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Form **990**Department of the Treasury  
Internal Revenue Service**Return of Organization Exempt From Income Tax**  
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

OMB No 1545-0047

**2013**Open to Public  
Inspection

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

Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**A** For the 2013 calendar year, or tax year beginning **OCT 1, 2013** and ending **SEP 30, 2014****B** Check if applicable

- ☒ Address change  
☒ Name change  
☐ Initial return  
☐ Terminated  
☐ Amended return  
☐ Application pending

**C** Name of organization**CULPEPER WELLNESS FOUNDATION**

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address)

**550 SUNSET LANE**

Room/suite

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

**CULPEPER, VA 22701****F** Name and address of principal officer: **CATHY DALRYMPLE****550 SUNSET LANE, CULPEPER, VA 22701****D** Employer identification number**52-1366700****E** Telephone number**(540) 829-8803****G** Gross receipts \$**4,838,069.****H(a)** Is this a group return

for subordinates?

☐ Yes☒ 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: ☒ 501(c)(3) ☐ 501(c)( ) (insert no ) ☐ 4947(a)(1) or ☐ 527**J** Website: **WWW.CULPEPERHOSPITAL.COM****K** Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other**L** Year of formation **1985****M** State of legal domicile **VA****Part I Summary**

Activities & Governance	<b>1</b>	Briefly describe the organization's mission or most significant activities: <b>THE ORGANIZATION'S MISSION IS TO SUPPORT THE MISSION OF CULPEPER REGIONAL HOSPITAL.</b>		
	<b>2</b>	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	<b>3</b>	Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	<b>11</b>
	<b>4</b>	Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	<b>11</b>
	<b>5</b>	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	<b>5</b>	<b>0</b>
	<b>6</b>	Total number of volunteers (estimate if necessary)	<b>6</b>	<b>11</b>
	<b>7a</b>	Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	<b>0.</b>
<b>7b</b>	Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	<b>0.</b>	
Revenue	<b>8</b>	Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b>	<b>Current Year</b>
	<b>9</b>	Program service revenue (Part VIII, line 2g)	<b>430,790.</b>	<b>453,777.</b>
	<b>10</b>	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<b>2,556,265.</b>	<b>2,443,503.</b>
	<b>11</b>	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<b>338,070.</b>	<b>709,473.</b>
	<b>12</b>	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<b>710,191.</b>	<b>734,378.</b>
Expenses	<b>13</b>	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	<b>4,035,316.</b>	<b>4,341,131.</b>
	<b>14</b>	Benefits paid to or for members (Part IX, column (A), lines 4-10)	<b>397,255.</b>	<b>172,296.</b>
	<b>15</b>	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	<b>0.</b>	<b>0.</b>
	<b>16a</b>	Professional fundraising fees (Part IX, column (A), line 11e)	<b>2,279,077.</b>	<b>2,255,958.</b>
	<b>b</b>	Total fundraising expenses (Part IX, column (D), line 25)	<b>0.</b>	<b>0.</b>
	<b>17</b>	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	<b>1,859,502.</b>	<b>2,020,919.</b>
	<b>18</b>	Total expenses - Add lines 13-17 (must equal Part IX, column (A), line 25)	<b>4,535,834.</b>	<b>4,449,173.</b>
<b>19</b>	Revenue less expenses. Subtract line 18 from line 12	<b>&lt;500,518.&gt;</b>	<b>&lt;108,042.&gt;</b>	
Net Assets or Fund Balances	<b>20</b>	Total assets (Part X, line 16)	<b>Beginning of Current Year</b>	<b>End of Year</b>
	<b>21</b>	Total liabilities (Part X, line 26)	<b>25,679,856.</b>	<b>30,989,476.</b>
	<b>22</b>	Net assets or fund balances. Subtract line 21 from line 20	<b>1,105,330.</b>	<b>1,390,187.</b>
			<b>24,574,526.</b>	<b>29,599,289.</b>

**Part II Signature Block**

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

Sign Here	Signature of officer	<i>Cathy E. Dalrymple</i>	Date	<b>8/13/15</b>
	Type or print name and title	<b>CATHY DALRYMPLE, BOARD CHAIR</b>		
Paid Preparer Use Only	Print/Type preparer's name	<b>PATRICK T. MURTAUGH</b>	Preparer's signature	<i>Patrick T. Murtaugh</i>
	Firm's name	<b>DIXON HUGHES GOODMAN LLP</b>	Date	<b>08/13/15</b>
	Firm's address	<b>111 FRANKLIN RD SE SUITE 501 ROANOKE, VA 24011-2114</b>	Check if self-employed <input type="checkbox"/>	PTIN <b>P01230482</b>
			Firm's EIN	<b>56-0747981</b>
			Phone no	<b>540.989.6144</b>

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

☒ Yes☐ No

**Part III** Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☐**1** Briefly describe the organization's mission:

THE MISSION OF CULPEPER REGIONAL HEALTH SYSTEM IS TO SUPPORT THE ACTIVITIES THAT CARRY OUT THE CHARITABLE PURPOSES OF CULPEPER MEMORIAL HOSPITAL, DBA CULPEPER REGIONAL HOSPITAL.

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

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

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

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

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

**4a** (Code ) (Expenses \$ 1,862,608. including grants of \$ ) (Revenue \$ 1,888,213. )  
 POWELL WELLNESS CENTER, LLC, (PWC) A WHOLLY-OWNED SUBSIDIARY AND DISREGARDED ENTITY, BEGAN OPERATIONS IN AUGUST 2007 AND OPERATES A WELLNESS CENTER CONSISTENT WITH, AND IN SUPPORT OF, THE MISSION OF CULPEPER MEMORIAL HOSPITAL, DBA CULPEPER REGIONAL HOSPITAL.

**4b** (Code ) (Expenses \$ 89,896. including grants of \$ 89,896. ) (Revenue \$ )  
 CRHS FOUNDATION WAS ORGANIZED AND IS OPERATED FOR THE PURPOSE OF SOLICITING, RECEIVING, AND ADMINISTERING GIFTS, GRANTS AND CONTRIBUTIONS FOR THE BENEFIT OF CULPEPER MEMORIAL HOSPITAL, DBA CULPEPER REGIONAL HOSPITAL.

