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Form **990-PF**



Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.



OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 08-01-2015, and ending 07-31-2016

Name of foundation ARGYROS FAMILY FOUNDATION		A Employer identification number 95-3421867
Number and street (or P O box number if mail is not delivered to street address) 949 SOUTH COAST DRIVE	Room/suite	B Telephone number (see instructions) (714) 481-5000
City or town, state or province, country, and ZIP or foreign postal code COSTA MESA, CA 92626		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) ▶ \$ 174,175,741	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)	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 <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	2,996,731			
	2 Check ▶ <input 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	3,371,803	3,371,803		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	-729,236			
	b Gross sales price for all assets on line 6a 30,299,529				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 261,927	260,111		
	12 Total. Add lines 1 through 11	5,901,225	3,631,914		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	7,223			7,223
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	 51,165	25,582		25,583
	b Accounting fees (attach schedule).	 27,441	13,721		13,720
	c Other professional fees (attach schedule)	 120,000			120,000
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 296,412	75,763		649
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	34,116			34,116
	22 Printing and publications				
	23 Other expenses (attach schedule).	 469,703	460,228		9,095
	24 Total operating and administrative expenses. Add lines 13 through 23	1,006,060	575,294		210,386
	25 Contributions, gifts, grants paid	11,410,773			11,386,413
	26 Total expenses and disbursements. Add lines 24 and 25	12,416,833	575,294		11,596,799
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-6,515,608			
	b Net investment income (if negative, enter -0-)		3,056,620		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	268,456	288,029	288,029
	2	Savings and temporary cash investments	19,732,623	3,072,015	3,072,015
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ 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 (attach schedule)			
	b	Investments—corporate stock (attach schedule)	86,338,620	82,558,795	117,577,611
	c	Investments—corporate bonds (attach schedule)	16,269,755	12,901,625	13,498,882
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	24,388,366	38,700,528	39,739,204
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets(to be completed by all filers—see the instructions Also, see page 1, item I)	146,997,820	137,520,992	174,175,741
	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 (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities(add lines 17 through 22)		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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	146,997,820	137,520,992	
	30	Total net assets or fund balances(see instructions)	146,997,820	137,520,992	
	31	Total liabilities and net assets/fund balances(see instructions)	146,997,820	137,520,992	

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)	1 146,997,820
2	Enter amount from Part I, line 27a	2 -6,515,608
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 140,482,212
5	Decreases not included in line 2 (itemize) ▶ _____	5 2,961,220
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 137,520,992

Part IV

Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase D—Donation (b)	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1 a	CAPITAL GAIN/LOSS FROM FLOW-THRU K1S	P	2000-01-01	2016-01-01
b	LOSS ON DISP OF PARTNERSHIP INVESTMENT	P	2000-01-01	2016-01-01
c	PUBLICLY TRADED SECURITIES	P	2000-01-01	2015-12-31
d	Capital Gain Dividends			
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a 488,813			488,813
b		53,173	-53,173
c 29,433,529		32,217,326	-2,783,797
d			377,187
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) (l)
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a			488,813
b			-53,173
c			-2,783,797
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	-1,970,970
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) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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 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	21,487,155	166,709,435	0 12889
2013	18,389,770	135,462,427	0 13576
2012	13,375,693	109,694,345	0 12194
2011	10,648,192	87,239,842	0 12206
2010	9,400,535	92,564,774	0 10156

2	Total of line 1, column (d).	2	0 610195
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	0 122039
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	167,368,987
5	Multiply line 4 by line 3.	5	20,425,544
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	30,566
7	Add lines 5 and 6.	7	20,456,110
8	Enter qualifying distributions from Part XII, line 4.	8	11,596,799

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 page 18 of the 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	61,132
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	
3	Add lines 1 and 2.	3	61,132
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	61,132
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	65,282
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868).	6c	120,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	185,282
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	124,150
11	Enter the amount of line 10 to be Credited to 2015 estimated tax 124,150 Refunded	11	

Part VII-A Statements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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			No
		1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	Yes	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) CA _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
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	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A Statements Regarding Activities (continued)

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		No
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		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	Yes	
14 The books are in care of ► <u>DANIEL RUSSOARGYROS FDTN</u> Telephone no ► <u>(714) 481-5000</u> Located at ► <u>949 SOUTH COAST DRIVE SUITE 600 COSTA MESA CA</u> ZIP +4 ► <u>92626</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► <input type="checkbox"/>	15		
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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ►	16	Yes	No

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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	1b		No
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		No
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 ► 20____, 20____, 20____, 20____ 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). <input type="checkbox"/>	2b		No
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015</i>). <input type="checkbox"/>	3b		No
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

No

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?

☐ Yes ☒ No

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

6a

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

☐ Yes ☒ No

b

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

6b

No

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?

7b

No

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 (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

2

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

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

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

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
THE HALES GROUP INC 20 SEABLUFF NEWPORT BEACH,CA 92660	CONSULTING	120,000
Total number of others receiving over \$50,000 for professional services.		

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 NO DIRECT CHARITABLE ACTIVITIES OTHER THAN CONTRIBUTIONS PAID TO CHARITABLE ORGANIZATIONS. SEE ATTACHED LISTING OF DONEES	0
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

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

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	129,475,926
b	Average of monthly cash balances.	1b	3,316,075
c	Fair market value of all other assets (see instructions).	1c	37,125,752
d	Total (add lines 1a, b, and c).	1d	169,917,753
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	
3	Subtract line 2 from line 1d.	3	169,917,753
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	2,548,766
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	167,368,987
6	Minimum investment return. Enter 5% of line 5.	6	8,368,449

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	8,368,449
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	61,132
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	61,132
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	8,307,317
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	8,307,317
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . .	7	8,307,317

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	11,596,799
b	Program-related investments—total from Part IX-B.	1b	
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	11,596,799
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 (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	11,596,799

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				8,307,317
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010.	7,359,297			
b From 2011.	6,329,114			
c From 2012.	8,185,858			
d From 2013.	11,623,483			
e From 2014.	15,158,077			
f Total of lines 3a through e.	48,655,829			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 11,596,799				
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2015 distributable amount.				8,307,317
e Remaining amount distributed out of corpus	3,289,482			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	51,945,311			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				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).				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions). . .	7,359,297			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.	44,586,014			
10 Analysis of line 9				
a Excess from 2011. . . .	6,329,114			
b Excess from 2012. . . .	8,185,858			
c Excess from 2013. . . .	11,623,483			
d Excess from 2014. . . .	15,158,077			
e Excess from 2015. . . .	3,289,482			

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

b 85% of line 2a					
-----------------------------------	--	--	--	--	--

d Amounts included in line 2c not used					
---	--	--	--	--	--

e	Qualifying distributions made directly					
---	--	--	--	--	--	--

Complete 3a, b, or c for the					
------------------------------	--	--	--	--	--

a	"Assets" alternative test—enter					
---	---------------------------------	--	--	--	--	--

(2) Value of assets qualifying					
--------------------------------	--	--	--	--	--

of minimum investment return shown in Part M of Form 990, Schedule B					
--	--	--	--	--	--

c. "Support" alternative test—enter					
(1) Total amount of the					

dividends, rents, payments on securities loans (section					
--	--	--	--	--	--

(2) Support from general public and 5 or more exempt					
--	--	--	--	--	--

(3) Largest amount of support				
-------------------------------	--	--	--	--

(4) Gross investment income					
-----------------------------	--	--	--	--	--

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

b. List any managers of the foundation who own 1.0% or more of the stock of a corporation (or an equally large portion of the

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept

WENDY HALES

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

1) IDENTITY & HISTORICAL BACKGROUND OF REQUESTING ORGANIZATION, 2) STATEMENT AS TO THE INTENDED USE OF THE CONTRIBUTION, 3) FEDERAL IDENTIFICATION NUMBER, AND 4) COPY OF THE IRS DETERMINATION LETTER

c. Any submission deadlines

JUNE 1

GRANTS ARE TYPICALLY PAID FOR SPECIAL PROJECTS & SITUATIONS

Form **990-PF** (2015)

