Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation: THE BEIM FOUNDATION

A Employer identification number: 41-6022529

Number and street (or P O box number if mail is not delivered to street address): 318 W. 48TH STREET

Room/suite:

B Telephone number (see instructions): (612) 825-1404

City or town, state or province, country, and ZIP or foreign postal code: MINNEAPOLIS, MN 55419

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☒ Name change

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 12,789,101.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	24.	24.		
	4	Dividends and interest from securities	281,936.	281,936.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	545,124.			
	b	Gross sales price for all assets on line 6a 1,673,583.				
	7	Capital gain net income (from Part IV, line 2)		545,124.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	827,084.	827,084.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	1,290.			1,290.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) ATCH 1	564.			564.
	b	Accounting fees (attach schedule) ATCH 2	4,648.			4,648.
	c	Other professional fees (attach schedule) [3]	109,440.	31,295.		78,145.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) [4]	21,988.			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications	355.			
	23	Other expenses (attach schedule) ATCH 5	28,452.	199.		28,253.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	166,737.	31,494.		112,900.
	25	Contributions, gifts, grants paid	529,320.			529,320.
	26	**Total expenses and disbursements** Add lines 24 and 25	696,057.	31,494.	0	642,220.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	131,027.			
	b	**Net investment income** (if negative, enter -0-)		795,590.		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	2,601.	2,053.	2,053.
	2	Savings and temporary cash investments	2,398.	11,915.	11,915.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 6	6,295,154.	6,235,388.	8,898,555.
	c	Investments - corporate bonds (attach schedule) ATCH 7	3,725,084.	3,906,908.	3,876,578.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	10,025,237.	10,156,264.	12,789,101.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☒ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	10,025,237.	10,156,264.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☐ **check here and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	10,025,237.	10,156,264.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	10,025,237.	10,156,264.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	10,025,237.
2	Enter amount from Part I, line 27a	2	131,027.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,156,264.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,156,264.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	280,484.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	564,511.	11,824,674.	0.047740
2012	539,617.	10,840,141.	0.049780
2011	541,200.	10,799,468.	0.050114
2010	486,210.	10,115,937.	0.048064
2009	427,566.	9,178,131.	0.046585

2	**Total** of line 1, column (d)	2	0.242283
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.048457
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	12,717,543.
5	Multiply line 4 by line 3	5	616,254.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,956.
7	Add lines 5 and 6	7	624,210.
8	Enter qualifying distributions from Part XII, line 4	8	642,220.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	7,956.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .			2	
3	Add lines 1 and 2			3	7,956.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	7,956.
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	12,100.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	12,100.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	4,144.
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 4,144. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ $ ______________ (2) On foundation managers ▶ $ ______________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MN,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.BEIMFOUNDATION.ORG

14 The books are in care of ▶ PATRICIA ARNOLD Telephone no ▶ 612-825-1404

Located at ▶318 W. 48TH STREET MINNEAPOLIS, MN ZIP+4 ▶ 55419

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

		Yes	No
16 At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1) If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No			
If "Yes," list the years ▶ ____, ____, ____, ____			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2014 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014)*	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). . . . . ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here . . . . ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . **6b** X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		1,290.	0	0

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

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

Total number of other employees paid over $50,000. . . . . ▶

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	12,890,891.
b	Average of monthly cash balances	1b	20,320.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	12,911,211.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	12,911,211.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	193,668.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,717,543.
6	**Minimum investment return.** Enter 5% of line 5	6	635,877.

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

1	Minimum investment return from Part X, line 6			1	635,877.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	7,956.		
b	Income tax for 2014. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	7,956.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	627,921.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	627,921.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	627,921.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	642,220.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	642,220.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	7,956.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	634,264.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				627,921.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			104,843.	
b Total for prior years. 20 12 ,20 11 ,20 10				
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 642,220.				
a Applied to 2013, but not more than line 2a			104,843.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2014 distributable amount				537,377.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2013. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				90,544.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income .					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

ATCH 9

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

SEE ATTACHMENT 10

c Any submission deadlines:

SEE ATTACHMENT 10

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

SEE ATTACHMENT 10

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHMENT 11	NONE	PC		529,320.
Total . . . . . . ▶ 3a				529,320.
b *Approved for future payment*				
NONE				
Total . . . . . . ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	24.	
4 Dividends and interest from securities			14	281,936.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	545,124.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				827,084.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 827,084.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

▶ Patricia A Arnold | 6·1·15 | ▶ President

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JULIE R RICHARDSON	Julie A. Richardson	5/28/15		P01567137

Firm's name ▶ SHIDELL MAIR & RICHARDSON PLLP — Firm's EIN ▶ 41-0941592

Firm's address ▶ 3570 LEXINGTON AVENUE N. #300
ST PAUL, MN 55126 — Phone no 651-482-1698

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		VANGUARD				P		
		PROPERTY TYPE: SECURITIES						
1,408,943.		1,128,459.					280,484.	
TOTAL GAIN(LOSS)							280,484.	