**4c** (Code ) (Expenses \$ 1,277,926. including grants of \$ 82,400. ) (Revenue \$ 1,315,805. )  
 CRHS MANAGES REAL ESTATE PROPERTIES, AN AUXILIARY, A FREE CLINIC AND PROVIDES SCHOLARSHIPS FOR THE PURPOSE OF PROMOTING THE VISION & MISSION OF CULPEPER MEMORIAL HOSPITAL, DBA CULPEPER REGIONAL HOSPITAL. CULPEPER PHYSICIANS GROUP, LLC (DBA CULPEPER ENT), A WHOLLY-OWNED SUBSIDIARY AND DISREGARDED ENTITY, BEGAN OPERATIONS AS A PHYSICIAN PRACTICE, IN SEPTEMBER 2012. THE PRACTICE, WHICH SPECIALIZES IN THE MEDICAL AND SURGICAL TREATMENT OF EAR, NOSE AND THROAT CONDITIONS, WITH AUDIOLOGY AND HEARING DEVICE SERVICES, PROVIDES EXCELLENT PATIENT CARE IN A MANNER CONSISTENT WITH, AND IN SUPPORT OF, THE MISSION OF CULPEPER MEMORIAL HOSPITAL, DBA CULPEPER REGIONAL HOSPITAL.

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

(Expenses \$ including grants of \$ ) (Revenue \$ )

**4e** Total program service expenses ▶ 3,230,430.

**Part IV Checklist of Required Schedules**

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

**Part IV Checklist of Required Schedules** (continued)

	Yes	No
<b>21</b> 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	X	
<b>22</b> 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	X	
<b>23</b> 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	X	
<b>24a</b> 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		X
<b>24b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
<b>24c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
<b>24d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
<b>25a</b> <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
<b>25b</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		X
<b>26</b> 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		X
<b>27</b> 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		X
<b>28</b> 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):		
<b>28a</b> A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
<b>28b</b> A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
<b>28c</b> 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		X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	X	
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
<b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
<b>33</b> 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	X	
<b>34</b> 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	X	
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
<b>35b</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	X	
<b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		X
<b>37</b> 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		X
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

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

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**Part V** Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V ☐

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

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

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

☒**Section A. Governing Body and Management**

	Yes	No
<b>1a</b> Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	11	
<b>1b</b> Enter the number of voting members included in line 1a, above, who are independent	11	
<b>2</b> 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?		X
<b>3</b> 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?		X
<b>4</b> Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
<b>5</b> Did the organization become aware during the year of a significant diversion of the organization's assets?		X
<b>6</b> Did the organization have members or stockholders?	X	
<b>7a</b> 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?	X	
<b>7b</b> Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
<b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>a</b> The governing body?	X	
<b>b</b> Each committee with authority to act on behalf of the governing body?	X	
<b>9</b> 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		X

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

	Yes	No
<b>10a</b> Did the organization have local chapters, branches, or affiliates?		X
<b>b</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?		
<b>11a</b> Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
<b>b</b> Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
<b>12a</b> Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
<b>b</b> Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
<b>c</b> Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
<b>13</b> Did the organization have a written whistleblower policy?	X	
<b>14</b> Did the organization have a written document retention and destruction policy?	X	
<b>15</b> 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?		
<b>a</b> The organization's CEO, Executive Director, or top management official	X	
<b>b</b> Other officers or key employees of the organization	X	
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
<b>16a</b> Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	X	
<b>b</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?	X	

**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    ☒ 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: **DEBRA DODSON - 540-829-8862**  
**550 SUNSET LANE, CULPEPER, VA 22701**

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**Check if Schedule O contains a response or note to any line in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) CONSTANCE KINCHELOE SECRETARY	4.00	X		X				0.	0.	0.
(2) CHARLES CRIST CHAIR	4.00	X		X				0.	0.	0.
(3) SHARON CLARK BOARD MEMBER	2.00	X						0.	0.	0.
(4) RICH HARRINGTON CHAIR, CHRS FOUNDATION	2.00	X						0.	0.	0.
(5) MICHAEL ARMM CHAIR, CRHS REAL ESTATE	2.00	X						0.	0.	0.
(6) BREVARD WALLACE MD CHAIR, POWELL WELLNESS CTR	2.00	X						0.	0.	0.
(7) DR ROBERT A. ROSEN VICE CHAIR	2.00	X		X				0.	0.	0.
(8) NANCY CANNON CHAIR, CRHS FREE CLINIC	2.00	X						0.	0.	0.
(9) SALLY CANAVAN CHAIR, CRHS AUXILIARY	2.00	X						0.	0.	0.
(10) TOM REYNOLDS, MD IMMEDIATE PAST CHAIR	4.00	X		X				0.	0.	0.
(11) CHARLES BARRELL TREASURER	4.00	X		X				0.	0.	0.
(12) H. LEE KIRK JR PRESIDENT/CEO	12.00 40.00			X				0.	451,737.	29,405.
(13) SAMUEL C. MORGAN VICE PRESIDENT/CFO	0.00 40.00			X				0.	156,304.	3,971.
(14) CARL G. NAPPS VICE PRESIDENT/COO	8.00 40.00			X				0.	219,305.	25,547.





**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
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	1 a Federated campaigns	1a	11,946.				
	b Membership dues	1b					
	c Fundraising events	1c	20,778.				
	d Related organizations	1d	34,515.				
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	386,538.				
	g Noncash contributions included in lines 1a-1f \$		108,164.				
	h <b>Total.</b> Add lines 1a-1f			453,777.			
<b>Program Service Revenue</b>	2 a <b>PWC MEMBERSHIP DUES</b>	Business Code	713940	1,533,589.	1,533,589.		
	b <b>CULPEPER PHYSICIAN GRO</b>		900099	854,099.	854,099.		
	c <b>PWC ASSESSMENT FEES</b>		713940	55,815.	55,815.		
	d						
	e						
	f All other program service revenue						
	g <b>Total.</b> Add lines 2a-2f			2,443,503.			
	<b>Other Revenue</b>	3 Investment income (including dividends, interest, and other similar amounts)			302,972.		
4 Income from investment of tax-exempt bond proceeds							
5 Royalties							
6 a Gross rents		(i) Real	895,399.				
b Less rental expenses		(ii) Personal	445,954.				
c Rental income or (loss)			449,445.				
d Net rental income or (loss)				449,445.	449,445.		
7 a Gross amount from sales of assets other than inventory		(i) Securities	406,501.				
b Less cost or other basis and sales expenses		(ii) Other	0.				
c Gain or (loss)			406,501.				
d Net gain or (loss)				406,501.			406,501.
8 a Gross income from fundraising events (not including \$ 20,778. of contributions reported on line 1c). See Part IV, line 18		a	24,847.				
b Less: direct expenses		b	50,984.				
c Net income or (loss) from fundraising events				<26,137.>			<26,137.>
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							
<b>Miscellaneous Revenue</b>							
11 a <b>PWC OTHER REVENUE</b>	Business Code	900099	242,981.	242,981.			
b <b>PWC MISC INCOME</b>		713940	30,165.	30,165.			
c <b>PWC CAFE</b>		722210	22,263.	22,263.			
d All other revenue		900099	15,661.	15,661.			
e <b>Total.</b> Add lines 11a-11d			311,070.				
12 <b>Total revenue.</b> See instructions.			4,341,131.	3,204,018.	0.	683,336.	