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 <i>Paid during the year</i> SEE ATTACHED LIST 949 SOUTH COAST DRIVE COSTA MESA,CA 92626	NONE	PUBLIC	SEE ATTACHED	11,386,413
Total ▶ 3a				11,386,413
b <i>Approved for future payment</i> SEE ATTACHED LIST 949 SOUTH COAST DRIVE COSTA MESA,CA 92626		PUBLIC	SEE ATTACHED	42,837,066
Total ▶ 3b				42,837,066

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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						
4 Dividends and interest from securities. . .			14	3,371,803		
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	-729,236		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory .						
11 Other revenue a MISCELLANEOUS INCOME _____			1	3,779		
b P/S INCOME(LOSS) W/O UBTI _____	900001	1,816	1	256,332		
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e). .		1,816		2,902,678		
13 Total.Add line 12, columns (b), (d), and (e).			13			2,904,494

(See worksheet in line 13 instructions to verify calculations)

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of				
(1) Cash.		1a(1)		No
(2) Other assets.		1a(2)		No
b Other transactions				
(1) Sales of assets to a noncharitable exempt organization.		1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.		1b(2)		No
(3) Rental of facilities, equipment, or other assets.		1b(3)		No
(4) Reimbursement arrangements.		1b(4)		No
(5) Loans or loan guarantees.		1b(5)		No
(6) Performance of services or membership or fundraising solicitations.		1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received				

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes
☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	<div style="text-align: center;">*****</div> <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> Signature of officer or trustee	<div style="text-align: center;">2017-06-14</div> <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> Date	<div style="text-align: center;">*****</div> <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> Title

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

Paid Preparer Use Only	Print/Type preparer's name Jodi Ristrom	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P01706506
	Firm's name <input type="checkbox"/> HMWC CPAs And Business Advisors			Firm's EIN <input type="checkbox"/>	
	Firm's address <input type="checkbox"/> 17501 East 17th Street Suite 100 Tustin, CA 927807924			Phone no (714) 505-9000	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JULIANNE ARGYROS	President & CEO 25 00	0		
949 S COAST DR SUITE 600 COSTA MESA, CA 92626				
DANIEL RUSSO	CFO & TREASURER 10 00	0		
949 S COAST DR SUITE 600 COSTA MESA, CA 92626				
WENDY HALES	Exec DIRECTOR 5 00	0		
949 S COAST DR SUITE 600 COSTA MESA, CA 92626				
BRENT LAW	Secretary 10 00	0		
949 S COAST DR SUITE 600 COSTA MESA, CA 92626				
STEPHANIE ARGYROS	Director 0 00	0		
949 S COAST DRIVE SUITE 600 COSTA MESA, CA 92626				
CHRISTIAN F DUBIA JR	Director 0 00	0		
949 S COAST DR SUITE 600 COSTA MESA, CA 92626				
MELISSA ARGYROS	Director 0 00	0		
949 S COAST DR SUITE 600 COSTA MESA, CA 92626				

TY 2015 Accounting Fees Schedule**Name:** ARGYROS FAMILY FOUNDATION**EIN:** 95-3421867**Software ID:** 15000324**Software Version:** 2015v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	27,441	13,721	0	13,720

TY 2015 Investments Corporate Bonds Schedule**Name:** ARGYROS FAMILY FOUNDATION**EIN:** 95-3421867**Software ID:** 15000324**Software Version:** 2015v3.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
INVESTMENT IN CORPORATE BONDS	12,901,625	13,498,882

TY 2015 Investments Corporate Stock Schedule**Name:** ARGYROS FAMILY FOUNDATION**EIN:** 95-3421867**Software ID:** 15000324**Software Version:** 2015v3.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVESTMENT IN CORPORATE STOCK	82,558,795	117,577,611

TY 2015 Investments - Other Schedule**Name:** ARGYROS FAMILY FOUNDATION**EIN:** 95-3421867**Software ID:** 15000324**Software Version:** 2015v3.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENTS IN PARTNERSHIPS	AT COST	38,700,528	39,739,204

TY 2015 Legal Fees Schedule**Name:** ARGYROS FAMILY FOUNDATION**EIN:** 95-3421867**Software ID:** 15000324**Software Version:** 2015v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	51,165	25,582	0	25,583

TY 2015 Other Decreases Schedule**Name:** ARGYROS FAMILY FOUNDATION**EIN:** 95-3421867**Software ID:** 15000324**Software Version:** 2015v3.0

Description	Amount
EXCESS FMV OVER STOCK DONATION RECEIVED	2,961,220

TY 2015 Other Expenses Schedule**Name:** ARGYROS FAMILY FOUNDATION**EIN:** 95-3421867**Software ID:** 15000324**Software Version:** 2015v3.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CHARITABLE CONTRIBUTION - FROM K-1	1			1
INSURANCE	7,986			7,986
LICENSES & FEES	300	300		
MANAGEMENT FEES	276,002	276,002		
MEALS	652	326		
NON DEDUCTIBLE EXPENSE FROM K1S	54			
OFFICE EXPENSE	371	371		
PAYROLL OVERHEAD	1,108			1,108
PORTFOLIO EXPENSES	37,126	37,126		
PORTFOLIO EXPENSES - FROM K-1	146,103	146,103		

TY 2015 Other Income Schedule**Name:** ARGYROS FAMILY FOUNDATION**EIN:** 95-3421867**Software ID:** 15000324**Software Version:** 2015v3.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS INCOME	3,779	3,779	
P/S INCOME(LOSS) W/O UBTI	258,148	256,332	

TY 2015 Other Professional Fees Schedule**Name:** ARGYROS FAMILY FOUNDATION**EIN:** 95-3421867**Software ID:** 15000324**Software Version:** 2015v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING FEES	120,000	0	0	120,000

TY 2015 Taxes Schedule**Name:** ARGYROS FAMILY FOUNDATION**EIN:** 95-3421867**Software ID:** 15000324**Software Version:** 2015v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	220,003	3		
FOREIGN TAXES	75,664	75,664		
FOREIGN TAXES - FROM K-1	96	96		
PAYROLL TAX	649			649

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990</div>	<div>OMB No 1545-0047</div>
		<div>2015</div>

<div>Name of the organization</div> <div>ARGYROS FAMILY FOUNDATION</div>	<div>Employer identification number</div> <div>95-3421867</div>
--	---

Organization type (check one)

<div>Filers of:</div> <div>Form 990 or 990-EZ</div>	<div>Section:</div> <div><div><input type="checkbox"/> 501(c)() (enter number) organization</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div><div><input type="checkbox"/> 527 political organization</div></div>
<div>Form 990-PF</div>	<div><div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div><div><input type="checkbox"/> 501(c)(3) taxable private foundation</div></div>

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

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

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

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HBI FINANCIAL INC 1420 5TH AVENUE SUITE 400 SEATTLE, WA 981011397	\$ 2,996,731	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	

Name of organization ARGYROS FAMILY FOUNDATION	Employer identification number 95-3421867
---	--

Part II

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	25,835 SHARES DST SYSTEMS, INC (DST)	\$ 2,996,731	2015-12-21
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization ARGYROS FAMILY FOUNDATION	Employer identification number 95-3421867
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
-	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
-	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
-	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
-	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
-	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
-	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
-	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>

AMENDMENT AND COMPLETE RESTATEMENT OF BYLAWS
OF THE
ARGYROS FAMILY FOUNDATION
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

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AMENDMENT AND COMPLETE RESTATEMENT OF BYLAWS

OF THE

ARGYROS FAMILY FOUNDATION, A California Nonprofit Public Benefit Corporation

ARTICLE I

Members, Purpose and Dedication of Assets

Section 1. Members. This Corporation shall have no members.

Section 2. Purpose. The purpose of the Corporation shall be to engage in charitable and educational purposes. This Corporation shall terminate within ten (10) years of the death of the last to die of George L. Argyros, Sr., Julianne Argyros, Melissa A. Mitchell, and Stephanie A. Gehl.