THE BEIM FOUNDATION 41-6022529

ATTACHMENT 1

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	564.			564.
TOTALS	564.			564.

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING		3,850.			3,850.
BOOKKEEPER		798.			798.
	TOTALS	4,648.			4,648.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BOARD CONSULTANT	12,450.		12,450.
PRIVATE PHILANTHROPY SERIVCES	69,888.	4,193.	65,695.
INVESTMENT FEES	27,102.	27,102.	
TOTALS	109,440.	31,295.	78,145.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
PAID WITH 2013 RETURN	9,888.
ESTIMATED TAX AND APPLIED	12,100.
TOTALS	21,988.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BOARD EXPENSES	17,320.	199.	17,121.
WEBSITE MAINTENANCE	6,000.		6,000.
LIABILITY INSURANCE	1,237.		1,237.
POSTAGE	644.		644.
MN FILING FEE	25.		25.
TECHNOLOGY EQUIPMENT & SUPPLIE	3,180.		3,180.
OFFICE SUPPLIES	46.		46.
TOTALS	28,452.	199.	28,253.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MUTUAL FUNDS		
EXPLORER FUND ADMIRAL	374,263.	476,081.
MORGAN GROWTH FUND	867,871.	1,102,457.
STRATEGIC EQUITY	275,316.	474,813.
TOTAL INTL STOCK IX ADM	2,127,075.	2,594,600.
TOTAL STOCK MKT IDX ADM	1,780,768.	3,150,976.
WINDSOR II FUND	810,095.	1,099,628.
TOTALS	6,235,388.	8,898,555.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VANGUARD GROUP		
TOTAL BOND MKT INDEX ADMIRAL	1,940,528.	1,940,732.
INTER-TERM IVEST GR ADMIR	1,188,181.	1,162,620.
S-T INVESTMETN GR ADM	778,199.	773,226.
TOTALS	3,906,908.	3,876,578.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
PATRICIA ARNOLD 318 W. 48TH STREET MINNEAPOLIS, MN 55419	PRESIDENT 6.00	430.	0	0
CAROL NULSEN 318 W. 48TH STREET MINNEAPOLIS, MN 55419	DIRECTOR 1.00	0	0	0
JIM MCKIM 318 W. 48TH STREET MINNEAPOLIS, MN 55419	TREASURER 3.00	0	0	0
SCOTT RUSSELL 318 W. 48TH STREET MINNEAPOLIS, MN 55419	DIRECTOR 1.00	430.	0	0
JULIE PACKARD 318 W. 48TH STREET MINNEAPOLIS, MN 55419	DIRECTOR 1.00	0	0	0
JACK STEPHENSON 318 W. 48TH STREET MINNEAPOLIS, MN 55419	DIRECTOR 1.00	430.	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ALLISON VILLANI 318 W. 48TH STREET MINNEAPOLIS, MN 55419	DIRECTOR 1.00	0	0	0
	GRAND TOTALS	1,290.	0	0

ATTACHMENT 9

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

BEIM FOUNDATION DIRECTOR
318 W. 48TH STREET
MINNEAPOLIS, MN 55419
612-825-1404

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T.**
▶ **Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.**
▶ **Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*.**

OMB No 1545-0092

2014

Name of estate or trust	Employer identification number
THE BEIM FOUNDATION	41-6022529

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b .				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked				

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2013 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back . . . . ▶	7	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b .				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked	1,673,583.	1,128,459.		545,124.
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked				

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.	12	
13 Capital gain distributions.	13	
14 Gain from Form 4797, Part I.	14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2013 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back . . . . ▶	16	545,124.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2014**

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			
18	**Net long-term gain or (loss):**				
a	Total for year	18a			545,124.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b			
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			545,124.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 19, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of.
a The loss on line 19, column (3) **or b** $3,000 . . . . 20 ( )

Note: *If the loss on line 19, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if*

- *Either line 18b, col (2) or line 18c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero

