Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0047

2013

Open to Public Inspection

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

B Check if applicable: [X] Address change [X] Name change [ ] Initial return [ ] Terminated [ ] Amended return [ ] Application pending

C Name of organization
ALLIANCE HEALTHCARE SERVICES, INC.

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address) | Room/suite
2220 UNION AVENUE

City or town, state or province, country, and ZIP or foreign postal code
MEMPHIS, TN 38104

D Employer identification number
62-0911518

E Telephone number
901-369-1469

G Gross receipts $ 23,200,484.

F Name and address of principal officer GENE LAWRENCE
2220 UNION AVENUE, MEMPHIS, TN 38104

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

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

H(c) Group exemption number ▶

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

J Website: ▶ N/A

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

L Year of formation: 1973 **M** State of legal domicile: TN

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: PROVIDE OUTPATIENT MENTAL HEALTH SERVICES.		
	2 Check this box ▶ [ ] if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	13
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	13
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	363
	6 Total number of volunteers (estimate if necessary)	6	0
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0.

		Prior Year	Current Year
Revenue	8 Contributions and grants (Part VIII, line 1h)	4,786,399.	8,777,461.
	9 Program service revenue (Part VIII, line 2g)	7,090,335.	14,065,495.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,059.	2,574.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2,105,710.	354,954.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	13,983,503.	23,200,484.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	152,252.
	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)	7,830,850.	14,311,135.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	5,676,337.	7,141,274.
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	13,507,187.	21,604,661.
	19 Revenue less expenses Subtract line 18 from line 12	476,316.	1,595,823.
		Beginning of Current Year	**End of Year**
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	5,650,900.	13,101,988.
	21 Total liabilities (Part X, line 26)	1,236,869.	1,579,493.
	22 Net assets or fund balances Subtract line 21 from line 20	4,414,031.	11,522,495.

RECEIVED
MAY 26 2015
OGDEN, UT
IRS-OSC

SCANNED JUN 2015

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

▶ x Gene Lawrence — Signature of officer | Date x 5-14-15

▶ GENE LAWRENCE, EXECUTIVE DIRECTOR
Type or print name and title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
	STEPHANIE L. LIVINGSTON,	Stephanie Wright, CPA	5-14-15		P00235829
	Firm's name ▶ CANNON WRIGHT BLOUNT PLLC			Firm's EIN ▶ 62-1657946	
	Firm's address ▶ 756 RIDGE LAKE BLVD. SUITE 100 MEMPHIS, TN 38120-9420			Phone no. (901)685-7500	

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

90-17 14

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission
THE CENTER PROVIDES OUTPATIENT COUNSELING, CASE MANAGEMENT,CRISIS SERVICES AND OTHER MENTAL HEALTH SERVICES.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] 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 $ 11,327,868. including grants of $ ______) (Revenue $ 12,699,595.)
MENTAL HEALTH SERVICES

4b (Code ______) (Expenses $ 4,067,384. including grants of $ ______) (Revenue $ 1,291,454.)
CRISIS CONTINUUM

4c (Code ______) (Expenses $ 1,079,395. including grants of $ 152,252.) (Revenue $ 0.)
MEMPHIS AND SHELBY COUNTY

4d Other program services (Describe in Schedule O)
(Expenses $ 1,930,469. including grants of $ ______) (Revenue $ 429,400.)

4e Total program service expenses ▶ 18,405,116.

Part IV Checklist of Required Schedules

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

Form **990** (2013)

332003
10-29-13

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21		X
22	Did the organization report more than $5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22	X	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25a*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	34		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b		
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

					Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	71			
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c	X	
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	363			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			2b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)					
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," to line 3b, provide an explanation in Schedule O*			3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			4a		X
b	If "Yes," enter the name of the foreign country ▶					
	See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?			5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?			6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b		
7	**Organizations that may receive deductible contributions under section 170(c).**					
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8		
9	**Sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966?			9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?			9b		
10	**Section 501(c)(7) organizations.** Enter					
a	Initiation fees and capital contributions included on Part VIII, line 12	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b				
11	**Section 501(c)(12) organizations.** Enter					
a	Gross income from members or shareholders	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b				
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b				
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**					
a	Is the organization licensed to issue qualified health plans in more than one state?			13a		
	Note. See the instructions for additional information the organization must report on Schedule O					
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b				
c	Enter the amount of reserves on hand	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?			14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*			14b		

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

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

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year — 1a: 13. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.			
b	Enter the number of voting members included in line 1a, above, who are independent — 1b: 13			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
6	Did the organization have members or stockholders?	6		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9		X

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

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

Section C. Disclosure

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

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

[ ] Own website [ ] Another's website [X] Upon request [ ] Other *(explain in Schedule O)*

