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Extended to November 15, 2016

Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

2015

Open to Public Inspection

Department of the Treasury
Internal Revenue ServiceDo 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

For calendar year 2015 or tax year beginning

, and ending

Name of foundation Seattle-Sonoran Foundation		A Employer identification number 91-2010842
Number and street (or P O box number if mail is not delivered to street address) 4616 25th Ave NE PMB 715		B Telephone number (206) 729-0349
City or town, state or province, country, and ZIP or foreign postal code Seattle, WA 98105		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 checked="" type="checkbox"/> Address change <input checked="" 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) \$ 4,168,021.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
(Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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		107.	107.		Statement 1
4 Dividends and interest from securities		134.	134.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		140,634.			
b Gross sales price for all assets on line 6a 198,883.					
7 Capital gain net income (from Part IV, line 2)			140,634.		
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		140,875.	140,875.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 3		30,449.	0.		0.
b Accounting fees Stmt 4		3,194.	0.		0.
c Other professional fees					
17 Interest					
18 Taxes Stmt 5		3,300.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 6		117.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		37,060.	0.		0.
25 Contributions, gifts, grants paid		213,000.			213,000.
26 Total expenses and disbursements. Add lines 24 and 25		250,060.	0.		213,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<109,185.>			
b Net investment income (if negative, enter -0-)			140,875.		
c Adjusted net income (if negative, enter -0-)				N/A	

G 30

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				<1.>	<1.>
	2 Savings and temporary cash investments			63,125.	12,190.	12,190.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock	Stmt 8		1,573,000.	1,501,500.	4,153,800.
	c Investments - corporate bonds					
	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 ▶ Credit Suisse First)			2,940.	1,896.	2,032.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			1,639,065.	1,515,585.	4,168,021.	
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 Total liabilities (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			1,639,065.	1,515,585.		
30 Total net assets or fund balances			1,639,065.	1,515,585.		
31 Total liabilities and net assets/fund balances			1,639,065.	1,515,585.		

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	1,639,065.
2 Enter amount from Part I, line 27a	2	<109,185.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,529,880.
5 Decreases not included in line 2 (itemize) ▶ See Statement 7	5	14,295.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,515,585.

Part IV Capital Gains and Losses for Tax on Investment Income See Attached Statement

(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			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	198,883.	58,249.	140,634.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			140,634.

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	140,634.
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	212,000.	4,481,376.	.047307
2013	168,250.	3,943,561.	.042664
2012	176,311.	3,158,370.	.055823
2011	167,697.	3,117,721.	.053788
2010	160,750.	3,295,655.	.048776

2 Total of line 1, column (d)	2	.248358
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	.049672
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	4,509,098.
5 Multiply line 4 by line 3	5	223,976.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,409.
7 Add lines 5 and 6	7	225,385.
8 Enter qualifying distributions from Part XII, line 4	8	213,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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	2,818.
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	2,818.
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	2,818.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	2,691.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	3,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	6,191.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,373.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input type="checkbox"/> 3,373. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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		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? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	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? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> WA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X
14 The books are in care of ▶ Thomas W. Phillips Telephone no. ▶ 206-399-4455 Located at ▶ 27451 N 103rd St, Scottsdale, AZ ZIP+4 ▶ 85262		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A		
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 ▶	16	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	1b	
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?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 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	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ , , ,		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

X

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

See Statement 10

☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Thomas W. Phillips	President, Treasurer			
27451 N 103rd St				
Scottsdale, AZ 85262	0.00	0.	0.	0.
Peggy Van Slice Phillips	Vice-President, Secretary			
1008 NW Elford Dr				
Seattle, WA 98177	0.00	0.	0.	0.
Benjamin S. Phillips	Vice-President			
2316 W Dravus				
Seattle, WA 98199	0.00	0.	0.	0.
Christopher (Charlie) C. Phillips	Vice-President			
605 36th St				
Newport Beach, CA 92663	0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

(continued)

[illegible]

0

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,535,091.
b	Average of monthly cash balances	1b	40,041.
c	Fair market value of all other assets	1c	2,632.
d	Total (add lines 1a, b, and c)	1d	4,577,764.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,577,764.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	68,666.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,509,098.
6	Minimum investment return. Enter 5% of line 5	6	225,455.

