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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

1506

For calendar year 2014 or tax year beginning JUL 1, 2014 , and ending JUN 30, 2015

Name of foundation ARTHUR N. RUPE FOUNDATION	A Employer identification number 77-0278838
Number and street (or P O box number if mail is not delivered to street address) 3700 STATE STREET — Room/suite 300	B Telephone number 805-687-8586
City or town, state or province, country, and ZIP or foreign postal code SANTA BARBARA, CA 93105-3128	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) ▶$ 78,226,097. — 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 ▶ ☐

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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))

	Line	(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	4,325,000.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	951.	951.		STATEMENT 1
	4 Dividends and interest from securities	519,371.	519,371.		STATEMENT 2
	5a Gross rents	2,039,477.	2,039,477.		STATEMENT 3
	b Net rental income or (loss) 1,902,446.				STATEMENT 4
	6a Net gain or (loss) from sale of assets not on line 10	2,451,852.			
	b Gross sales price for all assets on line 6a 55,054,763.				
	7 Capital gain net income (from Part IV, line 2)		2,451,852.		
	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)				
	11 Other income	1,365,011.	1,365,011.		STATEMENT 5
	12 **Total.** Add lines 1 through 11	10,701,662.	6,376,662.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	311,059.	40,961.		270,098.
	14 Other employee salaries and wages	113,112.	0.		113,112.
	15 Pension plans, employee benefits	45,779.	5,081.		40,761.
	16a Legal fees STMT 6	16,678.	9,207.		7,471.
	b Accounting fees STMT 7	9,550.	0.		9,550.
	c Other professional fees STMT 8	66,013.	1,500.		64,513.
	17 Interest	1,590.	1,590.		0.
	18 Taxes STMT 9	253,628.	6,133.		21,593.
	19 Depreciation and depletion	325,180.	118,441.		
	20 Occupancy				
	21 Travel, conferences, and meetings	74,952.	0.		74,952.
	22 Printing and publications				
	23 Other expenses STMT 10	66,080.	17,235.		48,845.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,283,621.	200,148.		650,895.
	25 Contributions, gifts, grants paid	3,274,135.			3,274,135.
	26 **Total expenses and disbursements.** Add lines 24 and 25	4,557,756.	200,148.		3,925,030.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	6,143,906.			
	b **Net investment income** (if negative, enter -0-)		6,176,514.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	103,296.	29,286.	29,286.
	2 Savings and temporary cash investments	8,502,432.	6,685,066.	6,685,066.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 13	29,559,159.	33,631,519.	35,799,068.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ 24,918,276.			
	Less accumulated depreciation STMT 12▶ 1,520,568.	19,191,149.	23,397,708.	23,651,000.
	12 Investments - mortgage loans			
	13 Investments - other STMT 14	23,109,860.	22,903,121.	12,061,677.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	80,465,896.	86,646,700.	78,226,097.
Liabilities	17 Accounts payable and accrued expenses	8,098.	44,996.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	8,098.	44,996.	
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			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	80,457,798.	86,601,704.	
	30 **Total net assets or fund balances**	80,457,798.	86,601,704.	
	31 **Total liabilities and net assets/fund balances**	80,465,896.	86,646,700.	

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	80,457,798.
2	Enter amount from Part I, line 27a	2	6,143,906.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	86,601,704.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	86,601,704.

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	SHORT TERM - SCHEDULE	P		
b	LONG TERM - SCHEDULE	P		
c	CAPITAL GAINS DIVIDENDS			
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	48,478,669.		48,342,945.	135,724.
b	5,306,364.		4,259,966.	1,046,398.
c	1,269,730.			1,269,730.
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				135,724.
b				1,046,398.
c				1,269,730.
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	2,451,852.
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) If (loss), enter -0- in Part I, line 8	3	N/A

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	2,875,100.	59,138,697.	.048616
2012	2,763,310.	52,202,489.	.052934
2011	2,137,894.	48,100,378.	.044447
2010	2,611,628.	51,771,480.	.050445
2009	1,193,027.	40,610,141.	.029378

2	**Total** of line 1, column (d)	2	.225820
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	.045164
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	74,621,566.
5	Multiply line 4 by line 3	5	3,370,208.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	61,765.
7	Add lines 5 and 6	7	3,431,973.
8	Enter qualifying distributions from Part XII, line 4	8	3,925,030.

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 ▶ [X] and enter 1% of Part I, line 27b			1	61,765.
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	0.
3	Add lines 1 and 2			3	61,765.
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	61,765.
6	Credits/Payments:				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	126,000.		
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	126,000.
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	64,235.
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ 64,235. **Refunded** ▶			11	0.

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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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? N/A	4b		
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) ▶ CA			
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)*

		Line	Yes	No
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 ▶ RUPEFOUNDATION.ORG

14 The books are in care of ▶ ARTHUR N. RUPE FOUNDATION Telephone no ▶805/687-8586
Located at ▶3700 STATE STREET, SUITE 300, SANTA BARBARA, CA ZIP+4 ▶93105

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 N/A

		Line	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.

			Line	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		X
	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.)	N/A	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.)*	N/A	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)? N/A | 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? N/A ☐ 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? N/A | 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.

(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
SEE STATEMENT 15		311,059.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
CHRISTINE NORTHUP - 3700 STATE STREET,#300, SANTA BARBARA, CA 93105	PROGRAM OFFICER 36.00	69,410.	0.	0.

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

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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. 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 ▶		0

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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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	34,440,447.
b	Average of monthly cash balances	1b	8,750,761.
c	Fair market value of all other assets	1c	32,566,727.
d	**Total** (add lines 1a, b, and c)	1d	75,757,935.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	75,757,935.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,136,369.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	74,621,566.
6	**Minimum investment return.** Enter 5% of line 5	6	3,731,078.

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	3,731,078.
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a 61,765.		
b	Income tax for 2014. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	61,765.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,669,313.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,669,313.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,669,313.

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	3,925,030.
b	Program-related investments - total from Part IX-B	1b	0.
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	3,925,030.
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	5	61,765.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,863,265.

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				3,669,313.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			1,506,543.	
b Total for prior years: ____, ____, ____		0.		
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	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 3,925,030.				
a Applied to 2013, but not more than line 2a			1,506,543.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				2,418,487.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				1,250,826.
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)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
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) N/A

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).)

ARTHUR N RUPE

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 ▶ [X] 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALLAN HANCOCK COLLEGE FOUNDATION 800 SOUTH COLLEGE DRIVE SANTA MARIA, CA 93454	N/A	PUBLIC CHARITY	CNA PROGRAM	50,000.
BAKERSFIELD COLLEGE 1801 PANORAMA DRIVE BAKERSFIELD, CA 93305	N/A	SEC 170(C)(1)GOVERN UNIT	CNA PROGRAM	40,000.
BUTTE COLLEGE FOUNDATION 3536 BUTTE CAMPUS DRIVE OROVILLE, CA 95965	N/A	PUBLIC CHARITY	CNA PROGRAM	40,000.
CHICAGO DEBATE COMMISSION 200 S. MICHIGAN, SUITE 1040 CHICAGO, IL 60604	N/A	PUBLIC CHARITY	DEBATE PROGRAM	30,000.
CITRUS COLLEGE 1000 WEST FOOTHILL BLVD. GLENDORA, CA 91741	N/A	SEC 170(C)(1)GOVERN UNIT	CNA PROGRAM	50,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	3,274,135.
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 (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	951.	
4 Dividends and interest from securities			14	519,371.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	1,902,446.	
6 Net rental income or (loss) from personal property					
7 Other investment income			15	1,365,011.	
8 Gain or (loss) from sales of assets other than inventory			18	2,451,852.	
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)		0.		6,239,631.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 6,239,631.

(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).

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	

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
N/A		

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

Arthur N. Rupe — Signature of officer or trustee | 10-9-15 — Date | CHAIRMAN — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990 .

