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# Short Form Return of Organization Exempt From Income Tax

## 2015

**Open to Public Inspection**

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

- ▶ Do not enter social security numbers on this form as it may be made public.
- ▶ Information about Form 990-EZ and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Department of the Treasury  
Internal Revenue Service

<b>A</b> For the 2015 calendar year, or tax year beginning _____, and ending _____		<b>D</b> Employer identification number <p style="text-align: center;">27-1559798</p>
<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization <p style="text-align: center;">Brookdale Associate Fund</p>	<b>E</b> Telephone number <p style="text-align: center;">414-918-5000</p>
	Number and street (or P.O. box, if mail is not delivered to street address) Room/suite <p>6737 W Washington St 2300</p>	<b>F</b> Group Exemption Number ▶
	City or town State ZIP code <p>Milwaukee WI 53214</p>	
	Foreign country name Foreign province/state/county Foreign postal code	
<b>G</b> Accounting Method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual Other (specify) ▶ _____		<b>H</b> Check <input type="checkbox"/> if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)
<b>I</b> Website: ▶ _____		
<b>J</b> Tax-exempt status (check only one) — <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) ◀ (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
<b>K</b> Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other <b>NOT FOR PROFIT CORPORATION</b>		
<b>L</b> Add lines 5b, 6c, and 7b to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ. ▶ \$ <span style="float: right;">78,640</span>		

**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances** (see the instructions for Part I)  
Check if the organization used Schedule O to respond to any question in this Part I

	Description		Amount
Revenue	<b>1</b> Contributions, gifts, grants, and similar amounts received	<b>1</b>	78,640
	<b>2</b> Program service revenue including government fees and contracts	<b>2</b>	
	<b>3</b> Membership dues and assessments	<b>3</b>	
	<b>4</b> Investment income	<b>4</b>	
	<b>5a</b> Gross amount from sale of assets other than inventory	<b>5a</b>	
	<b>b</b> Less: cost or other basis and sales expenses	<b>5b</b>	
	<b>c</b> Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	<b>5c</b>	0
	<b>6</b> Gaming and fundraising events		
	<b>a</b> Gross income from gaming (attach Schedule G if greater than \$15,000)	<b>6a</b>	
	<b>b</b> Gross income from fundraising events (not including \$ _____ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000)	<b>6b</b>	
	<b>c</b> Less: direct expenses from gaming and fundraising events	<b>6c</b>	
	<b>d</b> Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c)	<b>6d</b>	0
	<b>7a</b> Gross sales of inventory, less returns and allowances	<b>7a</b>	
	<b>b</b> Less: cost of goods sold	<b>7b</b>	
	<b>c</b> Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	<b>7c</b>	0
	<b>8</b> Other revenue (describe in Schedule O)	<b>8</b>	
	<b>9</b> <b>Total revenue.</b> Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8. ▶	<b>9</b>	78,640
Net Assets	<b>10</b> Grants and similar amounts paid (list in Schedule O)	<b>10</b>	131,950
	<b>11</b> Benefits paid to or for members	<b>11</b>	
	<b>12</b> Salaries, other compensation, and employee benefits	<b>12</b>	
	<b>13</b> Professional fees and other payments to independent contractors	<b>13</b>	
	<b>14</b> Occupancy, rent, utilities, and maintenance	<b>14</b>	
	<b>15</b> Printing, publications, postage, and shipping	<b>15</b>	
	<b>16</b> Other expenses (describe in Schedule O)	<b>16</b>	54
	<b>17</b> <b>Total expenses.</b> Add lines 10 through 16. ▶	<b>17</b>	132,004
	<b>18</b> Excess or (deficit) for the year (Subtract line 17 from line 9)	<b>18</b>	-53,364
	<b>19</b> Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	<b>19</b>	9,352
	<b>20</b> Other changes in net assets or fund balances (explain in Schedule O)	<b>20</b>	306,644
	<b>21</b> <b>Net assets or fund balances at end of year.</b> Combine lines 18 through 20. ▶	<b>21</b>	262,632

Net Assets 2016

929 11



**Part V Other Information** (Note the Schedule A and personal benefit contract statement requirements in the instructions for Part V) Check if the organization used Schedule O to respond to any question in this Part V.