**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	87,396.	87,396.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	84,900.	84,900.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	1,911,403.	1,489,048.	422,355.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	331,762.	265,651.	66,111.	
10 Payroll taxes	12,793.	12,793.		
11 Fees for services (non-employees):				
a Management	66,675.	66,675.		
b Legal	173,206.		173,206.	
c Accounting	51,430.		51,430.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	23,460.		23,460.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	921.		921.	
12 Advertising and promotion	212,997.	18,881.	194,116.	
13 Office expenses	238,054.	209,991.	23,306.	4,757.
14 Information technology				
15 Royalties				
16 Occupancy	95,058.	83,600.	11,458.	
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	18,302.		18,302.	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	414,137.	410,912.	3,225.	
23 Insurance	49,945.	46,797.	3,148.	
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 UTILITIES	174,293.	174,293.		
b REPAIRS & MAINTENANCE	45,386.	45,386.		
c MINOR EQUIPMENT	9,966.	8,825.	1,141.	
d DUES & SUBSCRIPTIONS	9,739.		9,739.	
e All other expenses	437,350.	225,282.	191,181.	20,887.
25 Total functional expenses. Add lines 1 through 24e	4,449,173.	3,230,430.	1,193,099.	25,644.
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
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing	831,262.	<b>1</b>	1,200,133.
	<b>2</b> Savings and temporary cash investments		<b>2</b>	
	<b>3</b> Pledges and grants receivable, net		<b>3</b>	
	<b>4</b> Accounts receivable, net	215,824.	<b>4</b>	50,540.
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		<b>5</b>	
	<b>6</b> 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		<b>6</b>	
	<b>7</b> Notes and loans receivable, net	64,529.	<b>7</b>	52,902.
	<b>8</b> Inventories for sale or use	13,640.	<b>8</b>	11,312.
	<b>9</b> Prepaid expenses and deferred charges	14,547.	<b>9</b>	9,410.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	<b>10a</b> 20,434,362.		
	<b>b</b> Less accumulated depreciation	<b>10b</b> 5,996,143.		
	<b>11</b> Investments - publicly traded securities	14,975,085.	<b>10c</b>	14,438,219.
	<b>12</b> Investments - other securities. See Part IV, line 11	7,573,986.	<b>11</b>	13,282,926.
	<b>13</b> Investments - program-related. See Part IV, line 11	1,800,319.	<b>12</b>	1,841,581.
	<b>14</b> Intangible assets		<b>13</b>	
	<b>15</b> Other assets. See Part IV, line 11	54,034.	<b>14</b>	50,350.
<b>16</b> <b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	136,630.	<b>15</b>	52,103.	
<b>17</b> Accounts payable and accrued expenses	25,679,856.	<b>16</b>	30,989,476.	
<b>18</b> Grants payable	236,279.	<b>17</b>	299,887.	
<b>19</b> Deferred revenue		<b>18</b>		
<b>20</b> Tax-exempt bond liabilities	14,973.	<b>19</b>	15,382.	
<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D		<b>20</b>		
<b>22</b> 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		<b>21</b>		
<b>23</b> Secured mortgages and notes payable to unrelated third parties		<b>22</b>		
<b>24</b> Unsecured notes and loans payable to unrelated third parties		<b>23</b>		
<b>25</b> 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		<b>24</b>		
<b>26</b> <b>Total liabilities.</b> Add lines 17 through 25	854,078.	<b>25</b>	1,074,918.	
<b>27</b> <b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>	1,105,330.	<b>26</b>	1,390,187.	
<b>28</b> Unrestricted net assets				
<b>29</b> Temporarily restricted net assets	23,421,971.	<b>27</b>	28,310,666.	
<b>30</b> Permanently restricted net assets	986,541.	<b>28</b>	1,122,609.	
<b>31</b> <b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>	166,014.	<b>29</b>	166,014.	
<b>32</b> Capital stock or trust principal, or current funds		<b>30</b>		
<b>33</b> Paid-in or capital surplus, or land, building, or equipment fund		<b>31</b>		
<b>34</b> Retained earnings, endowment, accumulated income, or other funds		<b>32</b>		
<b>35</b> Total net assets or fund balances	24,574,526.	<b>33</b>	29,599,289.	
<b>36</b> Total liabilities and net assets/fund balances	25,679,856.	<b>34</b>	30,989,476.	

Form 990 (2013)

**Part XI Reconciliation of Net Assets**

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

☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	4,341,131.
2	Total expenses (must equal Part IX, column (A), line 25)	2	4,449,173.
3	Revenue less expenses. Subtract line 2 from line 1	3	<108,042.>
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	24,574,526.
5	Net unrealized gains (losses) on investments	5	132,667.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	204,334.
9	Other changes in net assets or fund balances (explain in Schedule O)	9	4,795,804.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	29,599,289.