21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . 21
22 Enter the **smaller** of line 18a or 19 in column (2) but not less than zero . . . 22
23 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . 23
24 Add lines 22 and 23 . . . 24
25 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶ 25
26 Subtract line 25 from line 24 If zero or less, enter -0- . . . 26
27 Subtract line 26 from line 21 If zero or less, enter -0- . . . 27
28 Enter the **smaller** of the amount on line 21 or $2,500 . . . 28
29 Enter the **smaller** of the amount on line 27 or line 28 . . . 29
30 Subtract line 29 from line 28 If zero or less, enter -0-. This amount is taxed at 0% . . . ▶ 30
31 Enter the **smaller** of line 21 or line 26 . . . 31
32 Subtract line 30 from line 26 . . . 32
33 Enter the **smaller** of line 21 or $12,150 . . . 33
34 Add lines 27 and 30 . . . 34
35 Subtract line 34 from line 33. If zero or less, enter -0- . . . 35
36 Enter the **smaller** of line 32 or line 35 . . . 36
37 Multiply line 36 by 15% . . . ▶ 37
38 Enter the amount from line 31 . . . 38
39 Add lines 30 and 36 . . . 39
40 Subtract line 39 from line 38. If zero or less, enter -0- . . . 40
41 Multiply line 40 by 20% . . . ▶ 41
42 Figure the tax on the amount on line 27 Use the 2014 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 42
43 Add lines 37, 41, and 42 . . . 43
44 Figure the tax on the amount on line 21. Use the 2014 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 44
45 **Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . ▶ 45

Schedule D (Form 1041) 2014

Name(s) shown on return Name and SSN or taxpayer identification no not required if shown on other side

THE BEIM FOUNDATION

Social security number or taxpayer identification number

41-6022529

Before you check Box D, E, or F below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker A substitute statement will have the same information as Form 1099-B Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later)

Part II **Long-Term.** Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☒ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
VANGUARD			1,408,943.	1,128,459.			280,484.
CAPITAL GAIN DISTRIBUTIONS			264,640.				264,640.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			1,673,583	1128459.			545,124.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

GRANTMAKING GUIDELINES

The Beim Foundation supports grants in the areas of arts, education, environment and human services.

Grantmaking Programs and Guidelines

The Beim Foundation makes grants through the Minnesota Legacy Program and the Regional Grant Program.

Minnesota Legacy Program (NEW)

The Beim Foundation's Minnesota Legacy program honors its founder, Nels Christian Beim, an immigrant from Norway who believed education was the key to survival and advancement. The Foundation supports education and skill-building for new immigrants and vulnerable families as the gateway to self-sufficiency and personal success. The Beim Foundation has been making grants in Minnesota for over seventy years.

Through the Minnesota Legacy Program, the Foundation seeks Minnesota-based programs or projects that address one of the following priorities:

I. Programs to move vulnerable populations to financial self-sufficiency.

- **Who?** Minorities, youth transitioning from foster care to adulthood and recent immigrants.
- **How?** Through programs that address financial literacy education, entrepreneurial skills development and child care for eligible participants.
- **Why?** To move participants toward economic self-sufficiency

II. Programs that provide job training and language skills development to recent immigrants.

- **Who?** Recent immigrants
- **How?** Innovative programs of various approaches.
- **Why?** To provide a pathway to successful living for those immigrants in transition.

III. Innovative programs directed toward children who fall at the intersection of psychological health and child welfare, providing them with alternative services to transition to self-sufficiency.

- **Who?** Children with mental health issues or children in foster care who have emotional or behavioral difficulties.
- **How?** By providing innovative alternative and appropriate services that include the entire family in goal setting and throughout the project.
- **Why**? The goal of this project is to increase adaptive functioning and to move the young person to self-sufficiency as far as possible.

Process for Application

This program has a two part application process.

Part One: Letter of Intent

Interested applicants are asked to submit the following via the online grant application system by **January 9, 2015**. *Please note that LOIs will be read and evaluated on a first come, first served basis*:

1. One paragraph description of the organization applying
2. Several paragraphs describing the project and why it fits the Foundation's guidelines
3. One paragraph on expected outcomes and how those will be assessed. (Note: Outcomes are not always numerical)
4. A budget for the project. (Further financials are not necessary at this point.)

Part Two: Full proposals

The Foundation directors will review the letters of intent and invite those full proposals that seem most promising in terms of the guidelines outlined above. Notification to submit a full proposals and instructions for doing so will be announced by February 16, 2015.

Application Procedures

Regional Grant Program

Through the Regional Grant Program, the Foundation invites proposals for consideration. Unsolicited applications for this giving program will not be considered.