		Yes	No
33	Did the organization engage in any significant activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O. . . . .		X
34	Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name. Otherwise, explain the change on Schedule O (see instructions) . . . . .	X	
35 a	Did the organization have unrelated business gross income of \$1,000 or more during the year from business activities (such as those reported on lines 2, 6a, and 7a, among others)? . . . . .		X
b	If "Yes," to line 35a, has the organization filed a Form 990-T for the year? If "No," provide an explanation in Schedule O . . . . .		X
35 c	Was the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements during the year? If "Yes," complete Schedule C, Part III . . . . .		X
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N . . . . .		X
37 a	Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ <b>37a</b> _____		
b	Did the organization file Form 1120-POL for this year? . . . . .		X
38 a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return? . . . . .		X
b	If "Yes," complete Schedule L, Part II and enter the total amount involved . . . . . <b>38b</b> _____		
39	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on line 9 . . . . . <b>39a</b> _____		
b	Gross receipts, included on line 9, for public use of club facilities . . . . . <b>39b</b> _____		
40 a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ _____, section 4912 ▶ _____, section 4955 ▶ _____		
b	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I . . . . .		X
40 c	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 . . . . . ▶ _____		
d	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Enter amount of tax on line 40c reimbursed by the organization . . . . . ▶ _____		
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T. . . . .		X
40 e			
41	List the states with which a copy of this return is filed. ▶ SEE SCHEDULE O		
42 a	The organization's books are in care of ▶ BROOKDALE Telephone no ▶ 414-918-5000 Located at ▶ 6737 W.Washington St. Suite 2300 City Milwaukee ST WI ZIP + 4 ▶ 53214		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country ▶ _____ See the instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR)		X
42 b			
c	At any time during the calendar year, did the organization maintain an office outside the U.S.? . . . . . If "Yes," enter the name of the foreign country ▶ _____		X
42 c			
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041—Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year . . . . . ▶ <b>43</b> _____		
44 a	Did the organization maintain any donor advised funds during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ . . . . .		X
44 b	Did the organization operate one or more hospital facilities during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ . . . . .		X
44 c	Did the organization receive any payments for indoor tanning services during the year? . . . . .		X
44 d	If "Yes" to line 44c, has the organization filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O . . . . .		X
45 a	Did the organization have a controlled entity within the meaning of section 512(b)(13)? . . . . .		X
45 b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ (see instructions). . . . .		X

46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I. Yes No  
46 X

**Part VI Section 501(c)(3) organizations only**

All section 501(c)(3) organizations must answer questions 47-49b and 52, and complete the tables for lines 50 and 51.

Check if the organization used Schedule O to respond to any question in this Part VI

47 Did the organization engage in lobbying activities or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II. Yes No  
47 X

48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E. 48 X

49 a Did the organization make any transfers to an exempt non-charitable related organization? 49a X

b If "Yes," was the related organization a section 527 organization? 49b X

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and title of each employee	(b) Average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099-MISC)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
Name None				
Title	Hr/WK .00			
Name	Hr/WK .00			
Title	Hr/WK .00			
Name	Hr/WK .00			
Title	Hr/WK .00			
Name	Hr/WK .00			
Title	Hr/WK .00			

f Total number of other employees paid over \$100,000 . . . . . ▶ \_\_\_\_\_

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and business address of each independent contractor	(b) Type of service	(c) Compensation
Name None		
City Str		
City ST ZIP		
Name Str		
City ST ZIP		
Name Str		
City ST ZIP		
Name Str		
City ST ZIP		
Name Str		
City ST ZIP		

d Total number of other independent contractors each receiving over \$100,000 . . . . . ▶ \_\_\_\_\_

52 Did the organization complete Schedule A? **Note.** All section 501(c)(3) organizations must attach a completed Schedule A. X Yes No

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

**Sign Here** Signature of officer \_\_\_\_\_ Date 5/6/16  
 Type or print name and title Liberty Stansberry - President

**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 \_\_\_\_\_

May the IRS discuss this return with the preparer shown above? See instructions. Yes No

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

**Public Charity Status and Public Support**

OMB No 1545-0047

**2015**

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

▶ Attach to Form 990 or Form 990-EZ.

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

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

Name of the organization

BROOKDALE ASSOCIATE FUND

Employer identification number

27-1559798

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

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

- 1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ).)
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8  A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9  An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g.
  - a  **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
  - b  **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
  - c  **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
  - d  **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
  - e  Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
  - f Enter the number of supported organizations . . . . . 0
  - g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(A)						
(B)						
(C)						
(D)						
(E)						
<b>Total</b>					0	0

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2011	(b) 2012	(c) 2013	(d) 2014	(e) 2015	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						0
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge.						0
4 <b>Total.</b> Add lines 1 through 3	0	0	0	0	0	0
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						
6 <b>Public support.</b> Subtract line 5 from line 4.						0