Section 3. Dedication of Assets. This Corporation's assets are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE II

Board of Directors

Section 1. General Powers. Subject to the provisions of the California Nonprofit Corporation Law (the "Law") and any limitations in the Articles of Incorporation and Bylaws of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the activities of this Corporation to any person or persons, management company or committee, however composed, provided that the activities and affairs of this Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 2. Number of Directors. The authorized number of Directors of this Corporation shall not be less than five (5) nor more than nine (9), until changed by a duly adopted amendment to these Bylaws, or as provided in Section 14 of this Article II, below. The exact number of

Directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors. The Board of Directors may appoint an honorary director who shall serve at the will of the Board, but who will have no voting or other rights.

Section 3. Qualification. So long as required by law, not more than forty-nine percent (49%) of the persons serving on the Board of Directors of this Corporation may be "interested persons," as defined by the Law (presently Section 5227). An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (b) any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person.

Section 4. Selection. All Directors shall be designated by George L. Argyros, Sr. and Julianne Argyros, provided that if either of George L. Argyros, Sr. and Julianne Argyros is unable or unwilling to designate a Board of Directors, then the other of them shall have the sole right to designate the Board of Directors. In the event neither of George L. Argyros, Sr. and Julianne Argyros is willing and able to designate a Board of Directors, then vacancies shall be filled as otherwise provided in these Bylaws at Section 14 of this Article II.

Notwithstanding the above direction for designating the Board of Directors, Melissa A. Mitchell and Stephanie A. Gehl shall each have the right to designate her successor as Director (provided, however, George L. Argyros, Jr. and his issue, if any, shall never serve as a Director or officer of the Corporation), by an instrument in writing filed with the Board of Directors prior to her resignation or death, provided further, however, that George L. Argyros, Sr. and/or Julianne Argyros, shall have the right to remove any and all Directors. In the event Melissa A. Mitchell and/or Stephanie A. Gehl has not designated a successor Director to take such person's place in the event of death or resignation, and George L. Argyros, Sr. and Julianne Argyros are for any reason unable to designate successor Directors(s), then vacancies shall be filled as otherwise provided in these Bylaws at Section 14 of this Article II.

Section 5. Term. A person who is a descendant of the marriage of George L. Argyros, Sr., and Julianne Argyros and who has been designated by George L. Argyros, Sr. and/or Julianne Argyros as a Director shall hold office until his or her resignation or removal, except as otherwise provided by law. A person who is not a descendant of the marriage of George L. Argyros, Sr. and Julianne Argyros who has been designated by George L. Argyros, Sr. and/or Julianne Argyros as a Director shall hold office for a term of three (3) years, or until his or her resignation or removal. Any Director who is otherwise appointed shall serve for a term of three (3) years, or until his or her resignation or removal. A Director elected to fill a vacancy shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. Notwithstanding the foregoing, in the event the Board of Directors determines that a vacancy in the office of Director should not be filled, a Director whose term has

expired shall be allowed to resign, without a successor named to fill such vacancy, provided that such resignation does not cause the number of Directors to fall below the minimum number of Directors required by these Bylaws.

Section 6. Annual and Regular Meetings. The Board of Directors shall hold an annual meeting each year on the third (3rd) day of July of each year at 1:00 p.m. at the principal office of the Corporation. At each such meeting, any business to come before the Board may be conducted, including election of Directors and officers. The Board of Directors may fix by resolution the time and place, either within or without the State of California, for the holding of other regular meetings of the Board of Directors without other notice than such resolution. Notice of any change in the time or place of regular meetings shall be given to all of the Directors in the same manner as notice for special meetings of the Board of Directors. In the absence of any such designation, regular meetings shall be held at the principal executive office of the Corporation.

Section 7. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called by the Chief Executive Officer or if the Chief Executive Officer is absent or refuses to act, by the President or by any two (2) Directors. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, at the principal executive office of the Corporation.

Section 8. Notice. Special meetings of the Board of Directors shall be held upon five (5) days notice by first-class mail or forty-eight (48) hours notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record or communicate messages, telegraph, facsimile transmission, electronic mail or other electronic means, charges prepaid, to each Director at his or her address as shown on the records of this Corporation or, if it is not shown on the records and is not readily ascertainable, at the place at which the meetings of the Directors are regularly held. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, or facsimile or electronic transmission, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company or actually transmitted by the person giving notice by electronic means. Any notice given personally or by telephone may be communicated either to the Director or to a person at the office of the Director whom the person giving the notice has reason to believe will promptly communicate it to the Director. Notice of a meeting need not be given to a Director who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to that Director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 9. Quorum and Adjournment. A majority of the number of Directors authorized by these Bylaws and then serving shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A majority of the Directors present, whether or not a quorum is present, may adjourn the meeting for twenty-four (24) hours or less without further notice. If the meeting is adjourned for more than twenty-four (24) hours, notice of an adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 10. Manner of Acting. The act of a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless the act of a different number is authorized by law, the Articles of Incorporation of this Corporation or these Bylaws. Even though a quorum be initially present at a meeting of the Board of Directors, if the number of Directors present is reduced to less than a quorum through the withdrawal of Directors, such meeting may not transact any business other than to adjourn from time to time until a quorum shall be present.

Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting in such a manner constitutes presence in person at such meeting.

Section 11. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors who are not "interested" within the meaning of the law (presently Section 5227) shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

Section 12. Directors' Duty of Care. A Director shall perform the duties of a Director, including duties as a member of any committee of the Board of Directors upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

In performing the duties of a Director, the Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(a) One or more officers or employees of this Corporation whom the Director believes to be reliable and competent in the matters presented;

(b) Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence;
or

(c) A committee of the Board of Directors upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence,

so long as, in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 13. Directors' Duty of Loyalty. Subject to being able to comply with Section 5233(d) of the Law or any successor section thereto, prior to consummating a "self-dealing transaction" or any part thereof, as defined by Section 5233 of the Law or any successor section thereto, either (a) the Board of Directors shall authorize or approve the transaction in good faith by a vote of a majority of the Directors then in office without counting the vote of the interested Director or Directors, and with knowledge of the material facts concerning the transaction and the Director's interest in the transaction; and, further, prior to authorizing or approving a self-dealing transaction, shall consider and in good faith determine after reasonable investigation under the circumstances that this Corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances; or (b) where it is not reasonably practical to obtain approval of the Board of Directors prior to entering into the transaction, a committee or person authorized by the Board of Directors shall approve the transaction in a manner consistent with the standards set forth in clause (a) of this Section 13. In the event the procedure of clause (b) of this Section 13 is followed, the Board of Directors, after determining in good faith that the conditions of clause (b) of this Section 13 are satisfied, shall ratify the transaction at its next meeting by a vote of the majority of the Directors then in office without counting the vote of the interested Director or Directors.

Subject to being able to comply with Section 5234(a)(2) of the Law or any successor section thereto, no contract or other transaction between this Corporation and any corporation, firm or association in which one or more Directors are directors shall be authorized, approved or ratified by the Board of Directors or a committee of the Board of Directors unless the material facts as to the transaction and as to the Director's or Directors' common directorships are fully disclosed or known to the Board of Directors or committee of the Board of Directors, and the Board of Directors or a committee of the Board of Directors authorizes, approves or ratifies the transaction in good faith by a vote sufficient without counting the vote of the common Director or Directors.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes, approves or ratifies a self-dealing transaction.