OMB No 1545-0047

2014

Name of the organization	Employer identification number
ARTHUR N. RUPE FOUNDATION	77-0278838

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
ARTHUR N. RUPE FOUNDATION	77-0278838

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ARLOMA CORPORATION 3700 STATE STREET #300 SANTA BARBARA, CA 93105	$ 4,325,000.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization	Employer identification number
ARTHUR N. RUPE FOUNDATION	77-0278838

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	REAL ESTATE, KNOXVILLE, TN	$ 4,325,000.	04/01/15

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
COLLEGE OF THE DESERT 43-500 MONTEREY AVENUE, BNC-2 PALM DESERT, CA 92260	N/A	SEC 170(C)(1)GOVERN UNIT	CNA PROGRAM	28,785.
EVERGREEN VALLEY COLLEGE 3095 YERBA BUENA ROAD SAN JOSE, CA 95135	N/A	SEC 170(C)(1)GOVERN UNIT	CNA PROGRAM	55,000.
FIDELITY CHARITABLE GIFT FUND 200 SEAPORT BLVD. BOSTON, MA 02210	N/A	PUBLIC CHARITY	DESIGNATED CONTRIBUTIONS	2,060,000.
FOUNDATION FOR SANTA BARBARA CITY COLLEGE 721 CLIFF DRIVE SANTA BARBARA, CA 93109	N/A	PUBLIC CHARITY	CNA/HHA PROGRAM	100,510.
FOUNDATION FOR SANTA BARBARA CITY COLLEGE 721 CLIFF DRIVE SANTA BARBARA, CA 93109	N/A	PUBLIC CHARITY	MEMORY CARE PROGRAM	56,430.
GAVILIAN COLLEGE EDUCATIONAL FOUNDATION 5055 SANTA TERESA BLVD. GILROY, CA 95020	N/A	PUBLIC CHARITY	CNA PROGRAM	40,000.
HOSPICE OF SAN LUIS OBISPO COUNTY 1304 PACIFIC STREET SAN LUIS OBISPO, CA 93401	N/A	PUBLIC CHARITY	DOROTHY D. RUPE CENTER	100,000.
IMPERIAL VALLEY COLLEGE 380 ATEN ROAD IMPERIAL, CA 92251	N/A	SEC 170(C)(1)GOVERN UNIT	CNA PROGRAM	29,260.
LACCD_LOS ANGELES HARBOR COLLEGE 1111 FIGUEROA PLACE WILMINGTON, CA 90744	N/A	SEC 170(C)(1)GOVERN UNIT	CNA PROGRAM	45,000.
LOS RIOS COMMUNITY COLLEGE DISTRICT 1919 SPANOS COURT SACRAMENTO, CA 95825	N/A	SEC 170(C)(1)GOVERN UNIT	CNA PROGRAM	15,000.
Total from continuation sheets				3,064,135.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MODESTO JUNIOR COLLEGE 435 COLLEGE AVENUE MODESTO, CA 95350	N/A	SEC 170(C)(1)GOVERN UNIT	CNA PROGRAM	61,685.
MT. SAN ANTONIO COLLEGE 1100 N. GRAND AVE. WALNUT, CA 91789	N/A	SEC 170(C)(1)GOVERN UNIT	CNA PROGRAM	35,000.
NEW YORK CITY URBAN DEBATE LEAGUE 560 WEST 43RD STREET, #24B NEW YORK, NY 10036	N/A	PUBLIC CHARITY	PUBLIC FORUM DEBATE	50,000.
PASADENA CITY COLLEGE FOUNDATION 1570 EAST COLORADO BLVD. PASADENA, CA 91106	N/A	PUBLIC CHARITY	CNA PROGRAM	15,000.
RIO HONDO COLLEGE 3600 WORKMAN MILL ROAD WHITTIER, CA 90601	N/A	SEC 170(C)(1)GOVERN UNIT	CNA PROGRAM	60,000.
SAN DIEGO CONTINUING EDUCATION 4343 OCEAN VIEW BLVD. SAN DIEGO, CA 92113	N/A	SEC 170(C)(1)GOVERN UNIT	CNA PROGRAM	45,000.
SANTA ROSA JUNIOR COLLEGE 1501 MENDOCINO AVENUE SANTA ROSA, CA 95401	N/A	SEC 170(C)(1)GOVERN UNIT	CNA PROGRAM	25,000.
SOLANO COMMUNITY COLLEGE 4000 SUISUN VALLEY ROAD FAIRFIELD, CA 94534	N/A	SEC 170(C)(1)GOVERN UNIT	CNA PROGRAM	30,600.
VENTURA COLLEGE FOUNDATION 4667 TELEGRAPH ROAD VENTURA, CA 93003	N/A	PUBLIC CHARITY	CNA PROGRAM	71,000.
WEST HILLS COMMUNITY COLLEGE DISTRICT 555 COLLEGE AVE. LEMOORE, CA 93245	N/A	SEC 170(C)(1)GOVERN UNIT	CNA PROGRAM	90,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
WEST LOS ANGELES COLLEGE 9000 OVERLAND AVENUE CULVER CITY, CA 90230	N/A	SEC 170(C)(1)GOVERN UNIT	CNA PROGRAM	50,865.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST	951.	951.	
TOTAL TO PART I, LINE 3	951.	951.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	405,159.	0.	405,159.	405,159.	
LONG TERM CAPITAL GAIN DIVIDENDS	1,269,730.	1,269,730.	0.	0.	
SHORT TERM CAPITAL GAIN DIV	114,212.	0.	114,212.	114,212.	
TO PART I, LINE 4	1,789,101.	1,269,730.	519,371.	519,371.	

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
JONESBORO PROPERTY	2	336,036.
LAKELAND PROPERTY	3	
LUBBOCK PROPERTY	5	390,260.
BUFORD, GA PROPERTY	6	1,116,359.
KNOXVILLE, TN	7	196,822.
TOTAL TO FORM 990-PF, PART I, LINE 5A		2,039,477.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION		ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION			41,447.	
REAL ESTATE EXPENSES			8,485.	
	- SUBTOTAL -	2		49,932.
DEPRECIATION			63,074.	
REAL ESTATE EXPENSES			725.	
APPRAISAL			1,500.	
	- SUBTOTAL -	5		65,299.
DEPRECIATION			11,541.	
	- SUBTOTAL -	6		11,541.
DEPRECIATION			2,379.	
REAL ESTATE EXPENSES			7,880.	
	- SUBTOTAL -	7		10,259.
TOTAL RENTAL EXPENSES				137,031.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B				1,902,446.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTIES	1,365,011.	1,365,011.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,365,011.	1,365,011.	

FORM 990-PF LEGAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	16,678.	9,207.		7,471.
TO FM 990-PF, PG 1, LN 16A	16,678.	9,207.		7,471.

FORM 990-PF ACCOUNTING FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT	9,550.	0.		9,550.
TO FORM 990-PF, PG 1, LN 16B	9,550.	0.		9,550.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	64,513.	0.		64,513.
APPRAISAL	1,500.	1,500.		0.
TO FORM 990-PF, PG 1, LN 16C	66,013.	1,500.		64,513.

FORM 990-PF TAXES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAX	24,252.	2,659.		21,593.
PROPERTY TAX	3,474.	3,474.		0.
FEDERAL EXCISE TAX	216,902.	0.		0.
TENNESSEE EXCISE TAX	9,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	253,628.	6,133.		21,593.

FORM 990-PF OTHER EXPENSES STATEMENT 10

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS EXPENSE	20,577.	0.		20,577.
DUES AND SUBSCRIPTIONS	1,182.	0.		1,182.
OFFICE SUPPLIES	5,995.	145.		5,850.
INSURANCE	10,835.	0.		10,835.
WEBSITES AND SOFTWARE	8,791.	0.		8,791.
PROFESSIONAL DEVELOPMENT	1,610.	0.		1,610.
REAL ESTATE EXPENSES	8,485.	8,485.		0.
REAL ESTATE EXPENSES	725.	725.		0.
REAL ESTATE EXPENSES	7,880.	7,880.		0.
TO FORM 990-PF, PG 1, LN 23	66,080.	17,235.		48,845.

FOOTNOTES STATEMENT 11

STATEMENT RE PART VII-A, QUESTION 12

THE FOUNDATION MADE DISTRIBUTIONS TO A DONOR-ADVISED FUND THAT ARE REPORTED AS QUALIFYING DISTRIBUTIONS.
THE DONOR-ADVISED FUND SPONSORING ORGANIZATION IS A 501(C)(3) TAX EXEMPT ENTITY THAT IS ORGANIZED AND OPERATED EXCLUSIVELY FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES.
ACCORDINGLY, ALL DISTRIBUTIONS BY THE FOUNDATION TO THE DONOR-ADVISED FUND SPONSORING ORGANIZATION ARE USED TO ACCOMPLISH A PURPOSE DESCRIBED IN INTERNAL REVENUE CODE SECTION 170(C)(2)(B).

