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Form **990****Return of Organization Exempt From Income Tax**

OMB No 1545-0047

2014**Open to Public Inspection**Department of the Treasury
Internal Revenue Service

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

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

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

A For the 2014 calendar year, or tax year beginning 01/01, 2014, and ending 12/31, 20 14	
B Check if applicable: <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization FSA Scholarship Foundation Doing business as _____ Number and street (or P.O. box if mail is not delivered to street address) Room/suite 121 Carnousite Drive City or town, state or province, country, and ZIP or foreign postal code Trophy Club, TX 76262 D Employer identification number 91-1864067 E Telephone number 469-877-1350 G Gross receipts \$ 162689 F Name and address of principal officer: Pamelia Rost 121 Carnousite Drive, Trophy Club, TX 76262 H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶ _____ I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 J Website: ▶ www.fscholarshipfoundation.org K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶ _____ L Year of formation: _____ M State of legal domicile: TX

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: FSA Scholarship Foundation is committed to promoting careers and developing leaders for the retail food industry by annually awarding scholarships to graduating high school students and adults working in the area stores.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	12
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	0
	5 Total number of individuals employed in calendar year 2014 (Part V, line 2a)	5	0
	6 Total number of volunteers (estimate if necessary)	6	0
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b	0	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 65625	Current Year 68375
	9 Program service revenue (Part VIII, line 2g)	109852	94310
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	185	4
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	0
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	175662	162689
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	71467	91897
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	17900	20611
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25)	58602	
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	70513	68237
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	159880	180745	
19 Revenue less expenses. Subtract line 18 from line 12	15782	-18056	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 159451	End of Year 153335
	21 Total liabilities (Part X, line 26)	84310	96250
	22 Net assets or fund balances. Subtract line 21 from line 20	75141	57085

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>Pamelia S. Rost</i>	Date 5-28-15
	Type or print name and title Pamelia S. Rost Executive Dir	

Paid Preparer Use Only	Print/Type preparer's name Cindy Taylor	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶ Perfect Books LLC			Firm's EIN ▶ 80-0883979	
	Firm's address ▶ 12287 Burgess Lane, Frisco, TX 75035			Phone no. 214-563-7215	

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

For Paperwork Reduction Act Notice, see the separate instructions.

Cat. No 11282Y

Form **990** (2014)

9-15

SCANNED JUN 29 2015

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:

FSA Scholarship Foundation is committed to promoting careers and developing leaders for the retail food industry by annually awarding scholarships to graduating high school students and adults working in area stores.

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: 722300) (Expenses \$ 180745 including grants of \$ 91897) (Revenue \$ 162689)

FSA Scholarship Foundation is committed to promoting careers and developing leaders for the retail food industry by annually awarding scholarships to graduating high school students and adults working in area stores. Through venues offered suppliers, brokers and manufacturers, FSA communicates and builds relationships with area food retailers in the North Texas market.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4c** (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4d** Other program services (Describe in Schedule O.)

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

4e Total program service expenses **180745**

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

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
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	1
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	0
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	✓
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O.	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	✓
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	✓
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	✓
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	✓
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	✓
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	✓
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	✓
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	✓
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	✓
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8	✓
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the sponsoring organization make any taxable distributions under section 4966?	9a	✓
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b	✓
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	✓
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.Check if Schedule O contains a response or note to any line in this Part VI ☐**Section A. Governing Body and Management**

		Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year . . .	1a 12		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.			
b Enter the number of voting members included in line 1a, above, who are independent . . .	1b 0		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? . . .	2		✓
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? . . .	3		✓
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	✓	
5 Did the organization become aware during the year of a significant diversion of the organization's assets? . . .	5		✓
6 Did the organization have members or stockholders? . . .	6	✓	
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? . . .	7a	✓	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? . . .	7b		✓
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a The governing body? . . .	8a	✓	
b Each committee with authority to act on behalf of the governing body? . . .	8b		✓
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O . . .	9		✓

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

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ►

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, address, and telephone number of the person who possesses the organization's books and records: ►
Pamelia Rost, 121 Carnousite Drive, Trophy Club, TX 76262 T#469-877-1350