Section 14. Removal and Filling Vacancies. The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of a court, or convicted of a felony, or who has been found by a final order or judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the Law or any successor article thereto. Further, the Board of Directors may declare vacant the office of a Director who (i) fails

to accept election within sixty (60) days; (ii) consistently fails to attend and/or participate in a meaningful manner in meetings; (iii) fails to comply with corporate policy, including, but not limited to conflict of interest policies; or (iv) whose conduct is deemed by the Board of Directors to be not in the best interests of the Corporation. A Director who was designated as a Director by George L. Argyros, Sr. and/or Julianne Argyros may be removed by the party so designating, and may not be removed without the written consent of the party so designating, provided such designating party is competent to act, except as provided by law. Any vacancy occurring on the Board of Directors as well as any directorship to be filled by reason of an increase in the number of Directors shall be filled by designation as set forth in these bylaws, or if no designation is made, with the approval of the Board of Directors or, if the number of Directors then in office is less than a quorum, by (a) the unanimous written consent of the Directors then in office, (b) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with Section 5211, or (c) a sole remaining Director.

Section 15. Compensation. Directors and members of committees may receive such compensation, if any, for their services and such reimbursement of expenses as may be determined by resolution of the Board of Directors to be just and reasonable. This Section 15 shall not be construed to preclude any Director from serving the Corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation for those services. If any Director is considered an "Interested Person", as defined under Code § 5227, then such Director may not be compensated unless not more than forty-nine percent (49%) of all Directors are Interested Persons.

Section 16. Resignation. Any Director may resign effective upon giving written notice to the Chief Executive Officer, the President, the Secretary or the Board of Directors of this Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. However, except upon notice to the Attorney General, no Director may resign if this Corporation would then be left without a duly elected Director in charge of its affairs.

ARTICLE III

Officers

Section 1. Officers. The officers of this Corporation shall be a Chief Executive Officer, a President, one or more Vice Presidents, a Secretary, a Chief Financial Officer, and such other officers with such titles and duties as shall be determined by the Board of Directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the Chief Executive Officer or President.

Section 2. Selection and Term of Office. The officers of this Corporation shall be chosen by the Board of Directors and shall serve at the pleasure of the Board of Directors.

Section 3. Removal. Any officer selected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of this Corporation would be served thereby.

Section 4. Resignation. Any officer may resign at any time upon written notice to this Corporation without prejudice to the rights, if any, of this Corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors.

Section 6. Chief Executive Officer. The Chief Executive Officer shall, if present, preside at all meetings of the Board of Directors and exercise and perform such powers and duties as from time to time may be assigned to him or her by the Board of Directors or prescribed by these Bylaws. In addition, the Chief Executive Officer shall be the general manager of this Corporation and shall subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of this Corporation.

Section 7. President. To the extent the Chief Executive Officer is unavailable, the President shall be the general manager and chief executive officer of this Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of this Corporation. The President shall preside in the absence of the Chief Executive Officer, or if there be none, at all meetings of the Board of Directors. To the extent the Chief Executive Officer is unavailable, the President shall have all of the powers and shall perform all of the duties which are ordinarily inherent in the office of the Chief Executive Officer, and he or she shall have such further powers and shall perform such further duties as may be prescribed for him or her by the Board of Directors.

Section 8. Vice Presidents. In the absence or disability or refusal to act of the Chief Executive Officer and the President, the Vice President(s) in order of their rank as fixed by the Board of Directors, or, if not ranked, the Vice President designated by the Chief Executive Officer or the Board of Directors, shall perform all of the duties of the Chief Executive Officer, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chief Executive Officer. The Vice President(s) shall have such other powers and perform such other duties as from time to time may be prescribed for them, respectively, by the Board of Directors or these Bylaws.

Section 9. Chief Financial Officer. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account of this Corporation. The Chief Financial Officer shall receive and deposit all moneys and other valuables belonging to this Corporation in the name and to the credit of this Corporation and

shall disburse the same only in such manner as the Board of Directors or the appropriate officers of this Corporation may from time to time determine and shall render to the Chief Executive Officer and the Board of Directors, whenever they request it, an account of all his or her transactions as Chief Financial Officer and of the financial condition of this Corporation. The Chief Financial Officer shall have all of the powers and shall perform all of the duties incident to the office of Chief Financial Officer, and he or she shall have such further powers and perform such further duties as may be prescribed for him or her by the Board of Directors.

Section 10. Secretary. The Secretary shall keep or cause to be kept at the principal executive office of this Corporation or such other place as the Board of Directors may order, a book of minutes of all proceedings of the Board of Directors, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, and the names of those present at Board of Directors meetings. The Secretary or, if he or she is absent or unable or refuses to act, any other officer of this Corporation, shall give or cause to be given notice of all the meetings of the Board of Directors required by these Bylaws or by statute to be given, and he or she shall keep the seal of this Corporation, if any, in safe custody. The Secretary shall have all of the powers and perform all of the duties incident to the office of Secretary, and he or she shall have such further powers and shall perform such further duties as may be prescribed for him or her by the Board of Directors.

Section 11. Assistant Officers. The Assistant Vice Presidents, Assistant Treasurers, Assistant Secretaries, and such other assistant officers as may be appointed in accordance with the provisions of Sections 1 and 2 of this Article III, shall exercise and perform such powers and duties as the officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as these Bylaws, the Board of Directors, or the Chief Executive Officer may prescribe.

ARTICLE IV

Committees

Section 1. Committees of Directors. The Board of Directors may, by resolution adopted by a majority of the authorized number of Directors, designate one or more committees, each consisting of two (2) or more Directors (with the exception of the Audit Committee which may have only one (1) member), to serve at the pleasure of the Board. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except with respect to:

- (a) The filling of vacancies in any committee;
- (b) The fixing of compensation of the Directors for serving on the Board or on any committee;

- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (d) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable; and
- (e) The appointment of any other committees of the Board of Directors or the members of these committees.

Section 2. Meetings and Action of Committees. Meetings shall be held and taken in accordance with, the provisions of Article II of these Bylaws, with such changes in the context of those Bylaws as are necessary to substitute the committee and the committee members for the Board of Directors, except that the time of regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee; special meetings of committees may also be called by resolution of the Board of Directors; and notice of special meetings of committees shall also be given to all alternate committee members, who shall have the right to attend all meetings of the committee. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

Section 3. Executive Committee.

(a) The Board may establish an Executive Committee which shall consist of the Chief Executive Officer (who shall be the Chairman of the Executive Committee), all of the officers of the Corporation who are also Directors, and such additional Directors as may be appointed by the Board. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of its business. In the absence of any member of the Executive Committee from a meeting of the Committee, the Board may appoint any Director to participate in that meeting as an alternate member thereof with power to vote in place of the absent member, and such alternate member may be counted in determining the presence of a quorum at the meeting.

(b) The Executive Committee shall formulate, supervise and implement the policies of the Corporation under the direction of the Board and between the meetings of the Board and while the Board is not in session.

Section 4. Finance Committee.

(a) The Board may establish a Finance Committee which shall consist of the Chief Financial Officer of the Corporation and such additional persons as may be appointed by the Board. A majority of the members of the Finance Committee shall constitute a quorum for the transaction of its business.

(b) The Finance Committee shall formulate and supervise the financial policies of the Corporation, including those relating to the investments of the Corporation. The

Finance Committee shall adhere to the requirements of the Uniform Management of Institutional Funds Act (currently Probate Code § 18500 et. seq.)

Section 5. Grant Committee.

(a) The Board may establish a Grant Committee which shall consist of such persons as may be appointed by the Board. A majority of the members of the Grant Committee shall constitute a quorum for the transaction of its business.

(b) The Grant Committee is responsible for reviewing applications for grants, determining qualification for grants, reporting to the Board of Directors regarding recommendations for grants, and following-up to determine that the grants have been properly used and that the future distributions of grant funds are appropriate. It shall also be the responsibility of the Grant Committee to ensure that the Corporation complies with all federal and state laws to ensure that distributions from the Corporation are "qualifying distributions." Specific review of corporate distributions to supporting organizations shall be made by the Grant Committee to ensure compliance with applicable law for "qualifying distributions." The Board may appoint any number of subcommittees to assist the Grant Committee in its discharge of these responsibilities.