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
BUILDING-GA	1,599,639.	808,357.	791,282.	4,200,000.
LAND-GA	752,771.	0.	752,771.	0.
BOOK/TAX BASIS DIFFERENCE-GA	2,062,562.	0.	2,062,562.	0.
BUILDING-GA	16,813.	4,363.	12,450.	0.
LAND-GA	7,912.	0.	7,912.	0.
UNIMPROVED LAND-LAKELAND	165,578.	0.	165,578.	126,000.
BOOK/TAX BASIS DIFFERENCE-LAKELAND	84,422.	0.	84,422.	0.
BUILDING-TX	2,460,000.	638,714.	1,821,286.	2,600,000.
LAND-TX	820,000.	0.	820,000.	0.
BOOK/TAX BASIS DIFFERENCE-TX	168,846.	0.	168,846.	0.
LAND-BUFORD, GA	485,484.	0.	485,484.	12,400,000.
BUILDING-GA	450,118.	34,760.	415,358.	0.
BOOK/TAX BASIS DIFFERENCE-LAND	3,514,516.	0.	3,514,516.	0.
BOOK/TAX BASIS DIFFERENCE-BLDG	7,972,620.	0.	7,972,620.	0.
LAND-KNOXVILLE, TN	100,901.	0.	100,901.	0.
BUILDING	445,435.	34,374.	411,061.	4,325,000.
BOOK/TAX BASIS DIFFERENCE-LAND	331,599.	0.	331,599.	0.
BOOK/TAX BASIS DIFFERENCE-BLDG	3,479,060.	0.	3,479,060.	0.
TO 990-PF, PART II, LN 11	24,918,276.	1,520,568.	23,397,708.	23,651,000.

FORM 990-PF CORPORATE STOCK STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SECURITIES-STATEMENT 16	33,631,519.	35,799,068.
TOTAL TO FORM 990-PF, PART II, LINE 10B	33,631,519.	35,799,068.

FORM 990-PF | OTHER INVESTMENTS | STATEMENT 14

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ROYALTIES-NET OF DEPLETION	FMV	22,903,121.	12,061,677.
TOTAL TO FORM 990-PF, PART II, LINE 13		22,903,121.	12,061,677.

FORM 990-PF | PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS | STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ARTHUR N RUPE 3700 STATE ST, #300 SANTA BARBARA, CA 93105	CHAIRMAN OF BOARD 30.00	0.	0.	0.
SUSAN VAN AACKEN 3700 STATE ST, #300 SANTA BARBARA, CA 93105	SECRETARY 37.00	76,237.	0.	0.
RICHARD L HUNT 3700 STATE ST, #300 SANTA BARBARA, CA 93105	CFO AND DIRECTOR 6.00	9,000.	0.	0.
BEVERLY M RUPE 3700 STATE ST, #300 SANTA BARBARA, CA 93105	DIRECTOR 1.00	6,000.	0.	0.
ALAN O EBENSTEIN 3700 STATE ST, #300 SANTA BARBARA, CA 93105	PAST DIRECTOR 1.00	4,500.	0.	0.
JEFFREY J CAIN 3700 STATE ST, #300 SANTA BARBARA, CA 93105	PAST PRESIDENT AND DIRECTOR 20.00	46,000.	0.	0.
KIM DENNIS 3700 STATE ST, #300 SANTA BARBARA, CA 93105	DIRECTOR 1.00	6,000.	0.	0.
MARK C HENRIE 3700 STATE ST, #300 SANTA BARBARA, CA 93105	PRESIDENT 40.00	163,322.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		311,059.	0.	0.

Arthur N. Rupe Foundation
Capital Gains and Losses
Year Ended June 30, 2015

Security	Acquisition Date	Sale Date	Unit Quantity	Cost	Sale Proceeds	Realized Gain/Loss
Short Term Activity:						
Powershares Buyback Achievers	01/06/14	07/03/14	53,787.000	2,289,718	2,434,877	145,159
Ishares Italy Index Fund	05/02/14	08/04/14	33,929.000	609,541	554,533	(55,008)
Ishares Russ MdCp	07/03/14	08/04/14	33,630.000	2,445,917	2,359,576	(86,341)
Spdr Dj Euro Stoxx 50 Fund	05/06/14	08/04/14	25,130.000	1,088,054	1,018,992	(69,062)
Turner Midcap Growth Fund	03/04/14	08/04/14	18,120.948	726,650	678,267	(48,383)
Fidelity Global Bal	03/28/14	08/08/14	12,629.180	314,998	317,195	2,197
Hatteras Alpha Hedged Strategi	03/28/14	08/08/14	13,796.184	159,622	159,020	(602)
Oakmark Equity And Income Fund	12/20/13	08/08/14	5,392.059	173,894	181,982	8,088
Turner Emerging Growth Fund In	03/28/14	08/08/14	5,663.234	323,880	308,483	(15,397)
Janus Contrarian Fund T Shares	12/03/13	09/03/14	91,388.041	1,857,919	2,120,203	262,284
Janus Contrarian Fund T Shares	12/31/13	09/03/14	157.450	3,173	3,653	480
Janus Contrarian Fund T Shares	01/08/14	09/03/14	28,615.097	604,637	663,870	59,233
Subtotal for 3 positions			120,160.588	2,465,729	2,787,726	321,997
Oakmark Fund Cl I	04/03/14	09/03/14	43,226.788	2,840,000	3,014,636	174,636
Oakmark International Small Ca	05/20/14	09/05/14	9,212.905	163,345	162,005	(1,340)
Dodge & Cox Global Stock Fund	04/03/14	10/07/14	236,272.879	2,840,017	2,877,787	37,770
Guggenheim S&P 500 Pure V	09/03/14	10/07/14	54,897.000	3,015,836	2,880,205	(135,631)
Sector SPDR Tr Sh	05/02/14	10/07/14	6,486.000	609,367	573,992	(35,375)
Vngrd Emrg Mkts-ETF	08/04/14	10/07/14	15,137.000	673,598	636,944	(36,654)
Fidelity Global Bal	03/28/14	10/29/14	11,050.892	275,633	273,267	(2,365)
Fidelity Global Bal	05/01/14	10/29/14	14,783.154	371,255	365,559	(5,696)
Subtotal for 2 positions			25,834.046	646,888	638,826	(8,062)

Arthur N. Rupe Foundation
Capital Gains and Losses
Year Ended June 30, 2015

Security	Acquisition Date	Sale Date	Unit Quantity	Cost	Sale Proceeds	Realized Gain/Loss
Hatteras Alpha Hedged Strategi	03/28/14	10/29/14	11,725.942	135,669	133,793	(1,876)
Hatteras Alpha Hedged Strategi	05/01/14	10/29/14	16,357.205	188,435	186,636	(1,799)
Subtotal for 2 positions			28,083.147	324,104	320,429	(3,675)
Oakmark Equity And Income Fund	12/20/13	10/29/14	4,395.073	141,741	149,301	7,560
Oakmark Equity And Income Fund	05/01/14	10/29/14	6,684.242	221,850	227,064	5,214
Subtotal for 2 positions			11,079.315	363,591	376,364	12,773
Oakmark International Small Ca	05/20/14	10/29/14	7,107.129	126,009	113,837	(12,173)
Oakmark International Small Ca	06/03/14	10/29/14	11,299.521	204,973	180,988	(23,986)
Subtotal for 2 positions			18,406.650	330,983	294,825	(36,158)
Turner Emerging Growth Fund In	03/28/14	10/29/14	4,663.414	266,701	256,021	(10,679)
Turner Emerging Growth Fund In	05/01/14	10/29/14	7,016.109	389,815	385,184	(4,631)
Subtotal for 2 positions			11,679.523	656,516	641,206	(15,310)
Dodge & Cox Stock Fund	01/08/14	11/04/14	10,261.093	1,720,597	1,829,746	109,149
Hodges Fund A Series Of Profes	01/06/14	11/04/14	40,920.159	1,445,300	1,588,521	143,221
Sound Shore Fund, Inc.	12/27/13	11/04/14	273.695	13,356	14,186	829
Sound Shore Fund, Inc.	06/19/14	11/04/14	1,072.593	56,000	55,593	(408)
Subtotal for 2 positions			1,346.288	69,356	69,778	422
Leuthhold Core Investment Fund	08/11/14	11/11/14	41,890.110	800,520	806,335	5,815
Leuthhold Core Investment Fund	09/19/14	11/11/14	18.437	357	355	(2)
Subtotal for 2 positions			41,908.547	800,877	806,690	5,812
Manning & Napier Ext Pro-B	08/08/14	11/11/14	43,177.994	800,520	789,244	(11,276)
Domini Social Equity Fund	08/04/14	12/02/14	50,351.513	2,363,500	2,483,840	120,340
Guggenheim S&p 500 Pure G	03/04/14	12/02/14	29,738.000	2,254,153	2,368,154	114,001
Ariel Fund	09/03/14	12/04/14	35,326.186	2,792,535	2,524,409	(268,126)
Ariel Fund	11/20/14	12/04/14	4,665.219	333,143	333,377	233
Subtotal for 2 positions			39,991.405	3,125,678	2,857,786	(267,892)
Polaris Global Value Fund	05/20/14	12/18/14	25,175.480	538,050	536,439	(1,611)