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

1	Minimum investment return from Part X, line 6	1	225,455.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	2,818.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,818.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	222,637.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	222,637.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	222,637.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	213,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	213,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	213,000.

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				222,637.
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				
b From 2011				
c From 2012	14,421.			
d From 2013				
e From 2014				
f Total of lines 3a through e	14,421.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 213,000.				
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				213,000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	9,637.			9,637.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	4,784.			
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	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	4,784.			
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012	4,784.			
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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	Prior 3 years			(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).)

Thomas W. Phillips

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:

Thomas W. Phillips, 206-399-4455
27451 N 103rd St, Scottsdale, AZ 85262

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

No formal application forms. Submit inquiry by mail.

c Any submission deadlines:

None

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

None

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Amara Adoption Services 3300 East Union St. Seattle, WA 98122		PC	General Program Support	2,000.
American Heart Association 710 2nd Ave Ste 900 Seattle, WA 98104		PC	General Program Support	1,000.
American Liver Foundation - Northern California 870 Market St San Francisco, CA 94102		PC	General Program Support	1,000.
Assistance League of Seattle 1415 N 45th St Seattle, WA 98103		PC	General Program Support	2,000.
Audubon Society of Washington 5902 Lake Washington Blvd. S. Seattle, WA 98118		PC	General Program Support	1,000.
Total	See continuation sheet(s)			213,000.
b Approved for future payment				
None				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	107.	
4 Dividends and interest from securities			14	134.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	140,634.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		140,875.	0.
13 Total Add line 12, columns (b), (d), and (e)				13	140,875.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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	150000 Credit Suisse First Boston	P	03/22/10	01/26/15
b	150000 Credit Suisse First Boston	P	03/22/10	03/25/15
c	150000 Credit Suisse First Boston	P	03/22/10	04/27/15
d	150000 Credit Suisse First Boston	P	03/22/10	06/25/15
e	150000 Credit Suisse First Boston	P	03/22/10	07/27/15
f	150000 Credit Suisse First Boston	P	03/22/10	08/25/15
g	150000 Credit Suisse First Boston	P	03/22/10	10/26/15
h	150000 Credit Suisse First Boston	P	03/22/10	11/25/15
i	150000 Credit Suisse First Boston	P	03/22/10	12/28/15
j	1 sh Berkshire Hathaway Cl A	P	09/28/99	08/25/15
k				
l				
m				
n				
o				

(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	305.	289.	16.
b	37.	35.	2.
c	87.	83.	4.
d	201.	190.	11.
e	93.	88.	5.
f	81.	77.	4.
g	94.	89.	5.
h	80.	75.	5.
i	125.	118.	7.
j	197,780.	57,205.	140,575.
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			16.
b			2.
c			4.
d			11.
e			5.
f			4.
g			5.
h			5.
i			7.
j			140,575.
k			
l			
m			
n			
o			

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	140,634.
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 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
Big Brothers & Big Sisters of Puget Sound 1600 South Graham Street Seattle, WA 98108		PC	General Program Support	10,000.
Bird Note (Tune in to Nature.org) PO Box 99456 Seattle, WA 98139		PC	General Program Support	2,500.
Boys and Girls Clubs of King County 1767 NW 64th St Seattle, WA 98107		PC	General Program Support	10,000.
Cocoon House 2929 Pine Street Everett, WA 98201		PC	General Program Support	2,500.
Concern for the Girl Child PO Box 22249 Seattle, WA 98122		PC	General Program Support	2,500.
Desert Botanical Gardens 1201 North Galvin Parkway Phoenix, AZ 85008-3437		PC	General Program Support	1,000.
Doctors Without Borders 333 7th Ave, 2nd Flr New York, NY 10001		PC	General Program Support	1,000.
EarthCorps 6310 NE 74th St #201E Seattle, WA 98115		PC	General Program Support	1,000.
Evans Scholars Foundation 1 Briar Road Golf, IL 60029		PC	General Program Support	2,000.
Explorer West Middle School 10015 28th Ave SW White Center, WA 98146		PC	General Program Support	15,000.
Total from continuation sheets				206,000.