**Part XII Financial Statements and Reporting**

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

☒

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
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?		X
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form 990 (2013)

**SCHEDULE A**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.  
▶ Attach to Form 990 or Form 990-EZ.

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

OMB No 1545-0047

**2013**

Open to Public  
Inspection

Name of the organization

**CULPEPER WELLNESS FOUNDATION**

Employer identification number

**52-1366700**

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

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

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: \_\_\_\_\_
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 11 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h
- a ☐ Type I      b ☐ Type II      c ☒ Type III - Functionally integrated      d ☐ Type III - Non-functionally integrated
- e ☒ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☒
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
CULPEPER MEMORIAL HOSPITAL	54-0622371	03	X		X		X		87,396.
<b>Total</b>	<b>1</b>								<b>87,396.</b>

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

Schedule A (Form 990 or 990-EZ) 2013

332021  
09-25-13

**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 <b>Total.</b> 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 <b>Public support.</b> 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 <b>Total support.</b> Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 <b>First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	%
16a <b>33 1/3% support test - 2013.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b <b>33 1/3% support test - 2012.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
17a <b>10% -facts-and-circumstances test - 2013.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b <b>10% -facts-and-circumstances test - 2012.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
18 <b>Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>		

Schedule A (Form 990 or 990-EZ) 2013

**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 <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

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

**Section D. Computation of Investment Income Percentage**

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

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

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

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



## Part-IV

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

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

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

OMB No 1545-0047

**2013**Open to Public  
Inspection

Name of the organization

CULPEPER WELLNESS FOUNDATION

Employer identification number

52-1366700

**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?		<input type="checkbox"/> Yes <input type="checkbox"/> 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?		<input type="checkbox"/> Yes <input type="checkbox"/> 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)

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> 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
1c Beginning balance	
1d Additions during the year	
1e Distributions during the year	
1f Ending balance	

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	195,052.	197,250.	165,761.	164,185.	163,583.
b Contributions					
c Net investment earnings, gains, and losses	6,615.	<2,198.>	31,489.	1,576.	602.
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	201,667.	195,052.	197,250.	165,761.	164,185.

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

- a Board designated or quasi-endowment ► 17.70 %  
b Permanent endowment ► 82.30 %  
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:

- (i) unrelated organizations  
(ii) related organizations

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

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

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

**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		2,378,632.		2,378,632.
b Buildings		13,302,347.	3,911,147.	9,391,200.
c Leasehold improvements		6,994.	2,866.	4,128.
d Equipment		3,941,050.	2,018,109.	1,922,941.
e Other		805,339.	64,021.	741,318.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c))				14,438,219.

Schedule D (Form 990) 2013

**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) INVESTMENTS IN AFFILIATES	60,867.	COST
(B) ASSETS WHOSE USE IS		
(C) LIMITED	1,780,714.	COST
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶	1,841,581.	

**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) DUE TO CMH	1,049,606.
(3) ANNUITY PAYABLE	25,312.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	1,074,918.

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

Schedule D (Form 990) 2013

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

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

1	Total revenue, gains, and other support per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5	

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.**

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

1	Total expenses and losses per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5	

**Part XIII Supplemental Information.**

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

**PART V, LINE 4:**

**EXPLANATION: ENDOWMENT FUNDS ARE TO BE USED TO SUPPORT THE MISSION OF CULPEPER MEMORIAL HOSPITAL.**

**PART X, LINE 2:**

**EXPLANATION: MANAGEMENT HAS RECEIVED A TAX DETERMINATION LETTER FROM THE INTERNAL REVENUE SERVICE INDICATING THAT CRHS AND THE HOSPITAL ARE EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AS ORGANIZATIONS OTHER THAN A PRIVATE FOUNDATION. FEDERAL TAX LAW REQUIRES THAT CRHS AND THE HOSPITAL BE OPERATED IN A MANNER CONSISTENT WITH ITS EXEMPTION APPLICATION IN ORDER TO MAINTAIN ITS EXEMPT STATUS.**

**MANAGEMENT HAS ANALYZED THE OPERATIONS OF CRHS AND THE HOSPITAL AND**

**Part XIII** Supplemental Information (continued)

CONCLUDED THAT THEY REMAIN IN COMPLIANCE WITH THE REQUIREMENTS FOR  
EXEMPTION. CRHS AND THE HOSPITAL ARE ALSO EXEMPT FROM STATE INCOME TAXES  
UNDER APPLICABLE STATE STATUTES. THE SYSTEM HAS DETERMINED THAT IT DOES  
NOT HAVE ANY MATERIAL UNRECOGNIZED TAX BENEFIT OR OBLIGATION AS OF  
SEPTEMBER 30, 2014. FISCAL YEARS ENDING ON OR AFTER SEPTEMBER 30, 2011,  
REMAIN SUBJECT TO EXAMINATION BY FEDERAL AND STATE AUTHORITIES.

Department of the Treasury  
Internal Revenue Service

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

▶ **Attach to Form 990 or Form 990-EZ.**

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

OMB No. 1545-0047

2013

### Open To Public Inspection

Name of the organization

**CULPEPER WELLNESS FOUNDATION**

Employer identification number

52-1366700

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

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

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

- 2 a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

☐ Yes☐ No

- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
<b>Total</b>						

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

[illegible]

**Part II Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		GALA (event type)	GOLF (event type)	NONE (total number)	
Revenue	1	Gross receipts	17,625.	28,000.	45,625.
	2	Less: Contributions	2,538.	18,240.	20,778.
	3	Gross income (line 1 minus line 2)	15,087.	9,760.	24,847.
Direct Expenses	4	Cash prizes			
	5	Noncash prizes		3,364.	3,364.
	6	Rent/facility costs	3,500.	325.	3,825.
	7	Food and beverages	22,022.	4,697.	26,719.
	8	Entertainment	5,545.		5,545.
	9	Other direct expenses	2,817.	8,714.	11,531.
	10	Direct expense summary. Add lines 4 through 9 in column (d)			50,984.
	11	Net income summary. Subtract line 10 from line 3, column (d)			<26,137.>

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1	Gross revenue			
	2	Cash prizes			
Direct Expenses	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
	7	Direct expense summary. Add lines 2 through 5 in column (d)			
	8	Net gaming income summary. Subtract line 7 from line 1, column (d)			

9 Enter the state(s) in which the organization operates gaming activities: \_\_\_\_\_

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

b If "No," explain: \_\_\_\_\_

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

b If "Yes," explain: \_\_\_\_\_



- 11 Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13 Indicate the percentage of gaming activity operated in:
- |                               |     |   |
|-------------------------------|-----|---|
| a The organization's facility | 13a | % |
| b An outside facility         | 13b | % |
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► \_\_\_\_\_

Address ► \_\_\_\_\_

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

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

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

Name ► \_\_\_\_\_

Address ► \_\_\_\_\_

- 16 Gaming manager information:

Name ► \_\_\_\_\_

Gaming manager compensation ► \$ \_\_\_\_\_

Description of services provided ► \_\_\_\_\_

☐ Director/officer ☐ Employee ☐ Independent contractor

- 17 Mandatory distributions:

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

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

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

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

Name of the organization

**Employer identification number**  
**52-1366700**

**CULPEPER WELLNESS FOUNDATION**

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
---------	---

[illegible]

- |           |   |
|-----------|---|
| <b>1.</b> |   |
| <b>2</b>  | Enter total number of section 501(c)(3) and government organizations listed in the line 1 table |
| <b>3</b>  | Enter total number of other organizations listed in the line 1 table                            |
| <b>1.</b> | ▲   |
| <b>0.</b> | ▲   |

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

Schedule I (Form 990) (2013)

(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
SCHOLARSHIPS	34	84,900.	0.		