Arthur N. Rupe Foundation
Capital Gains and Losses
Year Ended June 30, 2015

Security	Acquisition Date	Sale Date	Unit Quantity	Cost	Sale Proceeds	Realized Gain/Loss
Manning & Napier Max Pro-B	09/05/14	12/19/14	7,474.862	162,055	141,081	(20,974)
Manning & Napier Max Pro-B	12/16/14	12/19/14	859.878	15,555	16,229	674
Subtotal for 2 positions			8,334.740	177,610	157,310	(20,300)
Ishares S&p 100 Index Fund	10/07/14	01/06/15	33,413.000	2,920,323	2,957,551	37,229
Marsico Focus Fund	10/07/14	01/07/15	29,100.046	637,000	571,234	(65,766)
Marsico Focus Fund	12/19/14	01/07/15	4,093.626	83,182	80,358	(2,825)
Subtotal for 2 positions			33,193.672	720,182	651,592	(68,591)
Oakmark Select Fund Cl I	08/04/14	02/03/15	22,752.746	1,015,000	917,846	(97,154)
Oakmark Select Fund Cl I	12/18/14	02/03/15	3,031.845	122,790	122,305	(485)
Subtotal for 2 positions			25,784.591	1,137,790	1,040,150	(97,639)
Fidelity Equity Dividend Incom	11/11/14	03/17/15	17,966.654	480,119	479,840	(279)
Fidelity Equity Dividend Incom	12/15/14	03/17/15	131.345	3,414	3,508	94
Fidelity Equity Dividend Incom	01/20/15	03/17/15	57.825	1,520	1,544	24
Subtotal for 3 positions			18,155.824	485,053	484,892	(161)
Market VectorsG« Semiconductor	08/04/14	04/06/15	11,268.000	554,485	620,989	66,504
Powershares High Yield	01/06/15	04/06/15	49,435.000	647,540	670,314	22,774
Janus Short Term Bond Fund	05/01/14	04/07/15	565.698	1,742	1,725	(17)
Janus Short Term Bond Fund	06/01/14	04/07/15	544.558	1,677	1,661	(16)
Janus Short Term Bond Fund	07/01/14	04/07/15	491.711	1,514	1,500	(15)
Janus Short Term Bond Fund	08/01/14	04/07/15	3.467	11	11	(0)
Janus Short Term Bond Fund	09/01/14	04/07/15	3.531	11	11	(0)
Janus Short Term Bond Fund	09/02/14	04/07/15	81,433.225	250,000	248,371	(1,629)
Janus Short Term Bond Fund	09/30/14	04/07/15	62,959.062	192,655	192,025	(630)
Subtotal for 7 positions			146,001.252	447,610	445,304	(2,306)
Doubleline Total Return Bond Fund	05/01/14	04/10/15	12,102.519	132,523	133,612	1,089
Hennessy Equity And Income Fd	12/18/14	04/15/15	28,944.175	477,000	482,739	5,739
Hennessy Equity And Income Fd	01/02/15	04/15/15	59.032	973	985	12
Hennessy Equity And Income Fd	04/01/15	04/15/15	59.435	981	991	10
Subtotal for 3 positions			29,062.642	478,954	484,715	5,761
Amana Mutual Funds Trust - Gro	12/23/14	04/22/15	6,156.868	227,250	217,537	(9,713)
Amana Mutual Funds Trust - Gro	01/02/15	04/22/15	400.424	13,719	14,148	429
Subtotal for 2 positions			6,557.292	240,969	231,685	(9,284)

Arthur N. Rupe Foundation
Capital Gains and Losses
Year Ended June 30, 2015

Security	Acquisition Date	Sale Date	Unit Quantity	Cost	Sale Proceeds	Realized Gain/Loss
Wisdom Tree Tr LgCp	12/23/14	04/22/15	3,023.000	227,309	225,805	(1,504)
Powershares S&p 500G« Low Vola	12/02/14	05/04/15	62,882.000	2,368,143	2,359,905	(8,238)
Ishares Trust Cohen & Steers R	12/23/14	06/12/15	2,286.000	227,261	212,019	(15,242)
Northern Funds Income Equity Fund	11/11/14	06/12/15	29,095.091	480,069	365,434	(114,635)
Northern Funds Income Equity Fund	11/25/14	06/12/15	67.446	1,120	847	(273)
Northern Funds Income Equity Fund	12/19/14	06/12/15	9,249.695	116,269	116,176	(93)
Northern Funds Income Equity Fund	01/27/15	06/12/15	15.455	197	194	(3)
Northern Funds Income Equity Fund	02/25/15	06/12/15	55.918	733	702	(31)
Northern Funds Income Equity Fund	03/25/15	06/12/15	52.425	675	658	(17)
Northern Funds Income Equity Fund	04/24/15	06/12/15	13.334	172	167	(4)
Northern Funds Income Equity Fund	05/27/15	06/12/15	138.457	1,750	1,739	(11)
Subtotal for 8 positions			38,687.821	600,985	485,919	(115,066)
Powershares QQQ Trust	12/23/14	06/12/15	1,089.000	113,562	118,468	4,906
Select Sector Spdr-consumer St	12/23/14	06/12/15	4,592.000	227,258	220,687	(6,571)
Spdr Dj Wilshire Reit Etf	12/23/14	06/12/15	2,466.000	227,299	214,714	(12,584)
Ssga Clarion Real Estate Fund	12/23/14	06/12/15	13,446.746	227,250	214,426	(12,824)
Ssga Clarion Real Estate Fund	06/03/15	06/12/15	34.356	562	548	(14)
Subtotal for 2 positions			13,481.102	227,812	214,974	(12,838)
	Total Short Term Activity:			48,342,945	48,478,669	135,724

Arthur N. Rupe Foundation
Capital Gains and Losses
Year Ended June 30, 2015

Security	Acquisition Date	Sale Date	Unit Quantity	Cost	Sale Proceeds	Realized Gain/Loss
Long Term Activity:						
Baron Partners Fund	03/04/13	08/04/14	39,372.636	1,016,208	1,374,892	358,685
Doubleline Total Return Bond Fund	08/13/12	08/08/14	20,881.091	236,165	229,692	(6,473)
Dodge & Cox Stock Fund	07/03/13	11/04/14	4,105.312	586,783	732,054	145,272
Sound Shore Fund, Inc.	06/04/13	11/04/14	54,723.719	2,289,093	2,836,330	547,237
Sound Shore Fund, Inc.	06/20/13	11/04/14	372.568	15,167	19,310	4,143
Subtotal for 2 positions			55,096.287	2,304,260	2,855,641	551,380
Janus Short Term Bond Fund	03/24/14	04/07/15	738.618	2,268	2,253	(15)
Janus Short Term Bond Fund	04/01/14	04/07/15	801.114	2,459	2,443	(16)
Subtotal for 2 positions			1,539.732	4,727	4,696	(31)
Doubleline Total Return Bond Fund	08/13/12	04/10/15	4,694.948	53,100	51,832	(1,268)
Doubleline Total Return Bond Fund	09/04/12	04/10/15	124.907	1,415	1,379	(36)
Doubleline Total Return Bond Fund	10/01/12	04/10/15	115.070	1,311	1,270	(40)
Doubleline Total Return Bond Fund	11/01/12	04/10/15	114.448	1,300	1,264	(37)
Doubleline Total Return Bond Fund	11/15/12	04/10/15	2,821.617	32,110	31,151	(959)
Doubleline Total Return Bond Fund	12/03/12	04/10/15	122.643	1,392	1,354	(38)
Doubleline Total Return Bond Fund	01/02/13	04/10/15	137.906	1,562	1,522	(40)
Doubleline Total Return Bond Fund	02/01/13	04/10/15	111.509	1,263	1,231	(32)
Doubleline Total Return Bond Fund	03/01/13	04/10/15	104.165	1,182	1,150	(32)
Doubleline Total Return Bond Fund	04/01/13	04/10/15	108.118	1,225	1,194	(31)
Doubleline Total Return Bond Fund	05/01/13	04/10/15	104.545	1,193	1,154	(39)
Doubleline Total Return Bond Fund	06/03/13	04/10/15	109.397	1,232	1,208	(24)
Doubleline Total Return Bond Fund	07/01/13	04/10/15	112.282	1,237	1,240	2
Doubleline Total Return Bond Fund	08/01/13	04/10/15	117.107	1,283	1,293	9
Doubleline Total Return Bond Fund	09/03/13	04/10/15	118.585	1,289	1,309	20
Doubleline Total Return Bond Fund	10/01/13	04/10/15	126.142	1,381	1,393	11
Doubleline Total Return Bond Fund	11/01/13	04/10/15	131.421	1,443	1,451	8
Doubleline Total Return Bond Fund	12/02/13	04/10/15	121.539	1,325	1,342	17
Doubleline Total Return Bond Fund	01/02/14	04/10/15	144.577	1,559	1,596	38
Doubleline Total Return Bond Fund	02/03/14	04/10/15	127.015	1,393	1,402	9
Doubleline Total Return Bond Fund	03/03/14	04/10/15	120.151	1,317	1,326	10
Doubleline Total Return Bond Fund	04/01/14	04/10/15	120.259	1,310	1,328	18
Subtotal for 22 positions			9,908.351	111,823	109,388	(2,435)
	Total Long Term Activity:			4,259,966	5,306,364	1,046,398
	Total Net Activity			52,602,910	53,785,033	1,182,122

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

ARTHUR N. RUPE FOUNDATION

A California Nonprofit Public Benefit Corporation

Arthur N. Rupe and Susan C. Van Aacken certify that:

1. They are the Chair of the Board and Secretary, respectively, of ARTHUR N. RUPE FOUNDATION, a California Nonprofit Public Benefit Corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLE 1

NAME

The name of this corporation is:

Arthur N. Rupe Foundation.