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
First Tee of Greater Seattle PO Box 31020 Seattle, WA 98103		PC	General Program Support	1,000.
Forterra Northwest 901 5th Ave Ste 2200 Seattle, WA 98164		PC	General Program Support	2,500.
Fred Hutchinson Cancer Research Center 1100 Fairview Ave N Seattle, WA 98109		PC	General Program Support	2,500.
Friends of American Lake Veterans Golf Course PO Box 99608 Lakewood, WA 98496		PC	General Program Support	1,000.
Friends of Pinnacle Peak Park 8711 E Pinnacle Peak Rd, PMB 288 Scottsdale, AZ 85255-3517		PC	General Program Support	1,000.
Friends of the San Juans PO Box 1344 Friday Harbor, WA 98250		PC	General Program Support	5,000.
Galapagos Conservancy 11150 Fairfax Blvd., Ste. 408 Fairfax, VA 22030		PC	General Program Support	1,000.
Global Partnerships 1932 1st Ave Ste 400 Seattle, WA 98101-2498		PC	General Program Support	10,000.
IslandWood 4450 Blakely Ave NE Bainbridge Island, WA 98110		PC	General Program Support	2,500.
KCTS Public Television 401 Mercer Street Seattle, WA 98109		PC	General Program Support	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
KJZZ Public Radio 2323 W 14th St Tempe, AZ 85281		PC	General Program Support	2,000.
KPLU Public Radio 2601 4th Ave, Suite 150 Seattle, WA 98121		PC	General Program Support	2,000.
KUOW Public Radio 4518 University Way NE, Suite 310 Seattle, WA 98105		PC	General Program Support	1,000.
Lifelong AIDS Alliance PO Box 80547 Seattle, WA 98108		PC	General Program Support	1,000.
Market Foundation 85 Pike St, Suite 500 Seattle, WA 98101		PC	General Program Support	1,000.
McDowell Sonoran Land Conservancy 16435 N Scottsdale Rd #110 Scottsdale, AZ 85254		PC	General Program Support	1,000.
Mercy Corps 45 SW Ankeny Street Portland, OR 97204		PC	General Program Support	1,000.
Millionair Club Charity 2515 Western Ave Seattle, WA 98121		PC	General Program Support	1,000.
Musical Instrument Museum 4725 E Mayo Blvd Phoenix, AZ 85050		POF	Support of the MIM "A World of Musical Journeys" program for students.	1,000.
National Parks Conservation Association 777 6th St NW Ste 700 Washington, DC 20001-3723		PC	General Program Support	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Nature Conservancy 1917 1st Ave Seattle, WA 98101		PC	General Program Support	1,000.
Naturebridge - Olympic Park Institute 28 Geary St San Francisco, CA 94108		PC	General Program Support	1,000.
Northwest Harvest PO Box 12272 Seattle, WA 98102		PC	General Program Support	5,000.
OPAL Community Land Trust PO Box 1133 Eastsound, WA 98245		PC	General Program Support	5,000.
Pacific Northwest Golf Association 1010 S 336th Street, Suite 310 Federal Way, WA 98003		PC	General Program Support	2,000.
Pacific Science Center 200 2nd Ave North Seattle, WA 98109		PC	General Program Support	1,000.
Phoenix Children's Hospital 1919 E Thomas Rd Phoenix, AZ 85016		PC	General Program Support	1,000.
San Juan Preservation Trust PO Box 759 Friday Harbor, WA 98250		PC	General Program Support	5,000.
Sand Point CC Heritage Fund 8333 55th Ave NE Seattle, WA 98115		PC	General Program Support	2,000.
SeaShare 600 Erickson Ave NW, Suite 310 Bainbridge Island, WA 98100		PC	General Program Support	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Seattle Biomedical Research Institute 307 Westlake Ave N, Suite 500 Seattle, WA 98109		PC	General Program Support	1,000.
Seattle Children's Hospital Foundation 4800 Sand Point Way NE Seattle, WA 98105		PC	General Program Support	10,000.
Seattle Education Access 6920 Roosevelt Wy NE #355 Seattle, WA 98115		PC	General Program Support	1,000.
Shivas Irons Society PO Box 222339 Carmel, CA 93922		PC	General Program Support	1,000.
Sierra Club (Washington) 180 Nickerson St, Suite 202 Seattle, WA 98109		PC	General Program Support	1,000.
Southern Poverty Law Center Inc 400 Washington Ave Montgomery, AL 36104		PC	General Program Support	5,000.
St. George's School Annual Fund 2929 W Waikiki Rd Spokane, WA 99208		PC	General Program Support	2,500.
St. Lukes in the Desert Inc. 615 E Adams St Tucson, AZ 85705		PC	General Program Support	10,000.
Stanford Men's Golf 450 Serra Mall Stanford, CA 94305		PC	General Program Support	1,000.
Stanford University Annual Fund 450 Serra Mall Stanford, CA 94305		PC	General Program Support	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Teens in Public Service 4530 Union Bay Pl, NE, Suite 140 Seattle, WA 98105		PC	General Program Support	2,000.
TRRFC Horsemanship PO Box 292 Cave Creek, AZ 85237		PC	General Program Support	1,000.
UCLA Annual Fund 10920 Wilshire Blvd, Suite 1400 Los Angeles, CA 90024		PC	General Program Support	1,000.
United Way of King County 720 2nd Ave Seattle, WA 98104		PC	General Program Support	15,000.
United Way of San Juan County PO Box 3181 Friday Harbor, WA 98250		PC	General Program Support	1,000.
University District Food Bank 4731 15th Ave NE Seattle, WA 98105		PC	General Program Support	1,000.
University of Idaho Foundation 875 Perimeter Dr MS 3147 Moscow, ID 83844		PC	General Program Support	15,000.
University of Washington Women's Golf Box 354070 Graves Bldg Seattle, WA 98195		PC	General Program Support	1,000.
University Preparatory Academy Annual Fund 8000 25th Ave, NE Seattle, WA 98115		PC	General Program Support	1,000.
USGA PO Box 708 Far Hills, NJ 07931		PC	General Program Support	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Washington Junior Golf Association 6314 19th St W, Suite 14 Fircrest, WA 98466		PC	General Program Support	10,000.
Washington Trails Association 705 Second Ave Ste 300 Seattle, WA 98104		PC	General Program Support	1,500.
Washington's National Park Fund 1904 3rd Ave Ste 400 Seattle, WA 98101		PC	General Program Support	1,000.
Whittier College PO Box 634 Whittier, CA 90608		PC	General Program Support	1,000.
Total from continuation sheets				