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck 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 dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Kim Alvarez VP Vendor Membership	0							0	0	0
(2) Rick Beal Director Partnership Fundraising	0							0	0	0
(3) Eric Becker VP Golf Classic Event	1	✓						0	0	0
(4) Tim Berry Director Golf Classic Event	0							0	0	0
(5) Bryan Hannah Director Social Media	0							0	0	0
(6) Tia Chambers Director Scholarship Program	0							0	0	0
(7) Darrell Cole Director Friends of the Board	0							0	0	0
(8) Barry Green President	1			✓				0	0	0
(9) Ann Magnavita Director Scholarship Records & Fulfillment	0							0	0	0
(10) Jan Meade Past President	1			✓				0	0	0
(11) Roman Parish CIO	0							0	0	0
(12) Don Perkins VP Retailer Membership RAB	0							0	0	0
(13) Pamela Rost Executive Director	25			✓	✓	✓		20611	0	0
(14)										

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15)										
(16)										
(17)										
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
1b Sub-total							20611	0	0	
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)							20611	0	0	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0**

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation

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

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII. ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a 0				
	b	Membership dues	1b 0				
	c	Fundraising events	1c 0				
	d	Related organizations	1d 0				
	e	Government grants (contributions)	1e 0				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f 68375				
	g	Noncash contributions included in lines 1a-1f: \$					
	h	Total. Add lines 1a-1f		68375			
Program Service Revenue	2a	Business Code 722300		94310	94310	0	0
	b						
	c						
	d						
	e						
	f	All other program service revenue		0	0	0	0
	g	Total. Add lines 2a-2f		94310			
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		4	4	0
4		Income from investment of tax-exempt bond proceeds		0	0	0	0
5		Royalties		0	0	0	0
6a		Gross rents	(i) Real 0 (ii) Personal 0				
b		Less: rental expenses					
c		Rental income or (loss)					
d		Net rental income or (loss)		0	0	0	0
7a		Gross amount from sales of assets other than inventory	(i) Securities 0 (ii) Other 0				
b		Less: cost or other basis and sales expenses					
c		Gain or (loss)					
d		Net gain or (loss)		0	0	0	0
8a		Gross income from fundraising events (not including \$ 0 of contributions reported on line 1c). See Part IV, line 18	a 0				
b		Less: direct expenses	b				
c		Net income or (loss) from fundraising events		0		0	0
9a		Gross income from gaming activities. See Part IV, line 19	a 0				
b		Less: direct expenses	b				
c		Net income or (loss) from gaming activities		0	0	0	0
10a		Gross sales of inventory, less returns and allowances	a 0				
b	Less: cost of goods sold	b					
c	Net income or (loss) from sales of inventory		0	0	0	0	
Miscellaneous Revenue		Business Code					
11a			0	0	0	0	
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d		0				
12	Total revenue. See instructions.		162689	94314	0	0	

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 domestic organizations and domestic governments. See Part IV, line 21	0	0		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	91897	91897		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16	0	0		
4 Benefits paid to or for members	0	0		
5 Compensation of current officers, directors, trustees, and key employees	20611	0	20611	0
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0	0	0	0
7 Other salaries and wages	0	0	0	0
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0	0	0	0
9 Other employee benefits	0	0	0	0
10 Payroll taxes	0	0	0	0
11 Fees for services (non-employees):				
a Management	0	0	0	0
b Legal	5607	0	5607	0
c Accounting	299	0	299	0
d Lobbying	0	0	0	0
e Professional fundraising services. See Part IV, line 17	0			0
f Investment management fees	0	0	0	0
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	0	0	0	0
12 Advertising and promotion	58602	0	0	58602
13 Office expenses	1743	0	1743	0
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel	302	0	302	0
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	50	0	50	0
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance	853	0	853	0
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 Association Fees	745	0	745	0
b Education	36	0	36	0
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	180745	91897	30246	58602
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing	154669	1	57835
	2 Savings and temporary cash investments	0	2	95000
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	4782	4	500
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	0	9	0
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 0		
	b Less: accumulated depreciation	10b 0	10c 0	0
	11 Investments—publicly traded securities	0	11	0
	12 Investments—other securities. See Part IV, line 11	0	12	0
	13 Investments—program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	0	15	0
16 Total assets. Add lines 1 through 15 (must equal line 34)	159451	16	153335	
Liabilities	17 Accounts payable and accrued expenses	0	17	0
	18 Grants payable	84310	18	96250
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	0	25	0
	26 Total liabilities. Add lines 17 through 25	84310	26	96250
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	0	27	0
	28 Temporarily restricted net assets	0	28	0
	29 Permanently restricted net assets	0	29	0
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds	0	30	0
	31 Paid-in or capital surplus, or land, building, or equipment fund	0	31	0
	32 Retained earnings, endowment, accumulated income, or other funds	75141	32	57085
	33 Total net assets or fund balances	75141	33	57085
34 Total liabilities and net assets/fund balances	159451	34	153335	

Part XI Reconciliation of Net AssetsCheck 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	162689
2	Total expenses (must equal Part IX, column (A), line 25)	2	180745
3	Revenue less expenses. Subtract line 2 from line 1	3	-18056
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	75141
5	Net unrealized gains (losses) on investments	5	0
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	57085

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII ☐

- 1** Accounting method used to prepare the Form 990: ☒ Cash ☐ Accrual ☐ Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant? . . .
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant?
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:
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
2a		✓
2b		✓
2c		
3a		✓
3b		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

▶ Attach to Form 990 or Form 990-EZ.