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2011	(b) 2012	(c) 2013	(d) 2014	(e) 2015	(f) Total
7 Amounts from line 4	0	0	0	0	0	0
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.						0
9 Net income from unrelated business activities, whether or not the business is regularly carried on.						0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI).						0
11 <b>Total support.</b> Add lines 7 through 10						0
12 Gross receipts from related activities, etc. (see instructions)					12	
13 <b>First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. ▶ <input type="checkbox"/>						

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

14 Public support percentage for 2015 (line 6, column (f) divided by line 11, column (f))	14	0.00%
15 Public support percentage from 2014 Schedule A, Part II, line 14	15	0.00%
16a <b>33 1/3% support test—2015.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, and stop here. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
b <b>33 1/3% support test—2014.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
17a <b>10%-facts-and-circumstances test—2015.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
b <b>10%-facts-and-circumstances test—2014.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
18 <b>Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions. ▶ <input checked="" type="checkbox"/>		

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2011	(b) 2012	(c) 2013	(d) 2014	(e) 2015	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	33,721	170,061	139,263	89,602	82,030	514,677
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose . . . . .						0
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 . . . . .						0
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						0
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						0
<b>6 Total.</b> Add lines 1 through 5 . . . . .	33,721	170,061	139,263	89,602	82,030	514,677
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons . . . . .						0
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year . . . . .						0
<b>c</b> Add lines 7a and 7b . . . . .	0	0	0	0	0	0
<b>8 Public support</b> (Subtract line 7c from line 6.) . . . . .						514,677

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2011	(b) 2012	(c) 2013	(d) 2014	(e) 2015	(f) Total
<b>9</b> Amounts from line 6 . . . . .	33,721	170,061	139,263	89,602	82,030	514,677
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .						0
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 . . . . .						0
<b>c</b> Add lines 10a and 10b . . . . .	0	0	0	0	0	0
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on . . . . .						0
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI) . . . . .						0
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.) . . . . .	33,721	170,061	139,263	89,602	82,030	514,677

**14 First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here . . . . .

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

<b>15</b> Public support percentage for 2015 (line 8, column (f) divided by line 13, column (f)) . . . . .	<b>15</b>	100.00%
<b>16</b> Public support percentage from 2014 Schedule A, Part III, line 15 . . . . .	<b>16</b>	0.00%

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

<b>17</b> Investment income percentage for 2015 (line 10c, column (f) divided by line 13, column (f)) . . . . .	<b>17</b>	0.00%
<b>18</b> Investment income percentage from 2014 Schedule A, Part III, line 17 . . . . .	<b>18</b>	0.00%

**19a 33 1/3% support tests—2015.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization . . . . .

**b 33 1/3% support tests—2014.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization . . . . .

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

**Part IV Supporting Organizations**

(Complete only if you checked a box in line 11 on Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

**Section A. All Supporting Organizations**

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in <b>Part VI</b> how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in <b>Part VI</b> how the organization determined that the supported organization was described in section 509(a)(1) or (2).		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in <b>Part VI</b> when and how the organization made the determination.		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in <b>Part VI</b> what controls the organization put in place to ensure such use.		
4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes," and if you checked 11a or 11b in Part I, answer (b) and (c) below.		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in <b>Part VI</b> how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in <b>Part VI</b> what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in <b>Part VI</b> , including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).		
b <b>Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c <b>Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in <b>Part VI</b> .		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in <b>Part VI</b> .		
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in <b>Part VI</b> .		
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in <b>Part VI</b> .		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer 10b below.		
b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)		

**Part IV Supporting Organizations (continued)**

		Yes	No
<b>11</b>	Has the organization accepted a gift or contribution from any of the following persons?		
<b>a</b>	A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
<b>b</b>	A family member of a person described in (a) above?		
<b>c</b>	A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in <b>Part VI</b> .		

**Section B. Type I Supporting Organizations**

		Yes	No
<b>1</b>	Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in <b>Part VI</b> how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
<b>2</b>	Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in <b>Part VI</b> how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		

**Section C. Type II Supporting Organizations**

		Yes	No
<b>1</b>	Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in <b>Part VI</b> how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s)		

**Section D. All Type III Supporting Organizations**

		Yes	No
<b>1</b>	Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
<b>2</b>	Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in <b>Part VI</b> how the organization maintained a close and continuous working relationship with the supported organization(s).		
<b>3</b>	By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in <b>Part VI</b> the role the organization's supported organizations played in this regard		