Part IV

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

PART I, LINE 2:

EXPLANATION: PART I LINE 2

LOCAL SCHOLARSHIPS

TWO GRADUATING HIGH SCHOOL STUDENTS FROM EACH OF THE TWO CULPEPER HIGH

SCHOOLS WHO ARE PURSUING A NURSING OR OTHER MEDICAL CAREER ARE ELIGIBLE TO

APPLY FOR SCHOLARSHIPS AWARDED BY THE FOUNDATION. APPLICANTS MUST SUBMIT

AN APPLICATION THAT INCLUDES AN ESSAY EXPLAINING THEIR DESIRE TO PURSUE THE

DESIGNATED AREA OF STUDY. GUIDANCE STAFF AT THE RESPECTIVE HIGH SCHOOLS

**Part IV** Supplemental Information

REVIEW APPLICATIONS AND SELECT THE WINNERS.

ASSISTANCE TO CULPEPER REGIONAL HOSPITAL IS FOR SPECIFIC PROPERTY AND EQUIPMENT PURCHASES AS APPROVED BY THE FOUNDATION. RECORDS ARE CENTRALIZED AND PURCHASES OF THE APPROVED ITEMS CAN BE MONITORED.

SCH I, PART I, LINE 2

EXPLANATION: CRHS SCHOLARSHIPS:

EMPLOYEES OF CRH & CRHS THAT ARE EMPLOYED FULL-TIME, PART-TIME OR LEASED AND HAVE BEEN ACCEPTED INTO A PROGRAM IDENTIFIED AS AN AREA OF NEED WITHIN THE ORGANIZATION ARE ELIGIBLE TO APPLY FOR ASSISTANCE FROM CRHS.

APPLICANTS MUST:

- APPLY PRIOR TO COMMENCEMENT OF THE COURSE OR PROGRAM OF STUDY
- COMPLETE AN APPLICATION, INCLUDING A 400-500 WORD ESSAY
- PROVIDE COURSE REGISTRATION, TUITION BILL AND OTHER DOCUMENTATION

SUPPORTING REQUEST

- PROVIDE LETTER OF ACCEPTANCE INTO PROGRAM, AS APPLICABLE
- PROVIDE TRANSCRIPTS AND MAINTAIN A MINIMUM GPA OF 3.0

THE EDUCATION ASSISTANCE COMMITTEE REVIEWS ALL APPLICATIONS AND APPROVES THE ASSISTANCE REQUEST BASED ON THE APPLICANT'S COURSE OF STUDY AND EDUCATION TRACK AS RELEVANT TO THE NEEDS OF CRHS. ASSISTANCE IS GRANTED ANNUALLY AND PAID BY SEMESTERS. APPROVALS ARE ONLY VALID FOR COURSES APPROVED EACH SEMESTER AND THE RECIPIENT MUST SUBMIT APPLICATIONS FOR RENEWAL EACH SEMESTER, ALONG WITH TRANSCRIPTS OF THE PREVIOUS SEMESTER'S GRADES TO ENSURE THE MINIMUM GPA OF 3.0 IS BEING

**Part IV** Supplemental Information

MET.

TUITION ASSISTANCE AMOUNTS ARE INTENDED TO COVER TUITION, FEES, BOOKS  
AND OTHER NECESSARY ITEMS NEEDED TO COMPLETE THE COURSES.

DOCUMENTATION OF PROOF OF COST IS NECESSARY.

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

OMB No 1545-0047

**2013**

Open to Public  
Inspection

Name of the organization

**CULPEPER WELLNESS FOUNDATION**

Employer identification number

**52-1366700**

**Part I Questions Regarding Compensation**

**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

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

**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

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

**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

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

**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

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

**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III

**6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III

**7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

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

Yes No

**1b**

**2**

**4a**

**4b**

**4c**

**5a**

**5b**

**6a**

**6b**

**7**

**8**

**9**

**X**

**X**

**X**

**X**

**X**

**X**

**X**

**X**

**X**



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.

PART I, LINE 4A:

EXPLANATION: SAM MORGAN, SENIOR VICE PRESIDENT & CFO, RECEIVED SEVERANCE

PAY IN THE AMOUNT OF \$44,243 FROM MAY TO SEPTEMBER 2014.



**SCHEDULE M**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Noncash Contributions**

OMB No 1545-0047

**2013**

Open to Public  
Inspection

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

▶ **Attach to Form 990.**

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

Name of the organization

**CULPEPER WELLNESS FOUNDATION**

Employer identification number

**52-1366700**

**Part I** **Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications	X		108,164.	FMV
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ ( )				
26 Other ▶ ( )				
27 Other ▶ ( )				
28 Other ▶ ( )				

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

**29**

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

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

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

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

**b** If "Yes," describe in Part II.

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

Yes No

30a		X
31		X
32a		X

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

Schedule M (Form 990) (2013)

## Part II

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

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

OMB No 1545-0047

**2013**

Open to Public  
Inspection

Name of the organization

CULPEPER WELLNESS FOUNDATION

Employer identification number  
52-1366700

FORM 990, PART VI, SECTION A, LINE 6:

EXPLANATION: IN ACCORDANCE WITH THE ARTICLES OF INCORPORATION, THE  
CORPORATION SHALL HAVE THREE CLASSES OF MEMBERSHIP: 1) LIFE MEMBERS; 2)  
HONORARY MEMBERS; AND 3) ADVISORY MEMBERS.

FORM 990, PART VI, SECTION A, LINE 7A:

EXPLANATION: LIFE MEMBERS HAS THE RIGHT TO VOTE ON THE ELECTION,  
APPOINTMENT, OR REMOVAL OF DIRECTORS. LIFE MEMBERS ALSO HAVE THE RIGHT TO  
VOTE ON ANY AMENDMENT TO THE ARTICLES OF INCORPORATION THAT AFFECTS THE  
VOTING RIGHTS.

