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Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

2013

Department of the Treasury
Internal Revenue Service

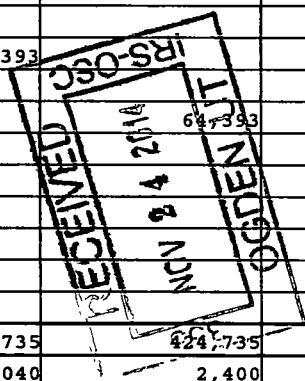
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Open to Public Inspection

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

Name of foundation THE WOODARD FAMILY FOUNDATION		A Employer identification number 93-6026550
Number and street (or P O box number if mail is not delivered to street address) PO BOX 10666	Room/suite	B Telephone number (see instructions) (541) 343-9402
City or town, state or province, country, and ZIP or foreign postal code Eugene, OR 97440		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 10,253,646	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	236	236		
	4 Dividends and interest from securities	360,106	360,106		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	64,393			
	b Gross sales price for all assets on line 6a	203,809			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	424,735	424,735			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	47,040	2,400		44,640
	14 Other employee salaries and wages	18,756	4,651		14,105
	15 Pension plans, employee benefits	4,362	461		3,901
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STM 4	1,100	550		550
	c Other professional fees (attach schedule) STM 5	18,612			18,612
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STM 6	34,567	34,567		
	19 Depreciation (attach schedule) and depletion STM 7	521			
	20 Occupancy	6,312	1,894		4,418
	21 Travel, conferences, and meetings	24,533			24,533
	22 Printing and publications	2,205	1,821		384
	23 Other expenses (attach schedule) STM 3	17,296	2,098		15,198
	24 Total operating and administrative expenses. Add lines 13 through 23	175,304	48,442		126,341
25 Contributions, gifts, grants paid	355,610			355,610	
26 Total expenses and disbursements. Add lines 24 and 25	530,914	48,442		481,951	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(106,179)				
b Net investment income (if negative, enter -0-)		376,293			
c Adjusted net income (if negative, enter -0-)			0		



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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

	Beginning of year	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	7,708	11,029	11,029
2 Savings and temporary cash investments	1,092,282	883,232	883,232
3 Accounts receivable			
Less: allowance for doubtful accounts			
4 Pledges receivable			
Less: allowance for doubtful accounts			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach schedule)			
Less: allowance for doubtful accounts			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U.S. and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule) STM 2	4,578,434	4,666,005	9,346,885
c Investments - corporate bonds (attach schedule)			
11 Investments - land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)			
12 Investments - mortgage loans			
13 Investments - other (attach schedule)			
14 Land, buildings, and equipment: basis	12,500		
Less: accumulated depreciation (attach schedule)	521	11,979	12,500
15 Other assets (describe)			
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	5,678,424	5,572,245	10,253,646
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
27 Capital stock, trust principal, or current funds	443,461	443,461	
28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	5,234,963	5,128,784	
30 Total net assets or fund balances (see instructions)	5,678,424	5,572,245	
31 Total liabilities and net assets/fund balances (see instructions)	5,678,424	5,572,245	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,678,424
2 Enter amount from Part I, line 27a	2	(106,179)
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	5,572,245
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,572,245



Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (yr, mo, day)	(d) Date sold (yr, mo, day)
1a	1,000 SHRS RAYTHEON	P	2011-09-13	2013-10-22
b	2,500 SHRS TEVA PHARMACEUTICALS	P	2013-02-14	2014-06-12
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	76,700		41,957	34,743
b	127,109		97,459	29,650
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				34,743
b				29,650
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	64,393
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	746,428	9,158,375	0.081502
2011	710,732	9,365,180	0.075891
2010	507,799	9,715,444	0.052267
2009	812,584	9,525,841	0.085303
2008	848,850	8,630,042	0.09836

2	Total of line 1, column (d)	2	0.393323
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.078665
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	9,221,366
5	Multiply line 4 by line 3	5	725,399
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,763
7	Add lines 5 and 6	7	729,162
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	494,451

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

Table with 11 rows for excise tax calculation. Includes sub-rows 6a-6d for credits. Total tax due is 138, with 138 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, expenditures, and reporting requirements. Marked with 'X' for 'Yes' or 'No'.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address WWW.WOODARDFF.COM
14 The books are in care of LORI DENNISON Telephone no. 541-343-9402
Located at PO BOX 10666, Eugene, OR ZIP+4 97440
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041-Check here and enter the amount of tax-exempt interest received or accrued during the year
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?

Part VII-B. Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

Part VIII. Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address <i>See 990 OFOV</i>	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANDREW C WOODARD PO BOX 10666, Eugene, OR 97440	PRES & TREASURE 8	24,000	0	0
TYSON WOODARD PO BOX 10666, Eugene, OR 97440	DIRECTOR /ADMIN 10	23,040	0	0
JOY WOODARD PO BOX 10666, Eugene, OR 97440	DIRECTOR 1	0	0	0
CARLTON WOODARD PO BOX 10666, Eugene, OR 97440	DIRECTOR 1	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	0
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	9,198,089
b	Average of monthly cash balances	1b	163,704
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	9,361,793
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	9,361,793
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	140,427
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,221,366
6	Minimum investment return. Enter 5% of line 5	6	461,068

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	461,068
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,526
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,526
3	Distributable amount before adjustments Subtract line 2c from line 1	3	453,542
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	453,542
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	453,542

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	481,951
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	12,500
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	494,451
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	494,451

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				453,542
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only				
b Total for prior years:				
3 Excess distributions carryover, if any, to 2013:				
a From 2008	431,034			
b From 2009	352,078			
c From 2010				
d From 2011	250,100			
e From 2012	293,118			
f Total of lines 3a through e	1,326,330			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 494,451				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				453,542
e Remaining amount distributed out of corpus	40,909			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	1,367,239			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	431,034			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	936,205			
10 Analysis of line 9				
a Excess from 2009	352,078			
b Excess from 2010				
c Excess from 2011	250,100			
d Excess from 2012	293,118			
e Excess from 2013	40,909			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5) 4942(j)(3) or 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

CARLTON WOODARD,

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE,

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED STATEMENT 8	NONE	PC	VARIOUS	355,610
Total ▶				3a 355,610
b Approved for future payment				
Total ▶				3b NONE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

Sign Here 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 taxpayer) is based on all information of which preparer has any knowledge

Paid Preparer Use Only Pnn/Type preparer's name DINA TILLER Preparer's signature DINA TILLER Date 11-08-2014 Check [] if self-employed PTIN P00293372 Firm's name DINA TILLER CPA PC Firm's address 17844 SW HEATHERWOOD LN Sherwood OR 97140 Firm's EIN Phone no 503-805-4833

Depreciation and Amortization

(Including Information on Listed Property)

Department of the Treasury
Internal Revenue Service (99)

▶ See separate instructions. ▶ Attach to your tax return.