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

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

KYLE HATAWAY - 901-369-1400
2220 UNION AVENUE, MEMPHIS, TN 38104

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(1) JAMES BAKER DIRECTOR	1.00	X						0.	0.	0.
(2) BECKY NUBER DIRECTOR	1.00	X						0.	0.	0.
(3) MIKE REID SECRETARY	1.00	X		X				0.	0.	0.
(4) MARTY REGAN, JR. DIRECTOR	1.00	X						0.	0.	0.
(5) RUTH BREJOT DIRECTOR	1.00	X						0.	0.	0.
(6) ALONZO WOODS VICE PRESIDENT	1.00	X		X				0.	0.	0.
(7) STEPHEN WILKE PRESIDENT	1.00	X		X				0.	0.	0.
(8) MURPHYSTEEN COUNTS TREASURER	1.00	X		X				0.	0.	0.
(9) RON AVEN DIRECTOR	1.00	X						0.	0.	0.
(10) NORMA LESTER DIRECTOR	1.00	X						0.	0.	0.
(11) ERIC TRENT MCVAY DIRECTOR	1.00	X						0.	0.	0.
(12) NINA STAPLES DIRECTOR	1.00	X						0.	0.	0.
(13) FRANCES RICOSSA DIRECTOR	1.00	X						0.	0.	0.
(14) GENE LAWRENCE CHIEF EXECUTIVE OFFICER	40.00			X				263,453.	0.	63,229.
(15) KYLE HATAWAY CHIEF FINANCIAL OFFICER	40.00			X				132,706.	0.	31,849.
(16) MICHAEL SEAY MEDICAL DIRECTOR	40.00				X			187,641.	0.	45,034.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
1b Sub-total ▶								583,800.	0.	140,112.
c Total from continuation sheets to Part VII, Section A ▶								0.	0.	0.
d Total (add lines 1b and 1c) ▶								583,800.	0.	140,112.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 3

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

Section B. Independent Contractors

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

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

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

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e 7,841,045.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 936,416.				
	g Noncash contributions included in lines 1a-1f $					
	h Total. Add lines 1a-1f ▶		8,777,461.			
Program Service Revenue		Business Code				
	2 a PATIENT FEES	621400	14,065,495.	14,065,495.		
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f ▶		14,065,495.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶		2,574.			2,574.
	4 Income from investment of tax-exempt bond proceeds ▶					
	5 Royalties ▶					
		(i) Real / (ii) Personal				
	6 a Gross rents					
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss) ▶					
	7 a Gross amount from sales of assets other than inventory	(i) Securities / (ii) Other				
	b Less cost or other basis and sales expenses					
	c Gain or (loss)					
	d Net gain or (loss) ▶					
	8 a Gross income from fundraising events (not including $ ____ of contributions reported on line 1c) See Part IV, line 18	a				
	b Less direct expenses	b				
	c Net income or (loss) from fundraising events ▶					
	9 a Gross income from gaming activities See Part IV, line 19	a				
	b Less direct expenses	b				
	c Net income or (loss) from gaming activities ▶					
	10 a Gross sales of inventory, less returns and allowances	a				
	b Less cost of goods sold	b				
	c Net income or (loss) from sales of inventory ▶					
	Miscellaneous Revenue	Business Code				
	11 a OTHER REVENUE	621400	354,954.	354,954.		
	b					
	c					
	d All other revenue					
	e Total. Add lines 11a-11d ▶		354,954.			
	12 Total revenue. See instructions. ▶		23,200,484.	14,420,449.	0.	2,574.

332009 10-29-13

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	152,252.	152,252.		
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	566,673.	188,602.	378,071.	
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	10,929,970.	9,248,855.	1,681,115.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	553,625.	426,432.	127,193.	
9 Other employee benefits	1,310,347.	1,017,802.	292,545.	
10 Payroll taxes	950,520.	734,291.	216,229.	
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	1,347,747.	1,302,828.	44,919.	
12 Advertising and promotion	9,996.	9,996.		
13 Office expenses	4,058,313.	3,931,773.	126,540.	
14 Information technology				
15 Royalties				
16 Occupancy	716,028.	559,463.	156,565.	
17 Travel	466,261.	394,018.	72,243.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	24,062.	505.	23,557.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	242,398.	210,097.	32,301.	
23 Insurance	121,890.	86,727.	35,163.	
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 DUES & SUBSCRIPTIONS	88,514.	88,514.		
b LAB COSTS	38,819.	38,819.		
c AWARDS & INDEMNITIES	24,064.	1,580.	22,484.	
d LICENSE & FEES	22,897.	22,897.		
e All other expenses	-19,715.	-10,335.	-9,380.	
25 **Total functional expenses.** Add lines 1 through 24e	21,604,661.	18,405,116.	3,199,545.	0.
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	2,326,757.	1	3,923,466.
	2	Savings and temporary cash investments	99,976.	2	1,138,554.
	3	Pledges and grants receivable, net	1,299,097.	3	2,304,428.
	4	Accounts receivable, net	692,342.	4	1,836,704.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr) Complete Part II of Sch L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use	238,512.	8	236,975.
	9	Prepaid expenses and deferred charges	146,836.	9	204,803.
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D — 10a: 7,323,151.			
	b	Less accumulated depreciation — 10b: 3,866,093.	847,380.	10c	3,457,058.
	11	Investments - publicly traded securities		11	
	12	Investments - other securities See Part IV, line 11		12	
	13	Investments - program-related See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11		15	
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	5,650,900.	16	13,101,988.
Liabilities	17	Accounts payable and accrued expenses	1,236,869.	17	1,579,493.
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		25	
	26	**Total liabilities.** Add lines 17 through 25	1,236,869.	26	1,579,493.
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	4,414,031.	27	11,122,495.
	28	Temporarily restricted net assets		28	400,000.
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	4,414,031.	33	11,522,495.
	34	Total liabilities and net assets/fund balances	5,650,900.	34	13,101,988.