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

OMB No. 1545-0047

2014

Open to Public Inspection

Name of the organization

FSA Scholarship Foundation

Employer identification number

91-1864067

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 in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g.
 - a ☐ **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
 - b ☐ **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
 - c ☐ **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
 - d ☐ **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
 - e ☐ Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
 - f Enter the number of supported organizations
 - g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(A)						
(B)						
(C)						
(D)						
(E)						
Total						

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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	41005	68750	62075	65625	68375	305830
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	68014	68002	111781	109852	94310	451959
3 Gross receipts from activities that are not an unrelated trade or business under section 513	0	0	0	0	0	0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	0	0	0	0	0	0
5 The value of services or facilities furnished by a governmental unit to the organization without charge	0	0	0	0	0	0
6 Total. Add lines 1 through 5	109019	136752	173856	175477	162685	757789
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	0	0	0	0	0	0
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	0	0	0	0	0	0
c Add lines 7a and 7b	0	0	0	0	0	0
8 Public support (Subtract line 7c from line 6.)						757789

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
9 Amounts from line 6	109019	136752	173856	175477	162685	757789
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2465	5775	685	185	4	9114
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975	0	0	0	0	0	0
c Add lines 10a and 10b	2465	5775	685	185	4	9114
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on	0	0	0	0	0	0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)	0	0	0	0	0	0
13 Total support. (Add lines 9, 10c, 11, and 12.)	111484	142527	174541	175662	162689	766903
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 2014 (line 8, column (f) divided by line 13, column (f))	15	98.81 %
16 Public support percentage from 2013 Schedule A, Part III, line 15	16	98.75 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2014 (line 10c, column (f) divided by line 13, column (f))	17	1.19 %
18 Investment income percentage from 2013 Schedule A, Part III, line 17	18	1.25 %
19a 33 1/3% support tests—2014. 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 <input checked="" type="checkbox"/>		
b 33 1/3% support tests—2013. 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 <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions <input type="checkbox"/>		

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service
Name of the organization

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

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

▶ Attach to Form 990.

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

OMB No 1545-0047

2014

**Open to Public
Inspection**

Employer identification number

91-1864067

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

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

3 Enter total number of other organizations listed in the line 1 table

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

Cat No 50055P

Schedule I (Form 990) (2014)

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

Part III can be duplicated if additional space is needed.					
(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1 Educational Assistance	40	2500	0	See Attached	
2					
3					
4					
5					
6					
7					

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

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

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

OMB No. 1545-0047

2014

**Open to Public
Inspection**

Name of the organization

FSA Scholarship Foundation

Employer identification number

91-1864067

Organization Mission Statement: FSA Scholarship Foundation is committed to promoting careers and developing leaders for the retail food industry by annually awarding scholarships to graduating high school students and adults working in area stores. Through venues offered suppliers, brokers and manufacturers, FSA communicates and builds relationships with area food retailers in the North Texas market.

Form 990, Part VI, Line 7a - How Members or Shareholders Elect Governing Body: See below 7b.

Form 990, Part VI, Line 7b - Decisions of Governing Body Approval by Members or Shareholders: Significant by law changes for the organization are presented to the overall membership for approval during a published business meeting.

Form 990, Part VI, Line 8 - Explanation of No Contemporaneously Documentation of Meetings: Committee meeting minutes are not recorded as are board meetings. Committee activities and/or plans are reported to the board and noted in the organization's board minutes.

Form 990, Part VI, Line 11b - Form 990 Review Process: A joint review is made by the return preparer and the treasurer and/or FSA administrator after the initial draft of the Form 990 is completed. The treasurer and/or FSA administrator signs off on the final draft prior to submission to the IRS. Form 990 is presented to the FSA board in its entirety for their review and questions/comments.

Form 990, Part VI, Line 19 - Other Organization Documents Publicly Available: FSA has the bylaws available on the website www.fsascholarshipfoundation.org as well as on file with the FSA administrator. Bylaws, financial statements and minutes are maintained by the FSA administrator and are available upon request.