2013

Attachment
Sequence No **179**

Name(s) shown on return

Business or activity to which this form relates

Identifying number

THE WOODARD FAMILY FOUNDATION

FORM 990PF - 1

93-6026550

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only-see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19 a 3-year property		12,500	3	MQ	SL	521
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	

Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20 a	Class life					S/L
b	12-year		12 yrs.			S/L
c	40-year		40 yrs.	MM		S/L

Part IV Summary (See instructions)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instructions	22	521
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Federal Supporting Statements

2013 PG 01

Name(s) as shown on return

FEIN

THE WOODARD FAMILY FOUNDATION

93-6026550

Form 990PF, General Explanation Attachment (1) Statement # **1**

GENERAL EXPLANATION TO PART VIII - OFFICER'S COMPENSATION

THE DIRECTORS SERVE WITHOUT COMPENSATION FOR BOARD SERVICES. AVERAGE HOURS PER WEEK FOR DIRECTORS ARE BASED ON AVERAGE TIME SPENT PREPARING FOR AND ATTENDING BOARD AND COMMITTEE MEETINGS. THIS TIME ALSO INCLUDES DIRECTORS REVIEWING MATERIALS, ATTENDING OTHER MEETINGS, AND CONDUCTING SITE VISITS.

TYSON WOODARD IS A DIRECTOR OF THE FOUNDATION. MR. WOODARD RECEIVED STAFF COMPENSATION OF \$23,040 DURING THE YEAR AS THE WOODARD FAMILY FOUNDATION ADMINISTRATOR. MR. WOODARD DEVOTES AN AVERAGE OF 1HRS A WEEK FOR UNPAID BOARD SERVICES.

ANDREW WOODARD IS A DIRECTOR OF THE FOUNDATION. MR. WOODARD RECEIVED COMPENSATION OF \$24,000 DURING THE YEAR AS THE WOODARD FAMILY FOUNDATION PRESIDENT, VICE PRESIDENT AND TREASURER.

Form 990PF, Part II, Line 10(b)
Investments: Corporate Stock Schedule

PG 01
Statement # **2**

Category	BOY	Book Value	EOY FMV
SEE ATTACHED STATEMENT 2A	<u>4,578,434</u>	<u>4,666,005</u>	<u>9,346,885</u>
Totals	<u><u>4,578,434</u></u>	<u><u>4,666,005</u></u>	<u><u>9,346,885</u></u>

STATEMENT 2A - CORPORATE STOCK

<u>SECURITY</u>	<u>END OF YR SHARES HELD</u>	<u>BEG OF YR COST BASIS</u>	<u>END OF YR COST BASIS</u>	<u>END OF YEAR FAIR MARKET VALUE</u>
ABBOTT LABS	10,000	\$ 227,329	\$ 227,329	\$ 409,000
ABBVIE INC	10,000	\$ 246,520	\$ 246,520	\$ 564,400
ALCOA INC	15,000	\$ 398,066	\$ 398,066	\$ 223,350
AT&T INC	5,000	\$ 125,261	\$ 125,261	\$ 176,800
BARRICK GOLD CORP	5,000	\$ 100,118	\$ 100,118	\$ 91,500
BUNGE LIMITED	1,200	\$ 88,581	\$ 88,581	\$ 90,768
CENTURYLINK INC	5,000	\$ -	\$ 146,937	\$ 181,000
CORNING INC	5,500	\$ -	\$ 80,100	\$ 120,725
DUPONT DE NEMOURS	7,500	\$ 290,178	\$ 290,178	\$ 490,800
FRONTIER COMMUNICATIONS CORP	20,000	\$ 104,001	\$ 104,001	\$ 116,800
INTEL CORP	15,000	\$ 309,852	\$ 309,852	\$ 463,500
JOHNSON & JOHNSON	5,000	\$ 133,799	\$ 133,799	\$ 523,100
KINROSS GOLD CORP	20,000	\$ 152,709	\$ 152,709	\$ 82,800
MERCK & CO INC	10,000	\$ 344,666	\$ 344,666	\$ 578,500
MICROSOFT	3,500	\$ 112,650	\$ 112,650	\$ 145,950
NOVARTIS AG	5,000	\$ 229,764	\$ 229,764	\$ 452,650
PETROLEO BRASILEIRO SA	83,000	\$ 460,410	\$ 460,410	\$ 1,298,120
PFIZER	10,000	\$ 223,951	\$ 223,951	\$ 296,800
RAYTHEON CO	1,000	\$ 83,914	\$ 41,957	\$ 92,250
ROYAL DUTCH SHELL	12,296	\$ 510,432	\$ 510,432	\$ 1,012,822
SAN JUAN	5,000	\$ 47,086	\$ 47,086	\$ 96,450
SASOL LTD ADR	20,000	\$ 112,945	\$ 112,945	\$ 1,182,400
TEVA PHARMACEUTICALS	2,500	\$ 97,459	\$ -	\$ -
UNILEVER	15,000	\$ 178,743	\$ 178,743	\$ 656,400
		<u>\$ 4,578,434</u>	<u>\$ 4,666,055</u>	<u>\$ 9,346,885</u>

Federal Supporting Statements

2013 PG 01

Your Social Security Number
93-6026550

Name(s) as shown on return

THE WOODARD FAMILY FOUNDATION

Form 990PF, Part I, Line 23 - Other Expenses Schedule

Statement # 3

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
INSURANCE	1,354	0	0	1,354
DUES	7,630	0	0	7,630
TELEPHONE	1,145	0	0	1,145
OFFICE EXPENSE	4,316	0	0	4,316
INVESTMENT EXPENSE	2,098	2,098	0	0
ANNUAL FILING FEE	50	0	0	50
STATE FILING FEES (CT-12)	703	0	0	703
Totals	<u>17,296</u>	<u>2,098</u>	<u>0</u>	<u>15,198</u>

Form 990PF, Part I, Line 16(b) - Accounting Fees Schedule

PG 01

Statement # 4

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
ACCOUNTING FEES	1,100	550	0	550
Totals	<u>1,100</u>	<u>550</u>	<u>0</u>	<u>550</u>