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	23,200,484.
2	Total expenses (must equal Part IX, column (A), line 25)	2	21,604,661.
3	Revenue less expenses Subtract line 2 from line 1	3	1,595,823.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	4,414,031.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	5,512,641.
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	11,522,495.

Part XII Financial Statements and Reporting

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

			Yes	No
1	Accounting method used to prepare the Form 990 [ ] Cash [X] Accrual [ ] Other ______ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
	If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both [ ] Separate basis [ ] Consolidated basis [ ] Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
	If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both [X] Separate basis [ ] Consolidated basis [ ] Both consolidated and separate basis			
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	X	
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	X	

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.
▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047
2013
Open to Public Inspection

Name of the organization	Employer identification number
ALLIANCE HEALTHCARE SERVICES, INC.	62-0911518

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

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

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

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

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

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

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

			Yes	No
(i)	A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)		
(ii)	A family member of a person described in (i) above?	11g(ii)		
(iii)	A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section **(see instructions)**)	(iv) Is the organization in col. (i) listed in your governing document?		(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.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 **Total support.** Add lines 7 through 10						

12 Gross receipts from related activities, etc (see instructions) | 12 |

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f)) | 14 | %

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

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

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

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

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

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

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

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

Section A. Public Support

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

Section B. Total Support

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

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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

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

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

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

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990.
▶ Information about Schedule D (Form 990) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047
2013
Open to Public Inspection

Name of the organization: ALLIANCE HEALTHCARE SERVICES, INC.
Employer identification number: 62-0911518

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III **Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.** Complete if the organization answered "Yes" to Form 990, Part IV, line 8

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

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

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ ____________

(ii) Assets included in Form 990, Part X ▶ $ ____________

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

a Revenues included in Form 990, Part VIII, line 1 ▶ $ ____________

b Assets included in Form 990, Part X ▶ $ ____________

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Board designated or quasi-endowment ▶ ________%

b Permanent endowment ▶ ________%

c Temporarily restricted endowment ▶ ________%

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

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

			Yes	No
(i)	unrelated organizations	3a(i)		
(ii)	related organizations	3a(ii)		
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		264,333.		264,333.
b Buildings		4,111,014.	1,855,512.	2,255,502.
c Leasehold improvements		914,346.	523,385.	390,961.
d Equipment		2,033,458.	1,487,196.	546,262.
e Other				
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				3,457,058.

Part VII Investments - Other Securities.

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

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

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

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

Part X Other Liabilities.

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

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

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

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

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

1	Total revenue, gains, and other support per audited financial statements			1	23,617,394.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b	416,910.		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII.)	2d			
e	Add lines **2a** through **2d**			2e	416,910.
3	Subtract line **2e** from line **1**			3	23,200,484.
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	23,200,484.

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	22,021,571.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a	416,910.		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII.)	2d			
e	Add lines **2a** through **2d**			2e	416,910.
3	Subtract line **2e** from line **1**			3	21,604,661.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII.)	4b			
c	Add lines **4a** and **4b**			4c	0.
5	Total expenses Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 18.)*			5	21,604,661.

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.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

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

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

▶ Attach to Form 990.

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

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization: ALLIANCE HEALTHCARE SERVICES, INC.

Employer identification number 62-0911518

Part I **General Information on Grants and Assistance**

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ Yes ☒ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

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

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

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 ▶

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990.** **Schedule I (Form 990) (2013)**

332101
10-29-13

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
SUBSIDIES FOR RENT, UTILITIES, DENTAL AND VISION EXPENSES	510	152,252.	0.		

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

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
▶ Attach to Form 990. ▶ See separate instructions.
▶ Information about Schedule J (Form 990) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047
2013
Open to Public Inspection

Name of the organization: ALLIANCE HEALTHCARE SERVICES, INC.
Employer identification number: 62-0911518

Part I Questions Regarding Compensation

			Yes	No
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 ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax indemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e.g , maid, chauffeur, chef)			
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?	2		
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 ☐ Compensation committee ☒ Written employment contract ☐ Independent compensation consultant ☒ Compensation survey or study ☐ Form 990 of other organizations ☒ 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?	4a		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		X
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	4c		X
	Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	5a		X
b	Any related organization? If "Yes" to line 5a or 5b, describe in Part III.	5b		X
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?	6a		X
b	Any related organization? If "Yes" to line 6a or 6b, describe in Part III.	6b		X
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	7		X
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	8		X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	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 (i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable 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
(1) GENE LAWRENCE	(i)	238,453.	25,000.	0.	0.	63,229.	326,682.	0.
CHIEF EXECUTIVE OFFICER	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) KYLE HATAWAY	(i)	117,706.	15,000.	0.	0.	31,849.	164,555.	0.
CHIEF FINANCIAL OFFICER	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) MICHAEL SEAY	(i)	187,641.	0.	0.	0.	45,034.	232,675.	0.
MEDICAL DIRECTOR	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

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

SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

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

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization: ALLIANCE HEALTHCARE SERVICES, INC.