Section 6. Audit Committee. Except as otherwise provided in this Section, the Board of Directors shall appoint an Audit Committee to oversee the preparation of annual audited financial statements which are described in Section 1 of Article VII, below. The Audit Committee may include individuals who are not members of the Board of Directors, but the members of the Audit Committee shall not include any members of the staff, including the Chief Executive Officer, the President, or the Chief Financial Officer. In addition, the Audit Committee must be separate from the Finance Committee, if such a committee shall be appointed. Members of the Finance Committee may serve on the Audit Committee; however, the chairperson of the Audit Committee may not be a member of the Finance Committee and members of the Finance Committee shall constitute less than one-half (½) of the membership of the Audit Committee. Members of the Audit Committee shall not receive any compensation from the Corporation in excess of the compensation, if any, received by members of the Board of Directors for service on the Board and shall not have a material financial interest in any entity doing business with the Corporation.

Subject to the supervision of the Board of Directors, the Audit Committee shall have the following responsibilities:

(a) Recommending to the Board of Directors the retention and termination of the independent auditor selected to prepare the Corporation's audited financial statements;

(b) Negotiating the compensation of the independent auditor, on behalf of the Board of Directors;

(c) Conferring with the auditor to satisfy the Audit Committee members that the financial affairs of Corporation are in order;

(d) Reviewing and determining whether to accept the audit prepared by the independent auditor; and

(e) Approving the performance of any non-audit related services provided by the independent auditor.

Notwithstanding the foregoing, if the Corporation is not required to comply with California Government Code Section 12586(e), or any successor statute thereto, then the Corporation shall not be required to appoint an Audit Committee as set forth in this Section 6.

Section 7. Rules. Sections 3 to 11 of Article II of these Bylaws shall also apply, with necessary changes in point of detail, to committees exercising the authority of the Board of Directors, if any, and to actions by such committees, except that (a) the first sentence of Section 9 of Article II shall not apply and a quorum of the committee shall be a majority of the authorized number of members of the committee and except that (b) special meetings of a committee may be called by any two (2) members of the committee, unless otherwise provided by these Bylaws or by the resolution of the Board of Directors designating such committees. For such purpose, references to "the Board" or "the Board of Directors" shall be deemed to refer to each such committee and references to "Directors" or "members of the Board of Directors" shall be deemed to refer to members of the committee.

ARTICLE V

Miscellaneous

Section 1. Contracts. The Board of Directors may authorize any officer or officers to be agent or agents of this Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of this Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of this Corporation shall be signed by such officer or officers, agent or agents, of this Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Chief Financial Officer and countersigned by the Chief Executive Officer of this Corporation.

Section 3. Deposits. All funds of this Corporation shall be deposited from time to time to the credit of this Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Donations. The Chief Executive Officer of the Corporation or his or her designee is authorized to accept donations which support the purposes of the Corporation as set forth in the Articles of Incorporation of this Corporation whether such donation is for a specific project or projects or is for the general support of the Corporation's programs.

Section 5. Representation of Corporate Shares. The Chief Executive Officer, or in the absence of such officer, the President or any Vice President or the Secretary or any Assistant Secretary of this Corporation, is authorized to vote, represent and exercise on behalf of this Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this Corporation. The authority herein granted to said officers to vote or represent on behalf of this Corporation any and all shares held by this Corporation in any other corporation or corporations may be exercised either by such officers in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officers.

ARTICLE VI

Principal Office, Other Offices, Books and Records

Section 1. Principal Office. The Corporation's principal office shall be located at 949 South Coast Drive, Suite 600, Costa Mesa, California, or elsewhere as the Board of Directors (the "Board") shall from time to time determine. The Board is granted full power and authority to change the location of the Corporation's principal office.

Section 2. Other Offices. The Board of Directors or the Chief Executive Officer may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

Section 3. Books and Records. This Corporation shall keep at its principal office in this state, if any, the original or a copy of its Articles of Incorporation and Bylaws as amended to date. Furthermore, this Corporation shall keep adequate and correct books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees of the Board of Directors. Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of this Corporation.

ARTICLE VII

Annual and Other Reports

Section 1. Financial Statements. A copy of any annual financial statement and any income statement of the corporation for each quarterly period of each fiscal year, and any accompanying balance sheet of the Corporation as of the end of each such period, that has been prepared by the Corporation shall be kept on file in the principal executive office of the Corporation.

In addition, if the Corporation is required to comply with California Government Code Section 12586(e) or any successor statute thereto, then the Corporation shall have prepared audited financial statements in lieu of or in addition to the financial statements discussed above. The audited financial statements shall be prepared by an independent certified public accountant in conformance with generally accepted auditing standards. If the certified public accountant also provides non-audit services to the Corporation, then the accountant shall adhere to the standards for auditor independence set forth in the latest revision of the Government Auditing Standards, issued by the Comptroller General of the United States (Yellow Book).

The audited financial statements shall be made available for inspection by the California Attorney General and by members of the public no later than nine (9) months after the close of the fiscal year to which the statements relate. The corporation shall make its audited financial statements available to the public in the same manner that is prescribed for Internal Revenue Service Form 990 by the latest revision of Section 6104(d) of the Internal Revenue Code and corresponding regulations.

Section 2. Annual Report. The Board shall cause an annual report to be sent to the Directors within one hundred twenty (120) days after the end of the Corporation's fiscal year. The report shall contain the following information, in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The Corporation's revenue of receipts, both restricted and unrestricted to particular purposes;
- (d) The Corporation's expenses or disbursements for both general and restricted purposes; and
- (e) An independent accountants' report, or if none, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

The requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors who request it in writing.

Section 3. Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all Directors, or as a separate report if no annual report is issued, the Corporation shall, within one hundred twenty (120) days after the end of the Corporation's fiscal year, annually prepare and mail or deliver to each Director a statement of any transaction or indemnification of the following kind:

(a) Any transaction (i) in which the Corporation, or its parent or subsidiary, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an interested person is either:

(1) Any Director or officer of the Corporation, its parent or subsidiary (but mere common Directorship shall not be considered such an interest); or

(2) Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction, and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the corporation under Article VIII of these Bylaws, unless that indemnification has already been approved, pursuant to Code § 5238, by a majority of Directors who are not "interested persons."

ARTICLE VIII

Indemnification of Directors and Officers

This Corporation shall, to the maximum extent permitted by law and subject to Section 5260 of the California Nonprofit Corporation Law, indemnify each of its present or former Directors and officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding or any threatened proceeding (hereinafter "proceeding" includes any threatened proceeding) arising by reason of the fact that any such person is or was a Director or officer of this Corporation; provided that the Board of Directors determines that such Director or officer was acting in good faith and in a manner such

person reasonably believed to be in the best interests of this Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceeding. The foregoing does not apply to any proceeding specifically excluded by law, which includes actions brought by or in the right of this Corporation and certain actions alleging self-dealing or a breach of any duty relating to assets held in charitable trust.

If, because of the nature of the proceeding, this Corporation is prohibited by the Law from indemnifying its Directors or officers against judgments, fines, settlements and other amounts, this Corporation shall nevertheless indemnify each of its Directors or officers against expenses actually and reasonably incurred in connection with the defense or settlement of such proceeding arising by reason of the fact that any such person is or was a Director or officer of this Corporation; provided that the Board of Directors determines that such Director or officer was acting in good faith and in a manner such person believed to be in the best interests of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances and further provided that, to the extent required by law, the authority specified by law shall also approve the indemnification provided for by this paragraph.

Expenses incurred in defending any proceeding may be advanced by this Corporation prior to the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the Director or officer to repay the amount of the advance unless it is determined ultimately that the Director or officer is entitled to be indemnified as authorized in this Article VIII or by law.

The Board of Directors may authorize this Corporation to purchase and maintain insurance on behalf of any Director or officer against any liability asserted against or incurred by such person in such capacity or arising out of the person's status as such, whether or not this Corporation would have the power to indemnify such person against such liability.