FSA Scholarship Foundation is made up of FSA board members, members at large and retailer volunteers. Applications and criteria for applying are published in printed materials provided to participating retail outlets, on the FSA website and upon request via the US mail.

\$200.00

Registration									
Keynote Address: Penelope Burke "Being Donor-Centered in Changing Times / Donor-Centered Fundraising"									
Exhibits									
6:45 am - 7:45 am	Track 1	Track 2	Track 3	Track 4	Track 5	Track 6	Track 7	Track 8	
8:00 am - 9:15 am	Annual Giving	Best Practices	Board & Volunteer Relationships	Donor Development	Major Gifts	Marketing & Communications	Non-profit Leadership	Planned Giving	
9:50 am - 10:40 am	Kerry Ann Powell	Jay Love	Mary Beth Harrington	Holly Mori & Mack Campbell	Penelope Burk	Colleen Brinkmann & Matt Hackler	Allbright, Clay, Gochnaeur, Parker	Sandra Henningsen	
Topic:	Deep & Wide, Building A Comprehensive Program	Maximize Your Database	Advisory Boards: Help for Your Nonprofit Board?	You Should Call Oprah Identifying Actual Donors	Donor Centered Leadership I	You Hold the Key, Building a MG Program	SEO for Nonprofits, Why? and How?	Planned Gifts Online Marketing Study	
Level	Mid-Advanced	All	Entry-Mid	Mid	Advanced	Mid-Level	All	All	
Suggested Room Size		Large							
Room #	Room 1	JR Ballroom D	#3	#4	JR Ballroom B	#6	#7	#8	
Additional Presentation Needs:				2 microphones		2 microphones	2 mics ?		
				UNT Center for Vital Longevity Jonathan's Place		Digital Consultant Hope Cottage CCA			
Organization:	The Harvest Group	Bloomingang	501c3		North Texas Food Bank		Cyngus Applied Research	Crescendo Marketing	
Exhibits									
10:40 am - 11:10 am	Track 1	Track 2	Track 3	Track 4	Track 5	Track 6	Track 7	Track 8	
11:15 am - 12:05 pm	Louis Fawcett	Michelle Riddell	Elizabeth Frisch	Matthew Wright & Sharon Diaz	Penelope Burk	Eric Tomalis & Rachael Muir	Steven Shattuck	Jayne Grimes	
	Turning Event Guests into Major Donors	Getting the Final Rose	Why Boards Hate Fundraising	A Pipeline for Generations of Major Gifts	Donor Centered Leadership II	5 Steps to Realize Donor Interests & Upgrade Giving	How & Why to Use Social Media to Show Gratitude	What Donors Should Expect From You	
Level	All	Mid-Advanced	Mid-Advanced	All	Advanced	Entry-Mid	All	All	
Suggested Room Size									
Room #	#1	#2	#3	#4	JR Ballroom B	#6	#7	#8	
Additional Presentation Needs		"audio/video" contact Hillary Houghton 972-766-6448	Two easels and easel paper	2 microphones extra power strip	Internet access, 2 lavalier microphone and presentation clicker	2 microphones			
Organization:	Adventure Children's Museum	Blue Cross Blue Shield of Texas	Thrival Company	DLW Law, PLLC	ALSAC St Jude Pursuant	Bloomingang	Cyngus Applied Research	Wells Fargo Wealth Management	