Employer identification number: 62-0911518

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

HUD HOUSING AND OTHER SERVICES

EXPENSES $ 1,930,469. INCLUDING GRANTS OF $ 0. REVENUE $ 429,400.

FORM 990, PART VI, SECTION A, LINE 4:

EXPLANATION: ARTICLE OF INCORPORATION AND BYLAWS WERE AMENDED FOR CHANGE IN NAME OF THE ORGANIZATION AND FOR THE MERGER OF FRAYSER-MILLINGTON-NORTH SHELBY MENTAL HEALTH CENTER, INC. INTO THE ORGANIZATION.

FORM 990, PART VI, SECTION B, LINE 11:

EXPLANATION: THE CEO AND CFO REVIEWED THE FORM 990 BEFORE ITS FILING. FORM 990 WAS PRESENTED TO THE GOVERNING BODY AT THE BOARD OF DIRECTORS' MEETING.

FORM 990, PART VI, SECTION B, LINE 12C:

EXPLANATION: CONFLICT OF INTEREST POLICY IS CONSISTENTLY MONITORED AND ENFORCED BY PROVIDING THE WRITTEN POLICY TO RELEVANT INDIVIDUALS AND BY CONDUCTING ANNUAL REVIEWS OF ADHERANCE.

FORM 990, PART VI, SECTION B, LINE 15:

EXPLANATION: COMPENSATION OF THE EXECUTIVE DIRECTOR AND OTHER KEY EMPLOYEES IS SUBJECT TO NEGOTIATION WITH THE BOARD AND DRAWS FROM ANNUAL, NATIONAL SURVEYS PREPARED BY MENTAL HEALTH CORPORATIONS OF AMERICA AND A LOCAL SALARY SURVEY PREPARED BY WATKINS UIBERALL,CPAS,AND DATA PROVIDED BY THE TENNESSEE ASSOCIATION OF MENTAL HEALTH ORGANIZATIONS.

FORM 990, PART VI, SECTION C, LINE 18:

Name of the organization	Employer identification number
ALLIANCE HEALTHCARE SERVICES, INC.	62-0911518

EXPLANATION: THE FORM IS AVAILABLE UPON WRITTEN REQUEST.

FORM 990, PART VI, SECTION C, LINE 19:

EXPLANATION: POLICIES ARE AVAILABLE UPON WRITTEN REQUEST.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

FRAYSER-MILLINGTON-NORTH SHELBY MENTAL HEALTH CENTER, INC.

NET ASSETS 5,512,641.

FORM 990, PART XII, LINE 2C:

EXPLANATION: NO CHANGE IN PROCESS.

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. ALLIANCE HEALTHCARE SERVICES, INC.	Employer identification number (EIN) or 62-0911518
	Number, street, and room or suite no If a P.O box, see instructions 2220 UNION AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MEMPHIS, TN 38104	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

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

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

- The books are in the care of ▶ KYLE HATAWAY 2220 UNION AVENUE - MEMPHIS, TN 38104

Telephone No ▶ 901-369-1400 Fax No ▶

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

4 I request an additional 3-month extension of time until MAY 15, 2015

5 For calendar year ______ , or other tax year beginning JUL 1, 2013 , and ending JUN 30, 2014

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO ASSEMBLE DATA NECESSARY FOR THE FILING OF A COMPLETE AND ACCURATE RETURN.

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

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ CPA Date ▶

AUG 1 2013

STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

SOUTHEAST MENTAL HEALTH CENTER, INC
GENE LAWRENCE
3810 WINCHESTER RD
MEMPHIS, TN 38118-6045

Request Type: Certified Copies Issuance Date: 08/09/2013
Request #: 105212 Copies Requested. 1

Document Receipt

Receipt # 1122324 Filing Fee: $20.00

Payment-Check/MO - SOUTHEAST MENTAL HEALTH CENTER, INC, MEMPHIS, TN $20.00

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that **Alliance Healthcare Services**, Control # 84095 was formed or qualified to do business in the State of Tennessee on 07/25/1973 Alliance Healthcare Services has a home jurisdiction of TENNESSEE and is currently in an Active status

Tre Hargett
Secretary of State

Processed By: Sheila Keeling

The attached document(s) was/were filed in this office on the date(s) indicated below:

Reference #	Date Filed	Filing Description
7216-2333	06/27/2013	Merger - Survivor

351
2216.2333, 06/27/2013, 12:25:03, Received by Tennessee Secretary of State Tre Harget

ARTICLES OF MERGER

OF

SOUTHEAST MENTAL HEALTH CENTER, INC.,
a Tennessee nonprofit corporation

AND

FRAYSER-MILLINGTON NORTH SHELBY MENTAL HEALTH CENTER, INC.,
a Tennessee nonprofit corporation

Pursuant to Section 48-61-104 of the Tennessee Nonprofit Corporation Act (the "TNCA"), both domestic corporations herein named do hereby submit the following Articles of Merger.

FIRST: The Plan of Merger is as follows:

A. **Constituent Corporations: Surviving Corporation**. The corporations proposing to merge are Frayser-Millington North Shelby Mental Health Center. Inc., a Tennessee nonprofit corporation (the "Company"), and Southeast Mental Health Center, Inc., a Tennessee nonprofit corporation (the "Surviving Corporation"). The Company proposes to merge with and into the Surviving Corporation, with the Surviving Corporation being the surviving corporation in such transaction (the "Merger").