ARTICLE 2

PURPOSE

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes.

The specific purposes of this corporation are to impact and change society by alleviating the trauma that plagues society's struggles over controversial social issues, through such methods as the support of education, objective research, scholarly studies, and the dissemination of the results thereof; to establish and maintain a comprehensive academic discipline or center to deal with human nature as it impacts cultural, political, social and economic behaviors; to educate the public about these issues; to advance the field of medicine such as by assisting in the treatment and alleviation of various diseases (including mental health) and their consequences; to contribute or otherwise assist corporations, organizations and institutions carrying on such activities which are consistent with these purposes; to acquire by purchase or gift, such property whether real or personal to facilitate the foregoing purposes; and to engage in any other lawful activities permitted under the California Nonprofit Public Benefit Corporation Law. The recital of these purposes as contained in this paragraph is intended to be exclusive of any and all other purposes, this corporation being formed for such charitable purposes only.

ARTICLE 3

TAX EXEMPTION REQUIREMENTS

This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

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

ARTICLE 4

DISTRIBUTION UPON DISSOLUTION

The property of this Corporation is irrevocably dedicated to charitable purposes meeting the requirements of Section 501(c)(3) of the Internal Revenue Code, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, trustee, officer of member of this Corporation, or to the benefit of any individual.

Upon the winding up and dissolution of this Corporation, and after paying and adequately providing for all debts and liabilities of the Corporation, the assets of this Corporation shall be distributed to a nonprofit fund, foundation or corporation, which has purposes as similar as possible to those set forth in Article 2 of these Articles, which is organized and operated exclusively for charitable purposes and which is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 5

PRIVATE FOUNDATION

Notwithstanding any other provision in these Articles, if this Corporation is deemed or determined to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code, then this Corporation shall be subject to the following limitations and restrictions:

1. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

3. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

4. The corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

5. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

ARTICLE 6

LIMITED DURATION

The duration of this corporation shall terminate twenty (20) years after the demise of Mr. Arthur N. Rupe, but in any event, no later than on June 30, 2040.

1. The foregoing amendment and restatement of articles of incorporation has been duly approved by the Board of Directors.

2. The foregoing amendments of Articles of Incorporation have been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: February 19, 2015.

Arthur N. Rupe

Arthur N. Rupe, Chair of the Board

Susan C. Van Aacken

Susan C. Van Aacken, Secretary

BYLAWS

OF

ARTHUR N. RUPE FOUNDATION

A California Nonprofit Public Benefit Corporation

ARTICLE I

LOCATION OF OFFICES

The name of this Foundation is Arthur N. Rupe Foundation. It is a California nonprofit public benefit corporation with principal offices in Santa Barbara, CA.

ARTICLE II

PURPOSE

Section 2.01 Specific Purposes.

This Foundation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes.

The specific purposes of this Foundation are to impact and change society by alleviating the trauma that plagues society's struggles over controversial social issues, through such methods as the support of education, objective research, scholarly studies, and the dissemination of the results thereof; to establish and maintain a comprehensive academic discipline or center to deal with human nature as it impacts cultural, political, social and economic behaviors; to educate the public about these issues; to advance the field of medicine such as by assisting in the treatment and alleviation of various diseases (including mental health) and their consequences; to contribute or otherwise assist corporations, organizations and institutions carrying on such activities which are consistent with these purposes; to acquire by purchase or gift, such property whether real or personal to facilitate the foregoing purposes; and to engage in any other lawful activities permitted under the California Nonprofit Public Benefit Corporation Law. The recital of these purposes as contained in this paragraph is intended to be exclusive of any and all other purposes, this Foundation being formed for such charitable purposes only.

Section 2.02 Mission and Implementation.

In order to clarify and expand the purpose of this Foundation, "Our Mission and Its Implementation", dated January 15, 2013, has been drafted by Arthur N. Rupe, the President, Founder and Endower of the Foundation ("Mission Statement"). This Mission Statement may be further revised and amended by Arthur N. Rupe to provide further clarification and elucidation of the purpose; and any subsequent revision or amendment to the Mission Statement shall supersede the January 15, 2013 version.

All Directors, upon their election to the Board of Directors, shall receive a copy of the Mission Statement, as amended or revised, and shall take the ideas and desires expressed therein into consideration when making decisions on behalf of the Foundation.

ARTICLE III

MEMBERSHIP

Section 3.01 Members.

The following persons are members of this Foundation: Arthur N. Rupe, Jerry James, Gene Huck, Richard Hunt and Beverly Rupe Schwarz. The Founding Member of this Foundation is Arthur N. Rupe. The Founding Member, until such time of his death or resignation, shall have the sole right, by resolution, to admit another or others to membership. After the death or resignation of the Founding Member, no further individuals shall be admitted to membership. If the number of members is reduced to less than three (3) through death, resignation or removal, this Foundation shall convert to a nonmember corporation, and the then current directors shall have all the rights and responsibilities normally accorded to members.

No person may hold more than one membership. Membership in this Foundation shall not vest in any member any distributions from the Foundation during the existence of the Foundation but shall only entitle the member to vote at meetings of the members. Membership shall not be assignable inter vivos by any member, nor shall membership vest to any personal representative, heir or devisee. Members may concurrently serve as a Director, or on the Advisory Board.

Section 3.02 Removal of Members.

Membership of any member shall cease upon the member's death or resignation.

During his lifetime, the Founding Member shall have the sole right to determine whether a member should be expelled or suspended or his or her membership terminated other than by death or resignation. Thereafter, such a determination shall be made by a majority of the other members.

On a determination that the member should be expelled or suspended, or his or her membership terminated or suspended for any reason other than death or resignation, the following shall occur:

a. A minimum fifteen (15) days prior notice of the expulsion, suspension or termination and the reasons therefor shall be given to the member. If the member does not contact the Foundation within ten (10) days of the notice to protest the removal, the member shall be removed from the membership list.

b. If the member timely files a protest, the member shall be given an additional five (5) days to present a written explanation/objection for presentation to the Founding Member/members. Thereafter the Founding Member/members shall consider the written explanation/objection prior to making a final decision on whether or not the member shall be removed, and shall notify the member accordingly.

c. All notices required under this section shall be given by first-class or registered mail, sent to the last address of the member, as shown on the Foundation's records.

Section 3.03 Regular Annual Meetings.

The regular annual meeting of the members, of which no notice need be given, shall be held at the principal office of the Foundation (as the same shall be from time to time designated in the minutes of the Directors) at 10:00 a.m. on June 30th of each year, if not a legal holiday and if a legal holiday, then on the next succeeding business day not a legal holiday. The Directors or the Founding Member may designate a different time, date or location, in which case notice must be given in the manner specified for special meetings. At the regular annual meeting, the members shall consider reports of the affairs of the Foundation, and transact such other business as may properly be brought before the meeting, including but not limited to the election of Directors of the Foundation to serve for the ensuing year and until their successors are elected and qualified.

Section 3.04 Special Meetings.

Special meetings of the members may be called at any time by order of the President, of any Vice President, of the Secretary, of the Founding Member, of two or more members, or of the Board.

Section 3.05 Place of Meetings.

Notwithstanding anything to the contrary in these Bylaws, any meeting whether regular, special or adjourned of the members of this Foundation may be held at any place within or without California which has been designated by the Board of Directors ("Board").

Section 3.06 Notice of Special Meetings.

Written notice of special meetings of members shall be given personally, by electronic transmission by the Foundation, or by mailing by first class, registered or certified mail, postage prepaid, to each member, at the address of such member appearing on the books of the Foundation or given by the member to the Foundation for purpose of notice, a notice of the meeting at least ten (10) days before the time fixed for holding the meeting.

Notice of any meeting of members shall specify the place, the day and the hour of meeting, and in case of a special meeting as provided by the Corporations Code of California, the general nature of the business to be transacted.