Application Procedures

The Beim Foundation does not support the following -

- Individuals
- Private foundations
- Political organizations or campaigns
- Religious organizations, including schools, except for secular human activities
- Organizations that have as a substantial part of their purpose, the influencing of legislation
- Memberships, subscriptions, tickets for benefits, conferences, fundraising events, annual campaigns
- Endowment

Grantmaking Philosophy

In all of its grantmaking, the Foundation supports projects that are strengths-based, focus on prevention, and apply common sense solutions to community needs. The Foundation favors innovative approaches that are participant designed, leverage community resources, and have a ripple effect in the community.

The Beim Foundation

31-Dec-14

EIN 41-6022529

Organization Name	Address	Project Name	Decision Date	Amount
350 org	20 Jay St., Suite 1010 Brooklyn, NY 11201	general operations	11/25/2014	$1,000.00
Animal Rescue Project	219 Peekstock Dr. Kalamazoo, MI 49001	general operations	12/10/2014	$1,250.00
ArtiCulture	2613 East Franklin Avenue Minneapolis, MN 55406	Artist Educational Internship Program	11/09/2014	$10,000.00
Beth Israel Messianic Congregation Inc.	PO Box 242 Manhattan, MT 59741	the Rabbi's Education Fund	12/10/2014	$500.00
Breakthrough Twin Cities	2051 Larpenteur Ave. E. St. Paul, MN 55109	support for the Middle School Program	4/27/2014	$15,000.00
Center for Victims of Torture	2356 University Ave. W, Suite 430 St Paul, MN 55114	general operations	11/25/2014	$1,000.00
Center School, Inc.	2421 Bloomington Ave. S. Minneapolis, MN 55404	support for The Knowledge Warriors Program	4/27/2014	$7,500.00
Clyde Park City Volunteer Fire Department	514 Miles Avenue, PO Box 177 Clyde Park, MT 59018	the insulation of the 1st responder vehicle bay	12/10/2014	$500.00
Clyde Park Rural Fire Department	P.O. Box 86 Clyde Park, MT 59018	the purchase of electric hose winders	12/10/2014	$500.00
College Possible	540 Fairview Ave N., Ste. 201 St. Paul, MN 55104	support for the High School Program	4/27/2014	$10,000.00
Community Homeworks	810 Bryant Street Kalamazoo, MI 49001	general operations	12/10/2014	$1,250.00
Congregations Caring for Creation	2104 Stevens Ave. S Minneapolis, MN 55406	general operations	11/25/2014	$1,000.00
Cultivating Community	PO Box 3792 Portland, ME 04104	general operations	12/10/2014	$1,200.00
Emma Norton Services	670 N. Robert St. St. Paul, MN 55101	support for Emma's Place Youth Programming	4/27/2014	$10,000.00
Fair Food Matters	323 Burdick Street Kalamazoo, MI 49007	Growing Matters Garden Program	11/09/2014	$20,000.00

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Organization Name	Address	Project Name	Decision Date	Amount
First Day Shoe Fund	PO Box 2751 Kalamazoo, MI 49001	general operations	12/10/2014	$1,250 00
Free Arts for Abused Children	5301 Beethoven Street, Suite 102 Los Angeles, CA 90066	Free Arts Children's Courthouse Program	11/09/2014	$20,000.00
Friends of the Hennepin County Library	300 Nicollet Mall, Suite N-290 Minneapolis, MN 55401	general operations	11/25/2014	$1,000.00
Friends of the Livingston Park County Library	PO Box 2072 Livingston, MT 59047	Early Literacy Computers	11/09/2014	$9,600 00
Friends of the Mississippi River	360 North Robert Street, Suite 400 Saint Paul, MN 55101	Watershed Protection Education & Outreach Program	11/09/2014	$18,000.00
Genesys Works Twin Cities	445 Minnesota St. Ste 720 St. Paul, MN 55101	support for the Business Technology curriculum	4/27/2014	$5,000.00
Guadalupe Alternative Programs	381 E. Robie St. St. Paul, MN 55107	support for the Adult Education English as a Second Language (ESL) Distance Learning Program	4/27/2014	$12,000.00
Howard C. Reiche Community School	166 Brackett St., Portland Public Schools Portland, ME 04102	Free Books at Book Fair	12/10/2014	$1,200 00
Human Resource Development Center	32 S. Tracy Bozeman, MT 59715	the Community Cafe	12/10/2014	$500.00
IslandWood	4450 Blakely Avenue NE Bainbridge Island, WA 98110	IslandWood's Brightwater Program	11/09/2014	$20,000.00
Kalamazoo Children's Chorus	PO Box 50414 Kalamazoo, MI 49005	Eastside Choir Outreach Expansion	11/09/2014	$14,820.00
Kalamazoo Institute of Arts	314 S. Park Street Kalamazoo, MI 49007	Children and Teen Arts Program	11/09/2014	$15,000.00
Kalamazoo Loaves and Fishes	901 Portage St. Kalamazoo, MI 49001	general operations	12/10/2014	$1,250.00
Kazoo School	1401 Cherry Street Kalamazoo, MI 49008	the Annual Fund	12/10/2014	$1,000.00