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

EXPLANATION: THE FORM 990 IS PREPARED WITH ASSISTANCE FROM AN OUTSIDE  
ACCOUNTING FIRM, AND REVIEWED BY THE CHIEF FINANCIAL OFFICER AND CONTROLLER  
OF THE HOSPITAL, AS WELL BY A SUBCOMMITTEE OF THE BOARD OF DIRECTORS, AS  
APPOINTED, OF THE ORGANIZATION. A COPY OF THE FORM 990 IS MADE AVAILABLE TO  
EACH OF THE ORGANIZATION'S BOARD MEMBERS FOR THEIR REVIEW AND COMMENT PRIOR  
TO FILING.

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

EXPLANATION: THE ORGANIZATION HAS ADOPTED A CONFLICT OF INTEREST POLICY  
ADOPTED BY CULPEPER REGIONAL HOSPITAL. ANNUALLY, EACH BOARD MEMBER MUST  
DISCLOSE ANY CONFLICTS OF INTEREST WITH THE ORGANIZATION OR ANY OTHER BOARD  
MEMBERS. IN ADDITION TO THE ANNUAL DISCLOSURE, EACH MEETING OF THE BOARD  
BEGINS WITH A VOLUNTARY VERBAL SELF-DISCLOSURE OF ANY CONFLICTS WITH ANY  
ITEMS ON THE AGENDA. AS ADDITIONAL ISSUES ARISE DURING THE COURSE OF A

Name of the organization

CULPEPER WELLNESS FOUNDATION

Employer identification number

52-1366700

MEETING, A SIMILAR SELF-DISCLOSURE IS EXPECTED TO BE MADE. IF SELF-DISCLOSURES ARE NOT FORTH-COMING, THE BOARD MEMBERS ARE ENCOURAGED TO RAISE THE POSSIBILITY OF POTENTIAL CONFLICTS WITH REGARD TO OTHER BOARD MEMBERS. DURING THE COURSE OF DOING BUSINESS, IF CONFLICTS ARE SUSPECTED BY ANYONE AFFILIATED WITH THE ORGANIZATAION WITH REGARD TO KEY EMPLOYEES, OFFICERS, OR BOARD MEMBERS, THEY ARE ENCOURAGED TO NOTIFY THE CHIEF EXECUTIVE OFFICER OF THEIR SUSPICIONS. THE CEO WILL INVESTIGATE, EMPLOYING LEGAL COUNSEL AS NECESSARY, AND WILL RESOLVE AS APPROPRIATE. ULTIMATELY IT IS THE RESPONSIBILITY OF THE CHIEF EXECUTIVE OFFICER AND THE CHAIRMAN OF THE BOARD TO ENFORCE THE POLICY.

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

EXPLANATION: CRHS RELIES UPON CMH, DBA CULPEPER REGIONAL HOSPITAL, WHICH USES AN INDEPENDENT COMPENSATION CONSULTANT, WRITTEN EMPLOYMENT CONTRACT, COMPENSATION SURVEY OR STUDY, AND APPROVAL BY BOARD OR COMPENSATION COMMITTEE TO ESTABLISH THE COMPENSATION OF TOP MANAGERS AND OFFICERS.

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

EXPLANATION: THIS ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.

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

K-1 PHYSICIANS OFFICE BUILDING	-43,343.
DISTRIBUTION FROM RELATED PARTY-CULPEPER HOSPITAL	5,000,000.
BAD DEBT	-16,102.
BOOK-TAX GRANTS & EXPENSE ADJ	-150,324.
EQUITY TRANSFERS FROM RELATED PARTIES	5,587.

Name of the organization

CULPEPER WELLNESS FOUNDATION

Employer identification number

52-1366700

ROUNDING

-14.

TOTAL TO FORM 990, PART XI, LINE 9

4,795,804.

FORM 990, PART XII, LINE 2C

EXPLANATION: THE AUDIT COMMITTEE RESPONSIBILITY & OVERSIGHT PROCESS HAS  
NOT CHANGED FROM THE PRIOR YEAR.

FORM 990, PART V, LINE 2A

EXPLANATION: SALARIES INCURRED BY CULPEPER REGIONAL HOSPITAL, ON BEHALF  
OF THIS FILING ENTITY CULPEPER REGIONAL HEALTH SYSTEM & ITS  
SUBSIDIARIES, ARE ALLOCATED APPROPRIATELY. THE ALLOCATED WAGES &  
BENEFITS APPEAR AS EXPENSES ON THIS FORM 990, PART IX, LINES 7 & 9,  
HOWEVER, ALL WAGES ARE PAID BY, AND FORM W-2S ARE ISSUED THROUGH, THE  
HOSPITAL.

**SCHEDULE R**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Related Organizations and Unrelated Partnerships**

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

▶ Attach to Form 990.

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

OMB No. 1545-0047

**2013**

Open to Public  
Inspection

Name of the organization

Employer identification number  
**52-1366700**

**CULPEPER WELLNESS FOUNDATION**

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
POWELL WELLNESS CENTER - 20-4803079 1005 GOLF DRIVE CULPEPER, VA 22701	WELLNESS CENTER	VIRGINIA	2,208,835.	8,825,884. CWF	
CULPEPER PHYSICIANS GROUP LLC - 45-5590868 501 SUNSET LANE CULPEPER, VA 22701	PHYSICIAN PRACTICE	VIRGINIA	866,360.	351,529. CWF	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
CULPEPER REGIONAL HOSPITAL - 54-0622371 501 SUNSET LANE CULPEPER, VA 22701	COMMUNITY HOSPITAL	VIRGINIA	501(C)(3)	170B1 (A) III	CWF		X

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

Schedule R (Form 990) 2013



**Part V Transactions With Related Organizations** Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36**Note.** Complete line 1 if any entry is listed in Parts II, III, or IV of this schedule.**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?**a** Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity**b** Gift, grant, or capital contribution to related organization(s)**c** Gift, grant, or capital contribution from related organization(s)**d** Loans or loan guarantees to or for related organization(s)**e** Loans or loan guarantees by related organization(s)**f** Dividends from related organization(s)**g** Sale of assets to related organization(s)**h** Purchase of assets from related organization(s)**i** Exchange of assets with related organization(s)**j** Lease of facilities, equipment, or other assets to related organization(s)**k** Lease of facilities, equipment, or other assets from related organization(s)**l** Performance of services or membership or fundraising solicitations for related organization(s)**m** Performance of services or membership or fundraising solicitations by related organization(s)**n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)**o** Sharing of paid employees with related organization(s)**p** Reimbursement paid to related organization(s) for expenses**q** Reimbursement paid by related organization(s) for expenses**r** Other transfer of cash or property to related organization(s)**s** Other transfer of cash or property from related organization(s)**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) CULPEPER REGIONAL HOSPITAL	J	353,440.COST	
(2) CULPEPER REGIONAL HOSPITAL	S	5,000,000.COST	
(3) CULPEPER REGIONAL HOSPITAL	B	87,396.COST	
(4)			
(5)			
(6)	44		