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
RBC	107.	107.	
Total to Part I, line 3	107.	107.	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Credit Suisse First Boston Mtg (thru RBC)	134.	0.	134.	134.	
To Part I, line 4	134.	0.	134.	134.	

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Randall Danskin PS - Legal Fees	576.	0.		0.
Perkins Coie LLP - Legal Fees	29,873.	0.		0.
To Fm 990-PF, Pg 1, ln 16a	30,449.	0.		0.

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
David Green CPA PLLC - Tax Return Preparation	3,194.	0.		0.
To Form 990-PF, Pg 1, ln 16b	3,194.	0.		0.

Form 990-PF	Taxes		Statement 5	
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Taxes - 2014 Extension	3,300.	0.		0.
To Form 990-PF, Pg 1, ln 18	3,300.	0.		0.

Form 990-PF	Other Expenses		Statement 6	
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
State Filing Fees	55.	0.		0.
Check Order	36.	0.		0.
Overnight Delivery Fee	26.	0.		0.
To Form 990-PF, Pg 1, ln 23	117.	0.		0.

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement 7
Description		Amount
Book/Tax Difference on Cost Basis of Asset Sold in 2015		14,295.
Total to Form 990-PF, Part III, line 5		14,295.

Form 990-PF	Corporate Stock	Statement 8
Description	Book Value	Fair Market Value
Berkshire Hathaway	1,501,500.	4,153,800.
Total to Form 990-PF, Part II, line 10b	1,501,500.	4,153,800.

Form 990-PF

Other Assets

Statement 9

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Credit Suisse First Boston	2,940.	1,896.	2,032.
To Form 990-PF, Part II, line 15	2,940.	1,896.	2,032.