The Beim Foundation

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Organization Name	Address	Project Name	Decision Date	Amount
Keystone Community Services	2000 St Anthony Ave. St Paul, MN 55104	support for the Hmong Youth Program	4/27/2014	$5,000.00
Latino Economic Development Center	1516 E. Lake Street, Suite 201 Minneapolis, MN 55407	general operating	11/09/2014	$150.00
Latino Economic Development Center	1516 E. Lake St., Ste. 201 Minneapolis, MN 55407	support for the Latino Academy TTOIC program	4/27/2014	$5,000.00
Learning Disabilities Association, Inc. (LDA)	6100 Golden Valley Rd Golden Valley, MN 55422	support for the Learning Connections program	4/27/2014	$15,000.00
Leonardo's Basement	4301 Nicollet Ave. Minneapolis, MN 55409	general operations	11/25/2014	$1,000.00
Livingston Center for Art and Culture	119 South Main Street Livingston, MT 59047	Education Expansion Project	11/09/2014	$20,000.00
Lopez Island Family Resource Center	P.O. Box 732 Lopez Island, WA 98261	general operations	11/25/2014	$2,000.00
Lyndale Neighborhood Association	3537 Nicollet Ave. Minneapolis, MN 55408	support for The Lyndale ESL Program	4/27/2014	$15,400.00
Mattawan Public Education Foundation	56720 Murray Street Mattawan, MI 49071	community outreach education programs	11/25/2014	$5,000.00
Mayo Street Arts	10 Mayo Street Portland, ME 04101	Programs for Community and Youth	11/09/2014	$18,500.00
Minnesota African Women's Association (MAWA)	3300 County Rd 10, Ste. 510 Brooklyn Center, MN 55429	support for the African Girls Pathway to Success Project	4/27/2014	$10,000.00
Minnesota International Center	1901 University Avenue S Minneapolis, MN 55414	general operations	11/25/2014	$1,000.00
Minnesota Literacy Council	700 Raymond Ave., Ste. 180 St. Paul, MN 55114	support for the Early Literacy and Families (ELF) program	4/27/2014	$15,000 00
Norris Center for the Performing Arts	27570 Norris Center Drive Rolling Hills Estates, CA 90274	Support for Ready, Willing and Able Program	11/09/2014	$20,000.00

The Beim Foundation

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Organization Name	Address	Project Name	Decision Date	Amount
NutritionFacts Org Inc	700 Professional Dr. Gaithersburg, MD 20879	support for NutritionFacts org	11/25/2014	$6,000.00
Open Roads	810 Turwill Lane Kalamazoo, MI 49006	Open Roads Bike Program	11/09/2014	$20,000.00
Park County Senior Citizens Corporation	206 S. Main Livingston, MT 59047	the Fix-it Brigade	12/10/2014	$500.00
Preble Street	PO Box 1459 Portland, ME 04547	general operations	12/10/2014	$1,200.00
Providence Hospice of Seattle Foundation	425 Pontius Avenue North, Suite 300 Seattle, WA 98109	Transitions pre-hospice program	11/09/2014	$20,000.00
Providence Hospice of Seattle Foundation	425 Pontius Avenue North, Suite 300 Seattle, WA 98109	PSNF - Patient Special Needs Fund	11/25/2014	$1,000.00
Shields Valley Community Center Inc	PO Box 168 Clyde Park, MT 59047	general operations	11/25/2014	$2,000.00
Simpson Housing Services, Inc.	2100 Pillsbury Ave. S. Minneapolis, MN 55404	support for the Soar program	4/27/2014	$10,000.00
SLD Read	5250 Lovers Lane, Suite LL100 Portage, MI 49002	General Operational Support	11/09/2014	$20,000.00
Soulumination	1113 NW 52nd St., Unit A Seattle, WA 98107	general operations	11/25/2014	$1,000.00
Southern Maine Agency on Aging	136 U.S. Route One Scarborough, ME 04074	Money Minders	11/09/2014	$15,000 00
St. Augustine Cathedral School	600 W. Michigan Ave Kalamazoo, MI 49007	Boy Scout Troop 224	11/25/2014	$1,000.00
The Lobster Conservancy	PO Box 235 Friendship, ME 04547	general operations	12/10/2014	$1,200.00
The Opportunity Alliance	50 Monument Square, 6th Floor Portland, ME 04101	general operations	12/10/2014	$1,200.00
The Shane Lalani Center for the Arts	PO Box 58, 415 East Lewis Livingston, MT 59047	Educational Outreach Programs	11/09/2014	$10,000.00