B. **Terms and Conditions of the Merger**.

1) General Effects of the Merger. At the Effective Date (as defined below), all of the property of the Company shall vest in the Surviving Corporation, and all liabilities of the Company shall become the liabilities of the Surviving Corporation.

2) Governing Documents The Charter of the Surviving Corporation immediately prior to the consummation of the Merger shall be the Charter of the Surviving Corporation following the Merger, and the Bylaws of the Surviving Corporation immediately prior to the consummation of the Merger shall be the Bylaws of the Surviving Corporation following the Merger, except as amended below.

3) Name Change. At the Effective Date (as defined below), the name of the Surviving Corporation shall be changed to Alliance Healthcare Services.

4) Amendment to Bylaws. At the Effective Date (as defined below) the Bylaws of the Surviving Corporation shall be amended to require the Board of Directors be a minimum of seven (7) and a maximum of thirteen (13) individuals.

5) Directors and Officers. At the Effective Date (as defined below), the directors and officers of the Surviving Corporation shall be:

Directors
Ron Aven
James A. Baker, Jr.
Ruth Brejot
Murphysteen Counts
Norma Lester
Eric Trent McVay
Becky Nuber
Marty Regan, Jr.
Mike Reid
Nina Staples

Stephen Wilke
Alonzo Woods
Officers
Stephen Wilke, President
Alonzo Woods, Vice President
Murphysteen Counts, Treasurer
Mike Reid, Secretary

At the first Board Meeting after the Effective Date (defined below), a thirteenth Board Member will be elected by the Directors listed above or at some mutually agreed to future date.

C. **<u>Effectiveness of the Merger</u>**. The Merger shall be effective at 12:00 a.m. (CST) on July 1, 2013 ("Effective Date").

SECOND: Approval of the Plan of Merger by the Board of Directors of the Company and of the Surviving Corporation is required by the TNCA. Approval of the Plan of Merger by the members of the Company and the Surviving Corporation was not required as neither corporation has members. The Plan of Merger was approved in accordance with the TNCA by the Board of Directors of the Company on November 20, 2012, and by the Board of Directors of the Surviving Corporation on December 11, 2012.

THIRD: The Public Interest Division of the Office of Tennessee Attorney General reviewed the Plan of Merger and by letter dated April 24, 2013, notified the Surviving Corporation that it will take no action regarding the Merger.

FOURTH: These Articles of Merger and the Merger shall be effective at 12:00 a.m. (CST) on July 1, 2013.

Executed on this ___ day of June, 2013, by the undersigned, duly authorized officers.

Southeast Mental Health Center, Inc.,
a Tennessee nonprofit corporation

By: [illegible]
Name: James A. Baker, Jr.
Title: President

Frayser-Millington North Shelby Mental Health Center, Inc., a Tennessee nonprofit corporation

By: [illegible]
Name: [illegible]
Title: [illegible]

11991502.5

7216.2334, 06/27/2013, 12:25:04, Received by Tennessee Secretary of State Tre Hargett

AMENDED & RESTATED BYLAWS

OF

Alliance Healthcare Services

ARTICLE I
ORGANIZATION

1.1 Name. The Name of the Corporation shall be Alliance Healthcare Services (hereinafter the "Corporation"). It is intended that the Corporation shall maintain the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 as amended or any corresponding provisions of any future federal tax laws (hereinafter referred to as the "Code"), as a corporation described in Section 501(c)(3) of the Code.

1.2 Principal Office. The principal office of the Corporation shall be located at any place either within or outside the State of Tennessee as designated in the Corporation's most current Annual Report filed with the Secretary of State of Tennessee. The Corporation may have such other offices, either within or without the State of Tennessee, as the Board of Directors of the Corporation ("Board") may deem advisable from time to time.

1.3 Registered Office. The Corporation shall maintain a registered office in the State of Tennessee as required by Tennessee law. The address of the registered office may be changed from time to time by the Board.

ARTICLE II
Purpose, Mission and Powers

2.1 Purpose. The purpose of the Corporation is set forth in its Articles of Incorporation, as from time to time amended or restated (the "Articles"). Namely the Corporation is organized for charitable purposes within the meaning of I.R.C. § 501(c)(3) of the Code, as amended.

2.2 Mission. The Corporation has developed a mission statement expressing its purpose, direction, and objectives, which shall be reviewed from time to time and modified by the Board as circumstances dictate. It shall disseminate its statement of mission in such manner as the Board shall determine.

2.3 Powers. The Corporation is organized to engage in any activity, and to exercise any and all powers, rights and privileges, afforded a non-profit corporation under the Tennessee Nonprofit Corporation Act.

ARTICLE III
NO CAPITAL SHARES

3.1 No Capital Shares. The Corporation shall have no capital shares or shareholders, and its business and affairs shall not be conducted for private pecuniary gain or profit, nor shall any of the Corporation's gain, profit or property inure to the incorporators thereof, nor officer or director thereof, except with respect to compensation for services rendered, but the Corporation's entire gain, profit, net earnings and property shall be devoted exclusively to the charitable and other uses and purposes set out in the Articles of Incorporation.