Federal Supporting Statements

2013 PG 01

Your Social Security Number
93-6026550

Name(s) as shown on return
THE WOODARD FAMILY FOUNDATION

Form 990PF, Part I, Line 16(c) - Other Professional Fees Schedule

Statement # 5

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
CONSULTING FEES	18,612	0	0	18,612
Totals	<u>18,612</u>	<u>0</u>	<u>0</u>	<u>18,612</u>

Form 990PF, Part I, Line 18 - Taxes Schedule

PG 01
Statement # 6

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
FOREIGN TAXES	34,567	34,567	0	0
Totals	<u>34,567</u>	<u>34,567</u>	<u>0</u>	<u>0</u>

Federal Supporting Statements

2013 PG 01

Your Social Security Number
93-6026550

Name(s) as shown on return

THE WOODARD FAMILY FOUNDATION

Form 990PP, Part I, Line 19 - Depreciation Schedule

Statement # **7**

Description	Date Acquired	Cost or Other basis	Prior year Depreciation	Computation Method	Rate	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
SOFTWARE	06-02-2014	12,500		SL	4.167	3	521	0	0
Totals		<u>12,500</u>					<u>521</u>		

Grants & Contributions Paid in Fiscal Year 2014

Recipient	Tax Status	Purpose	Total Amt Paid
Freedom Writers Association P O. Box 41505 Long Beach, CA 90853	PC	Education: General Operating Support	\$ 5,000
Norterra Canyon Elementary School 2200 West Maya Way Phoenix, AZ 85085	PC	Education: Pirate's Cove Program	\$ 5,000
Springfield Education Foundation PO Box 663 Springfield, OR 97477	PC	Education: Nancy Golden Endowment Fund	\$ 1,500
Volunteers in Medicine Clinic 2260 Marcola Road Springfield, OR 97477	PC	Health: Swingin' Summer Night Event	\$ 1,000
Eugene Concert Choir 1590 Willamette Street, Suite 400 Eugene, OR 97401	PC	Arts & Culture: General Operating Support	\$ 1,000
St. John's Presbyterian Church 25 Lake St San Francisco, CA 94118	PC	Religious: General Operating Support	\$ 3,750
Lafayette Partners in Education PO Box 923 Lafayette , CA 94549	PC	Education: General Operating Support	\$ 5,000
Lane Community College Foundation 4000 E 30th Ave Eugene , OR 97405	PC	Education: Business School	\$ 9,000
Oregon Children's Foundation - SMART 101 SW Market St. , Portland , OR 97201	PC	Education Cottage Grove SMART Program	\$ 2,000

Recipient	Tax Status	Purpose	Total Amt Paid
Serenity Lane Development Office 2133 Centennial Plaza Eugene , OR 97401	PC	Health: Breakfast Fundraiser	\$ 1,000
Serenity Lane Development Office 2133 Centennial Plaza Eugene , OR 97401	PC	Health: Breakfast Fundraiser	\$ 1,000
Muscular Dystrophy Association 1500 Valley River Drive Building B #300 Eugene, OR 97401	PC	Health Lock Up Fundraiser	\$ 500
Arizona State University Foundation 500 N. 3rd St., NH12 #507, Phoenix, AZ 85004, Phoenix, AZ 85004	PC	Health: College of Nursing and Health Innovation	\$ 2,000
Cottage Grove Community Foundation PO Box 1326 Cottage Grove, OR 97424	PC	Civic: Annual Fundraiser	\$ 250
March of Dimes Greater Oregon Chapter 115 West 8th Avenue Suite 360 Eugene, OR 97401	PC	Health: Annual Fundraiser	\$ 1,000
Marist High School 1900 Kingsley Rd Eugene, OR 97401	PC	Education: Capital Campaign for New Science Center	\$ 1,000
Marist High School 1900 Kingsley Rd Eugene, OR 97401	PC	Education: Capital Campaign for New Science Center	\$ 1,000
Catholic Broadcasting NW P O. Box 5888 Portland , OR 97228-5888	PC	Religious: General Operating Support	\$ 1,000
Leukemia Lymphoma Society 9320 SW Barbur Blvd Suite 140 Portland, OR 97219	PC	Health General Operating Support	\$ 1,000
American Foundation for Suicide Prevention 120 Wall Street 29th Floor New York , NY 10005	PC	Health Out of the Darkness Community Walk Eugene	\$ 1,000

Recipient	Tax Status	Purpose	Total Amt Paid
Assistance League of Eugene 1149 Willamette St Eugene, OR 97401	PC	Social Services: General Operating Support	\$ 500
Boys and Girls Club of Emerald Valley 1545 West 22nd Eugene, OR 97405	PC	Education Mentoring Program	\$ 500
HIV Alliance 1966 Garden Avenue Eugene, OR 97403	PC	Health: Needle Exchange Program	\$ 1,000
Lane Arts Council 44 W Broadway Eugene, OR 97401	PC	Arts & Culture: General Operating Support	\$ 3,000
Pearl Buck Center 3690 West 1st Ave Eugene, OR 97402	PC	Social Services General Operating Support	\$ 1,000
South Lane School District P.O. Box 218 Cottage Grove, OR 97424	PC	Education: Bohemia Elementary Kids Club	\$ 2,000
South Lane School District P.O. Box 218 Cottage Grove, OR 97424	PC	Education: Bohemia Elementary Kids Club	\$ 2,000
St. Vincent de Paul Society PO Box 24608 Eugene, OR 97402	PC	Social Services: General Operating Support	\$ 1,000
Sacred Heart Medical Center Foundation PO Box 10905 Eugene, OR 97440	PC	Health: Children's Miracle Network	\$ 500
Humane Society of Cottage Grove PO Box 61 Cottage Grove, OR 97424	PC	Social Services: General Operating Support	\$ 1,000