This Article VIII does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be a Director or officer of this Corporation. Nothing contained in this Article VIII shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE IX

Limitation of Liability of Certain Directors and Officers

Section 1. Limitation of Liability of Volunteer Directors and Volunteer Executive Officers to Third Parties. There shall be no personal liability to a third party on the part of a volunteer Director or volunteer executive officer caused by the Director's or officer's negligent act or omission in the performance of that person's duties as a Director or officer, if all of the following conditions are met:

- (a) The act or omission was within the scope of the Director's or executive officer's duties;
- (b) The act or omission was performed in good faith;
- (c) The act or omission was not reckless, wanton, intentional or grossly negligent; and
- (d) Damages caused by the act or omission are covered pursuant to a liability insurance policy issued to the Corporation, either in the form of a general liability policy or a director's and officer's liability policy, or personally to the director or executive officer. In the event that the damages are not covered by a liability insurance policy, the volunteer Director or volunteer executive officer shall not be personally liable for the damages if the Board of Directors and the person had made all reasonable efforts in good faith to obtain available liability insurance.

"Volunteer" means the rendering of services without compensation.

"Compensation" means remuneration whether by way of salary, fee, or other consideration for services rendered. However, the payment of per diem, mileage, or other reimbursement expenses to a Director or executive officer does not affect that person's status as a volunteer with the meaning of this Section 1.

"Executive Officer" means the chief executive officer, president, vice president, secretary, or treasurer of a corporation, or such other individual who serves in like capacity, who assists in establishing the policy of the Corporation.

Nothing in this Section 1 shall limit the liability of the Corporation for any damages caused by acts or omissions of the volunteer Director or volunteer executive officer.

This Section 1 does not eliminate or limit the liability of a Director or officer for any of the following:

- (i) As provided in Section 5233 or 5237; or
- (ii) In any action or proceeding brought by the Attorney General.

Nothing in this Section 1 creates a duty of care or basis of liability for damage or injury caused by the acts or omissions of a Director or officer.

Section 2. Limitation of Liability of Certain Directors. Except as provided in Section 5233 or 5237, there is no monetary liability on the part of, and no cause of action for damages shall arise against, any nonpaid Director, including any nonpaid Director who is also a nonpaid officer, of this Corporation based upon any alleged failure to discharge the person's duties as Director or officer if the duties are performed in a manner that meets all of the following criteria:

- (a) The duties are performed in good faith;
- (b) The duties are performed in a manner such Director believes to be in the best interests of the Corporation; and
- (c) The duties are performed with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

ARTICLE X

Corporate Loans, Guarantees, and Advances

Except as provided by the Law (presently Section 5236), this Corporation shall not make any loan of money or property to or guarantee the obligation of any Director of this Corporation.

ARTICLE XI

Amendments to Bylaws

New Bylaws may be adopted, or these Bylaws may be amended or repealed, by the approval of the Board of Directors.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the Argyros Family Foundation, a California nonprofit public benefit corporation (the "Corporation"), and that the above Amendment and Complete Restatement of Bylaws, consisting of seventeen (17) pages, are the Bylaws of this Corporation as adopted by the Board of Directors effective May 30, 2007.

A handwritten signature in black ink, appearing to read "Brent L. Law", written over a horizontal line.

Brent L. Law, Secretary

ARGYROS FAMILY FOUNDATION
EIN 95-3421867
SUPPLEMENT TO 990PF
AS OF JULY 31, 2016

	RELATION- SHIP	STATUS CODE	PURPOSE	DONATION AMOUNT	NON- DEDUCTIBLE AMOUNT	NET DONATION AMOUNT
ADRIAN SCHOOLS EDUCATIONAL FOUNDATION 785 RIVERSIDE AVENUE, SUITE 2 ADRIAN, MI 49221	NONE	PC	EDUCATION	100,000 00	0 00	100,000 00
ALZHEIMER'S ASSOCIATION, ORANGE COUNTY CHAPTER 17771 COWAN, SUITE 200 IRVINE, CA 92614	NONE	PC	MEDICAL	540,000 00	0 00	540,000 00
AMERICA ON TRACK (ORANGE COUNTY ON TRACK) P O BOX 4141 TUSTIN, CA 92781-4141	NONE	PC	PUB CHAR	2,500 00	0 00	2,500 00
AMERICAN ENTERPRISE INSTITUTE 1150 SEVENTEENTH STREET, NW WASHINGTON, DC 20036	NONE	PC	PUB CHAR	5,000 00	0 00	5,000 00
AMERICAN HEART ASSOCIATION 4600 CAMPUS DRIVE IRVINE, CA 92617	NONE	PC	MEDICAL	25,000 00	0 00	25,000 00
ANAHEIM DUCKS FOUNDATION INC 2695 EAST KATELLA AVENUE ANAHEIM, CA 92806	NONE	PC	PUB CHAR	5,000 00	(1,980 00)	3,020 00
ANAHEIM POLICE SURVIVORS AND SCHOLARSHIP FUND 508 NORTH ANAHEIM BOULEVARD ANAHEIM, CA 92805	NONE	PC	PUB CHAR	2,500 00	0 00	2,500 00
AVE MARIA UNIVERSITY 5050 AVE MARIA BOULEVARD AVE MARIA, FL 34142-9505	NONE	PC	EDUCATION	15,000 00	0 00	15,000 00
BOY SCOUTS OF AMERICA - TROOP 718 26176 ANTONIO PARKWAY RANCHO SANTA MARGARITA, CA 92688-6502	NONE	PC	PUB CHAR	10,000 00	0 00	10,000 00
BOYS & GIRLS CLUB OF SARASOTA COUNTY 3130 FRUITVILLE ROAD SARASOTA, FL 34237	NONE	PC	PUB CHAR	3,000 00	(1,250 00)	1,750 00
BOYS HOPE GIRLS HOPE 17701 COWAN AVENUE, STE 150 IRVINE CA 92614	NONE	PC	PUB CHAR	6,000 00	0 00	6,000 00
BRAILLE INSTITUTE - ORANGE COUNTY REGIONAL CENTER 527 NORTH DALE STREET ANAHEIM, CA 92801	NONE	PC	EDUCATION	5,000 00	0 00	5,000 00
CALIFORNIA INSTITUTE OF TECHNOLOGY MC 202-31 PASADENA, CA 91125	NONE	PC	EDUCATION	1,000 00	0 00	1,000 00
CASA OF ORANGE COUNTY 1505 EAST 17TH STREET, SUITE 214 SANTA ANA, CA 92705	NONE	PC	PUB CHAR	69,500 00	(680 00)	68,820 00
CELEBRITY FIGHT NIGHT FOUNDATION, INC 2111 EAST HIGHLAND AVENUE, SUITE 135 PHOENIX, AZ 85016	NONE	PC	PUB CHAR	851,233 50	(6,000 00)	845,233 50

