



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



**Return of Private Foundation**

**2015**

Department of the Treasury  
Internal Revenue Service

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](http://www.irs.gov/form990pf).

Open to Public Inspection

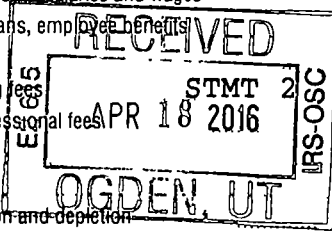
For calendar year 2015 or tax year beginning

, and ending

Name of foundation <b>JOSEPH FOUNDATION</b>		A Employer identification number <b>30-0002540</b>
Number and street (or P O box number if mail is not delivered to street address) <b>3767 BRADFORD STREET NE</b>	Room/suite	B Telephone number <b>(616) 285-0714</b>
City or town, state or province, country, and ZIP or foreign postal code <b>GRAND RAPIDS, MI 49525</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>351,484.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		21,683.	21,683.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		3,536.			
b Gross sales price for all assets on line 6a <b>32,500.</b>					
7 Capital gain net income (from Part IV, line 2)			3,536.		
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					
12 Total Add lines 1 through 11		25,219.	25,219.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		650.	650.		0.
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses <b>STMT 3</b>		1,473.	1,473.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		2,123.	2,123.		0.
25 Contributions, gifts, grants paid		20,000.			20,000.
26 Total expenses and disbursements. Add lines 24 and 25		22,123.	2,123.		20,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		3,096.			
b Net investment income (if negative, enter -0-)			23,096.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED APR 22 2016



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,804.	1,447.	1,447.
	2 Savings and temporary cash investments			
	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			
	c Investments - corporate bonds <b>STMT 4</b>	364,346.	368,344.	350,037.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ _____)				
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)	367,150.	369,791.	351,484.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ _____)			
23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	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 <input checked="" type="checkbox"/>			
	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	367,150.	369,791.		
30 <b>Total net assets or fund balances</b>	367,150.	369,791.		
31 <b>Total liabilities and net assets/fund balances</b>	367,150.	369,791.		

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	367,150.
2 Enter amount from Part I, line 27a	2	3,096.
3 Other increases not included in line 2 (itemize) ▶ _____	3	0.
4 Add lines 1, 2, and 3	4	370,246.
5 Decreases not included in line 2 (itemize) ▶ <b>NON-DEDUCTIBLE TAXES PAID</b>	5	455.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	369,791.

**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 SALE OF MORGAN CAP TR		P	02/12/10	05/12/15
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 32,500.		28,964.	3,536.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(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		
a			3,536.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7                 }		2 3,536.
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))
2014	20,000.	358,306.	.055818
2013	25,180.	377,349.	.066729
2012	20,889.	376,166.	.055531
2011	18,645.	333,568.	.055896
2010	338,301.	345,833.	.978221
2 Total of line 1, column (d)			2 1.212195
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 .242439
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 346,880.
5 Multiply line 4 by line 3			5 84,097.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 231.
7 Add lines 5 and 6			7 84,328.
8 Enter qualifying distributions from Part XII, line 4 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.			8 20,000.

**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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	462.
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	462.
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	462.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	145.	
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	145.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	317.
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MI		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

N/A

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

	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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	X	
14 The books are in care of ► <u>ROY G. SMYTH</u> Telephone no. ► <u>(616) 285-0714</u> Located at ► <u>3767 BRADFORD STREET NE, GRAND RAPIDS, MI</u> ZIP+4 ► <u>49525</u>		
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		<input type="checkbox"/>
16 At any time during calendar year 2015, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2015 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 2015) N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2015?		X



**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	

**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	
All other program-related investments. See instructions	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0.

**Part X**

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	0.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	2,125.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	350,037.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	352,162.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	352,162.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	5,282.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	346,880.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	17,344.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	17,344.
<b>2a</b>	Tax on investment income for 2015 from Part VI, line 5	<b>2a</b>	462.
<b>b</b>	Income tax for 2015. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	462.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	16,882.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	16,882.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	16,882.

**Part XII**

**Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	20,000.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	20,000.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	20,000.