**Section E. Type III Functionally-Integrated Supporting Organizations**

<b>1</b>	Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions)		
<b>a</b>	<input type="checkbox"/>	The organization satisfied the Activities Test. Complete <b>line 2</b> below	
<b>b</b>	<input type="checkbox"/>	The organization is the parent of each of its supported organizations. Complete <b>line 3</b> below.	
<b>c</b>	<input type="checkbox"/>	The organization supported a governmental entity. Describe in <b>Part VI</b> how you supported a government entity (see instructions)	
<b>2</b>	Activities Test. Answer (a) and (b) below.		
<b>a</b>		Yes	No
	Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in <b>Part VI</b> identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities		
<b>b</b>		Yes	No
	Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in <b>Part VI</b> the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.		
<b>3</b>	Parent of Supported Organizations Answer (a) and (b) below.		
<b>a</b>		Yes	No
	Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in <b>Part VI</b> .		
<b>b</b>		Yes	No
	Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in <b>Part VI</b> the role played by the organization in this regard		

**Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations**

1  Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970. See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	0
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	<b>Adjusted Net Income</b> (subtract lines 5, 6 and 7 from line 4)	8	0

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year)		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	<b>Total</b> (add lines 1a, 1b, and 1c)	1d	0
e	<b>Discount</b> claimed for blockage or other factors (explain in detail in Part VI)		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d	3	0
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4	0
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	0
6	Multiply line 5 by .035	6	0
7	Recoveries of prior-year distributions	7	0
8	<b>Minimum Asset Amount</b> (add line 7 to line 6)	8	0

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	0
2	Enter 85% of line 1	2	0
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	0
4	Enter greater of line 2 or line 3	4	0
5	Income tax imposed in prior year	5	
6	<b>Distributable Amount.</b> Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	0

7  Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions).

**Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)**

Section D - Distributions		Current Year
1	Amounts paid to supported organizations to accomplish exempt purposes	
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	
4	Amounts paid to acquire exempt-use assets	
5	Qualified set-aside amounts (prior IRS approval required)	
6	Other distributions (describe in Part VI). See instructions	
7	<b>Total annual distributions.</b> Add lines 1 through 6	0
8	Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9	Distributable amount for 2015 from Section C, line 6	0
10	Line 8 amount divided by Line 9 amount	0.000

Section E - Distribution Allocations (see instructions)		(i) Excess Distributions	(ii) Underdistributions Pre-2015	(iii) Distributable Amount for 2015
1	Distributable amount for 2015 from Section C, line 6			0
2	Underdistributions, if any, for years prior to 2015 (reasonable cause required-see instructions)			
3	Excess distributions carryover, if any, to 2015			
a				
b				
c				
d	From 2013 . . . . .			
e	From 2014 . . . . .			
f	<b>Total of lines 3a through e</b>	0		
g	Applied to underdistributions of prior years		0	
h	Applied to 2015 distributable amount			0
i	Carryover from 2010 not applied (see instructions)			
j	Remainder. Subtract lines 3g, 3h, and 3i from 3f.	0		
4	Distributions for 2015 from Section D, line 7 \$ 0			
a	Applied to underdistributions of prior years		0	
b	Applied to 2015 distributable amount			0
c	Remainder. Subtract lines 4a and 4b from 4.	0		
5	Remaining underdistributions for years prior to 2015, if any. Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions).		0	
6	Remaining underdistributions for 2015. Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions).			0
7	<b>Excess distributions carryover to 2016.</b> Add lines 3j and 4c.	0		
8	Breakdown of line 7			
a				
b				
c	Excess from 2013 . . . . .	0		
d	Excess from 2014 . . . . .	0		
e	Excess from 2015 . . . . .	0		



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

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

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

▶ Attach to Form 990 or 990-EZ.

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

OMB No 1545-0047

**2015**

**Open to Public  
Inspection**

Name of the organization

BROOKDALE ASSOCIATE FUND

Employer identification number

27-1559798

FORM 990-EZ

LINE 10. Various Grants (of \$1,000 or less) for Brookdale Senior Living, Inc employees to pay

medical care, funeral, or disaster relief

PART 1 - #16 - OTHER EXPENSES - BANK CHARGES

54 00

PART 1 - #20 - The amount of \$306,644 00 is the ending balance from Brookdale Sunshine Fund, Inc (EIN 26-2991001)

that was filed final as of 7/14/2015 when it was merged into Brookdale Associate Fund (EIN: 27-1559798)

(fka - Emeritus Employee Fund)

PART V - #34 - Brookdale Sunshine Fund, Inc (EIN.26-2991001) merged into the Brookdale Associate Fund (EIN 27-1559798)

(fka - Emeriuts Employee Fund)

PART V - # 41 - LIST THE STATES WITH WHICH A COPY OF THIS IS FILED. AL, AR, AZ, CA, CO, CT, FL, IL, KS, KY, LA, MD, MN, NC,

NH, NJ, NM, NY, OH, OK, OR, PA, SC, TN, UT, VA, WI, WV

UNITED STATES OF AMERICA

The State of  Washington

Secretary of State

CERTIFICATE OF MERGER

I, Kim Wyman, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the listed "Merging Entities" into:

EMERITUS EMPLOYEE FUND changing name to BROOKDALE ASSOCIATE FUND

WA Non-Profit Corporation  
UBI: 602-915-262  
Filing Date: July 14, 2015

Merging Entities:

Not Qualified in WA    BROOKDALE SUNSHINE FUND, INC.