Section 3.07 Electronic Transmission to Member.

a. "Electronic transmission" by the Foundation to a member means:

(1) A communication delivered by (i) facsimile telecommunication or electronic mail when directed to the member's facsimile number or electronic mail address, respectively, on record with the Foundation, (ii) posting on an electronic message board or network which the Foundation has designated for those communications, together with a separate notice to the member of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (iii) other means of electronic communication; and

(2) That creates a record that is capable of retention, retrieval and review, and that may thereafter be rendered into clearly legible tangible form.

b. Before electronic transmission may be used, the member must have provided an unrevoked consent to the use of that method of transmission for communications.

c. If the member is a natural person, and is receiving the communication in the person's capacity as a member, electronic transmission by the Foundation is not authorized unless the member was given a clear written statement (either before the consent, or as a part of the consent) setting forth:

(1) Any rights the member may have to receive the communication on paper or in nonelectronic form;

(2) Whether the consent applies only to that transmission, to specified categories of communications or to all communications from the Foundation; and

(3) The procedures the member must use to withdraw consent.

d. Notice shall not be given by electronic transmission after either: (1) The Foundation is unable to deliver two consecutive notices to the member by that means; or (2) The inability to so deliver the notices to the member becomes known to the person responsible for the giving of the notice.

e. The notice must state the place, date and time of the meeting, and/or the means of electronic transmission by and to the Foundation by which the member may participate.

Section 3.08 Quorum.

At all meetings of the members, whether regular, special or adjourned, the presence in person or by proxy of a majority of the members shall constitute a quorum for the transaction of business.

Section 3.09 Participation in Meetings by Conference Telephone.

Members may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission by and to the Foundation. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this Section constitutes presence in person at that meeting as long as all members participating are able to hear one another. Participation in a meeting through use of electronic transmission by and to the Foundation (other than conference telephone or electronic video screen communication) pursuant to this Section constitutes presence in person at the meeting so long as all members participating in the meeting can communicate with all of the other members concurrently, and each member is provided the means of participating in all matters being brought before the membership, including the capacity to propose, or to interpose an objection to, a specific action to be taken.

Section 3.10 Adjournments.

Any business which might be done at a regular meeting of the members may be done at a special or at an adjourned meeting. If no quorum is present at any meeting of the members, such meeting may be adjourned by those present from day to day or from time to time until a quorum is obtained. In that case, no notice need be given of the adjourned meeting.

Section 3.11 Waiver and Consent.

The transaction of any meeting of members, however called or noticed shall be as valid as though conducted at a meeting duly held after regular call and notice, if a quorum is present, and if either before or after the meeting, each of the members, not present in person, signs a written waiver of notice or a consent to the holding of such meeting, or an approval of the minutes of the meeting.

Any action that may be taken at a meeting of the members, may be taken without a meeting if authorized by a writing signed by all the members who would be entitled to vote at a meeting for such purpose, and filed with the Secretary of the Foundation.

Section 3.12 Action without Meeting/ Ballots.

a. Any action required or permitted to be taken at any regular or special meeting of members may be taken without a meeting if the written ballot of every member is solicited, if the required number of signed approvals in writing, setting forth the actions so taken is received, and if the requirements of subdivision c. of this section are satisfied.

b. All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted.

c. Approval by written ballot pursuant to this section shall be valid only when the number of ballots cast on or before the time the ballot must be returned to be counted equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of ballots cast.

Section 3.13 Absentee Ballots.

Absentee ballots specifically setting forth the resolution to be voted on may be prepared for any regular or special meeting of members. These ballots may be used by voting members in good standing who are unable to attend, who request the same.

Section 3.14 Voting Rights.

Only persons whose names stand on the membership records of the Foundation on the day of any meeting of members, shall be entitled to vote at such a meeting.

Every member entitled to vote at any election for Directors shall be entitled to one vote.

Section 3.15 Proxies.

Every member entitled to vote or execute consents may do so either in person or by one or more agents authorized by a written proxy executed by the member or his or her duly authorized agent and filed with the Secretary of the Foundation.

ARTICLE IV

DIRECTORS

Section 4.01 Powers.

Subject to limitations of the Articles and these Bylaws and of pertinent restrictions of the Corporations Code of the State of California, all the activities and affairs of the Foundation shall be exercised by or under the direction of the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

To select and remove all the officers, agents and employees of the Foundation, prescribe such duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation and in their discretion require from them security for faithful service.

a. To make disbursements from the funds and properties of the Foundation as are required to fulfill the purposes of this Foundation as are more fully set out in the Articles of Incorporation, and generally to conduct, manage and control the activities and affairs of the Foundation and to make rules and regulations not inconsistent with law, with the Articles of Incorporation or with these Bylaws, as they may deem best.

b. To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best.

c. To borrow money and incur indebtedness for the purposes of the Foundation and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

d. To the extent permitted by the mission and exempt status of the organization, to carry on a business at a profit and apply any such profit that results from the business activity to any activity in which it may legally engage.

Section 4.02 Number of Directors.

The authorized number of Directors of the Foundation shall be not less than five (5) and not more than nine (9), with the exact number to be determined from time to time by the members until changed by an amendment of the Articles of Incorporation or by an amendment to these Bylaws. The number may be changed by the vote or written assent of a majority of the members entitled to vote.

Section 4.03 Selection and Tenure of Office.

As close to fifty percent (50%) of the Directors as possible shall be elected at each annual meeting of the members (e.g. if there are 7 Directors, 4 shall be elected one year and 3 the next). Each Director shall serve for a period of two (2) years and until a successor has been elected and qualified. If an annual meeting is not held or the Directors are not elected at such meeting, the Directors may be elected at any special meeting of members held for that purpose.

Section 4.04 Removal of Directors.

A Director may be removed from office by the remaining Directors (members may remove Directors for any reason or for no reason) if any of the following has been found to have occurred:

a. The Director misses two (2) or more consecutive board meetings or two (2) meetings in a fiscal year without cause.

b. An undisclosed and/or unapproved conflict of interest is found to exist between the Director and the Foundation.

c. The Director is found to have engaged in activities that are directly contrary to the interests of the Foundation.

d. The Director is found to be engaged in the misrepresentation of the Foundation and its policies to outside third parties, either willfully, or on a repeated basis.

Section 4.05 Resignation of Directors.

Any Director may resign effective upon giving written notice to the Chair of the Board, the President, or the Secretary of the Board, unless the notice specifies a later time for the effectiveness of the resignation.

If the resignation is to take effect at some future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Section 4.06 Vacancies.

Vacancies in the Board shall be filled by the members, for so long as there are members of the corporation. If there are no members, then vacancies to be filled by election by Directors may be filled by a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been named and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors is increased.

The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or has been found by a final order or judgment of any court to have breached any duty arising under the California Nonprofit Public Benefit Corporation Law.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Section 4.07 Place of Meetings.

Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular, special or adjourned) of the Board of Directors of the Foundation may be held at any place within or without California that has been previously designated for that purpose by resolution of the Board of Directors or by the written consent of all the members of the Board. If no place has been designated, then the meetings will be held at the principal executive office of the Foundation.

Section 4.08 Regular Meetings.

Regular meetings of the Board shall be held without call or notice immediately after the adjournment of each annual meeting of members.

Section 4.09 Special Meetings.

Special meetings of the Board of Directors may be called at any time by order of the President, of any Vice President, of the Secretary, or of two or more of the Directors.

Section 4.10 Notice of Special Meetings.

Special meetings of the Board shall be held upon four days notice by first class mail or a forty-eight hour notice given personally or by telephone, including a voice messaging system or by electronic transmission by the Foundation The notice shall be addressed or delivered to each Director or at the Director's address as it is shown upon the records of the Foundation or as may have been given to the Foundation by the Director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place at which the meetings of the Directors are regularly held.

Section 4.11 Electronic Transmission(other than to a member)

a. "Electronic transmission" by the Foundation (other than to a member) means:

(1) A communication delivered by (i) facsimile telecommunication or electronic mail when directed to the recipient's facsimile number or electronic mail address, respectively, on record with the Foundation, (ii) posting on an electronic message board or network which the Foundation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (iii) other means of electronic communication; and

(2) That creates a record that is capable of retention, retrieval and review, and that may thereafter be rendered into clearly legible tangible form.

b. Before electronic transmission may be used, the recipient must have provided an unrevoked consent to the use of that method of transmission for communications.

c. Notice shall not be given by electronic transmission after either: (1) The Foundation is unable to deliver two consecutive notices to the recipient by that means; or (2) The inability to so deliver the notices to the recipient becomes known to the person responsible for the giving of the notice.

d. The notice must state the place, date and time of the meeting, and/or the means of electronic transmission by and to the Foundation by which the director may participate.

Section 4.12 Quorum.