**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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				16,882.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	321,553.			
b From 2011	2,653.			
c From 2012	2,943.			
d From 2013	6,899.			
e From 2014	2,540.			
f Total of lines 3a through e	336,588.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$	20,000.			
a Applied to 2014, but not more than line 2a			0.	
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 2015 distributable amount				16,882.
e Remaining amount distributed out of corpus	3,118.			
5 Excess distributions carryover applied to 2015 (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:	339,706.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
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 2010 not applied on line 5 or line 7	321,553.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	18,153.			
10 Analysis of line 9:				
a Excess from 2011	2,653.			
b Excess from 2012	2,943.			
c Excess from 2013	6,899.			
d Excess from 2014	2,540.			
e Excess from 2015	3,118.			

**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 2015, 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				(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

**NONE**

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

**NONE**

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

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

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

\_\_\_\_\_

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	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
Name and address (home or business)				
<b>a Paid during the year</b>				
ALPHA WOMEN'S CENTER 1725 S DIVISION AVE GRAND RAPIDS, MI 49507			CONTRIBUTION	2,500.
DEGAGE MINISTRIES 144 DIVISION AVE S GRAND RAPIDS, MI 49503			CONTRIBUTION	5,000.
HELEN DEVOS CHILDREN'S HOSPITAL 100 MICHIGAN AVE NE GRAND RAPIDS, MI 49503			CONTRIBUTION	2,500.
SAFE HAVEN MINISTRIES 3501 LAKE EASTBROOK BLVD SE SUITE 335 GRAND RAPIDS, MI 49546			CONTRIBUTION	2,500.
YOUTH FOR CHRIST 1345 MONROE AVENUE, NW GRAND RAPIDS, MI 49505			CONTRIBUTION	5,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>20,000.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>





**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
SAMARITAN'S PURSE PO BOX 3000 BOONE, NC 28607			CONTRIBUTION	2,500.
<b>Total from continuation sheets</b>				<b>2,500.</b>

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BAIRD	21,683.	0.	21,683.	21,683.	
TO PART I, LINE 4	21,683.	0.	21,683.	21,683.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	650.	650.		0.
TO FORM 990-PF, PG 1, LN 16B	650.	650.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEE	20.	20.		0.
PO BOX RENTAL	232.	232.		0.
MISC INVESTMENT EXPENSES	1,221.	1,221.		0.
TO FORM 990-PF, PG 1, LN 23	1,473.	1,473.		0.

FORM 990-PF CORPORATE BONDS STATEMENT 4

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS AND BONDS	368,344.	350,037.
TOTAL TO FORM 990-PF, PART II, LINE 10C	368,344.	350,037.

**AMENDED AND RESTATED BYLAWS**

of

**THE JOSEPH FOUNDATION**

A Michigan Nonprofit Corporation  
Effective September 17, 2015

ARTICLE I. MEMBERS

1.1 Classification. The classifications of memberships in the Corporation shall include (a) full members and (b) associate members.

1.2 Admission. The full members of the Corporation shall be Roy G. Smyth and Debra S. Smyth. The associate members of the Corporation are Jamie L. (Smyth) Slagh and Erin P. (Smyth) Kohlbeck.

If neither Jamie nor Erin is able or willing to serve as associate member, the associate members shall be Derek A. Slagh and Pierson D. Kohlbeck.

Additional members of the Corporation may be admitted, and their status as full or associate members shall be determined, by the unanimous vote of the then existing full members or by the express provisions of these Bylaws.

1.3 Powers and Privileges. Only full members shall be entitled to vote. Associate members shall attain full member status and acquire voting privileges only (a) upon the unanimous approval of the then existing full members, or (b) upon the termination of membership status of all the then existing and successor full members, so that if not for the conversion of associate members into full members, there would be no full members; in such case, all then existing associate members shall immediately and automatically become full members.

1.4 Nontransferability. Memberships in the Corporation shall not be transferable in any manner whatsoever.

1.5 Resignation or Termination. A member may resign his or her membership by written notice to the Secretary of the Corporation, which resignation shall be effective upon receipt by the Corporation or at a subsequent time as set forth in the notice.

Membership status may be revoked at any time, for any reason or for no reason, with or without cause, by majority vote of the then existing full members.

Membership shall terminate upon the permanent incapacity, death, dissolution, or resignation of a member.