Schedule R (Form 990) 2015		CSH
<b>Part VII</b>	<b>Supplemental Information</b>	

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

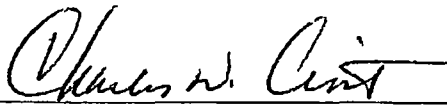
**ARTICLES OF RESTATEMENT  
TO THE  
ARTICLES OF INCORPORATION OF  
CULPEPER REGIONAL HEALTH SYSTEM**

The undersigned, on behalf of the nonstock corporation set forth below, pursuant to Title 13.1, Chapter 10 of the Code of Virginia, states as follows:

1. The name of the corporation is Culpeper Regional Health System (the "Corporation").
2. The restatement contains amendments to the Articles of Incorporation of the Corporation.
3. The text of the Amended and Restated Articles of Incorporation is attached hereto and is incorporated herein by reference.
4. The Amended and Restated Articles of Incorporation were adopted on June 25, 2014 at a meeting of the Board of Directors by a vote of at least two-thirds of the directors in office. Member approval was not required because the Corporation has no members with voting rights with regard to the changes made within the Amended and Restated Articles of Incorporation.
5. The Amended and Restated Articles of Incorporation will take effect on October 1, 2014.

**CULPEPER REGIONAL HEALTH SYSTEM**

By: \_\_\_\_\_



Name: Charles W. Crist

Its: Chair, Board of Directors

Dated: 9/12/14

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
of  
CULPEPER WELLNESS FOUNDATION  
A Virginia Nonstock Corporation**

**ARTICLE I  
NAME**

The name of the Corporation is Culpeper Wellness Foundation (the "Corporation").

**ARTICLE II  
PURPOSE**

2.1 The Corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Such purposes included, but are not limited to, the promotion of health and wellness and the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. In furtherance of such charitable, educational and scientific purposes, the Corporation shall have the power to conduct all lawful affairs, take all such action, and perform all such acts, not required to be stated in the articles of incorporation for nonstock corporations described within the Virginia Nonstock Corporation Act, all subject to limitations on the nature and extent of such activities applicable to organizations exempt from federal income taxation under Section 501(c)(3) of the Code.

2.2 For any period in which the Corporation operates as a "private foundation," as defined by Section 509(a) of the Code, the Corporation shall be subject to the following restrictions and prohibitions:

(a) The Corporation will distribute its income for each tax year at a time in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any future federal tax code.

(b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code.

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding section of any future federal tax code.

(d) The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal tax code.

(e) The Corporation will not make any taxable expenditures as defined in

Section 4945(d) of the Code, or the corresponding section of any future federal tax code.

### **ARTICLE III RESTRICTIONS**

The Corporation may engage only in activities that may be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue law and by a corporation to which contributions are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States internal revenue law. No part of the net earnings of the Corporation shall inure to the benefit of any Director or Officer of the Corporation or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and may make payments or distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; nor shall the Corporation participate or intervene (including by publishing or distributing statements) in any political campaign on behalf of or in opposition to any candidate for public office.

### **ARTICLE IV MEMBERS**

#### **4.1 Qualifications of Members.**

(a) The Corporation shall have three classes of members: (i) Life Members, (ii) Honorary Members, and (iii) Advisory Members.

(b) The following persons shall be Life Members of the Corporation:

(i) All persons designated in the Corporation's records as Life Members of the Corporation as of December 31, 2008;

(ii) All persons who serve as a director or Trustee of the Corporation or any entity of which the Corporation is the sole member after December 31, 2008; and

(iii) All persons who reside in the service area of Culpeper Memorial Hospital, Incorporated or the successor owner of the licensed inpatient hospital located in Culpeper County, Virginia (the "Hospital") or maintain a place of business in the service area of the Hospital and whose cumulative gifts to the Corporation and entities of which the Corporation is the sole member shall exceed an amount set by the Board of Directors from time to time, provided that no person who has become a Life Member shall lose life membership status because the Board of Directors subsequently increases that amount.

(c) A Life Member shall lose life membership status in the event that the Life Member shall no longer reside within the service area of the Hospital or shall no longer maintain

a place of business within the service area of the Hospital, unless and provided that the Life Member shall have indicated to the Board of Directors before removal from the service area of the desire of the Life Member to continue life membership status. The Board of Directors shall review the life membership list each year prior to giving the Members notice of the annual meeting for such year, and it shall add as new Life Members those persons so qualifying and it shall terminate as Life Members those resigning, those who are deceased, those for which the corporate status has been terminated, and all others no longer meeting the qualifications provided in these Articles.

(d) The Board of Directors may designate individuals who have demonstrated support for the Hospital and its activities as Honorary Members or Advisory Members of the Corporation; provided, however, that the Board of Directors shall not be required to designate any Honorary Members or Advisory Members. Neither Honorary Members nor Advisory Members shall have any voting rights.

(e) For purposes of these Articles, the service area of the Hospital shall be determined by the Corporation's Board of Directors in its sole discretion. A determination by the Board of Directors as to the membership status of any person shall be conclusive.

4.2 Membership Rights. Any Member may attend Members' meetings and originate and participate in discussion of any subject properly before a meeting. Life Members shall have the exclusive right to vote on the election, appointment or removal of Directors, and the Life Members must approve all amendments to the Articles of Incorporation affecting the right of the Life Members to vote on the election, appointment or removal of Directors. All other voting power, including, but not limited to, the power to vote on amending other provisions of the Articles of Incorporation, shall be vested exclusively in the Board of Directors.

## **ARTICLE V DIRECTORS**

The number of and qualifications for Directors shall be fixed in the Bylaws. All Directors shall be elected at each annual meeting of the Members by a plurality of the votes cast by the Members entitled to vote. Directors shall hold office for one (1) year terms and may be re-elected or re-appointed; provided, however, that the Directors may not serve more than nine (9) consecutive terms. The Board of Directors shall be the governing body of the Corporation.