Recipient	Tax Status	Purpose	Total Amt Paid
Cottage Grove Community Hospital 1515 Village Drive Cottage Grove, OR 97424	PC	Health General Operating Support	\$ 1,000
Eugene Public Library Foundation 100 West 10th Avenue Eugene, OR 97401	PC	Education: General Operating Support	\$ 5,000
Wounded Warrior Project PO Box 758540, Topeka, KS 66675	PC	Health: General Operating Support	\$ 1,000
San Francisco Maritime National Park Association PO Box 475877 San Francisco, CA 94147	PC	Arts & Culture: General Operating Support	\$ 1,500
South Lane School District P.O. Box 218 Cottage Grove, OR 97424	PC	Education: London School General Operating Support	\$ 1,000
Shelter Box USA 2374 Market St #203 Lakewood Ranch, FL 34202	PC	Health: Box for Disaster Relief in Philippines	\$ 1,000
Idaho Rivers United PO Box 633 Boise, ID 83701	PC	Arts & Culture: General Operating Support	\$ 1,000
Avon Old Farm School 500 Old Farms Rd Avon, CT 06001	PC	Education: General Operating Support	\$ 10,000
Avon Old Farm School 500 Old Farms Rd Avon, CT 06001	PC	Education: General Operating Support	\$ 10,000
Grace Church School 86 Fourth Avenue New York, NY 10003	PC	Education: General Operating Support	\$ 5,000
Grace Church School 86 Fourth Avenue New York, NY 10003	PC	Education: General Operating Support	\$ 5,000

Recipient	Tax Status	Purpose	Total Amt Paid
Indian Mountain School Indian Mountain School Alumni/Development Office, 211 Indian Mountain Road Lakeville, CT 06039	PC	Education: General Operating Support	\$ 12,500
Indian Mountain School Indian Mountain School Alumni/Development Office, 211 Indian Mountain Road Lakeville, CT 06039	PC	Education: General Operating Support	\$ 12,500
Sacred Heart Medical Center Foundation PO Box 10905 Eugene, OR 97440	PC	Health: Childrens Miracle Network	\$ 5,000
Beds For Freezing Nights PO Box 1110 Cottage Grove, OR 97424	PC	Social Services: General Operating Support	\$ 400
Lewis & Clark College Lewis & Clark Advancement Services MSC 88, 0615 SW Palatine Hill Road, Portland, OR 97219-7899	PC	Education: Undergraduate Annual Fund	\$ 1,000
Ophelia's Place 1677 Pearl St Eugene, OR 97401	PC	Education: General Operating Support	\$ 100
Metropolitan Affordable Housing PO Box 11923 Eugene, OR 97440	PC	Social Services: General Operating Support	\$ 100
Mount Pisgah Arboretum 34901 Frank Parish Road Eugene, OR 97405	PC	Civic: General Operating Support	\$ 100
Sacred Heart Medical Center Foundation PO Box 10905 Eugene, OR 97440	PC	Education: Courageous Kids	\$ 1,300
Camp Lutherwood Association 22960 Highway 36 Cheshire, OR 97419	PC	Education: General Operating Support	\$ 1,000

Recipient Tax Status Purpose

Recipient	Tax Status	Purpose	Total Amt Paid
Center for Community Counseling 1465 Coburg Rd Eugene , OR 97401	PC	Health General Operating Support	\$ 100
Greenhill Humane Society 85530 Greenhill Rd Eugene , OR 97402	PC	Social Services: General Operating Support	\$ 100
Museum of Flight 9404 East Marginal Way South Seattle, WA 98108	PC	Arts & Culture: General Operating Support	\$ 1,000
Albertina Kerr 424 NE 22nd Avenue Portland , OR 97232	PC	Social Services: General Operating Support	\$ 100
American Chronic Pain Association PO Box 850 Rocklin , CA 95677	PC	Health: General Operating Support	\$ 1,000
Direction Service, Inc. PO Box 51360 Eugene , OR 97405	PC	Social Services: General Operating Support	\$ 100
Eugene Springfield Youth Orchestra PO Box 5666 Eugene , OR 97405	PC	Arts & Culture: General Operating Support	\$ 100
Eugene Family YMCA 2055 Patterson St Eugene , OR 97405	PC	Education: General Operating Support	\$ 100
Food for Lane County 770 Bailey Hill Rd Eugene, OR 97404	PC	Social Services: General Operating Support	\$ 100
Indian Mountain School Indian Mountain School Alumni/Development Office, 211 Indian Mountain Road Lakeville, CT 06039	PC	Education: Annual Fund	\$ 2,500

\$ 10,000

Education: General Operating Support

PC

Lafayette Partners in Education
PO Box 923
Lafayette, CA 94549

\$ 100

Social Services: General Operating Support

PC

Looking Glass Youth and Family Services
72 B Centennial Loop Suite 2
Eugene, OR 97401

\$ 100

Education: General Operating Support

PC

Marist High School
1900 Kingsley Rd
Eugene, OR 97401

\$ 100

Education: General Operating Support

PC

Northwest Christian University
828 East 11th Avenue Eugene
Eugene, OR 97401

\$ 100

Education: General Operating Support

PC

Parenting Now!
86 Centennial Loop
Eugene, OR 97401

\$ 3,000

Education: General Operating Support

PC

Project Playdate
142 North 6th Street, Unit 3D
Brooklyn, NY 11249

\$ 5,000

Civic: General Operating Support

PC

Pacific Legal Foundation
3900 Lennane Drive
Sacramento, CA 95827

\$ 100

Health: General Operating Support

PC

Susan G. Komen Breast Cancer Foundation
PO Box 650309
Dallas, TX 75265-309

\$ 500

Education: College of Letters and Science

PC

University of California Berkeley Foundation
University Relations/Gift Administration, 2080 Addison Street
#4200,
Berkeley, CA 94720

\$ 15,000

Education: General Operating Support

PC

Northwest Christian University
828 East 11th Avenue Eugene
Eugene, OR 97401

Recipient	Tax Status	Purpose	Total Amt Paid
Willamette Family Incorporated 149 W 12th Eugene, OR 97401	PC	Health. General Operating Support	\$ 100
Lane Coalition for Healthy Active Youth PO Box 264 Eugene, OR 97440	PC	Health: General Operating Support	\$ 100
Unity of Phoenix Church 1500 East Greenway Parkway Phoenix, AZ 85022	PC	Religious: General Operating Support	\$ 2,000
Beds For Freezing Nights PO Box 1110 Cottage Grove, OR 97424	PC	Social Services: General Operating Support	\$ 500
Franciscan Renewal Center 5802 East Lincoln Drive Scottsdale, AZ 85253	PC	Education: Casa Counseling Center	\$ 5,000
Depression and Bipolar Support Alliance 494 West 10th Avenue Eugene, OR 97401	PC	Social Services: Website Update	\$ 660
Oregon Community Foundation 1221 SW Yamhill St Portland, OR 97205	PC	Education: Community 101 Program	\$ 2,500
South Lane School District P O. Box 218 Cottage Grove, OR 97424	PC	Education: Cottage Grove Highschool Football Uniforms	\$ 15,000
Indian Mountain School Indian Mountain School Alumni/Development Office, 211 Indian Mountain Road Lakeville, CT 06039	PC	Education: Ram Miles Music Room	\$ 1,000
Upstart Crow Studios 855 West First Avenue Eugene, OR 97402	PC	Arts & Culture: General Operating Support	\$ 5,000