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Kim Wyman, Secretary of State

Date Issued: 7/20/2015

FILED  
SECRETARY OF STATE

July 14, 2015

STATE OF WASHINGTON

07/14/15 2954404-  
002  
\$90.00 R  
tid:3036599

**ARTICLES OF MERGER**

**BROOKDALE SUNSHINE FUND, INC.**  
a Tennessee public benefit corporation

with and into

**EMERITUS EMPLOYEE FUND**  
a Washington nonprofit corporation

In accordance with the provisions of the Revised Code of Washington ("RCW") Chapter 24.03 and Tennessee Code Annotated ("TCA") Title 48, Chapter 61, the following Articles of Merger are executed for the purpose of merging Brookdale Sunshine Fund, Inc., a Tennessee public benefit corporation (the "Disappearing Corporation"), with and into Emeritus Employee Fund, a Washington nonprofit corporation (the "Surviving Corporation").

(1) An Agreement and Plan of Merger dated as of July 14, 2015 by and between the Disappearing Corporation and the Surviving Corporation (the "Merger Agreement") is attached hereto as Exhibit A and incorporated herein by reference.

(2) Pursuant to TCA 48-61-104, the Merger Agreement was duly and unanimously approved and adopted by the Board of Directors of the Disappearing Corporation. The Disappearing Corporation has no members.

(3) Pursuant to RCW 24.03.195, the Merger Agreement was duly and unanimously approved by the Board of Directors of the Surviving Corporation. The Surviving Corporation has no members.

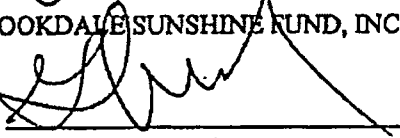
The Merger shall become effective upon filing of these Articles of Merger.

IN WITNESS WHEREOF, the Surviving Corporation has caused duplicate originals of these Articles of Merger to be duly executed as of this 14 day of July, 2015.

EMERITUS EMPLOYEE FUND

By:   
Liberty Stansberry, its President

BROOKDALE SUNSHINE FUND, INC.

By:   
Glenn O. Maul, its President

**Exhibit A**  
**Plan of Merger**

[see attached]

## PLAN OF MERGER

This Plan of Merger (the "*Plan of Merger*") is made effective as of July 14, 2015 by and between Brookdale Sunshine Fund, Inc., a public benefit corporation organized under the laws of the State of Tennessee ("*Brookdale*"), and Emeritus Employee Fund, a not-for-profit corporation organized under the laws of the State of Washington ("*Emeritus*"). Brookdale and Emeritus are sometimes referred to individually as a "*Constituent Corporation*" or collectively as the "*Constituent Corporations*."

### RECITALS

A. Brookdale is a public benefit corporation organized and existing under the laws of the State of Tennessee. Brookdale has no members.

B. Emeritus is a nonprofit corporation organized and existing under the laws of the State of Washington. Emeritus has no members.

C. The board of directors of each of Brookdale and Emeritus have concluded that it is in the best interests of Brookdale and Emeritus, respectively, and its respective stakeholders, for Brookdale to be merged with and into Emeritus (the "*Merger*") as authorized by the laws of the States of Washington and Tennessee and pursuant to the terms and conditions of this Plan of Merger.

### AGREEMENT

In consideration of the foregoing recitals, the covenants and agreements hereinafter set forth, and other good and valuable consideration, and for the purpose of prescribing the terms and conditions of the Merger, the parties agree as follows:

#### 1. Merger; Effectiveness

(a) Brookdale shall be merged with and into Emeritus (which is hereinafter sometimes called the "*Surviving Corporation*"), pursuant to the applicable provisions of the Washington Nonprofit Corporation Act (RCW Ch. 24.03) and the Tennessee Nonprofit Corporation Act (TCA Title 48, Chs. 51-68) and in accordance with the terms and conditions of this Plan of Merger.