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CHAPMAN UNIVERSITY ONE UNIVERSITY DRIVE ORANGE, CA 92866	NONE	PC	EDUCATION	678,000 00	(4,000 00)	674,000 00
CHILD HELP USA P O BOX 2954 NEWPORT BEACH, CA 92659	NONE	PC	PUB CHAR	35,000 00	0 00	35,000 00
CHILDREN'S MUSEUM OF ORANGE COUNTY (PRETEND CITY CHILDREN'S MUSEUM) 29 HUBBLE IRVINE, CA 92618	NONE	PC	PUB CHAR	25,000 00	0 00	25,000 00
CHOC CHILDREN'S FOUNDATION 455 SOUTH MAIN STREET ORANGE, CA 92868-8690	NONE	PC	MEDICAL	160,000 00	0 00	160,000 00
CITY OF HOPE 1500 EAST DUARTE ROAD DUARTE, CA 91010	NONE	PC	MEDICAL	500,000 00	0 00	500,000 00
COSTA MESA POP WARNER FOOTBALL 2973 HARBOR BLVD, PMB 738 COSTA MESA, CA 92626	NONE	PC	PUB CHAR	5,000 00	0 00	5,000 00
COUNCIL OF AMERICAN AMBASSADORS 888 SEVENTEENTH STREET, NW, SUITE 306 WASHINGTON DC 20006-3307	NONE	PC	PUB CHAR	1,000 00	0 00	1,000 00
CROSWELL OPERA HOUSE & FINE ARTS ASSOCIATION 129 EAST MAUMEE STREET ADRIAN, MI 49221	NONE	PC	ARTS	100,000 00	0 00	100,000 00
CSIS - CENTER FOR STRATEGIC & INTERNATIONAL STUDIES 1800 K STREET NW WASHINGTON, DC 20006	NONE	PC	EDUCATION	200,000 00	0 00	200,000 00
CSULB 49ER FOUNDATION 6300 STATE UNIVERSITY DRIVE, #332 LONG BEACH, CA 90815	NONE	PC	EDUCATION	25,000 00	0 00	25,000 00
CYSTINOSIS RESEARCH FOUNDATION 18802 BARDEEN AVENUE IRVINE, CA 92612	NONE	PC	MEDICAL	10,000 00	0 00	10,000 00
DAVID FOSTER FOUNDATION 212 HENRY STREET VICTORIA, BC, V9A3H9	NONE	PC	PUB CHAR	200,000 00	0 00	200,000 00
DESERT COMMUNITY FOUNDATION 75-105 MERLE STREET, SUITE 300 PALM DESERT, CA 92211	NONE	PC	PUB CHAR	250 00	0 00	250 00
DISCOVERY SCIENCE CENTER 2500 NORTH MAIN STREET SANTA ANA, CA 92705	NONE	PC	PUB CHAR	18,000 00	0 00	18,000 00
DOHENY EYE INSTITUTE 1450 SAN PABLO STREET, STE 3050 LOS ANGELES, CA 90033	NONE	PC	MEDICAL	1,000 00	0 00	1,000 00

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EMMA ALYSON & KATE HANCE FAMILY FOUNDATION P O BOX 20795 FLORAL PARK, NY 11002	NONE	PC	PUB CHAR	10,000 00	0 00	10,000 00
ESTANCIA & TEWINKLE SCHOOLS FOUNDATION THE ETS FOUNDATION (C/O ESTANCIA HIGH SCHOOL) 2323 PLACENTIA AVENUE COSTA MESA, CA 92627	NONE	PC	EDUCATION	10,000 00	0 00	10,000 00
ETERNAL WORD TELEVISION NETWORK INC 5817 OLD LEEDS ROAD IRONDALE, AL 35210	NONE	PC	PUB CHAR	10,000 00	0 00	10,000 00
FILM INDEPENDENT INC 9911 WEST PICO BOULEVARD, 11TH FLOOR LOS ANGELES, CA 90035	NONE	PC	ARTS	60,000 00	(2,000 00)	58,000 00
FREE THE CHILDREN 233 CARLTON STREET TORONTO, ONTARIO M5A-2L2	NONE	PC	PUB CHAR	1,014,934 00	0 00	1,014,934 00
GEORGE W BUSH PRESIDENTIAL LIBRARY 600 TRAVIS STREET, SUITE 4200 HOUSTON, TX 77002	NONE	PC	PUB CHAR	269,000 00	0 00	269,000 00
GIRL SCOUTS OF ORANGE COUNTY 9500 TOLEDO WAY, #100 IRVINE, CA 92618	NONE	PC	PUB CHAR	13,250 00	0 00	13,250 00
GIRLS INCORPORATED OF ORANGE COUNTY 150 PAULARINO AVENUE, SUITE D-290 COSTA MESA, CA 92626	NONE	PC	PUB CHAR	40,000 00	0 00	40,000 00
HARBOR DAY SCHOOL 3443 PACIFIC VIEW DRIVE NEWPORT BEACH, CA 92625	NONE	PC	EDUCATION	25,000 00	0 00	25,000 00
HOAG HOSPITAL FOUNDATION 500 SUPERIOR AVENUE, SUITE 350 NEWPORT BEACH, CA 92663	NONE	PC	MEDICAL	25,552 00	(3,000 00)	22,552 00
HORATIO ALGER ASSOCIATION OF DISTINGUISHED AMERICANS 99 CANAL CENTER PLAZA ALEXANDRIA, VA 22314	NONE	PC	PUB CHAR	600,000 00	0 00	600,000 00
HUMAN OPTIONS, INC P O BOX 53745 IRVINE, CA 92619	NONE	PC	PUB CHAR	343,334 00	(1,750 00)	341,584 00
I PADRINI DI ANTONELLO 1527 EAST FOURTH STREET SANTA ANA, CA 92701-5115	NONE	PC	PUB CHAR	3,000 00	0 00	3,000 00
INTERNATIONAL DOCUMETARY 3470 WILSHIRE BOULEVARD, STE 980 LOS ANGELES, CA 90010-3900	NONE	PC	PUB CHAR	15,000 00	0 00	15,000 00
JUVENILE DIABETES RESEARCH FOUNDATION INTERNATIONAL 132 SOUTH 600 EAST, SUITE 100 SALT LAKE CITY, UT 84102	NONE	PC	MEDICAL	50,000 00	0 00	50,000 00

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KNOTS OF LOVE INC 2973 HARBOR BLVD, STE 822 COSTA MESA, CA 92626	NONE	PC	PUB CHAR	1,400 00	0 00	1,400 00
KUREIT, INC 2201 DUPONT DRIVE, SUITE 700 IRVINE, CA 92612	NONE	PC	PUB CHAR	10,000 00	0 00	10,000 00
LAURA'S HOUSE 999 CORPORATE DRIVE, SUITE 225 LADERA RANCH, CA 92694-2156	NONE	PC	PUB CHAR	41,250 00	0 00	41,250 00
LEGACY CONNECTION 2999 NORTH 44TH STREET, STE 530 PHOENIX, AZ 85018	NONE	PC	PUB CHAR	4,000 00	0 00	4,000 00
LOS ANGELES BALLET INC 11755 EXPOSITION BOULEVARD LOS ANGELES, CA 90064	NONE	PC	ARTS	20,000 00	0 00	20,000 00
MARINE CORPS SCHOLARSHIP 909 NORTH WASHINGTON STREET, SUITE 400 ALEXANDRIA, VA 22314	NONE	PC	PUB CHAR	250,000 00	0 00	250,000 00
MARINERS CHRISTIAN SCHOOL 300 FISCHER AVENUE COSTA MESA, CA 92626	NONE	PC	EDUCATION	10,000 00	0 00	10,000 00
MATT LEINART FOUNDATION 17280 NEWHOPE STREET, SUITE 10 FOUNTAIN VALLEY, CA 92708	NONE	PC	PUB CHAR	3,275 00	0 00	3,275 00
MELANOMACURE ORG (MELANOMA CURE FOUNDATION) 333 WEST BASTANCHURY ROAD, STE 100 FULLERTON, CA 92835	NONE	PC	PUB CHAR	5,000 00	0 00	5,000 00
MERCY HOUSE P O BOX 1905 SANTA ANA, CA 92702	NONE	PC	PUB CHAR	5,000 00	0 00	5,000 00
MISSING PERSONS FOUNDATION 23016 LAKE FOREST DRIVE, SUITE 147 LAKE FOREST, CA 92653	NONE	PC	PUB CHAR	25,000 00	0 00	25,000 00
NATIONAL HELLENIC SOCIETY FOUNDATION INC 7272 WISCONSIN AVENUE, SUITE 300 BETHESDA, MD 20814	NONE	PC	PUB CHAR	5,000 00	0 00	5,000 00
NEW VENTURE FUND 1201 CONNECTICUT AVENUE WASHINGTON, DC 20036	NONE	PC	PUB CHAR	25,000 00	0 00	25,000 00
O C COUNCIL - BOY SCOUTS OF AMERICA 1211 EAST DYER ROAD SANTA ANA, CA 92705-5605	NONE	PC	PUB CHAR	250,000 00	0 00	250,000 00
ONE HEART CORPORATION (ONE HEART BULGARIA) 561 NORTH 150 WEST CENTERVILLE, UT 84014	NONE	PC	PUB CHAR	15,000 00	0 00	15,000 00