Recipient	Tax Status	Purpose	Total Amt Paid
Boy Scouts - Oregon Trail Council 2525 Martin Luther King Blvd Eugene, OR 97401	PC	Education: General Operating Support	\$ 1,000
Nick Wilson Charitable Group PO Box 80852, Portland, OR 97280	PC	Health General Operating Support	\$ 1,000
Ascend Women's Conferences 7510 Sunset Blvd #112, . . . Los Angeles, CA 90046	PC	Education General Operating Support	\$ 300
Leukemia Lymphoma Society 9320 SW Barbur Blvd Suite 140 Portland, OR 97219	PC	Health: 2014 Firefighter Stair Climb	\$ 500
Cottage Grove Community Sharing PO Box 351 Cottage Grove , OR 97424	PC	Social Services: Super Fundraiser	\$ 500
Eugene Symphony Orchestra 115 W 8th Eugene , OR 97401	PC	Arts & Culture: General Operating Support	\$ 1,500
Eugene Symphony Orchestra 115 W 8th Eugene , OR 97401	PC	Arts & Culture: General Operating Support	\$ 1,500
Eugene Concert Choir 1590 Willamette Street, Suite 400 Eugene, OR 97401	PC	Arts & Culture: General Operating Support	\$ 1,000
Museum of Flight 9404 East Marginal Way South Seattle, WA 98108	PC	Arts & Culture: General Operating Support	\$ 1,000
Volunteers in Medicine Clinic 2260 Marcola Road Springfield, OR 97477	PC	Health General Operating Support	\$ 12,500
National Charity League Sonoran Centennial Chapter 11445 E Via Linda Ste 2 Pmb 408 Scottsdale, AZ 85259	PC	Education: General Operating Support	\$ 1,000

Recipient	Tax Status	Purpose	Total Amt Paid
Mt. Diablo Silverado Council Boy Scouts 800 Ellinwood Way Pleasant Hill, CA 94523	PC	Education: General Operating Support	\$ 500
Oregon Humane Society 1067 NE Columbia Blvd, . Portland, OR 97211	PC	Social Services. Doggie Dash Fundraiser	\$ 1,000
South Lane School District P.O. Box 218 Cottage Grove, OR 97424	PC	Education Cottage Grove High School Baseball Team	\$ 1,000
Northwest Christian University 828 East 11th Avenue Eugene Eugene, OR 97401	PC	Education: General Operating Support	\$ 1,000
Northwest Christian University 828 East 11th Avenue Eugene Eugene, OR 97401	PC	Education General Operating Support	\$ 1,000
Lewis & Clark College Lewis & Clark Advancement Services MSC 88, 0615 SW Palatine Hill Road, . Portland , OR 97219-7899	PC	Education: General Operating Support	\$ 1,000
United Way of Lane County 3171 Gateway Loop Springfield , OR 97477	PC	Social Services: Be Your Best Community Needs Assesment	\$ 25,000
EBID Economic Business Improvement District PO Box 423 Cottage Grove, OR 97424	PC	Civic. Bridges and Beyond Campaign	\$ 2,500
American Cancer Society 2350 Oakmont Way Suite 200 Eugene , OR 97401	PC	Health: Relay for Life of Douglas County	\$ 2,000
Cottage Grove Community Sharing PO Box 351 Cottage Grove , OR 97424	PC	Social Services. General Operating Support	\$ 500

Recipient	Tax Status	Purpose	Total Amt Paid
National Headache Foundation 820 N Orleans Chicago, IL 60610	PC	Health General Operating Support	\$ 5,000
City of Cottage Grove 400 East Main Street Cottage Grove, OR 97424	PC	Civic. Saddle Span Cover	\$ 5,000
City of Cottage Grove 400 East Main Street Cottage Grove, OR 97424	PC	Civic. Saddle Span Cover	\$ 5,000
WellMama Inc 1245 Charmelton Suite 7 Eugene, OR 97401	PC	Health General Operating Support	\$ 1,000
St. John's Presbyterian Church 25 Lake St San Francisco, CA 94118	PC	Religious. General Operating Support	\$ 1,000
South Lane School District P.O. Box 218 Cottage Grove, OR 97424	PC	Education: London School General Support	\$ 1,000
South Lane School District P.O. Box 218 Cottage Grove, OR 97424	PC	Education: Bohemia Elementary Kids Club	\$ 2,000
South Lane School District P.O. Box 218 Cottage Grove, OR 97424	PC	Education CGHS Senior Fun Night	\$ 1,000
People of Color Network 4520 N Central Ave, Suite 620 Phoenix, AZ 85012	PC	Health General Operating Support	\$ 1,500
Lafayette Partners in Education PO Box 923 Lafayette, CA 94549	PC	Education: General Operating Support	\$ 2,500
Family Relief Nursery PO Box 1207 Cottage Grove, OR 97424	PC	Social Services: Sigh of Relief Fundraiser	\$ 1,000

Recipient Tax Status Purpose

Cottage Theatre 700 Village Drive Cottage Grove, OR 97424	PC	Arts & Culture General Operating Support	\$ 800
Contra Costa Interfaith Housing 3164 Putnam Blvd Suite C Walnut Creek, CA 94595	PC	Social Services: General Operating Support	\$ 500
City of Cottage Grove 400 East Main Street Cottage Grove, OR 97424	PC	Civic: Armory Schematic Design	\$ 2,500
American Cancer Society 2350 Oakmont Way Suite 200 Eugene, OR 97401	PC	Health: Relay for Life of South Lane County	\$ 500
South Lane School District P O Box 218 Cottage Grove, OR 97424	PC	Education: Childrens Dental Clinic	\$ 1,000
South Lane School District P O Box 218 Cottage Grove, OR 97424	PC	Education: Childrens Dental Clinic	\$ 1,000
Norterra Canyon Elementary School 2200 West Maya Way Phoenix, AZ 85085	PC	Education: Technology Fund	\$ 15,000
San Francisco Maritime National Park Association PO Box 475877 San Francisco, CA 94147	PC	Arts & Culture General Operating Support	\$ 5,000
ASPCA American Society for the Prevention of Cruelty to Animals 520 8th Avenue 7th Floor New York, NY 10018	PC	Social Services: General Operating Support	\$ 1,000
Charity Music Inc 40736 Hayes Rd Clinton Township, MI 48038	PC	Arts & Culture: General Operating Support	\$ 3,000
Cornwall Library Association PO Box 126 Cornwall, CT 6753	PC	Education: General Operating Support	\$ 500