ARTICLE IV
NO MEMBERS

4.1 *Members.* There shall be no Members of the Corporation as such, however the Corporation shall have a Board of Directors which shall, in addition to the duties and responsibilities granted to it by these Bylaws, perform all duties required for the governance of the Corporation.

ARTICLE V
BOARD OF DIRECTORS

5.1 *General Powers.* All corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, its Board of Directors, subject to any limitations set forth in the Articles of Incorporation, these Bylaws, and/or the laws of the State of Tennessee.

5.2 *Number, Election, and Term.* The Board shall consist of thirteen (13) individuals. However, the number of directors may be increased or decreased from time to time by the Board of Directors by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of an incumbent director or reducing the number of directors below seven (7). ***Each director shall hold office for a term of three (3) year or until his or her successor is elected and qualified, or until his or her earlier death, resignation, or removal but under no circumstances shall a director hold an office for more than two consecutive three-year terms. A retiring director may succeed himself or herself for up to one (1) additional three-year term.*** Directors shall be citizens of Tennessee residing in Shelby County unless such requirements are waived by a majority of the Board electing such Direction and shall be at least eighteen years of age.

5.3 *Removal and Resignations.* At a meeting of the Board called expressly for that purpose, and on not less than seven days' written notice, any director or the entire Board may be removed, with or without cause, by the affirmative vote of the majority of the directors in office. A majority would be over 50% of the voting directors seated on the Board. In any situation in which the removal of a director is sought, such director shall be given an opportunity to be heard prior to the removal vote. Removal of a director shall also constitute removal as an officer of the Corporation and as a member of all committees of the Board of Directors or the organization. Any director of the Board may resign from the Board at any time by giving written notice to the Board. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date. Any director absent without excuse from three (3) consecutive meetings shall be deemed to have resigned.

5.4 Annual and Regular Meetings. An annual meeting of the Board shall be held either within or without the State of Tennessee on ***what annual meeting date day*** following the close of the Corporation's fiscal year, which shall commence ***on January 1 (fiscal year is July 1) of each year or such other date agreed to by the Board of Directors.*** The purpose of the annual meeting shall be to elect directors and officers, and for the transaction of such other business as may properly come before the meeting. If the election of directors and officers shall not be held on the day herein designated for any annual meeting of the Board of Directors, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Board of Directors as soon thereafter as may be convenient.

5.5 Regular Meetings. Notice of the date, time, and place of any regular meeting, shall be given at least seven (7) days prior thereto by written notice mailed, e-mailed, faxed or delivered personally to each director at the director's business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice be given by facsimile, such notice shall be deemed to be delivered when receipt of the fax is confirmed by return fax or other writing by the intended recipient. If, however, the Board designates a specific time, date, and place for its regular meetings, and such time, date, and place are on a regularly occurring basis, no notice need be given.

5.6 Special Meetings. Special meetings of the Board may be called by the President, or at the request of any two directors of the Corporation. The President shall fix the time and place, either within or without the State of Tennessee, of any special meeting.

5.7 Notice of Special Meetings. Notice of the date, time, and place of any special meeting shall be given at least seven (7) days prior thereto by written notice mailed, e-mailed, faxed or delivered personally to each director at the director's business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice be given by facsimile, such notice shall be deemed to be delivered when receipt of the fax is confirmed by return fax or other writing by the intended recipient. The business to be transacted at, or the purpose of, any special meeting of the Board of Directors must be specified in the notice of such meeting and no other business shall be transacted at that meeting. It shall be the responsibility of each director to notify the Secretary of changes in such director's address, to include e-mail address, fax number changes, or other address changes.

5.8 Waiver of Notice. A director may waive any notice required by the Articles of Incorporation, these Bylaws, or Tennessee law before or after the date and time stated in the notice. The waiver shall be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records. A director's attendance at or participation in a meeting shall constitute a waiver of notice of such meeting, unless the director at the beginning of the meeting, or promptly upon the director's arrival, objects to the holding of the meeting or transacting business at the meeting because the meeting is not lawfully called or convened.

5.9 Quorum and Voting. A majority of the total number of directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of directors. Should any meeting be called and upon the holding of same, a quorum not be present, then less than a quorum may adjourn said meeting. Any voting director shall have the right to vote in person at any meeting of the Board on all questions submitted for vote, but no director may be permitted to vote by proxy.

5.10 Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise required by the Articles of Incorporation or these Bylaws.

5.11 Vacancy on Board. If a vacancy occurs on the Board, including a vacancy resulting from an increase in the number of directors, such vacancy may be filled by the affirmative vote of a majority of the remaining directors. An individual designated to fill a director position shall serve for the unexpired term of his or her predecessor in office, or, if there is no predecessor, until the next election of directors.

5.12 Compensation of Directors. The directors shall serve without compensation but shall be reimbursed their reasonable expenses, if any, after submitting substantiation of such expenses to the Corporation. The prohibition against compensation set forth in this <u>Section 5.12</u> shall not preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

5.13 Action by Written Consent. Any action of the Board of Directors may be taken without a meeting if a consent, in writing or sent by electronic means, setting forth the action to be taken is provided by a majority of all the directors and is filed in the minutes of the of the Board of Directors.