1.6 Place of Meetings. Meetings of the members shall be held at the registered office of the Corporation or at such other place, within or outside the State of Michigan, as may be determined from time to time by the Board of Directors; provided, however, if a members' meeting is to be held at a place other than the registered office, the notice of the meeting shall designate such place.

1.7 Annual Meeting. Annual meetings of the members for such business as may come before the meeting shall be held in March of each year, at such time as may be fixed by the Board of Directors, or at such other time within the four (4) months succeeding the end of the Corporation's fiscal year as may be designated by the Board of Directors and stated in the notice of the meeting. If the annual meeting is not held at the time specified, the Board of Directors shall cause the meeting to be held as soon thereafter as is convenient.

1.8 Special Meetings. Special meetings of the members may be called by the Chairman of the Board, the President or the Secretary and shall be called by one of them pursuant to resolution therefor by the Board of Directors, or upon receipt of a request in writing, stating the purpose or purposes thereof, and signed by members holding a majority of the voting power of the Corporation.

1.9 Notice of Meetings. Written notice of the time, place and purpose of any members meeting shall be given to members entitled to vote thereat, not less than ten (10) nor more than sixty (60) days before the date of the meeting. Such notice may be given either by delivery in person to the members or by mailing such notice to the members at their addresses as the same appear in the records of the Corporation. Attendance of a person at a members' meeting, in person or by proxy, constitutes a waiver of notice of the meeting, except when the member attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

1.10 Voting. Each full member shall be entitled to one vote, in person or by written proxy, provided, however, no proxy shall be voted after three years from its date. Associate members shall not be entitled to any vote. A vote may be cast either orally or in writing as announced or directed by the person presiding at the meeting prior to the taking of the vote. Any action to be taken by vote of the members shall be authorized by a majority of the votes cast by the members entitled to vote, unless a greater percentage is required by law or the Articles of Incorporation.

1.11 Quorum. Members holding more than fifty percent of the voting power of the Corporation shall constitute a quorum at a meeting. Meetings at which less than a quorum is represented may be adjourned by a vote of a majority of the votes present to a future date without further notice other than the announcement at such meeting, and when a quorum shall be present upon such adjourned date, any business may be transacted that might have been transacted at the meeting as originally called. Members present in person or by proxy at any members' meeting may continue to do business until adjournment, notwithstanding the withdrawal of members to leave less than a quorum.

1.12 Conduct of Meetings. The officer who is to preside at meetings of members pursuant to Article III of these Bylaws or his or her designee shall determine the agenda and the order in

which business shall be conducted unless the agenda and the order of business have been fixed by the Board of Directors.

1.13 Action by Members Without a Meeting. Any action which is required to be taken or which may be taken at any annual or special members meeting may be taken without a meeting, without prior notice, and without a vote if all of the members entitled to vote thereon consent thereto in writing.

## ARTICLE II. DIRECTORS

2.1 Board of Directors. The business and affairs of the Corporation shall be managed exclusively by a Board of Directors. In addition to exercising all of the other powers conferred upon the Board of Directors by law, the Board of Directors may enter into a trust agreement on behalf of the Corporation with a trust company, bank, or other institution with trust powers, or designate any such institution as agent for the Corporation, for the purpose of holding, administering and managing all or any part of its properties, subject always to the direction of the Board of Directors. Any institution so designated may be compensated in accordance with its current fees for such services.

The Board of Directors shall consist of not less than one nor more than 21 individuals. The initial number of directors shall be the number specified by the incorporator as constituting the first Board of Directors. Subsequently, the number of directors shall be determined from time to time by resolution of the Board of Directors. Directors shall be elected for one-year terms at each annual members meeting. Directors shall serve until their respective terms expire and until their successors are appointed or until their earlier resignation or removal.

2.2 Resignation and Removal. A director may resign by written notice to the Secretary of the Corporation, which resignation shall be effective upon receipt by the Corporation or at a subsequent time as set forth in the notice. Any director(s) or the entire Board of Directors may be removed, at any time with or without cause, by members holding a majority of the voting power, acting with or without a meeting.

2.3 Vacancies and Increase in Number. Vacancies on the Board of Directors occurring for any reason, including an increase in the number of directors, shall be filled by the vote of members holding a majority of the voting power. A director elected to fill a vacancy occurring for any reason, including an increase in the number of directors, shall hold office until the next election of directors or until his or her earlier resignation or removal.