Except as otherwise provided herein, a majority of the authorized number of Directors shall constitute a quorum except when a vacancy or vacancies prevents such majority, whereupon a majority of the Directors in office shall constitute a quorum, provided such majority shall constitute either one third of the authorized number of Directors or at least two Directors, whichever is larger, or unless the authorized number of Directors is only one. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Except as the Articles of Incorporation, these Bylaws and the California Nonprofit Public Benefit Corporation Law may provide, the act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken shall be approved by at least a majority of the required quorum for such a meeting, or such greater number as is required by the Articles, these Bylaws or by law.

Section 4.13 Participation in Meetings by Conference Telephone.

Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission by and to the Foundation. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this Section constitutes presence in person at that meeting as long as all Directors participating are able to hear one another. Participation in a meeting through use of electronic transmission by and to the Foundation (other than conference telephone or electronic video screen communication) pursuant to this Section constitutes presence in person at the meeting so long as all Directors participating in the meeting can communicate with all of the other Directors concurrently, and each Director is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken.

Section 4.14 Waiver of Notice.

Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 4.15 Adjournment.

A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 4.16 Action Without Meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of proceedings of the Board. For purposes of this section only, "unanimous vote of the Board" shall not include any "Interested Director," e.g. a director with a material financial interest, as defined in Section 5233 of the Code

Section 4.17 Rights of Inspection.

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Foundation of which such person is a Director, for a purpose reasonably related to that person's interest as a Director.

Section 4.18 Advisory Board.

The Board of Directors from time to time may elect one or more persons to serve as an Advisory Board who shall not by such appointment be members of the Board of Directors, nor shall they have any rights or privileges of members within the meaning of 5056 of the Corporations Code, and shall have no power or authority over the operation of the Foundation. The Advisory Board shall be available from time to time to perform special assignments specified by the President, to attend meetings of the Board of Directors upon invitation and to furnish consultation to the Board. The period during which the title shall be held may be prescribed by the Board of Directors. If no period is prescribed, the title shall be held at the pleasure of the Board.

Section 4.19 Fees and Compensation.

Directors (as such) may receive compensation for their services as Directors, to the extent approved by the Directors. Reimbursement for expenses as may be fixed or determined by the Board.

Directors may receive a reasonable allowance for other personal services actually rendered pursuant to resolution passed by a majority vote at a regular or special meeting of the Directors, providing not more than 49% of the Directors may be "Interested Persons". An Interested Person is (i) any person receiving compensation from the Foundation for services rendered, whether as a full time or part time employee, independent contractor or otherwise, excluding reasonable compensation paid to a director as a director; or (ii) any person related to another person who is receiving such compensation. Related, for purposes of these Bylaws, shall include any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law.

ARTICLE V

COMMITTEES

Section 5.01 Official Board Committees.

Committees of the Board may be appointed by resolution passed by a majority of the whole Board. Committees shall be composed of two or more Directors, and shall have such powers of the Board as may be expressly delegated to it by resolution of the Board of Directors, except with respect to:

a. The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires members' approval (e.g. most amendments to Articles of Incorporation - Corp Code § 5812; the sale or other transfer of all or substantially all assets not in the usual and regular course of activities - Corp Code § 5911; agreements of merger and amendments thereto - Corp Code §§ 6012, 6015; removal of directors without cause - Corp Code § 5222; Bylaw amendments affecting members rights - Corp Code § 5150, changing number of directors - Corp Code § 5151, adding designated directors - Corp Code § 5220, or changing certain members rights - Corp Code §§ 5512, 5613, 5616, 5342; and most elections to wind up and dissolve or revocations thereof - Corp Code §§ 6610, 6612);

b. The filling of vacancies on the Board or on any committee;

c. The fixing of compensation of the Directors for serving on the Board or on any committee;

d. The amendment or repeal of Bylaws or the adoption of new Bylaws;

e. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

f. The appointment of other committees of the Board or the members thereof;

g. The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or

h. The approval of any self-dealing transaction, as such transactions are defined in Section 5233 (a) of the California Nonprofit Public Benefit Corporation Law.

Any committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any such prescription, the committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or the committee shall otherwise provide, the regular and special meetings and other actions of the committee shall be governed by the provision of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 5.02 Standing Board Committees.

The Board shall have the following standing board committees:

a. **Audit Committee** – The duties of the Audit Committee consist of:

(1) Recommending, to the Board, the retention and termination of an independent auditing firm.

(2) Negotiating the auditing firm's compensation on behalf of the Board;

(3) Meeting and conferring with the auditing firm in order to satisfy each member of the committee that the affairs of the Foundation are in order;

(4) Reviewing and determining whether to accept the auditing firm's report and communicating the same to the Board;

(5) Assuring that non-audit services performed by the auditing firm conform to the standards for auditor independence; and

(6) Approving the performance of non-audit services by the auditing firm.

The Audit Committee may include non-Directors, but may not include anyone employed by the Foundation or having a material financial interest in any entity that does business with the Foundation. Members of the Finance Committee, if there is such a committee, may serve on the Audit Committee, as long as they constitute less than half of the audit committee; but the Chair of the Audit Committee may not be a member of the Finance Committee. The Treasurer shall not be a member of the Audit Committee.

Section 5.03 Ad-hoc Committees.

The Board of Directors may also establish ad-hoc committees for special purposes as it deems necessary. Ad-hoc committees shall have the authority to recommend actions or policies to the Board of Directors, and to implement such actions or policies as directed by the Board of Directors. Ad-hoc committees shall have no authority to act on behalf of the organization except as expressly granted by action of the Board of Directors.

Section 5.04 Other (Non-Board) Committees.

Other committees may be appointed by either the Board or the President, to make recommendations, to carry out specific responsibilities, or to otherwise help in the administration and operation of the corporation. These Committees generally should be chaired by a Director who will keep the Board of Directors appraised of the activities of the Committee; additional individuals serving on the Committee may be chosen by the President or the chair of the Committee and need not be Directors of the Corporation. Other Committees may not act in place of the Board.

ARTICLE VI

OFFICERS

Section 6.01 Officers.

The officers of the Foundation shall be a Chair of the Board or a President or both, a Secretary and a Chief Financial Officer. The Foundation may also have, at the discretion of the Board of Directors, one or more Vice Presidents, one or more Assistant Secretaries and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. One person may hold two or more offices, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President or the Chair of the Board.

Section 6.02 Election.

The officers of the Foundation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen annually by, and shall serve at the pleasure of, the Board of Directors, subject to the rights, if any, of an officer under any contract of employment. Each officer shall hold his office until he or she resigns, is removed, or becomes otherwise disqualified to serve, or until his or her successor is elected and qualified.

Section 6.03 Subordinate Officers.

The Board of Directors may appoint, and may empower the President to appoint, other officers as the business of the Foundation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 6.04 Removal and Resignation.

Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board, or except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time, without prejudice to the rights, if any, of the Foundation under any contract to which the officer is a party, by giving written notice to the Board of Directors, or to the President, or to the Secretary of the Foundation. The resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.05 Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6.06 Inability to Act.

In the case of absence or inability to act of any officer of the Foundation and of any person herein authorized to act in his or her place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer, or any director or other person whom the Board may select.

Section 6.07 Chair of the Board.

The Chair of the Board, if there shall be such an Officer, shall, if present, preside at all meetings of the Board of Directors, and exercise and perform other powers and duties as may be from time to time assigned to him or her by the Board of Directors or prescribed by the Bylaws. If the Foundation does not have a President, then the Chair shall also have the powers otherwise given to the President.

Section 6.08 President.

Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chair of the Board, if there be such an Officer, the President shall be the Chief Executive Officer of the Foundation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the activities and Officers of the Foundation. In the absence of the Chair of the Board, or if there is none, the President shall preside at all meetings of the Board of Directors. The President shall be ex-officio a member of all the standing committees, including the Executive Committee, if any, and shall have the general powers and duties of management usually vested in the office of a President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

Section 6.09 Vice President.

In absence or disability of the President, the Vice Presidents, in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Bylaws.

Section 6.10 Secretary.

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the members, the Board and committees' meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California, the original and a copy of the Foundation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the Foundation in safe custody, and shall have such other powers and perform such other duties as prescribed by the Board.

The Secretary shall keep or cause to be kept, at the principal office of the Foundation, a Membership Register, or a duplicated Membership Register, showing the names of the members and their addresses.

The Secretary shall also keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board may order, of all meetings of the members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof, the names of those present at meetings, and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all meetings of the members required by these Bylaws.

Section 6.11 Treasurer and Chief Financial Officer.

The Treasurer shall be the Chief Financial Officer of the Foundation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Foundation. The books of account shall at all reasonable times be open to inspection by any Director.

The Treasurer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the Foundation with depositories designated by the Board of Directors. The Treasurer shall disburse, or cause to be disbursed, the funds of the Foundation as may be ordered by the Board of Directors, shall render to the President and the Directors, whenever they request it, an account of all of his or her transactions and of the financial condition of the Foundation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

Section 6.12 Assistant Treasurer.