Track 1		Track 2		Track 3		Track 4		Track 5		Track 6		Track 7		Track 8	
Annual Giving		Best Practices		Board & Volunteer Relationships		Donor Development		Major Gifts		Marketing & Communications		Non-profit Leadership		Planned Giving	
12:10 pm - 1:30 pm															
Lunch: Penelope Burke "Under the Radar ... The Unrecognized Opportunity in America's Youngest Donors"															
1:35 pm - 2:25 pm	Melissa Cameron	Vern Snyder	Kim Pinter	Gary Hawkins	Schuyler Lehman	Alicia Reed	Taylor Shanklin								Viken Mikaelian
Topic	Keeping the Faith & Diversify your Funding	Building a Successful Career Successfully	Investing in Volunteers? The Bottom Line Impact!	Fundraising in the Face of Adversity	The Role of CEO & Bd Chair in Major Gifts	A Major Gifts Toolkit To Increase Productivity	Words, words, words Storytelling with Focus								Money Is There Here's How to Get It
Level	Entry - Mid	Mid Level	Entry-Mid	Mid-Advanced	Advanced	All	Entry - Mid								All
Suggested Room Size															
Room # 1		#2	#3	#4	#5	#6	#7								#8
Additional Presentation Needs															wifi
Organization	Dallas Habitat for Humanity	University of Toledo	Volunteer Now	CCS	Graham Pelton Consulting	Blackbaud	Mission Advancement Partners								plannedgiving.com
2:25 pm - 2:55 pm															
Exhibits															
Scott Swedenburg		Barbara McColm		Daniel Neel		Jonathan Schick		Kyle Edgington		Diane Marty		Kent Weiner			
3:00 pm - 3:50 pm	Trisha Dunbar	Rachel Leventon	Clint Riley												R. Michael George
Topic	How to Make Your Fundraising More Social	Let Your Results Speak	Connection Workshop Getting Board to engage	Take the Fear out of the Ask	Principles of Successful Board/CEO Partnerships	Securing A Mega-Gift	Sparkle & Logic, They Can Co-Exist								Gift Planning When It's Not All You Do
Level	All	Entry-Mid	Mid-Advanced	Entry-Mid	Advanced	Advanced	Mid-Advanced								All
Suggested Room Size															
Room # 1		#2	#3	#4	#5					JR Ballroom B	#7				JR Ballroom D
Additional Presentation Needs	WIFI														
			2 microphones												2 microphones
Organization	Mail Enterprises	Center for Nonprofit Management	M. Gale & Associates, LLC Texas Boys Choir	The Fundraising Resource Group	UT Dallas, Center for Vital Longevity	Flair Consulting	GOAL Consulting								Parkland Hospital Fdn The Catholic Fdn
3:55 pm - 4:45 pm															
Closing Session: Suzanne Smith "The Real World of Cause Storytelling"															