2.4 Place of Meetings and Records. The directors shall hold their meetings, maintain the minutes of the proceedings of meetings of the members, the Board of Directors, and committees of the Board of Directors and keep the books and records of account for the Corporation, in such place or places, within or outside the State of Michigan, as the Board of Directors may from time to time determine.

2.5 Annual Meetings. The annual meeting of the Board of Directors shall be held, without notice other than this section 2.5, at the same place and immediately after the annual

members' meeting. If such meeting is not so held, whether because a quorum is not present or for any other reason, or if the directors were elected by written consent without a meeting, the annual meeting of the Board of Directors shall be called in the same manner as hereinafter provided for special meetings of the Board of Directors.

2.6 Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by the Board of Directors. Any notice given of a regular meeting need not specify the business to be transacted or the purpose of the meeting.

2.7 Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board or the President, and shall be called by one of them on the written request of any one (1) director, upon at least two (2) days written notice to each director, or twenty-four (24) hours notice, given personally, by telephone or by electronic transmission. The notice does not need to specify the business to be transacted or the purpose of the special meeting. Attendance of a director at a special meeting constitutes a waiver of notice of the meeting, except where a director attends the meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

2.8 Quorum and Vote. A majority of the members of the Board of Directors then in office constitutes a quorum for the transaction of business, and the vote of a majority of the directors present at any meeting at which a quorum is present constitutes the action of the Board of Directors unless the vote of a larger number is specifically required by the Articles of Incorporation or these Bylaws. If a quorum is not present, the directors present may adjourn the meeting from time to time and to another place, without notice other than announcement at the meeting, until a quorum is present.

2.9 Report to Members. The Board of Directors shall cause a financial report of the Corporation for the preceding fiscal year to be available for distribution to each member within four (4) months after the end of each fiscal year. The report shall include the Corporation's statement of income, its year-end balance sheet and such other statements or reports as the Board of Directors shall deem appropriate from time to time.

2.10 Compensation of Directors. Directors as such shall not receive any salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance may be allowed for attendance at each regular or special meeting of the Board of Directors. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

2.11 Meeting by Communication Equipment. Members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or committee, as the case may be, by using a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence at the meeting.

2.12 Action Without a Meeting. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if, before or after the action, all members of the Board of Directors, or such committee, consent thereto in writing. Electronic transmission of consents is permitted. The written consent shall be filed with the minutes of the proceedings of the Board of Directors or committee and the consent shall have the same effect as a vote of the Board of Directors or committee for the purposes.

### ARTICLE III. OFFICERS

3.1 Officers. The officers of the Corporation shall be a President, a Treasurer, and a Secretary, all of whom shall be elected by the Board of Directors. In addition, the Board of Directors may elect a Chairman and one or more Vice Presidents who shall also be officers of the Corporation if elected. Each officer shall hold office until his or her successor is elected and qualified or until his or her earlier resignation or removal. The officers shall be elected at the first meeting of the Board of Directors after each annual members' meeting.

3.2 Other Officers and Agents. The Board of Directors may appoint such other officers and agents as it may deem advisable, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. The Board of Directors may, by specific resolution, empower the Chairman, the President or the executive committee, if such a committee has been designated by the Board of Directors, to appoint such subordinate officers or agents and to determine their powers and duties.

3.3 Removal. The Chairman, President, and Vice President, Secretary and Treasurer may be removed at any time, with or without cause, but only by the affirmative vote of a majority of the Board of Directors. Any Assistant Secretary or Assistant Treasurer, or subordinate officer or agent appointed pursuant to Section 3.2, may be removed at any time, with or without cause, by action of the Board of Directors or by the committee or officer, if any, empowered to appoint such Assistant Secretary or Assistant Treasurer or subordinate officer or agent.

3.4 Compensation of Officers. No compensation shall be paid to any officer except that reasonable compensation may be paid for services actually performed by any officer.

3.5 Chairman. The Chairman of the Board of Directors, if one be elected, shall be elected by the directors from among the directors then serving. The Chairman of the Board shall preside at all meetings of the members and at all meetings of the Board of Directors, and shall perform such other duties as may be determined by resolution of the Board of Directors including, if the Board of Directors shall so determine, acting as the chief executive officer of the Corporation in which case the Chairman shall have general supervision, direction and control of the business of the Corporation and shall have the general powers and duties of management usually vested in or incident to the office of the chief executive officer of a Corporation.