At the request of the Treasurer, or in his or her absence or disability, the Assistant Treasurer shall perform all the duties of the Treasurer, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Treasurer.

Section 6.13 Salaries.

The salaries of the Officers shall be fixed from time to time by the Board of Directors and no Officer shall be prevented from receiving such salary by reason of the fact that such Officer is also a Director of the Foundation.

ARTICLE VII

CONFLICTS OF INTEREST

Section 7.01 General.

All conflicts of interest and even the appearance of conflict of interest must be avoided by all personnel, board members, consultants and those who provide services or furnish goods to the organization. Policies developed by the Board to implement this provision are material to the operation of this organization, and shall be carried out fully.

Section 7.02 No Political / Partisan / Religious Activity Permitted.

The board shall not permit itself to be used for political purposes, or actively participate in the political candidacy of any person. As a body, the board shall be non-partisan, and not be involved with any one religion or faction.

ARTICLE VIII

OTHER PROVISIONS

Section 8.01 Endorsement of Documents; Contracts.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between this Foundation and any other person, when signed by any one of the Chair of the Board, the President or any Vice President, and any one of the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of this Foundation shall be valid and binding on this Foundation in the absence of actual knowledge on the part of the other person that the signing Officers had no authority to execute the same.

The Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Foundation. This authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, and except as provided in this Section, no officer, agent or employee shall have any power or authority to bind the Foundation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 8.02 Representation of Shares of Other Corporations.

The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent and exercise on behalf of the Foundation all rights incident to any and all shares of any other corporation or corporations standing in the name of the Foundation. The authority herein granted may be exercised either by any officer in person or by any other person authorized to do so in proxy or power of attorney duly executed by the officer.

Section 8.03 Construction and Definitions.

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 8.04 Amendments.

These Bylaws may be amended by repeal and new and additional Bylaws may be made from time to time at any time by a majority of the members or by the written assent of the members. If the corporation has no members, these Bylaws may be amended or repealed by the Board.

Section 8.05 Record of Amendments.

Whenever an amendment or new Bylaw is adopted, it shall be copied in the Book of Minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the Book.

ARTICLE IX

INDEMNIFICATION OF AGENTS OF THE FOUNDATION

Section 9.01 Indemnification.

To the fullest extent permitted by the California Nonprofit Public Benefit Corporation Law, the Foundation shall indemnify its "agents", as described in Section 5238(a) of the Law, including its Directors, Officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding" as the term is used in said Section 5238(a) (meaning any threatened, pending or completed action or proceeding), and including an action by or in the right of the Foundation, by reason of the fact that the person is or was a person described in that section. "Expenses" shall have the same meaning as in said section. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled.

Section 9.02 Indemnification Available.

In determining whether indemnification is available to the or agent of this Foundation under California law, the determination as to whether the applicable standard of conduct set forth in Corporations Code §5238 has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding. If the number of Directors who are not parties to the proceeding is less than two-thirds of the total number of Directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

Section 9.03 Advance of Expenses.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by the Foundation before final disposition of the proceeding upon receipt by the Foundation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Foundation for those expenses.

Section 9.04 Insurance.

The Foundation shall have the power, and shall use its best efforts, to give indemnification to the extent permitted by law, or to purchase and maintain insurance to the fullest extent permitted by law on behalf of any agent of the Foundation against any liability asserted against or incurred by the agent in any such capacity or arising out of the agent's status as such, whether or not the Foundation would have the power to indemnify the agent against such liability under this Article of these Bylaws; provided, however, that this Foundation shall have no power to purchase and maintain such insurance to indemnify any agent for any self-dealing transaction as described in Section 5233 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE X

RECEIPT, INVESTMENT AND DISBURSEMENT OF FUNDS

Section 10.01 Receipt of Funds.

The Foundation shall receive all monies and/or other properties transferred to it for the purposes for which the Foundation was formed (as shown by the Articles of Incorporation). However, nothing contained herein shall require the Board of Directors to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes of the Foundation as shown by said Articles.

Section 10.02 Investment of Funds.

The Foundation shall hold, manage and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this Foundation.

Section 10.03 Disbursement of Funds.

No disbursement of Foundation money or property shall be made until it is first approved by the President of the Foundation or by the Treasurer or by the Directors. However, the Directors shall have the authority to appropriate specific sums to fulfill the objects and purposes for which the Foundation was formed and to direct the officers of the Foundation from time to time to make disbursements to implement said appropriations

Section 10.04 Instruments in Writing.

All checks, drafts, demands for money and notes of the Foundation, and all written contracts of the Foundation shall be signed by such officer or officers, agent or agents, as the Board of Directors may from time to time by resolution designate.

ARTICLE XI

CORPORATE RECORDS AND REPORTS

Section 11.01 Records.

The Foundation shall maintain adequate and correct accounts, books and records of its business and properties. All such books, records and accounts shall be kept at its principal place of business in the State of California, as fixed by the Board of Directors from time to time.

Section 11.02 Inspection of Books and Records.

The Membership Register or duplicate Membership Register, the books of account, and minutes and proceedings of the members and the Board, and of executive committees of the Directors of this Foundation shall be open to inspection upon the written demand of any member at any reasonable time, for a specifically stated purpose reasonably related to his or her interests as a member, and shall be exhibited at any time when required by the demand of any members' meeting.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the Foundation, and also of its subsidiary organizations, if any.

Section 11.03 Certification and Inspection of Bylaws.

The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the members and Directors of the Foundation at all reasonable times during office hours.

Section 11.04 Annual Report.

An annual report shall be sent to the members and Directors no later than 120 days after the close of the Foundation's fiscal year, containing the following:

a. Financial statements of the Foundation for the fiscal year, containing the following detail:

(i) The assets and liabilities, including the trust funds, of the Foundation as of the end of the fiscal year,

(ii) The principal changes in assets and liabilities, including trust funds,

(iii) The revenue or receipts of the Foundation, both unrestricted and restricted to particular purposes,

(iv) The expenses or disbursements of the Foundation, for both general and restricted purposes,

accompanied by a report from the independent accountants, or if none, a certificate of officer that the statements were prepared without audit.

b. A statement of any transaction in which an interested person had a material financial interest that individually or cumulatively involved more than $50,000. This statement must contain information about the person and the nature of their interest in the transaction (Sec. 6322).

c. A statement of any indemnifications or advances aggregating more than $10,000 paid to any officer or Director of the Foundation, unless such indemnification was approved by the members.

Section 11.05 Financial Audit

The Foundation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of $2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Any audited financial statements obtained by the Foundation, whether or not required by law, shall be made available for inspection by the Attorney General and by the general public within 9 months after the close of the fiscal year to which the statements relate. For 3 years, such statements (a) shall be available at the Foundation's principal, regional, and district offices during regular business hours and (b) shall be made available either by mailing a copy to any person who so requests in person or in writing, or by posting them on the Foundation's website.

ARTICLE XII

EMERGENCY POWERS

Section 12.01 Emergency.

The emergency bylaw provisions of this section are adopted in accordance with Corporations Code 5151(g). Notwithstanding anything to the contrary herein, this section applies solely during an emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in Sections4.10 and 4.12 of these bylaws:

a. A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or regardless of cause, any fire, flood, or explosion;

b. An attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;

c. An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or

d. A state of emergency proclaimed by the governor of the state in which one or more Directors are resident, or by the President of the United States.

Section 12.02 Emergency Actions.

During an emergency, the board may

a. Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent resulting from the emergency;

b. Relocate the principal office or authorize the officers to do so;

c. Give notice to a director or directors in any practicable manner under the circumstances, including, but not limited to, by publication and radio, when notice of a meeting of the board cannot be given to that director or directors in the manner prescribed by Section 4.10 of these bylaws; and

d. Deem that one of more officers present at a board meeting is a director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

During an emergency the board may not take any action that is not in the Foundation's ordinary course of business. Any actions taken in good faith during an emergency under this section may not be used to impose liability on a director, officer, employee, or agent.

ARTICLE XIII

DISSOLUTION

It is intended that this Foundation terminate 20 years after the demise of its Founding Member, Mr. Arthur N. Rupe. In the event of dissolution of this Foundation, the Board of Directors shall cause the assets herein to be distributed to another organization in the manner set forth in the Articles of Incorporation.

CERTIFICATE OF SECRETARY

I, the undersigned, being the Secretary of Arthur N. Rupe Foundation, do hereby certify that the above Bylaws were adopted as the Bylaws hereof on the 19th day of February, 2015 by the Board of Directors of said Foundation in a regularly called meeting on the same date, to wit, the 19th day of February, 2015. Said Bylaws are, as of the date of this certification, the duly adopted and existing Bylaws of this Foundation.

IN WITNESS WHEREOF, I have hereunto set my hand this 19th day of February, 2015.

Susan C. Van Aacken, Secretary