Organization Name	Address	Project Name	Decision Date	Amount
The Telling Room	225 Commercial St., Suite 201 Portland, ME 04101	Young Writers and Leaders 2014-15	11/09/2014	$20,000.00
Three Rivers Health Foundation	701 S. Health Parkway Three Rivers, MI 49093	Support for Three Rivers Health Hospice	10/21/2014	$100 00
Treehouse	2100 24th Ave. S, Suite 22 Seattle, WA 98144	general operations	11/21/2014	$2,000.00
Twin Cities Jesuit High School, dba Cristo Rey Jesuit High School	2924 4th Ave. S. Minneapolis, MN 55408	support for the College Success Program	4/27/2014	$10,000.00
Urban Squash Twin Cities	725 Olive Ln N Plymouth, MN 55447	Beyond Walls College Prep Program	11/09/2014	$20,000.00
Warriors and Quiet Waters	1087 Stoneridge Dr., Suite 1 Bozeman, MT 59718	general operations	12/10/2014	$500.00
Westminster Presbyterian Church	1515 Helen Ave Portage, MI 49002	Westminster Art and Environment Education	11/09/2014	$9,000.00
Wilsall Foundation, Inc.	P.O. Box 333 Wilsall, MT 59086	in support of your fiscal sponsorship of the Shields Valley Community Center	6/26/2014	$1,000 00
Youth in Focus	2100 24th Ave S, Suite 310 Seattle, WA 98144	Empowering At-Risk Youth Through Photography	11/09/2014	$20,000.00
Association of Small Foundations	1720 N Street NW Washington, DC 20036	general operations	3/25/2014	$725.00
Minnesota Council on Foundations	800 Washington Ave N, Suite 703 Minneapolis, MN 55401	general operations	12/1/2014	$1,525.00

Count 69

Amount Granted $529,320.00

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Approved November 10, 2012

AMENDED AND RESTATED

BYLAWS

OF THE BEIM FOUNDATION

This instrument constitutes the Restated Bylaws of The Beim Foundation, a nonprofit corporation duly organized under the laws of the State of Minnesota.

Board of Directors

Bylaw 1. **Board Composition.** The property, funds, affairs and business of the corporation shall be under the general authority of the Board of Directors (the "Board"), which shall consist of not fewer than three (3) nor more than nine (9) persons. All Directors shall be at least 22 years old and shall be descendants of Nels C. and Marie G. Beim. An equal number of Directors shall be sought from each of the three family branches of that couple, namely: descendants of William Beim, descendants of Raymond Beim, and descendants of Helen Beim Arnold; if this fails, the positions may be filled from other branches of the family until the next time an opening arises, when equal representation will again be sought.

Bylaw 2. **Election; Term.** The Annex sets forth the Directors of the corporation at the time a restatement of the Bylaws was enacted in May 2003, together with their initial terms of office under that restatement of the Bylaws. Except for the initial terms identified therein, Directors shall be elected by the Board for terms of three (3) years. Directors shall hold office until expiration of their term and until a successor is elected and qualified, or until their

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earlier death, removal or resignation. Directors may be re-elected at the end of their terms. For this purpose, the initial terms of office set forth in the Annex, for those Directors identified therein, shall be deemed to be their first term.

Bylaw 3. <u>**Board Responsibilities.**</u> Directors shall attend meetings, serve on committees as needed, inform themselves on the Foundation's background, review and participate in the Foundation's grant making, exercise fiduciary oversight, participate in site visits when appropriate and be willing to engage in open communication with other Directors. Directors who repeatedly fail to meet these responsibilities, or who are unable to do so, may be removed from office by the affirmative vote of at least 2/3 of the Directors.

Bylaw 4. <u>**Meetings.**</u> Meetings of the Board may be held at any time upon request of the President or any two Directors of the corporation. The request shall specify the purpose or purposes of the meeting. At each meeting the President, or in his or her absence the Vice President, shall preside. The Secretary of the corporation, or in his or her absence any person whom the President shall appoint, shall act as secretary of the meeting. The Board shall meet at least annually for the purpose of electing Directors, appointing officers, and conducting other business of the corporation.