(b) Upon the execution by each Constituent Corporation of Articles of Merger incorporating this Plan of Merger, and the filing of such Articles of Merger with the Secretary of States of the State of Washington and the State of Tennessee, the Merger shall become effective at the date and time specified in the Articles of Merger so filed (the "*Effective Time*").

**2. Name of Surviving Corporation**

The name of the Surviving Corporation shall be changed by operation of the Merger to "Brookdale Associate Fund".

**3. Articles of Incorporation**

The Articles of Incorporation of Emeritus as in effect immediately prior to the Effective Time shall, upon and after the Effective Time, be the Articles of Incorporation of the Surviving Corporation, subject to the change of name mentioned in Section 2 above and any subsequent amendment thereof as may be lawfully adopted.

**4. Bylaws**

The Bylaws of Emeritus in effect immediately prior to the Effective Time shall, upon and after the Effective Time, become the Bylaws of the Surviving Corporation, subject to the change of name mentioned above and any subsequent amendment thereof as may be lawfully adopted.

**5. Board of Directors; Officers**

Upon and after the Effective Time, the directors and officers of the Surviving Corporation shall be as follows:

Directors:

Liberty Stansberry  
Ross Roadman  
Chris Hyatt

Officers

President:	Liberty Stansberry
Vice President:	Chris Hyatt
Secretary:	Ross Roadman
Treasurer:	Ross Roadman

**6. Effect on Rights, Assets, Liabilities and Obligations**

At the Effective Time, the separate existence of Brookdale shall cease, and Brookdale shall be merged in accordance with the provisions of this Plan of Merger with and into the Surviving Corporation, which (a) shall possess all the properties and assets, choses in action and other interests, and all the rights, privileges, powers, immunities and franchises, of whatever nature and description, of or belonging to each of the Constituent Corporations, and (b) shall be subject to all debts due on whatever account, restrictions, disabilities, duties, liabilities and obligations of each of the Constituent Corporations. All such matters in the preceding clauses (a)

and (b) shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested by deed or otherwise in either of the Constituent Corporations, shall be vested in the Surviving Corporation without reversion or impairment. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against either Constituent Corporation, may be prosecuted to judgment or decree as if the Merger had not taken place, and the Surviving Corporation may be substituted in any such action or proceeding. Neither the rights of creditors nor any liens upon the property of any Constituent Corporation shall be impaired by the Merger.

**7. Implementation**

(a) Each of the Constituent Corporations hereby agrees that at any time or from time to time as and when requested by the Surviving Corporation, or by its successors or assigns, it will so far as it is legally able, execute and deliver, or cause to be executed and delivered in its name by its last acting officers, or by the corresponding officers of the Surviving Corporation, each of whom is hereby irrevocably appointed as attorney-in-fact for such purposes, all such conveyances, assignments, transfers, deeds or other instruments, and will take or cause to be taken such further or other actions as the Surviving Corporation, its successors or assigns, may deem necessary or desirable, in order to evidence the transfer, vesting and devolution of any property, right, privilege, power, immunity or franchise to the Surviving Corporation or its successors or assigns, or to vest or perfect in or confirm to the Surviving Corporation or its successors or assigns title to and possession of all the property, rights, privileges, powers, immunities, franchises and interests referred to in this Plan of Merger, or otherwise to carry out the intent and purposes hereof.

(b) Each of the Constituent Corporations shall take, or cause to be taken, all action or do, or cause to be done, all things necessary, proper or advisable under the laws of the States of Washington and Tennessee to consummate and make the Merger effective.

**8. Termination and Amendment**

This Plan of Merger may be terminated or amended by mutual action of the boards of directors of both Brookdale and Emeritus, at any time prior to the Effective Time.

**BROOKDALE SUNSHINE FUND, INC.**

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

Glenn O. Maul, its President

**EMERITUS EMPLOYEE FUND**

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

Liberty Stansberry, its President



**STATE OF TENNESSEE**  
**Tre Hargett, Secretary of State**  
Division of Business Services  
William R. Snodgrass Tower  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102

Emeritus Employee Fund  
STE 400  
111 WESTWOOD PL  
BRENTWOOD, TN 37027-5057

July 14, 2015

Control # 635286

Effective Date: 07/14/2015

**Document Receipt**

Receipt #: 2148621

Filing Fee: \$100.00

Payment-Check/MO - CFS-1, NASHVILLE, TN

\$100.00

**ACKNOWLEDGMENT OF MERGER**

**BROOKDALE SUNSHINE FUND, INC. (TENNESSEE) (Qualified Non-survivor)**

**merged into Emeritus Employee Fund (WASHINGTON) (Qualified Survivor)**

This will acknowledge the filing of the attached Articles of Merger with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