3.6 President. Unless the Board of Directors shall determine otherwise, the President shall be the chief executive officer as well as the chief operating officer of the Corporation and shall have general supervision, direction and control of the business of the Corporation as well as the duty and responsibility to implement and accomplish the objectives of the Corporation. In the absence or non-election of a Chairman, the President shall preside at all meetings of members and at all meetings of the Board of Directors. The President shall perform such other duties as may be assigned by the Board of Directors.

3.7 Vice Presidents. Each Vice President shall have such power and shall perform such duties as may be assigned by the Board of Directors, and may be designated by such special titles as the Board of Directors shall approve.

3.8 Treasurer. The Treasurer shall have custody of the Corporation's funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation in such depositories as may be selected by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, or the chief executive officer, taking proper vouchers for such disbursements. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board of Directors.

3.9 Secretary. The Secretary shall give or cause to be given notice of all meetings of members and directors and all other notices required by law or by these Bylaws; provided, however, that in the case of the Secretary's absence or refusal or neglect to do so, any such notice may be given by any person so directed by the chief executive officer or by the directors, or by the members upon whose requisition the meeting is called, as provided in these Bylaws. The Secretary shall record all the proceedings of the meetings of members and of the directors in one or more books provided for that purpose, and shall perform all duties incident to the office of Secretary and such other duties as may be designated by the Board of Directors.

3.10 Assistant Treasurers and Assistant Secretaries. Assistant Treasurers and Assistant Secretaries, if any shall be appointed, shall have such powers and shall perform such duties as shall be assigned to them by the Board of Directors or by the officer or committee who shall have appointed such Assistant Treasurer or Assistant Secretary.

#### ARTICLE IV. MISCELLANEOUS

4.1 Fiscal Year. The fiscal year of this Corporation shall end on December 31 of each year or such other day as may be fixed by resolution of the Board of Directors from time to time.

4.2 Notices. Whenever any written notice is required to be given under the provisions of any law, the Articles of Incorporation or by these Bylaws, it shall not be construed or interpreted to mean personal notice, unless expressly so stated, and any notice so required shall be deemed to be sufficient if given in writing by mail, by depositing the same in a post office box, postage prepaid, addressed to the person entitled thereto at his or her address as it appears in the records of the

Corporation, and such notice shall be deemed to have been given at the time and on the day of such mailing. When a notice or communication is permitted by the Michigan Nonprofit Corporation Act (the "Act") to be given in writing, electronic transmission is written notice. When a notice or communication is permitted by the Act to be transmitted electronically, then notice or communication is given when electronically transmitted to the person entitled to the notice or communication in a manner authorized by the person.

4.3 Waiver of Notice. Whenever any notice is required to be given under the provisions of any law, or the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

4.4 Voting of Securities. Securities of another Corporation, foreign or domestic, standing in the name of the Corporation, which are entitled to vote may be voted, in person or by proxy, by the Chairman or the President of this Corporation or by such other or additional persons as may be designated by the Board of Directors.

#### ARTICLE V. SPECIAL DISSOLUTION PROVISION

In the event of a tragedy that would trigger the Ultimate Taker clause under the estate plan of Roy G. Smyth, leaving no blood issue, the Board of Directors of the Corporation shall, within one (1) year of that triggering event, take action to dissolve the Corporation and to distribute the remaining assets of the Corporation in accordance with the requirements of the Articles of Incorporation and applicable law.

#### ARTICLE VI. INDEMNIFICATION

The Corporation shall indemnify to the fullest extent authorized or permitted by the Michigan Nonprofit Corporation Act any person, and his or her estate and personal representative, who is made or threatened to be made a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) because such person is or was a director, officer or employee of the Corporation or serves or served any other enterprise at the request of the Corporation.

#### ARTICLE VII. AMENDMENTS

These Bylaws may be amended or repealed or new Bylaws adopted only by a majority vote of the full members.

Effective as of \_\_\_\_\_, 20\_\_\_\_

\_\_\_\_\_  
Roy G. Smyth, President