Recipient Tax Status Purpose

The Little Guild of St Francis PO Box 59 West Cornwall, CT 06796	PC	Social Services General Operating Support	\$ 500
Exponent Philanthropy 1720 N Street NW Washington, DC 20036	PC	Education Educational Programing	\$ 500
Ballet Fantastique 60 East 10 Avenue Eugene, OR 97401	PC	Arts & Culture: General Operating Support	\$ 2,500
CASA of Lane County 1679 Willamette St Eugene, OR 97401	PC	Social Services: General Operating Support	\$ 750
Committed Partners for Youth 1840 Willamette St., Suite 100 . . . Eugene, OR 97401	PC	Education: General Operating Support	\$ 750
Jasper Mountain Center 37875 Jasper Lowell Rd Fall Creek, OR 97438	PC	Social Services General Operating Support	\$ 2,000
Looking Glass Youth and Family Services 72 B Centennial Loop Suite 2 Eugene, OR 97401	PC	Social Services: General Operating Support	\$ 750
Eugene Relief Nursery 1720 West 25th Ave . . . Eugene, OR 97405	PC	Social Services: General Operating Support	\$ 750
Womenspace PO Box 50127 Eugene, OR 97405	PC	Social Services: General Operating Support	\$ 750
Jasper Mountain Center 37875 Jasper Lowell Rd Fall Creek, OR 97438	PC	Social Services General Operating Support	\$ 750
Molokai Humane Society PO Box 1258 Kaunakakai, HI 96748	PC	Social Services: General Operating Support	\$ 950

Recipient	Tax Status	Purpose	Total Amt Paid
Plan International USA Inc 155 Plan Way Warwick, RI 02886	PC	Social Services: General Support in Memory of Madrecita Rosa Maria	\$ 1,000
Bohemia Mining Days Heritage Association PO Box 1297 Cottage Grove, OR 97424	PC	Arts & Culture: General Operating Support	\$ 1,000
Bohemia Mining Days Heritage Association PO Box 1297 Cottage Grove, OR 97424	PC	Arts & Culture: General Operating Support	\$ 1,000
EBID Economic Business Improvement District PO Box 423 Cottage Grove, OR 97424	PC	Civic: General Operating Support	\$ 3,000
Cottage Grove Historical Society PO Box 142 Cottage Grove, OR 97424	PC	Arts & Culture: Flower Basket Project	\$ 500
March of Dimes Greater Oregon Chapter 115 West 8th Avenue Suite 360 Eugene, OR 97401	PC	Health: Fund the Mission Support	\$ 1,000
Family Relief Nursery PO Box 1207 Cottage Grove, OR 97424	PC	Social Services: General Operating Support	\$ 1,000
Ophelia's Place 1677 Pearl St Eugene, OR 97401	PC	Education: Equestrian Program	\$ 1,500
Parenting Now! 86 Centennial Loop Eugene, OR 97401	PC	Education: General Operating Support	\$ 1,500
Coast Fork Willamette Watershed Council 28 South 6th Street Ste. A Cottage Grove, OR 97424	PC	Education: General Operating Support	\$ 2,000
Friends of Buford Park & Mt. Pisgah P O Box 5266, Eugene, OR 97405	PC	Arts & Culture: General Operating Support	\$ 2,000

Recipient	Tax Status	Purpose	Total Amt Paid
Cottage Grove Area Habitat for Humanity PO Box 327 Cottage Grove, OR 97424	PC	Social Services: General Operating Support	\$ 2,000
The Rotary Foundation of Rotary International 1560 Sherman Avenue Evanston, IL 60201	PC	Education. Annual Fund-SHARE	\$ 2,000
South Lane Wheels 1450 Birch Avenue Cottage Grove, OR 97424	PC	Civic. General Operating Support	\$ 2,000
Western Oregon Exposition PO Box 739 Cottage Grove, OR 97424	PC	Arts & Culture: General Operating Support	\$ 2,000
San Francisco Maritime National Park Association PO Box 475877 San Francisco, CA 94147	PC	Arts & Culture: General Operating Support	\$ 3,000
Springfield Museum 590 Main Street Springfield, OR 97477	PC	Arts & Culture Interpretive Center	\$ 1,000
Grand Total of Amts Paid:			\$ 355,610

**RESTATED BYLAWS OF
THE WOODARD FAMILY FOUNDATION
Adopted: February 22, 2014**

ARTICLE I – MEMBERS.

The Woodard Family Foundation (the Corporation) shall have no members.

ARTICLE II - BOARD OF DIRECTORS

Section 1. Number. The Board of Directors (the Board) shall consist of at least three (3) but not more than ten (10) Members until such number is increased or decreased by a resolution of the Board passed by a super-majority of the then in office directors.

Section 2. Election and Tenure. Directors seeking a consecutive term of office shall be elected by a majority of the directors then in office. First time directors and those not seeking a consecutive term must be elected by a super-majority vote. Each director shall serve for a term of two years, or until his or her successor is elected and has accepted office. There is no limit to the number of terms a director may serve, consecutively or otherwise.

Section 3. Resignation. Except as otherwise provided, any director may resign at any time, either by oral tender of resignation at any meeting of the Board or by giving written notice to the President or Secretary/Treasurer of the Corporation. Such resignation shall take effect at the time specified in the notice, and its acceptance shall not be necessary to make it effective. Once delivered, a notice of resignation is irrevocable unless the Board permits revocation.

Section 4. Vacancies. Any vacancy occurring on the Board due to the death, resignation, removal or disqualification of a director, or to an increase in the size of the Board, shall be filled by a super-majority vote of all the remaining directors. A director so elected shall serve for the unexpired portion of the term of his or her predecessor, or until his or her successor shall have been elected and accepted office.

During the existence of any vacancy the remaining directors shall possess and may exercise all powers vested in the Board. If the Board accepts the resignation of a director tendered to take effect in the future, a successor may be elected to take office when the resignation becomes effective.