Tre Hargett  
Secretary of State

Processed By: Cynthia Dunn

**BK/PG: 6510/524-530**  
**15029569**

<b>7 PGS : CHARTER</b>	
<b>JENNY LANEY 392958 - 15029569</b>	
<b>07/15/2015 - 01:45:23 PM</b>	
<b>MORTGAGE TAX</b>	<b>0.00</b>
<b>TRANSFER TAX</b>	<b>0.00</b>
<b>RECORDING FEE</b>	<b>6.00</b>
<b>DP FEE</b>	<b>2.00</b>
<b>REGISTER'S FEE</b>	<b>0.00</b>
<b>TOTAL AMOUNT</b>	<b>8.00</b>

STATE OF TENNESSEE, WILLIAMSON COUNTY

**SADIE WADE**

REGISTER OF DEEDS

53

**FILED**

**ARTICLES OF MERGER**

**BROOKDALE SUNSHINE FUND, INC.**  
a Tennessee public benefit corporation

with and into

**EMERITUS EMPLOYEE FUND**  
a Washington nonprofit corporation

In accordance with the provisions of the Revised Code of Washington ("RCW") Chapter 24.03 and Tennessee Code Annotated ("TCA") Title 48, Chapter 61, the following Articles of Merger are executed for the purpose of merging Brookdale Sunshine Fund, Inc., a Tennessee public benefit corporation (the "Disappearing Corporation"), with and into Emeritus Employee Fund, a Washington nonprofit corporation (the "Surviving Corporation").

(1) An Agreement and Plan of Merger dated as of July 14, 2015 by and between the Disappearing Corporation and the Surviving Corporation (the "Merger Agreement") is attached hereto as Exhibit A and incorporated herein by reference.


(2) Pursuant to TCA 48-61-104, the Merger Agreement was duly and unanimously approved and adopted by the Board of Directors of the Disappearing Corporation. The Disappearing Corporation has no members.

(3) Pursuant to RCW 24.03.195, the Merger Agreement was duly and unanimously approved by the Board of Directors of the Surviving Corporation. The Surviving Corporation has no members.

The Merger shall become effective upon filing of these Articles of Merger.

IN WITNESS WHEREOF, the Surviving Corporation has caused duplicate originals of these Articles of Merger to be duly executed as of this 14 day of July, 2015.

**EMERITUS EMPLOYEE FUND**

By:   
Liberty Stansberry, its President

**BROOKDALE SUNSHINE FUND, INC.**

By:   
Glenn O. Maml, its President

B0126-0967 07/14/2015 3:10 PM Received by Tennessee Secretary of State Tre Hargett

Exhibit A  
Plan of Merger

[see attached]

B0126-0968 07/14/2015 3:10 PM Received by Tennessee Secretary of State Tre Hargett

B0126-0969 07/14/2015 3:18 PM Received by Tennessee Secretary of State Tre Hargett

**PLAN OF MERGER**

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**RECITALS**

- A. Brookdale is a public benefit corporation organized and existing under the laws of the State of Tennessee. Brookdale has no members.
- B. Emeritus is a nonprofit corporation organized and existing under the laws of the State of Washington. Emeritus has no members.
- C. The board of directors of each of Brookdale and Emeritus have concluded that it is in the best interests of Brookdale and Emeritus, respectively, and its respective stakeholders, for Brookdale to be merged with and into Emeritus (the "*Merger*") as authorized by the laws of the States of Washington and Tennessee and pursuant to the terms and conditions of this Plan of Merger.

**AGREEMENT**

In consideration of the foregoing recitals, the covenants and agreements hereinafter set forth, and other good and valuable consideration, and for the purpose of prescribing the terms and conditions of the Merger, the parties agree as follows:

**1. Merger; Effectiveness**

(a) Brookdale shall be merged with and into Emeritus (which is hereinafter sometimes called the "*Surviving Corporation*"), pursuant to the applicable provisions of the Washington Nonprofit Corporation Act (RCW Ch. 24.03) and the Tennessee Nonprofit Corporation Act (TCA Title 48, Chs. 51-68) and in accordance with the terms and conditions of this Plan of Merger.

(b) Upon the execution by each Constituent Corporation of Articles of Merger incorporating this Plan of Merger, and the filing of such Articles of Merger with the Secretary of States of the State of Washington and the State of Tennessee, the Merger shall become effective at the date and time specified in the Articles of Merger so filed (the "*Effective Time*").

B0126-0970 07/14/2015 3:10 PM Received by Tennessee Secretary of State Tre Hargett

**2. Name of Surviving Corporation**

The name of the Surviving Corporation shall be changed by operation of the Merger to "Brookdale Associate Fund".