A Director may participate in a meeting of the Board by means of conference telephone or by other means of remote communication through which that Director, other Directors so participating, and all Directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means shall constitute presence at

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the meeting.

Any meeting among Directors may be conducted solely by one or more means of remote communication through which all of the Directors may participate in the meeting, if the same notice is given of the meeting as is required by Bylaw 5, and if the number of Directors participating in the meeting is sufficient to constitute a quorum at the meeting. Participation in a meeting by that means constitutes presence at the meeting.

Bylaw 4a. **<u>Written Action.</u>** Any action required or permitted to be taken at a Board meeting may be taken by written action signed, or consented to by authenticated electronic communication, by the number of Directors that would be required to take the same action at a meeting of the Board at which all Directors were present. A written action is effective when signed, or consented to by authenticated electronic communication, by the required number of Directors, unless a different effective time is provided in the written action. When written action is permitted to be taken by less than all Directors, all Directors must be notified immediately of its text and effective date. Failure to provide the notice does not invalidate the written action. A Director who does not sign or consent to the written action is not liable for the action.

Bylaw 5. **<u>Notice.</u>** Written notice of each meeting of the Board, stating the time, date and place of the meeting, shall be mailed or delivered to each of the Directors at least thirty (30) days in advance of the meeting.

Any notice to a Director by a form of electronic communication consented to by the

Director to whom the notice is given is effective when given. The notice is deemed given if by: facsimile communication, when directed to a telephone number at which the Director has consented to receive notice;

1. electronic mail, when directed to an electronic mail address at which the Director has consented to receive notice; and
2. any other form of electronic communication by which the Director has consented to receive notice, when directed to the Director.

An affidavit of the secretary, other authorized officer, or authorized agent of the corporation, that the notice has been given by a form of electronic communication is, in the absence of fraud, prima facie evidence of the facts stated in the affidavit. Consent by a Director to notice given by electronic communication may be given in writing or by authenticated electronic communication. Any consent so given may be relied upon until revoked by the Director, provided that no revocation affects the validity of any notice given before receipt of revocation of the consent. A Director may waive notice of a meeting of the Board. A waiver of notice by a Director entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, by authenticated electronic communication, or by attendance. Attendance by a Director at a meeting is a waiver of notice of that meeting, unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

Bylaw 6. **Quorum; Voting.** At any meeting of the Board, a majority of the Directors then holding office shall be necessary and sufficient to constitute a quorum for the transaction of business. The affirmative vote of a majority of the Directors present at a meeting at which there is a quorum is sufficient for any action, except where otherwise required by statute or provided in these Bylaws.

Bylaw 7. __Vacancy.__ Vacancies due to resignation or other cause may be filled by the remaining Directors, with preference given to the family branch with least representation, and a Director so elected shall fill the unexpired term of the Director who is being replaced.

Bylaw 8. __Committees.__ The Board may designate one or more committees from time to time, adopting such regulations as it deems advisable with respect to the membership, authority and procedures of such committees.

Bylaw 9. __Other Powers.__ In addition to the powers and authority conferred upon it by these Bylaws, the Board shall have the power to do all acts necessary and expedient to the conduct of the business of the corporation.

Officers

Bylaw 10. __Appointment of Officers.__ The officers of the corporation shall be appointed by the Board each year at its annual meeting. The officers shall include a President and a Treasurer.

Bylaw 11. **Agents.** The Board may appoint such agents as it shall deem appropriate, who may exercise such powers, and perform such duties as shall be determined by resolution of the Board.

Bylaw 12. **President.** The President shall be the chief executive officer of the corporation and shall be responsible for the active management of the corporation, shall see that all orders and resolutions of the Board are carried into effect, and shall have the general powers and duties of supervision, planning and leadership.

Bylaw 13. **Treasurer.** The Treasurer shall be the chief financial officer of the corporation and shall (1) keep accurate financial records for the corporation; (2) deposit money, drafts and checks in the name of and to the credit of the corporation in the banks and depositories designated by the Board; (3) endorse for deposit notes, checks, and drafts received by the corporation as ordered by the Board, making proper vouchers for the deposit; (4) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board; (5) upon request, provide the President and the Board an account of transactions by the Treasurer and of the financial condition of the corporation; and (6) perform such other duties as may be from time to time prescribed by the Board or by the President.

Bylaw 14. **Replacement of Officers.** An officer may be removed from office prior to the expiration of his or her term by the affirmative vote of at least 2/3 of the Directors at a meeting called for this purpose at which there is a quorum and for which notice stating the

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purpose of the meeting has been given. If an office becomes unfilled because of removal, resignation or other reason, the Board shall elect a replacement officer at its next meeting.