2014 FSA Scholarship Winners

	<u>Store</u>	<u>First Name</u>	<u>Last Name</u>	<u>email address</u>	<u>Phone</u>	<u>Address</u>	<u>City</u>	<u>Zip</u>	<u>Amount Awarded</u>
#1	Kroger	Austin	Bailey	bdebball@aol.com	214-548-9230	2804 Trophy Drive	Plano	75025	\$2,500
#2	Kroger	Matthew	Brazier	mbrazier19@yahoo.com	214-708-6122	2407 Basswood Dr	Little Elm	75068	\$2,500
#3	Kroger	Philid	Bwabwa	philobwabwa@yahoo.com	214-721-5971	9941 Whitehurst Drive	Apt #1028 Dallas	75243	\$2,500
#4	Kroger	Colton	Carver	qbfive@yahoo.com	817-403-7826	6312 Pine Hills Ln	Denton	76210	\$2,500
#5	Kroger	Lauren	Christenson	laurenfaye8241@aol.com	817-443-8872	721 Avenue A	#11 Denton	76201	\$2,500
#6	Kroger	Katherine	Dean	katiemdean1@gmail.com	901-340-2349	3020 Brett Rd	Corinth	76210	\$2,500
#7	Kroger	Patrick	Eshelman	hometowncalifornia@gmail.com	817-371-0377	6303 Waterview Dr	Arlington	76016	\$2,500
#8	Kroger	Anam	Ghulm	anumghulam@hotmail.com	469-358-7143	7348 Parkridge Blvd	Apt #245 Irving	75063	\$2,500
#9	Kroger	Christian	Herrera	christian_soccer29@yahoo.com	214-930-7448	1101 Vera Cruz Dr	Grand Prairie	75052	\$2,500
#10	Kroger	Stanley	Hinton	losendi@gmail.com	972-834-6293	10164 Wake Bridge Drive	Frisco	75035	\$2,500
#11	Kroger	Mikaela	Judd	judd_mikaela@gmail.com	214-457-7136	5405 Enclave Circle	Apt. #305 Ft Worth	76132	\$2,500
#12	Kroger	Benjamin	Lacy	ben_lacy@rocketmail.com	214-784-7433	230 S MacArthur Blvd.	Apt #1112 Coppell	75019	\$2,500
#13	Kroger	Ashrafal	Mahmud	ashrafalmahmud@yahoo.com	214-731-9594	1721 E Frankford Road	Carrollton	75007	\$2,500
#14	Kroger	Onyx	Malone	onyxmalone@yahoo.com	817-941-0329	1605 Birds Eye Road	Ft Worth	76177	\$2,500
#15	Kroger	Jasmine	Moore	jasmooore38@gmail.com	972-740-3842	700 Barrywood Ct	Apt #1131 Ft Worth	76112	\$2,500
#16	Kroger	Sheena	Nguyen	aznc47@yahoo.com	214-315-9318	2911 Tanglebrook Dr.	Grand Prairie	75052	\$2,500
#17	Kroger	Loralee	Phillips	phillipsloralee@yahoo.com	817-565-2404	1100 Kathryn Street	Hurst	76053	\$2,500
#18	Kroger	Sydney	Rodriguez	sydtayrodriguez@yahoo.com	817-449-3336	8616 Muir Dr.	Keller	76244	\$2,500
#19	Kroger	Sara	Sanders	saradsand@gmail.com	903-812-4559	2118 East Main St	Henderson	75652	\$2,500
#20	Kroger	Lauren	Slater	laurenrey45@gmail.com	480-773-0337	3050 Lakeside Dr	Highland Village	75077	\$2,500
#21	Kroger	Bahman	Sokhansanj	bahsok@yahoo.com	214-769-2500	1104 Edgefield Dr	Plano	75075	\$2,500
#22	Albertsons	D'Marvion	Stewart	dmavryonstewart@gmail.com	214-701-7284	3203 Kingsbrook Dr	Wylie	75098	\$2,500
#23	Albertsons	Jordyn	Taylor	jordyngtaylor@gmail.com	817-659-9707	1161 Woodard Ave	Apt #722 Cleburne	76033	\$2,500
#24	Albertsons	Bralyn	Williams	wbralyn@yahoo.com	682-433-2553	4821 Leaf Hollow Dr	Keller	76244	\$2,500
#25	Albertsons	Raymond	Palmateer	Raymond.palmateer@my.tccd.edu	817-937-8291	2716 Allen Ave.	Arlington	76014	\$2,500
#26	Brookshire	Amy	Alibrando	amyvalibrando@brookshires.com	903-279-2541	14852 Johns Corner	Arp	75750	\$2,500
#27	Brookshire	Jeffrey	Byers	jbyers1985@gmail.com	903-352-9888	1912 Jarrell Ave	Tyler	75701	\$2,500
#28	Brookshire	Makaela	Foster	makaerae2011@gmail.com	214-728-0431	3737 VZCR 2144	Wills Point	75169	\$2,500
#29	Brookshire	Lori	Miller	lori3157@hughes.net	903-638-5844	3157 E US Hwy 80	Mineola	75773	\$2,500
#30	Brookshire	Margaret	Speidell	margaretkarolina@yahoo.com	903-305-0517	439 Cypress St	Pittsburg	75686	\$2,500
#31	MarketStreet	Jawaad	Ali-Kparah	kenetalikparah@gmail.com	469-952-4346	6232 Dark Forest	McKinney	75070	\$2,500
#32	MarketStreet	Meredith	Henderson	hendersonmeredith@att.net	972-322-0583	7815 Scotia Dr	Dallas	75248	\$2,500
#33	MarketStreet	Stephanie	Untch	stephanieuntch@yahoo.com	469-247-8804	4800 Nocona Dr	Plano	75024	\$2,500
#34	MarketStreet	Justin	Wilkerson	justinwilkerson@verizon.net	972-658-5050	2304 Elm Valley Dr	Little Elm	75068	\$2,500
#35	Tom Thumb	Cynthia	Glover	cynthia.glover@safeway.com	214-271-6507	2712 Sir Bedivere Lane	The Colony	75056	\$2,500
#36	Tom Thumb	Ryan	Herrin	herrin_Ryan@yahoo.com	817-707-0270	8515 Boulevard 26	Apt #1707 North Richland Hills	76180	\$2,500
#37	Tom Thumb	Alexis	Perelira	lekewood1299@aol.com	214-460-5375	3705 Santiago Ct.	Irving	75062	\$2,500
#38	Tom Thumb	Keith	Ratliff	kratliff30@yahoo.com	214-682-5919	4458 Laredo Dr	Grand Prairie	75052	\$2,500
#39	Tom Thumb	Christina	Richards	chntinarichards96@gmail.com	817-948-4489	1732 Brown Trail	Hurst	76054	\$2,500
#40	Tom Thumb	Alexandra	Twiss	alex.twiss@safeway.com	469-789-9015	629 Via Sevilla	Mesquite	75150	\$2,500

\$100,000



Office of the Secretary of State

May 01, 2014

Attn: Pamela Rost

FSA Scholarship Foundation
1224 N. Hwy 377, #303-139
Roanoke, TX 76262 USA

RE: FSA SCHOLARSHIP FOUNDATION
File Number: 136789901

It has been our pleasure to file the Restated Certificate of Formation for the referenced entity. Enclosed is the certificate evidencing filing. Payment of the filing fee is acknowledged by this letter.