**3. Articles of Incorporation**

The Articles of Incorporation of Emeritus as in effect immediately prior to the Effective Time shall, upon and after the Effective Time, be the Articles of Incorporation of the Surviving Corporation, subject to the change of name mentioned in Section 2 above and any subsequent amendment thereof as may be lawfully adopted.

**4. Bylaws**

The Bylaws of Emeritus in effect immediately prior to the Effective Time shall, upon and after the Effective Time, become the Bylaws of the Surviving Corporation, subject to the change of name mentioned above and any subsequent amendment thereof as may be lawfully adopted.

**5. Board of Directors; Officers**

Upon and after the Effective Time, the directors and officers of the Surviving Corporation shall be as follows:

Directors:

Liberty Stansberry  
Ross Roadman  
Chris Hyatt

Officers

President: Liberty Stansberry  
Vice President: Chris Hyatt  
Secretary: Ross Roadman  
Treasurer: Ross Roadman

**6. Effect on Rights, Assets, Liabilities and Obligations**

At the Effective Time, the separate existence of Brookdale shall cease, and Brookdale shall be merged in accordance with the provisions of this Plan of Merger with and into the Surviving Corporation, which (a) shall possess all the properties and assets, choses in action and other interests, and all the rights, privileges, powers, immunities and franchises, of whatever nature and description, of or belonging to each of the Constituent Corporations, and (b) shall be subject to all debts due on whatever account, restrictions, disabilities, duties, liabilities and obligations of each of the Constituent Corporations. All such matters in the preceding clauses (a)

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and (b) shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested by deed or otherwise in either of the Constituent Corporations, shall be vested in the Surviving Corporation without reversion or impairment. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against either Constituent Corporation, may be prosecuted to judgment or decree as if the Merger had not taken place, and the Surviving Corporation may be substituted in any such action or proceeding. Neither the rights of creditors nor any liens upon the property of any Constituent Corporation shall be impaired by the Merger.

**7. Implementation**

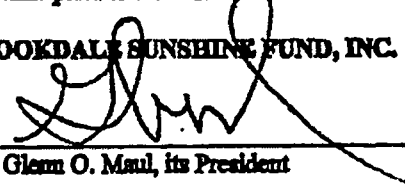
(a) Each of the Constituent Corporations hereby agrees that at any time or from time to time as and when requested by the Surviving Corporation, or by its successors or assigns, it will so far as it is legally able, execute and deliver, or cause to be executed and delivered in its name by its last acting officers, or by the corresponding officers of the Surviving Corporation, each of whom is hereby irrevocably appointed as attorney-in-fact for such purposes, all such conveyances, assignments, transfers, deeds or other instruments, and will take or cause to be taken such further or other actions as the Surviving Corporation, its successors or assigns, may deem necessary or desirable, in order to evidence the transfer, vesting and devolution of any property, right, privilege, power, immunity or franchise to the Surviving Corporation or its successors or assigns, or to vest or perfect in or confirm to the Surviving Corporation or its successors or assigns title to and possession of all the property, rights, privileges, powers, immunities, franchises and interests referred to in this Plan of Merger, or otherwise to carry out the intent and purposes hereof.

(b) Each of the Constituent Corporations shall take, or cause to be taken, all action or do, or cause to be done, all things necessary, proper or advisable under the laws of the States of Washington and Tennessee to consummate and make the Merger effective.

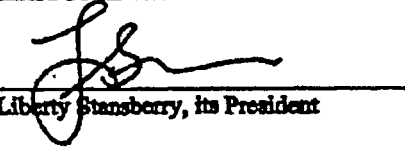
**8. Termination and Amendment**

This Plan of Merger may be terminated or amended by mutual action of the boards of directors of both Brookdale and Emeritus, at any time prior to the Effective Time.

**BROOKDALE SUNSHINE FUND, INC.**

By:   
Glenn O. Maul, its President

**EMERITUS EMPLOYEE FUND**

By:   
Liberty Stansberry, its President

Affidavit

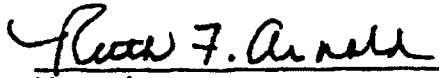
I, Heather Dye, do hereby make oath that I am the custodian of the electronic version of the attached document tendered for registration herewith and that this is a true and correct copy of the original document executed and authenticated according to law.

  
Signature

State of Tennessee

County of Davidson

Personally appeared before me, Ruth Arnold, a notary public for this county and state, Heather Dye, who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

  
Notary signature

My Commission Expires: \_\_\_\_\_

Notary Seal:

