference	Explanation
FORM 990, PART I, LINE 1	ARTIS-NAPLES CREATES AND PRESENTS WORLD-CLASS VISUAL AND PERFORMING ARTS WE INSPIRE, EDUCATE AND ENTERTAIN TO ENRICH OUR DIVERSE COMMUNITY

Return Reference	Explanation
FORM 990, PART III, LINE 4A	ARTIS-NAPLES IS HOME TO THE NAPLES PHILHARMONIC THE NAPLES PHILHARMONIC PERFORMS 140 ORCHESTRAL AND CHAMBER MUSIC CONCERTS, AS WELL AS OPERA AND BALLET, EDUCATION AND SPECIAL EVENT CONCERTS ANNUALLY BETWEEN SEPTEMBER AND JUNE. MOST CONCERTS ARE HELD IN THE 1425-SEAT HAYES HALL AND THE 283-SEAT DANIELS PAVILLION, IN ADDITION TO SPACES AROUND THE SOUTHWEST FLORIDA REGION. THE NAPLES PHILHARMONIC WAS FOUNDED IN 1982 AS THE NAPLES-MARCO PHILHARMONIC, AND IN ITS FIRST SEASON IT PERFORMED FOUR CONCERTS AS A CHAMBER ORCHESTRA. IN 1989, THE THEN PHILHARMONIC CENTER FOR THE ARTS, OPENED AND THE NAPLES PHILHARMONIC HAS GROWN IN SCOPE, SEASON AND IMPACT IN THE LAST 31 YEARS. IN APRIL 2013, INTERNATIONALLY RENOWNED CONDUCTOR, ANDREY BOREYKO, WAS NAMED MUSIC DIRECTOR DESIGNATE FOR THE 2013-14 SEASON AND BEGINS HIS TENURE AS MUSIC DIRECTOR IN 2014-15.

Return Reference	Explanation
FORM 990, PART III, LINE 4C	ARTIS-NAPLES IS HOME TO THE BAKER MUSEUM. THE BAKER MUSEUM IS ONE OF THE FOREMOST FINE ARTS MUSEUMS IN SOUTHWEST FLORIDA. AS PART OF A MULTI-DISCIPLINARY ARTS ORGANIZATION THAT CREATES AND PRESENTS OVER 300 EVENTS ANNUALLY, THE BAKER MUSEUM HOST TRAVELING EXHIBITIONS TO COMPLEMENT INSTALLATIONS DRAWN FROM THE PERMANENT COLLECTION. OUR INTERNATIONALLY RECOGNIZED HOLDINGS OF MODERN AND CONTEMPORARY ART FROM THE AMERICAS INCLUDE NEARLY 3,000 OBJECTS AND CONTINUE TO GROW. WE STRIVE CONTINUOUSLY TO EXPAND OUR CULTURAL OFFERINGS, AND TO MAKE ART MEANINGFUL AND ACCESSIBLE TO OUR ENTIRE COMMUNITY. THE BAKER MUSEUM IS DEDICATED TO DISPLAYING WORLD-CLASS PAINTING, SCULPTURE, DRAWINGS AND OTHER ART FORMS, WHILE PROVIDING EDUCATIONAL PROGRAMS AND LECTURES. THE FACILITY INCLUDES 15 GALLERIES, ENCOMPASSING 15,000 SQUARE-FEET OF EXHIBITION SPACE, A GLASS-DOME CONSERVATORY, A RESOURCE ROOM AND A MUSEUM STORE.

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 1	THE EXECUTIVE COMMITTEE IS COMPRISED OF THE CHAIRS OF THE ORGANIZATION'S COMMITTEES. THE EXECUTIVE COMMITTEE, PER THE BYLAWS, CAN ACT ON BEHALF OF THE BOARD, IF NEEDED.

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11	THE CFO REVIEWS THE PREPARED RETURN FOR ACCURACY AGAINST THE AUDITED FINANCIALS AND THE GENERAL LEDGER. THE CEO THEN REVIEWS THE DRAFT. APPROVED BY THE CFO. ONCE THE CEO HAS APPROVED THE RETURN THE DRAFT IS SUBMITTED TO THE FINANCE/AUDIT COMMITTEE OF THE BOARD. THE DRAFT IS THEN SUBMITTED TO THE BOARD FOR REVIEW BEFORE THE RETURN IS FILED WITH THE IRS.

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 12C	THE ORGANIZATION'S POLICY STATES THAT "ANY EMPLOYEE WHO DISCOVERS AN EVENT OF QUESTIONABLE, FRAUDULENT OR ILLEGAL NATURE SHOULD IMMEDIATELY REPORT SUCH EVENT TO THE CEO OR HUMAN RESOURCES THE COMPANY WILL PROTECT EMPLOYEES WHO REPORT IN GOOD FAITH WHAT THEY REASONABLY BELIEVE TO BE A VIOLATION OF STATE AND FEDERAL LAW OR CONDITIONS OR PRACTICES THAT WOULD PUT THE HEALTH OR SAFETY OF EMPLOYEES AT RISK NO EMPLOYEE WILL BE DISCHARGED, THREATENED OR DISCRIMINATED AGAINST IN ANY MANNER FOR REPORTING WHAT THEY PERCEIVE AS WRONGDOING "

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 15	THE COMPENSATION FOR THE ORGANIZATION'S OFFICERS AND KEY EMPLOYEES IS SET PER THE COMPENSATION STUDY COMPLETED BY PRICE-WATERHOUSE COOPERS THIS COMPENSATION STUDY WAS BASED ON NORMS AND OTHER RELEVANT DATA FOR EACH SUCH POSITION THIS STUDY WAS PERFORMED IN 2006 BUT THE ORGANIZATION EVALUATES COMPENSATION ANNUALLY BASED ON NATIONWIDE SURVEYS AND CONTINUES TO FOLLOW THE PROGRAM DESIGN IMPLEMENTED IN 2006 DURING SPRING OF 2014, THE PROCESS INCLUDED REVIEW AND APPROVAL BY INDEPENDENT PERSONS, COMPARABILITY DATA, AND CONTEMPORANEOUS SUBSTANTIATION OF THE DELIBERATION AND DECISION DURING THE SPRING OF 2014, COMPENSATION OF OTHER OFFICERS AND KEY EMPLOYEES WAS REVIEWED UTILIZING COMPENSATION STRATEGIES ALONG WITH INDUSTRY SALARY SURVEYS

Return Reference	Explanation
FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE MADE AVAILABLE UPON REQUEST

Return Reference	Explanation
FORM 990, PART IX, LINE 11G	ARTIST AND EXHIBIT SERVICE FEES PROGRAM SERVICE EXPENSES 4,497,243 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 4,497,243 PRODUCTION AND OPERATING SERVICE FEES PROGRAM SERVICE EXPENSES 374,864 MANAGEMENT AND GENERAL EXPENSES 41,572 FUNDRAISING EXPENSES 33,549 TOTAL EXPENSES 449,985

Return Reference	Explanation
FORM 990, PART XI, LINE 9	CHANGE IN RESERVE FOR UNCOLLECTIBLE ENDOWMENT CONTRIBUTIONS -34,722 CHANGE IN VALUE OF BLAIR FOUNDATION RECEIVABLE 218,321

Return Reference	Explanation
FORM 990, PART XII, LINE 2C	THE PROCESS OF ASSUMING RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT OF THE ORGANIZATION'S FINANCIAL STATEMENTS AND SELECTION OF AN INDEPENDENT ACCOUNTANT HAS NOT CHANGED FROM THE PRIOR YEAR

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2013

**Open to Public
Inspection**

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

Department of the Treasury
Internal Revenue Service

Name of the organization
ARTIS-NAPLES INC

Employer identification number

59-2322926

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) PHIL LLC 5551 RIDGEWOOD DRIVE NAPLES, FL 34108 59-3739460	LESSOR OF COMMERCIAL PROPERTY	FL	992,262	9,427,442	ARTIS-NAPLES INC

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No

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

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

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

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

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

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

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

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

- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)

- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)

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

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

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

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

Part VII Supplemental Information

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

Return Reference**Explanation**