If we may be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure



Office of the Secretary of State

CERTIFICATE OF RESERVATION OF ENTITY NAME OF

FSA Scholarship Foundation

The undersigned, as Secretary of State of Texas, hereby certifies that the above entity name has been reserved in this office pursuant to the provisions of Section 5.101 of the Texas Business Organizations Code for the exclusive use of

Food Sales Association
1224 N. Hwy 377, #303-139, Roanoke, TX 76262

for a period of one hundred twenty days after the date hereof.

This name reservation does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 01/30/2014



NANDITA BERRY

Nandita Berry
Secretary of State



Office of the Secretary of State

CERTIFICATE OF FILING OF

FSA SCHOLARSHIP FOUNDATION
136789901

[formerly: FOOD SALES ASSOCIATION]

The undersigned, as Secretary of State of Texas, hereby certifies that a Restated Certificate of Formation for the above named domestic nonprofit corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 04/25/2014

Effective: 04/25/2014



NANDITA BERRY

Nandita Berry
Secretary of State

RESTATED
CERTIFICATE OF FORMATION
OF
FSA SCHOLARSHIP FOUNDATION

ARTICLE ONE

The name of the corporation (the "Corporation") is FSA SCHOLARSHIP FOUNDATION.

ARTICLE TWO

The Corporation is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Texas Business Organizations Code that are applicable to nonprofit corporations. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Code").

ARTICLE THREE

The period of the Corporation's duration is perpetual.

ARTICLE FOUR

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Code. Within the scope of the foregoing purposes, but not by way of limitation thereof, the Corporation is operated primarily to (1) widen acquaintances and social contact and cultivate fellowship and goodwill among the members of firms engaged in the manufacture and distribution of food and beverage products and allied lines and service oriented suppliers (2) improve communication and provide a forum for the dissemination of information between suppliers and retailers by inviting executives of retail companies and other related industry experts to be speakers or guests at meetings (3) promote careers and develop leaders in food retailing by awarding college scholarships to persons working in the industry and (4) engage in any lawful activities for which nonprofit corporations may be organized under the Texas Business Organization Code that are incidental to the foregoing purposes of the Corporation and which are not inconsistent with its status as an organization described in Section 501 (c)(3) of the Code. The assets and properties of the Corporation are hereby pledged for use in performing its exempt functions.

ARTICLE FIVE

No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any private individual; provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation, and expenses may be reimbursed or paid in furtherance of one or more of its purposes.

ARTICLE SIX

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE SEVEN

Notwithstanding any other provision of this Certificate of Formation, if this Corporation shall be, or shall be deemed to be, a private foundation as described in Section 509(a) of the Code, then (a) the Corporation shall make distributions and conduct its operations in each taxable year at such times and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and (b) the Corporation is expressly prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code, from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code and from making any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE EIGHT

In the event the Corporation is dissolved, after all liabilities and obligations of the Corporation are paid or provision is made therefor, the Board of Directors of the Corporation shall adopt a plan for the distribution of the remaining assets of the Corporation to such organization or organizations organized and operated exclusively for charitable purposes, as shall at that time have purposes similar to those of the Corporation set forth in Article Four hereof, and

that qualify as charitable organizations described in Section 501(c)(3) of the Code. No director, officer or member of the Corporation and no private individual will be entitled to share in the distribution of any assets of the Corporation in the event of its dissolution.

ARTICLE NINE

The Board of Directors of the Corporation shall be the governing body of the Corporation and shall be elected in the manner set forth in the Bylaws of the Corporation. The number of directors may be changed from time to time in the manner provided in the Bylaws of the Corporation, but in no event shall there be less than three (3) directors. The number of directors constituting the current Board of Directors is twelve (12), and their names and addresses are as follows:

Kim	Alvarez	508 Young St	Dallas, TX	75202
Rick	Beal	180 W. Pioneer Pkwy	Grand Prairie, TX	75051
Eric	Becker	11305 Switzer Ave	Dallas, TX	75238
Tim	Berry	1140 Inwood Rd	Dallas, TX	75247
Barry	Green	7001 Will Rogers Blvd	Fort Worth, TX	76140
Jan	Meade	401 Hood Ct	Coppell, TX	75019
Roman	Parish	8280 Willow Pl, Ste 106	Houston, TX	77070
Don	Perkins	1125 Joel East Rd	Fort Worth, TX	76140
Don	Scoggins	3220 Custis Dr	Fort Worth, TX	76116
Cristy	Scott	5100 Legacy Dr	Plano, TX	75024
Jeff	Stillwell	1805 Record Crossing	Dallas, TX	75235
Pamela	Tresp	10444 N. Stemmons Frwy	Dallas, TX	75220

ARTICLE TEN

The Corporation may have one or more classes of Members. The identity of the Members and the rights, duties, and obligations of Members shall be as set forth in the Bylaws of the Corporation.

ARTICLE ELEVEN

A director of the Corporation shall not be personally liable to the Corporation for monetary damages for any act or omission in such director's capacity as a director, except that this Article does not authorize the elimination or limitation of the liability of a director to the extent the director is found liable for: (i) a breach of the director's duty of loyalty to the Corporation; (ii) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or (iv) an act or omission for which the liability of a director is expressly provided by an applicable statute. The foregoing elimination of liability to the Corporation shall not be deemed exclusive of any other rights, limitations of liability or indemnity to which a director may be entitled under any other provision of the Certificate of Formation or Bylaws of the Corporation, contract or agreement, vote of directors, principle of law or otherwise. Any repeal or amendment of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions of this Article, the liability of a director shall be eliminated to the full extent permitted by any amendment hereafter enacted to the Texas Business Organizations Code, as same exists or may be hereafter amended, or other Texas law that further eliminates or permits the elimination of the liability of a director. To the extent permitted by applicable law, the foregoing limitation of liability set forth in this Article shall extend to the Corporation's officers.

ARTICLE TWELVE

The Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (i) is or was a director or officer of the Corporation or (ii) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, to the fullest extent that a corporation may grant indemnification to a director under the Texas Business Organizations Code, as the same exists or may hereafter be amended. The rights conferred by this Article shall be contract rights and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Texas Business Organizations Code, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within 90 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to also be paid the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense is not permitted under the Texas Business Organizations Code. In the event of the death of any person having a right of indemnification under this Article, such right shall inure to the benefit of such person's heirs, executors, administrators and personal representatives. The rights conferred by this Article shall not be exclusive of any other right which any person may have or hereafter

acquire under any statute, bylaw, resolution of directors, agreement or otherwise. The Corporation may purchase and maintain insurance or a similar arrangement (including, but not limited to, a trust fund, self-insurance, a security interest or lien on the assets of the Corporation, or a letter of credit, guaranty or surety arrangement) on behalf of any person who is serving the Corporation (or another entity at the request of the Corporation) against any liability asserted against such person and incurred by such person in such a capacity or arising out of status as such a person, whether or not the Corporation would have the power to indemnify such person against that liability under this Article or by statute. Notwithstanding the other provisions of this Article, the Corporation may not indemnify or maintain insurance or a similar arrangement on behalf of any person if such indemnification or maintenance of insurance or similar arrangement would subject the Corporation to income tax under the Code or subject such person to excise tax under the Code. For purposes of this Article, the term "expenses" includes court costs and attorney's fees, and the term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitratve or investigative, any appeal in such action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit or proceeding.

ARTICLE THIRTEEN

The address of the registered office of the Corporation is 121 Carnoustie Drive, Trophy Club, Texas 76262, and the name of its registered agent at such address is Pamela S. Rost.

IN WITNESS WHEREOF, this Restated Certificate of Formation was approved by the Corporation's Board of Directors on the 22, day of April 2014 and has been executed on this 22, day of April, 2014, by the undersigned officer, thereunto duly authorized.

 , Secretary

Form 414
(Revised 09/13)

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512/463-5709

Filing Fee: See instructions



**Restated Certificate of
Formation
With New Amendments**

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas

APR 25 2014

Corporations Section

Entity Information

The name of the filing entity is:

FOOD SALES ASSOCIATION

State the name of the entity as currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name.

The filing entity is a: (Select the appropriate entity type below.)

☐ For-profit Corporation

☐ Professional Corporation

☒ Nonprofit Corporation

☐ Professional Limited Liability Company

☐ Cooperative Association

☐ Professional Association

☐ Limited Liability Company

☐ Limited Partnership

The file number issued to the filing entity by the secretary of state is: 136789901

The date of formation of the filing entity is: 8/28/95

Statement of Approval

Each new amendment has been made in accordance with the provisions of the Texas Business Organizations Code. The amendments to the certificate of formation and the restated certificate of formation have been approved in the manner required by the Code and by the governing documents of the entity.

Required Statements

The restated certificate of formation, which is attached to this form, accurately states the text of the certificate of formation being restated and each amendment to the certificate of formation being restated that is in effect, and as further amended by the restated certificate of formation. The attached restated certificate of formation does not contain any other change in the certificate of formation being restated except for the information permitted to be omitted by the provisions of the Texas Business Organizations Code applicable to the filing entity.