Form 990-PF

Expenditure Responsibility Statement
Part VII-B, Line 5c

Statement 10

Grantee's Name

Musical Instrument Museum (MIM)

Grantee's Address4725 E Mayo Blvd
Phoenix, AZ 85050

<u>Grant Amount</u>	<u>Date of Grant</u>	<u>Amount Expended</u>
1,000.	08/25/15	1,000.

Purpose of Grant

Funding was used to support "A World of Musical Journeys," the grantee's field trip and school tour program. Admission to the museum was provided for 100 Arizona-based students, who participated in a guided tour tailored to their grade, experiencing the sights and sounds of the world's music. More than 65% of the K-12 students participating in the program during the year came from Title 1 schools. 98% of the teachers who brought students on the field trip and school tour program during MIM's fiscal year agreed that their students learned something new.

Dates of Reports by Grantee

August 11, 2016

Any Diversion by Grantee

None



Washington Nonprofit Corporation
See attached detailed instructions

- ☒ Standard Filing Fee \$20.00
☐ Filing Fee with Expedited Service \$70.00

This Box For Office Use Only

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FILED
SECRETARY OF STATE
NOVEMBER 5, 2015
STATE OF WASHINGTON

UBI Number. 601 998 398

ARTICLES OF AMENDMENT
Chapter 24.03 RCW

SECTION 1

NAME OF CORPORATION: (as currently recorded with the Office of the Secretary of State)
MORNINGSIDE FOUNDATION

SECTION 2

ARTICLES OF AMENDMENT WERE ADOPTED BY: (please check and complete one of the following)

- ☐ The amendment was adopted by a meeting of members held: (Date) _____
A quorum was present at the meeting and the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.
- ☒ The amendment was adopted by a consent in writing and signed by all members entitled to vote.
- ☐ There are no members that have voting rights. The amendment received a majority vote of the directors at a board meeting held: (Date) _____

SECTION 3

AMENDMENTS TO ARTICLES ON FILE: (If necessary, attach additional information)

1:01 Name: The name of this Corporation shall be Seattle - Sonoran Foundation.

SECTION 4

EFFECTIVE DATE OF ARTICLES OF AMENDMENT: (please check one of the following)

- ☒ Upon filing by the Secretary of State
- ☐ Specific Date: _____ (Specified effective date must be within 30 days AFTER the Articles of Amendment have been filed by the Office of the Secretary of State)

SECTION 5

SIGNATURE: (see instructions page)

This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

x THOMAS PHILLIPS 10/3/15 206 399-4455
Signature Printed Name and Title Date Phone

Resolution of the Members and Directors

Of

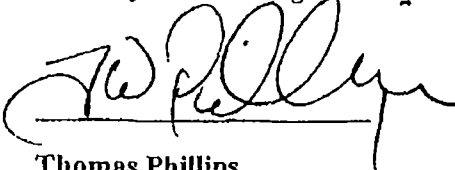
Morningside Foundation

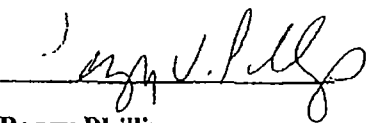
The undersigned, being the sole Members and Directors of Morningside Foundation, a Washington non-profit tax-exempt corporation, do hereby adopt the following Resolution by Unanimous Consent in Writing:

RESOLVED:

That the name of this Corporation shall be changed from Morningside Foundation to Seattle-Sonoran Foundation, effective upon filing Articles of Amendment with the Washington Secretary of State. Thomas Phillips shall execute and submit such Articles of Amendment on behalf of the Corporation. This Resolution may be signed in counterparts, each of which shall be deemed to be an original and which, when combined, shall be deemed to be one and the same Resolution.