5.14 Meetings by Telephone or Teleconference. Directors of the Board or any committee may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

5.15 Salaries. The salaries of all employees or other compensation shall be fixed by the Board of Directors.

ARTICLE VI
OFFICERS

6.1 Required Officers. The Corporation shall have a President, a Vice President, a Treasurer and a Secretary, each elected at the annual meeting from among the directors of the Board, and shall have such other officers as described in these Bylaws and created or elected by the Board in accordance with these Bylaws; provided that a duly elected officer may appoint one or more officers or assistant officers if authorized by the Board. Except for the offices of President and Secretary, any two or more offices may be held by the same person. Officers need not be directors of the Corporation.

6.2 Election and Term of Office. The officers of the Corporation shall be elected by the Board at each annual meeting of the Board and shall serve for a term commencing on election and for one year, subject to reelection for no more than three (3) consecutive one-year terms. If the election of officers shall not be made at any such meeting, it shall be made as soon thereafter as is practicable. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until such officer's successor shall be duly elected or until such officer's death or until such officer shall resign or shall have been removed in the manner hereinafter provided, but under no circumstances shall an officer hold an office for more than three (3) consecutive one-year terms.

6.3 Removal and Resignations of Officers. The Board may remove any officer at any time with or without cause by the affirmative vote of the majority (over 50%) of the directors in office. Removal shall be without prejudice to any contract rights of the person so removed, but election shall not of itself create contract rights. An officer of the Corporation may resign at any time by delivering written notice to the Board. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.

6.4 Duties of Officers. The President shall preside over all meetings of the Board. The President shall make reports to the directors and perform all such other duties as are incident to this office or are properly required by the Board of Directors. The other officers shall have such authority and perform such duties in the management of the Corporation as are normally incident to their offices and as the Board of Directors may, from time to time, provide.

6.5 Delegation of Duties. In the case of the absence or disability of any officer of the Corporation, the Board may delegate, for the time being, the power and duties of such officer, to any other officer, or to any Director, provided that the majority of the Board concurs therein.

6.6 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board for the unexpired portion of the term.

6.7 Chief Executive Officer. The Board of Directors shall have the power to appoint a Chief Executive Officer who shall be a full-time employee of the Corporation and serve as a non-voting director of the Board, at a salary fixed by the Board of Directors. The Chief Executive Officer shall have the general supervision and management of the affairs of the Corporation, subject, however, to the control, when exercised, of the Board of Directors.

6.8 Deputy Executive Officer/Chief Operating Officer. The Board of Directors shall have the power to appoint a Deputy Executive Officer/Chief-Operating Officer who shall be a full-time employee of the Corporation and serve as a non-voting director of the Board, at a salary fixed by the Board of Directors. The Deputy Executive Officer/Chief Operating Officer shall have the general supervision and management of the affairs of the Corporation, subject, however, to the control, when exercised, of the Chief Executive Officer and the Board of Directors.

ARTICLE VII
CONTRACTS, LOANS, CHECKS, AND DEPOSITS

7.1 *Contracts.* The Board may authorize any officer or agent to enter into any contract and execute and deliver any instruments in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

7.2 *Corporate Loans.* No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in the Corporation's name, unless authorized by a resolution of the Board. Such authority shall be confined to specific instances.

7.3 *Checks, Drafts, Etc.* All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or agent of the Corporation and in such manner as shall, from time to time, be determined by resolution of the Board.

7.4 *Deposits.* All funds of the Corporation not otherwise employed shall be deposited, from time to time, to the credit of the Corporation in such banks, trust companies and other depositories as the Board may select.

7.5 *Gifts.* The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any specific purpose of the Corporation which is not contrary to law or the Articles.

ARTICLE VIII
COMMITTEES

8.1 *Committee.* The Board of Directors may appoint one or more committees of the Board. The committees may consist of one or more persons who ~~have an~~ interest in the purpose and advancement of the cause of the Corporation. The President with the approval of the majority of the Board of Directors, shall appoint the chair and designate members for each committee, and each committee shall be required to make regular minutes of their transactions and shall report the same to the Board at the next regular scheduled meeting.

8.2 *Authority of Committees.* Each committee of the Board may exercise the Board's authority invested in such committee by the Board except a committee may not (i) authorize distributions; (ii) approve or recommend dissolution, merger or sale or pledge or transfer all or substantially all of the Corporation's assets; (iii) elect or appoint or remove directors or fill vacancies on the Board or any of its committees, or (iv) adopt, amend or repeal the Articles of Incorporation or Bylaws of the Corporation.

8.3 *Meetings.* Committees shall be governed by the same notice and waiver requirements as those of the Board of Directors as set forth herein.

8.4 Quorum and Voting. Committees shall be governed by the same quorum and voting requirements as those of the Board of Directors as set forth herein.

8.5 Vacancies. Any vacancy in the committees may be filled by a resolution adopted by the Board in accordance with Section 8.1.

8.6 Resignations and Removal. Any member of the committees may be removed at any time, with or without cause, by resolution adopted by the Board in accordance with Section 8.1. Any member of the committees may resign from such committee at any time by giving written notice to the Board, and resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.