Section 5. Removal. Any director may be removed from office with or without cause by vote of two-thirds (2/3) of the directors then in office. A reduction in the prescribed number of directors shall not have the effect of removing any director before that director's term of office expires.

Section 6. General Powers. The business and affairs of the Corporation shall be managed and controlled by the Board. The Board shall do and perform every act and thing it deems necessary, expedient or advisable to carry out the purposes of this Corporation subject to the provisions of the Act, the Restated Articles of Incorporation and these Restated Bylaws.

Section 7. Annual Meeting. An annual meeting of the Board shall be held each year on a date selected by a majority of the Board.

The Board shall address such other business as may come before the meeting. The annual meeting shall be held at the principal offices of the Corporation, or at such other place as may be specified in the notice of meeting

Section 8 Regular Meetings. Regular meetings of the Board shall be held quarterly, or upon another regular schedule established by the Board and provided in writing to each director. Regular meetings may be held without additional notice of the date, time, place or purpose of the meeting, except directors will receive notice of any changes to the written schedule of regular meetings.

Section 9. Special Meetings. Special meetings of the Board may be called at any time and for any purpose by the President of the Corporation or by any two directors.

Section 10. Notice of Special Meeting. The person or persons calling a special meeting shall give notice of the date, time and place of the meeting at least ten business days prior to such meeting by (i) telephone communication, either directly to the director or to a person at the office of the director who may be reasonably expected to communicate such notice promptly to the director, or (ii) by a writing delivered personally or mailed to each director, or by e-mail. If written notice is mailed, the notice shall be deemed to be delivered when deposited in the United States mail, properly addressed with postage prepaid. The notice need not specify the purpose of the meeting.

Section 11. Waiver of Notice. Whenever any notice to any director of the Corporation is required by law, the Restated Articles of Incorporation or these Restated Bylaws, a waiver of notice in writing signed by the person or persons entitled to such notice, whether signed before or after the time stated in the notice, shall be equivalent to the giving of the notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where the director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 12. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business. If less than a quorum is present at a meeting, a majority of the directors present may adjourn and reconvene the meeting without further notice.

Section 13. Manner of Action. The act of a majority of the directors present and entitled to vote at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by the provisions of the Act, the Restated Articles of Incorporation or these Restated Bylaws.

Section 14. Super-Majority. Pursuant to Article II section 13, the following actions shall be an act of the board only if approved by 80% of the board members entitled to vote on such matters:

- a. Changes to the By-Laws of the Woodard Family Foundation
- b. Dissolution of the Foundation
- c. Change of investment manager
- d. Election of a director to a term which is not a consecutive term
- e. A distribution of Foundation assets that is not pursuant to the Foundation's usual grantmaking activities or normal activities.

Section 15. Action by Unanimous Written Consent. Any action which may be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action taken, is signed by all of the directors of the Corporation. The consent shall have the same effect as a unanimous vote of such directors, and shall be filed in the records of minutes of the Corporation.

Section 16. Telephonic Meetings. Meetings of the Board or any Board committee may be held by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in such meeting shall constitute presence in person at the meeting

Section 17. Presumption of Assent. A director present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director's dissent is entered in the minutes of the meeting, or unless the director files a written dissent to such action with the person acting as the secretary of the meeting before the adjournment of the meeting, or forwards such dissent by registered mail to the Secretary/Treasurer of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of such action.

Section 18 Compensation and Expenses. Directors and Advisory Directors may be compensated for their services as directors or Advisory Directors in amounts established by the Board from time to time. Upon Board approval, directors and Advisory Directors may be reimbursed for expenses incurred in connection with performance of their official duties.

Section 19. Advisory Directors. A majority of the Board may from time to time appoint one or more Advisory Directors. Each Advisory Director shall hold office for a term of one year from the date he or she was elected, unless removed at an earlier time by a majority of the Board. An Advisory Director may resign at any time. Advisory Directors may attend all meetings of the Board or any committee of the Board to which they have been appointed, and may advise the Board and such committees concerning the business, property and affairs of the Corporation. The Board shall provide Advisory Directors with a schedule of regular meetings, and the person(s) calling a special meeting of the Board shall endeavor to notify Advisory Directors of any such meetings. Advisory Directors shall not have the right to vote on any matter before the Board or a committee of the Board, and shall not be counted for the purpose of determining whether a quorum of the Board or a committee is present. Advisory Directors shall have no duty to keep themselves apprised of the Corporation's affairs. Unless otherwise specifically provided, references in these Restated Bylaws to "directors" and the "Board" do not include Advisory Directors.

ARTICLE III - COMMITTEES

Subject to the Act, the provisions of the Corporation's Restated Articles of Incorporation and these Restated Bylaws, the Board may appoint committees for any permanent or ad hoc purpose it deems appropriate. Committees shall have as many members as the Board designates, provided that each committee shall have two or more members. Directors, Advisory Directors and any other person may serve on committees. The committee members shall serve at the pleasure of the Board, and shall have such powers as the Board specifically grants. The provisions of Article II of these Restated Bylaws governing meetings, notice and waiver of notice, and quorum and voting requirements apply to the committees and their members.

ARTICLE IV - OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, Vice-President and Secretary/Treasurer, and such subordinate officers as the Board shall from time to time appoint. An individual may simultaneously hold more than one office

Section 2 Appointment and Term of Office. The Board shall appoint the officers of the Corporation immediately following the biennial election of directors and each shall hold office until a successor shall have been duly appointed and have accepted office. There is no limit to the number of terms an officer may serve, consecutive or otherwise.

Section 3. Resignation. Any officer of the Corporation may resign at any time by giving written notice to the President or Secretary/Treasurer. Such resignation shall take effect at the time specified in the

notice, and its acceptance shall not be necessary to make it effective. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board

Section 4. Removal. Any officer may be removed by the majority vote of the directors then in office, with or without cause.

Section 5. Vacancies. A vacancy in any office due to death, resignation, removal, disqualification or other cause shall be filled by the Board for the unexpired portion of the term.

Section 6. President. The President shall preside at all meetings of the Board. Subject to the control of the Board, the President shall be charged with the general supervision of the policies, business and affairs of the Corporation, and shall perform such other duties as the Board may prescribe from time to time.

Section 7. Vice-President. In the absence of the President, or in the event of the President's death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all powers of and be subject to all the restrictions upon the President.

Section 8. Secretary/Treasurer. The Secretary/Treasurer shall (i) keep or cause to be kept at the principal office of the Corporation, or such other place as the Board directs, a book of minutes of all meetings of directors showing the time and place of the meeting, whether it was regular or special, and if special, how authorized, the notice given, the names of those present and a description of the proceedings at the meeting, (ii) give or cause to be given such notice of the meetings of the Board as required by these Restated Bylaws, (iii) be responsible for the funds of the Corporation, and keep full and accurate accounts of the receipts and disbursements in books maintained at the Corporation's principal offices or such other place as the Board directs, and (iv) perform such other duties as the Board prescribes.

Section 9. Compensation and Expenses. Officers may be compensated for their services as officers in amounts established by the Board from time to time. Upon Board approval, expenses incurred in connection with performance of official duties may be reimbursed to any officer.

ARTICLE V - TRANSACTIONS WITH INTERESTED DIRECTORS OR ADVISORY DIRECTORS

Section 1. Validity of Transaction. No transaction involving the Corporation in which a director or Advisory Director has a direct or indirect interest shall be voidable by the Corporation, or the basis for imposing liability on a director or Advisory Director, solely on the basis of such direct or indirect interest, if the transaction is fair to the Corporation and at the time it was entered into it was approved by (i) the Board, if the material facts of the transaction and the interest of the director or Advisory Director are disclosed or known to the Board, (ii) the Attorney General, or (iii) the circuit court in an action in which the Attorney General is joined as a party .

Section 2. Indirect Interest. For purposes of this Article V, a director or Advisory Director of the Corporation has an indirect interest in a transaction if another entity in which the director or Advisory Director has a material financial interest or in which the director or Advisory Director is a general partner is a party to the transaction, or the transaction is with another entity of which the director or Advisory Director is a director, officer or trustee and the transaction is or should be considered by the Board.

Section 3. Board Approval. For purposes of Section 1 of this Article V, a transaction in which a director or Advisory Director has an interest is authorized, approved or ratified if it receives the affirmative vote of the required number of the directors on the Board who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved or ratified under this Article V by a single

director. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken by the Board if the transaction is otherwise authorized, approved or ratified in any manner as provided in Section 1 of this Article V.

ARTICLE VI

To the fullest extent permitted by the Act, no director or officer of the Corporation shall be liable to the Corporation for monetary damages for conduct as a director or officer. Any amendment to or repeal of this provision or to the Act shall not adversely affect any right or protection of a director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal. No change in the Act shall reduce or eliminate the rights and protection set forth in this Article VI unless the change in the law specifically requires such reduction or elimination.

ARTICLE VII - INDEMNIFICATION

Section 1. Directors, Advisory Directors and Officers The Corporation shall indemnify to the fullest extent permitted by law any person who is made, or threatened to be made, a party to or witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including any action, suit or proceeding by or in the right of the Corporation) by reason of the fact that:

- i. the person is or was a director, advisory director or officer of the Corporation or any of its subsidiaries ;
- ii. the person is or was serving as a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation or any of its subsidiaries; or
- iii. the person is or was serving, at the request of the Corporation or any of its subsidiaries, as a director or officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise.

Section 2. Employees and Other Agents. The Corporation may indemnify its employees and other agents to the fullest extent permitted by law.

Section 3. Advances of Expenses. The expenses incurred by a director, Advisory Director or officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or other- wise, which the director, Advisory Director or officer is made or threatened to be made a party to or witness in, or is otherwise involved in, shall be paid by the Corporation in advance upon writ- ten request of the director, Advisory Director or officer, if he or she:

- i. furnishes the Corporation a written affirmation of his or her good faith belief that he or she is entitled to be indemnified by the Corporation; and
- ii. furnishes the Corporation a written undertaking to repay such advance to the extent that it is ultimately determined by a court that he or she is not entitled to be indemnified by the Corporation. Such advances shall be made without regard to the person's ability to repay such expenses and without regard to the person's ultimate entitlement to indemnification under this Article VII or otherwise

Section 4. Nonexclusivity of Rights. The rights conferred on any person by this Article VII shall be in addition to any rights to which a person may otherwise be entitled under any Articles of Incorporation, Bylaws, agreement, statute, policy of insurance, vote of the Board , or otherwise.

Section 5. Survival of Rights. The rights conferred on any person by this Article VII shall continue as to a person who has ceased to be a director, Advisory Director, officer, employee or agent of the Corporation; and shall inure to the benefit of the heirs, executors and administrators of such person

Section 6. Amendments. Any repeal of this Article VII shall be prospective only and no repeal or modification of this Article VII shall adversely affect any right or protection that is based upon this Article VII and pertains to an act or omission that occurred prior to the time of such repeal or modification.

ARTICLE VIII - CONTRACTS AND BANKING

Section 1. 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 or other depositories as the Board may select.

Section 2. Checks. 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 officers, agent or agents, of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board.

Section 3. Loans. No loan shall be made by or to this Corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. No loans shall be made by the Corporation to its directors or officers.

Section 4. Execution of Documents. The Board may, except as otherwise provided in these Restated Bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

ARTICLE IX - CORPORATE RECORDS AND REPORTS

Section 1. Records. The Corporation shall maintain adequate and correct books, records and accounts of its business and properties. All of such books, records and accounts shall be kept at its place of business as fixed by the Board from time to time, except as otherwise provided by law.

Section 2. Inspection of Articles and Bylaws. The originals or copies of the Corporation 's Restated Articles of Incorporation and these Restated Bylaws, and any amendments to or restatements of such documents, certified by the Secretary/Treasurer, shall be open to inspection by the directors and Advisory Directors at the Corporation's principal executive office at all reasonable times during office hours.

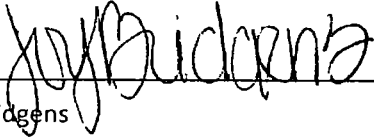
Section 3. Inspection of Books and Records. All books, records and accounts of the Corporation shall be open to inspection by the directors and Advisory Directors in the manner and to the extent required by law.

ARTICLE X - AMENDMENTS

These Restated Bylaws of the Corporation may be altered, amended or repealed and new Bylaws adopted by the vote of a super-majority of the directors at any meeting of the Board.

ARTICLE XI - APPROVAL BY MEMBERS

These Restated Bylaws were adopted February 22, 2014 at a meeting of the Board by a majority of the directors entitled to vote.

A handwritten signature in black ink, appearing to read "Joy Bridgens", written over a horizontal line.

Joy Bridgens

Secretary