## **ARTICLE VI DISSOLUTION**

Upon the dissolution of this Corporation, any assets remaining after payment (or provision for payment) of all claims against it shall be distributed to an organization exempt from income tax under Section 501(c)(3) of the Code as may be designated by the Board of Directors of the Corporation. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction in the county in which the principal office of the Corporation is then located,

exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VII**

### **LIMIT ON LIABILITY AND INDEMNIFICATION**

7.1 Definitions. For purposes of this Article, the following definitions shall apply:

(a) "Corporation" means this Corporation (including each non-surviving entity of the merger effective on December 31, 2008) only and no predecessor entity or other legal entity;

(b) "Expenses" include counsel fees, expert witness fees, and costs of investigation, litigation and appeal, as well as any amounts expended in asserting a claim for indemnification;

(c) "Liability" means the obligation to pay a judgment, settlement, penalty, fine, or other such obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan;

(d) "Legal Entity" means a corporation, partnership, joint venture, trust, employee benefit plan or other enterprise;

(e) "Predecessor Entity" means a legal entity the existence of which ceased upon its acquisition by the Corporation in a merger or otherwise; and

(f) "Proceeding" means any threatened, pending, or completed action, suit, proceeding or appeal whether civil, criminal, administrative or investigative and whether formal or informal.

7.2 Limit on Liability. In every instance in which the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation or its members, the Directors and officers of the Corporation shall not be liable to the Corporation or its Members.

7.3 Indemnification of Directors and Officers.

(a) The Corporation shall indemnify any individual who is, was or is threatened to be made a party to a proceeding (including a proceeding by or in the right of the Corporation or by or in behalf of its Members) because such individual is or was a Director or officer of the Corporation, or because such individual is or was serving the Corporation or any other legal entity in any capacity at the request of the Corporation while a Director or officer of the Corporation, against all liabilities and reasonable expenses incurred in the proceeding except

such liabilities and expenses as are incurred because of such individual's willful misconduct or knowing violation of the criminal law. Service as a director or officer of a legal entity controlled by the Corporation shall be deemed service at the request of the Corporation.

(b) The determination that indemnification under this Section is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made, in the case of a Director, in accordance with Section 13.1-880 of the Code of Virginia, as amended or in any successor statute thereto, and in the case of an officer, as provided in Section 7.4 below; provided, however, that if a majority of the Directors of the Corporation has changed after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the Board of Directors and such person.

(c) Until a determination has been made that indemnification is not permissible, if such determination is made at all, the Corporation shall make advances and reimbursements for expenses incurred by a Director or officer in a proceeding upon receipt of an undertaking (as used in Section 13.1-878 of the Code of Virginia, as amended or in any successor statute thereto), from such Director or officer to repay the same if it is ultimately determined that such Director or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the Director or officer and shall be accepted without reference to such Director's or officer's ability to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere ("no contest") or its equivalent shall not of itself create a presumption that a Director or officer acted in such a manner as to make such Director or officer ineligible for indemnification. The Corporation is authorized to contract in advance to indemnify and make advances and reimbursements for expenses to any of its Directors or officers to the same extent provided in this Section.

(d) In accordance with Section 13.1-879.1 of the Code of Virginia, as amended or in any successor statute thereto, the corporation shall indemnify an individual who has been fully adjudged liable for willful misconduct or a knowing violation of the criminal law, if a court should determine upon application that, despite the adjudication or liability, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification.

#### 7.4 Indemnification of Others.

(a) The Corporation may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements for expenses to its Directors and officers pursuant to Section 7.3 above provide indemnification and make advances and reimbursements for expenses to the directors, officers, committee members, Oversight Board members (as described in the Bylaws), and employees and agents of the Corporation, its subsidiaries and predecessor entities, and any person serving any other legal entity in any capacity at the request of the Corporation, and may contract in advance to do so. The Corporation shall to the same extent that it is required to provide indemnification and make



advances and reimbursements for expenses to its Directors and officers pursuant to Section 7.3 above provide indemnification to the officers and Oversight Board members of the Corporation (as defined in the Bylaws).

(b) The determination that indemnification under this Section is permissible, the authorization of such indemnification and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board of Directors, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law. No person's rights under Section 7.3 of this Article shall be limited by the provisions of this Section.

#### 7.5 Miscellaneous.

(a) The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors and administrators. Special legal counsel selected to make determinations under this Article may be counsel for the Corporation. Indemnification pursuant to the Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Corporation and indemnification under policies of insurance purchased and maintained by the Corporation to the extent he is indemnified by another, including an insurer.

(b) The Corporation is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to the Corporation or any other legal entity at the request of the Corporation regardless of the Corporation's power to indemnify against such liability. The provisions of this Article shall not be deemed to preclude the Corporation from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above. If any provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article, and to this end the provisions of this Article are severable.

7.6 Amendment. No amendment, modification or repeal of this Article shall diminish the rights provided hereunder to any person arising from conduct or events occurring before the adoption of such amendment, modification or repeal.

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, OCTOBER 1, 2014

The State Corporation Commission has found the accompanying articles submitted on behalf of  
Culpeper Wellness Foundation (formerly Culpeper Regional Health System  
)

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it  
is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the  
Commission, effective October 1, 2014, at 12:01 AM.

The corporation is granted the authority conferred on it by law in accordance with the articles,  
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, reading "Judith Williams Jagdmann". The signature is written in a cursive, flowing style.

Judith Williams Jagdmann  
Commissioner



COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

Office of the Clerk

October 1, 2014

MICHAEL R NEWBY  
HANCOCK DANIEL ET AL  
4701 COX RD STE 400  
GLEN ALLEN, VA 23060

RECEIPT

RE: Culpeper Wellness Foundation

ID: 0258259 - 1

DCN: 14-09-30-1209

Dear Customer:

This is your receipt for \$25.00 to cover the fee(s) for filing articles of amendment for a corporation with this office.

The effective date of the amendment is October 1, 2014.

Note: Prior to the effective date of this filing, the name of the above-referenced corporation was Culpeper Regional Health System.

This is also your receipt for \$100.00 to cover the fee(s) for expedited service(s).

Thank you for contacting our office. If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

Sincerely,

Joel H. Peck  
Clerk of the Commission

AMENACPT  
CIS0372