Done by the undersigned on the date set forth opposite the name of each:

 Date: 10/20/15
Thomas Phillips

 Date: 10-2-15
Peggy Phillips

Resolution of the Members and Directors Of Seattle-Sonoran Foundation

The undersigned, being the sole Members and Directors of Seattle-Sonoran Foundation, a Washington non-profit tax-exempt corporation, do hereby adopt the following Resolutions by Unanimous Consent in Writing:

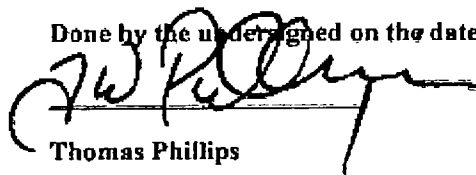
RESOLVED:

1. **Addition of Seattle-Sonoran Family Members.** That Ben Phillips, whose current address is 2316 W. Dravus, Seattle, Washington 98199, and Charlie Phillips, whose current address is 605 36th Street, Newport Beach, California, as hereby appointed additional Morningside Family Members under Section 2.01 of the Bylaws of the Corporation. As a consequence of such action, the Morningside Family Members, the name of which or reference to which shall be changed to the Seattle-Sonoran Family Members, shall be Thomas Phillips, Peggy Phillips, Ben Phillips and Charlie Phillips.
2. **Addition of Directors.** That Ben Phillips and Charlie Phillips are hereby appointed Directors of the Corporation, as a consequence of which the Directors of the Corporation from and after the execution of this Resolution shall be Thomas Phillips, Peggy Phillips, Ben Phillips and Charlie Phillips.
3. **Election of Officers.** That Charlie Phillips and Ben Phillips be elected Vice Presidents of the Corporation, so that, from and after the execution of this Resolution, the officers of the Corporation shall be:

<u>Office</u>	<u>Office Holder</u>
President	Thomas Phillips
Vice President	Peggy Phillips
Vice President	Ben Phillips
Vice President	Charlie Phillips
Secretary	Peggy Phillips
Treasurer	Thomas Phillips
4. **Amendment of Bylaws.** That the Bylaws of the Corporation be amended so that all references to Morningside or the Morningside Foundation shall be changed to the Seattle-Sonoran Foundation.

This Resolution may be signed in counterparts, each of which shall be deemed to be an original and which, when combined, shall be deemed to be one and the same Resolution.

Done by the undersigned on the date set forth opposite the name of each:


Thomas Phillips

Date: 12/10/15

Peggy Phillips

Date: _____

Resolution of the Members and Directors Of Seattle-Sonoran Foundation

The undersigned, being the sole Members and Directors of Seattle-Sonoran Foundation, a Washington non-profit tax-exempt corporation, do hereby adopt the following Resolutions by Unanimous Consent in Writing:

RESOLVED:

1. **Addition of Seattle-Sonoran Family Members.** That Ben Phillips, whose current address is 2316 W. Dravus, Seattle, Washington 98199, and Charlie Phillips, whose current address is 605 36th Street, Newport Beach, California, as hereby appointed additional Morningside Family Members under Section 2.01 of the Bylaws of the Corporation. As a consequence of such action, the Morningside Family Members, the name of which or reference to which shall be changed to the Seattle-Sonoran Family Members, shall be Thomas Phillips, Peggy Phillips, Ben Phillips and Charlie Phillips.
2. **Addition of Directors.** That Ben Phillips and Charlie Phillips are hereby appointed Directors of the Corporation, as a consequence of which the Directors of the Corporation from and after the execution of this Resolution shall be Thomas Phillips, Peggy Phillips, Ben Phillips and Charlie Phillips.
3. **Election of Officers.** That Charlie Phillips and Ben Phillips be elected Vice Presidents of the Corporation, so that, from and after the execution of this Resolution, the officers of the Corporation shall be:

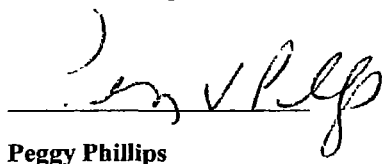
<u>Office</u>	<u>Office Holder</u>
President	Thomas Phillips
Vice President	Peggy Phillips
Vice President	Ben Phillips
Vice President	Charlie Phillips
Secretary	Peggy Phillips
Treasurer	Thomas Phillips
4. **Amendment of Bylaws.** That the Bylaws of the Corporation be amended so that all references to Morningside or the Morningside Foundation shall be changed to the Seattle-Sonoran Foundation.

This Resolution may be signed in counterparts, each of which shall be deemed to be an original and which, when combined, shall be deemed to be one and the same Resolution.

Done by the undersigned on the date set forth opposite the name of each:

Date: _____

Thomas Phillips



Peggy Phillips

Date: 12-11-15