Bylaw 14a. **Delegation**. Unless prohibited by the Articles or Bylaws or by a resolution adopted by the Board, an officer may, with the approval of the Board, delegate some or all the duties and powers of an office to other persons. An officer who delegates the duties or powers of an office remains subject to the standard of conduct for an officer with respect to the discharge of the delegated duties and powers.

Other Matters

Bylaw 15. **Maintenance and Inspection of Records.** Correct and complete copies of the Amended and Restated Articles of Incorporation, the Amended and Restated Bylaws, accounting records and minutes of meetings of the Board and of committees of the corporation shall be kept at the registered office of the corporation, or at such other place as the Board may from time to time direct. A Director, or agent or attorney of a Director, may inspect all books and records of the corporation for any proper purpose at any reasonable time upon reasonable notice.

Bylaw 16. **Amendments to Bylaws.** These Bylaws may be amended, restated or repealed by the affirmative vote of not less than two-thirds (2/3) of the members of the Board present at a meeting called for this purpose at which there is a quorum and for which notice

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stating the purpose of the meeting has been given.

Bylaw 17. **Director Compensation.** The Board shall have the authority to fix reasonable compensation, including reimbursement of expenses, of Directors for their services as such.

Bylaw 18. **Indemnification of Persons.** To the full extent permitted by the Minnesota Nonprofit Corporation Act, as enacted or hereafter amended, or by other provisions of law, each person who is a party or is threatened to be made a party to any proceeding, wherever and by whosoever brought (including any proceeding by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, officer, employee, or agent of the corporation shall be indemnified by the corporation against all reasonable expenses, including attorneys fees and disbursements, judgments, penalties, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding. The indemnification provided to this Bylaw shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of such person and his or her heirs, executors and administrators, with respect to activities of such person during the period he or she acted as a Director, officer, employee or agent of the corporation, and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this Bylaw.

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Approved November 10, 2012

CERTIFICATE

The foregoing Amended and Restated Bylaws of The Beim Foundation were adopted by the Board of Directors of the corporation effective the 10th day of November, 2012.

President

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THE BEIM FOUNDATION
BYLAWS RESOLUTION
April 27, 2014

RESOLVED, by the Board of Directors of The Beim Foundation that effective April 27, 2014 the Amended and Restated Bylaws of The Beim Foundation are amended by the affirmative vote of not less than two-thirds (2/3) of the members of the Board present at the meeting called for the purpose at which there was a quorum and for which notice stating the purpose of the meeting had been given, all in accordance with the provisions of Bylaw 16 of the Foundation, as follows:

Bylaw 1. Board Composition is amended by inserting after the first sentence thereof the following sentence:

> "Notwithstanding the provisions of Bylaw 2, the directors may elect one new director to occupy an additional, rotating seat on the Board to be occupied by one of the younger generation of descendants of Nels L. and Marie G. Beim (persons who are under the age of forty) in order to enable such person to learn and contribute to the Board. The term for this position, if occupied, would be for a period of one year, and would bring the total number of directors for the duration of the term to ten (10)."

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Bylaw 10. Appointment of Officers is amended to read in its entirety as follows:

"The officers of the Foundation shall be appointed by the Board. Subject to the provisions of Bylaw 14, the terms for the President and Treasurer shall be for a period of two (2) years. The Board may re-appoint officers to successive terms at its discretion."

The President of The Beim Foundation certifies that the foregoing resolutions amending the Bylaws of the Foundation were approved and adopted by the Board of Directors effective April 27, 2014.

By: Patricia Arnold

Patricia Arnold, President

Attachment 12

Form **8868**
(Rev January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ ☐

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

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions: BEIM FOUNDATION

Employer identification number (EIN) or: 41-6022529

Number, street, and room or suite no If a P O. box, see instructions: 318 W. 48TH STREET

Social security number (SSN):

City, town or post office, state, and ZIP code. For a foreign address, see instructions.: MINNEAPOLIS, MN 55419

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶PATRICIA ARNOLD, 318 W. 48TH STREET MINNEAPOLIS, MN 55419

Telephone No ▶ 612 825-1404 FAX No ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 15, to file the exempt organization return for the organization named above The extension is for the organization's return for.

▶ ☒ calendar year 20 14 or
▶ ☐ tax year beginning ______, 20__, and ending ______, 20__

2 If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
☐ Change in accounting period

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

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions. Form **8868** (Rev 1-2014)

ISA
4F8054 1 000