ARTICLE IX
INDEMNIFICATION

9.1 Indemnification. To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that such person is or was a director or officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by such person (or by his or her heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

9.2 Limits on Indemnification. Notwithstanding the above, the Corporation will indemnify a person only if such person acted in good faith and reasonably believed that his or her conduct was in the Corporation's best interests. In the case of a criminal proceeding, the person may be indemnified only if such person had no reasonable cause to believe his or her conduct was unlawful.

9.3 Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another Corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Business Corporation Law of the State of Tennessee.

9.3 Advances for Expenses. The Corporation may pay for or reimburse the reasonable expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding to the full extent authorized or permitted by the Tennessee Nonprofit Corporation Act.

ARTICLE X
MISCELLANEOUS

10.1 Amendments. The Board shall have the power and authority to alter, amend, or repeal these Bylaws by the affirmative vote of a majority (over 50%) of the directors in office. **[Is a greater majority desired?]** Any notice of a meeting at which these Bylaws are to be altered, amended, or repealed shall set forth such proposed action.

10.2 Books and Minutes. The Corporation shall keep correct and complete books and records of account and financial statements and shall also keep minutes of the proceedings of its Board and Committees. All books and records of the Corporation may be inspected by any director or his or her accredited agent or attorney, for any proper purpose at any reasonable time.

10.3 Loans to Directors and Officers Prohibited. No loans or advances, other than customary travel advances, shall be made by the Corporation to any of its directors or officers.

10.4 No Private Inurement. The Corporation is not organized for profit and is to operate exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and in the promotion of social welfare in accordance with the purposes stated in the Corporation's Articles of Incorporation. The net earnings of the Corporation shall be devoted exclusively to charitable and educational purposes and shall not inure to the benefit of any private individual. No Director or person from whom the Corporation may receive any property or funds shall receive or shall be entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the Corporation be paid as salary or compensation to, or distributed to, or inure to the benefit of any director of the Board; provided, however, that (a) reasonable compensation may be paid to any director while acting as an agent, including consultant, contractor, or employee of the Corporation for services rendered in effecting one or more of the purposes of the Corporation; and (b) any director may, from time to time, be reimbursed for his or her actual and reasonable expenses incurred in connection with the administration of the affairs of the Corporation. Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, the Corporation shall not engage in any activities that are not permitted: (a) for a nonprofit corporation exempt from federal corporate tax under Section 501(c)(3) of the Internal Revenue Code, or (b) for a nonprofit corporation contributions to which are tax deductible under Section 170(c)(2) of the Internal Revenue Code.

10.5 References to Internal Revenue Code. All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

10.6 Duration and Dissolution. The Corporation shall have indefinite existence until dissolved. The Board shall have the power and authority to dissolve the Corporation by the affirmative vote of a majority (over 50%) of the directors in office. ***[Is a greater majority desired?].*** Upon dissolution of the Corporation, after paying or making provision for payment of all liabilities of the Corporation then outstanding and unpaid, the Board of Directors of the Corporation shall distribute the assets of the Corporation in such manner as determined by the Board of Directors of the Corporation, exclusively for the charitable purposes of the Corporation within the meaning of I.R.C. § 501(c)(3) and I.R.C. § 170(c)(2), or any corresponding provision of any future federal tax laws. Any assets not so disposed of by the Board of Directors shall be disposed of by a court having equity jurisdiction in the country in which the principal office of the Corporation is then located, with the distribution of assets to be made for such charitable purposes, or to such governmental units then described under I.R.C. § 170(c)(2), or any corresponding provision of any future federal tax laws, as such court shall determine.

10.7 Fiscal Year. The Board shall have the power to fix, and from time to time change, the fiscal year of the Corporation.

10.8 Seal. The Corporation shall have no seal.

10.9 Waiver of Notice. Whenever any notice is required to be given under the provisions of these Bylaws, the Articles of Incorporation or Tennessee law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

10.10 Construction. Unless the context specifically requires otherwise, any reference in these Bylaws to any gender shall include all other genders, any reference to the singular shall include the plural and any reference to the plural shall include the singular.

10.11 Limitations. If at any time the Corporation is a private foundation or private operating foundation as such terms are defined in the Internal Revenue Code of 1986, as amended ("Code"), then the Corporation shall only act as permitted under the Code without subjecting the Corporation to additional taxes imposed under Subchapter A, Chapter 42, Subtitle D of the Code.

10.12 Exempt Status. The Corporation has been organized and will be operated exclusively for exempt purposes within the meaning of I.R.C. § 501(c)(3) and, as such, will be exempt from taxation under I.R.C. § 501(a). Any provision of these Bylaws or of the Articles of Incorporation which would in any manner adversely affect the Corporation's tax exempt status shall be void and shall be deleted or modified, as necessary to comply with all applicable federal and state requirements for the maintenance of the Corporation's tax exempt status.

10.13 Severability of Provisions. If any provision of these Bylaws, or its application to any person or circumstances, is held invalid or unenforceable by a court of competent jurisdiction, the remainder of these Bylaws, or the application of such provisions to persons or circumstances other than those to which it was held to be invalid or unenforceable, shall not be affected thereby, and to this extent, the provisions of these Bylaws are severable.

11741625.1