ARGYROS FAMILY FOUNDATION
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OPERATION SMILE, INC 6435 TIDEWATER DRIVE NORFOLK, VA 23509	NONE	PC	MEDICAL	335,000 00	0 00	335,000 00
ORANGE CATHOLIC FOUNDATION P O BOX 14233 ORANGE, CA 92863-1233	NONE	PC	RELIGIOUS	50,000 00	0 00	50,000 00
ORANGE COUNTY HIGH SCHOOL OF THE ARTS FOUNDATION 1010 NORTH MAIN STREET SANTA ANA, CA 92701	NONE	PC	EDUCATION	805,000 00	(1,500 00)	803,500 00
ORPHANED STARFISH FOUNDATION 55 EXCHANGE PLACE, SUITE 405 NEW YORK, NY 10005	NONE	PC	PUB CHAR	10,000 00	0 00	10,000 00
PACIFIC MARINE MAMMAL CENTER 20612 LAGUNA CANYON ROAD LAGUNA BEACH, CA 92651	NONE	PC	PUB CHAR	50,000 00	0 00	50,000 00
PARK CITY MEDICAL CENTER 900 ROUND VALLEY DRIVE PARK CITY, UT 84060	NONE	PC	MEDICAL	20,000 00	0 00	20,000 00
PROJECT HOPE ALLIANCE 1954 PLACENTIA AVENUE, SUITE 202 COSTA MESA, CA 92627	NONE	PC	PUB CHAR	35,000 00	0 00	35,000 00
PSW REGIONAL CHURCH 2401 NORTH LAKE AVENUE ALTADENA, CA 91001-2418	NONE	PC	RELIGIOUS	500 00	0 00	500 00
SAGE HILL SCHOOL 20402 NEWPORT COAST DRIVE NEWPORT COAST, CA 92657	NONE	PC	EDUCATION	2,250 00	0 00	2,250 00
SAINT KATHERINE COLLGE 1637 CAPALINA ROAD SAN MARCOS, CA 92069	NONE	PC	EDUCATION	10,000 00	0 00	10,000 00
SECOND HARVEST FOOD BANK OF ORANGE COUNTY 9014 MARINE WAY IRVINE, CA 92618	NONE	PC	PUB CHAR	5,000 00	0 00	5,000 00
SEGERSTROM CENTER FOR THE ARTS 600 TOWN CENTER DRIVE COSTA MESA, CA 92626	NONE	PC	ARTS	84,000 00	(1,400 00)	82,600 00
SELAMTA FAMILY PROJECT PO BOX 1857 LAKE PLACID, FL 33862	NONE	PC	PUB CHAR	5,000 00	0 00	5,000 00
SHERMAN LIBRARY & GARDENS 2647 EAST COAST HIGHWAY CORONA DEL MAR, CA 92625	NONE	PC	PUB CHAR	35,000 00	0 00	35,000 00
SO CAL SELECT GIRLS BASKETBALL P O BOX 11871 CARSON, CA 90746	NONE	PC	PUB CHAR	5,000 00	0 00	5,000 00

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SOUTH COAST REPERTORY 655 TOWN CENTER DRIVE P O BOX 2197 COSTA MESA, CA 92628-2197	NONE	PC	ARTS	287,500 00	0 00	287,500 00
ST ANDREWS PRESBYTERIAN CHURCH 600 ST ANDREWS ROAD NEWPORT BEACH, CA 92663	NONE	PC	RELIGIOUS	500,000 00	0 00	500,000 00
ST CATHERINE'S ACADEMY 215 NORTH HARBOR BOULEVARD ANAHEIM, CA 92605	NONE	PC	EDUCATION	202,500 00	0 00	202,500 00
ST MARTIN DE PORRES CATHOLIC CHURCH 19767 YORBA LINDA BOULEVARD YORBA LINDA, CA 92886	NONE	PC	RELIGIOUS	15,000 00	0 00	15,000 00
ST MARGARET'S EPISCOPAL SCHOOL 31641 LA NOVIA SAN JUAN CAPISTRANO, CA 92675-2752	NONE	PC	EDUCATION	20,000 00	0 00	20,000 00
ST MARY'S BY THE SEA 321 10TH STREET HUNTINGTON BEACH, CA 92648	NONE	PC	RELIGIOUS	15,000 00	0 00	15,000 00
ST PAULS GREEK ORTHODOX CHURCH 4949 ALTON PARKWAY IRVINE, CA 92604	NONE	PC	RELIGIOUS	25,000 00	0 00	25,000 00
SUPPORTABILITY P O BOX 4885 IRVINE, CA 92616	NONE	PC	PUB CHAR	5,000 00	0 00	5,000 00
TARBUT V'TORAH COMMUNITY DAY SCHOOL 5 FEDERATION WAY IRVINE, CA 92603	NONE	PC	EDUCATION	44,500 00	0 00	44,500 00
TASK FORCE DAGGER FOUNDATION 12655 NORTH CENTRAL EXPRESSWAY, STE 340 DALLAS, TX 75243	NONE	PC	PUB CHAR	5,000 00	0 00	5,000 00
TASOS PROJECT FOR KIDS 2765 LAKESHORE DRIVE CORONA, CA 92883	NONE	PC	PUB CHAR	5,000 00	0 00	5,000 00
TEAM IMPACT 23 CORPORATE PLAZA, STE 150 NEWPORT BEACH, CA 92660	NONE	PC	PUB CHAR	30,000 00	0 00	30,000 00
TEXOMA HEALTH FOUNDATION 5036 REBA DRIVE DENISON, TX 75020	NONE	PC	EDUCATION	125,000 00	0 00	125,000 00
THE ALL-AMERICAN BOYS CHORUS P O BOX 1527 COSTA MESA, CA 92628	NONE	PC	ARTS	5,500 00	0 00	5,500 00
THE ECOLOGY CENTER 32701 ALIPAZ STREET SAN JUAN CAPISTRANO, CA 92675	NONE	PC	PUB CHAR	15,000 00	(800 00)	14,200 00

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THE IRVINE MUSEUM 18881 VON KARMAN AVENUE, SUITE 100 IRVINE, CA 92612	NONE	PC	PUB CHAR	15,000 00	0 00	15,000 00
THE OUT-OF-THE DOOR ACADEMY OF SARASOTA, INC 444 REID STREET SARASOTA, FL 34242-1399	NONE	PC	PUB CHAR	10,000 00	0 00	10,000 00
THE RICHARD NIXON FOUNDATION 18001 YORBA LINDA BOULEVARD YORBA LINDA, CA 92886-3903	NONE	PC	PUB CHAR	482,803 00	0 00	482,803 00
TRI-CITY HOSPITAL AUXILIARY 4002 VISTA WAY OCEANSIDE, CA 92056	NONE	PC	MEDICAL	139,000 00	0 00	139,000 00
TWE MEMORIAL FOUNDATION INC 8374 MARKET STREET #246 LAKEWOOD RANCH, FL 34202	NONE	PC	PUB CHAR	6,000 00	0 00	6,000 00
U S CHAMBER OF COMMERCE FOUNDATION 1615 H STREET NW WASHINGTON, DC 20062	NONE	PC	PUB CHAR	50,000 00	0 00	50,000 00
UC REGENTS 19722 MACARTHUR BOULEVARD IRVINE, CA 92697	NONE	PC	EDUCATION	41,725 00	0 00	41,725 00
UCI FOUNDATION 100 THEORY, #250 IRVINE, CA 92697-5602	NONE	PC	EDUCATION	1,006,516 00	0 00	1,006,516 00
UNION RESCUE MISSION 1850 SAWTELLE BOULEVARD, STE 350 LOS ANGELES, CA 90025	NONE	PC	PUB CHAR	25,000 00	0 00	25,000 00
UNITED CEREBRAL PALSY ASSOCIATION OF ORANGE COUNTY 980 ROOSEVELT, SUITE 100 IRVINE, CA 92620	NONE	PC	MEDICAL	50,000 00	0 00	50,000 00
USEPPA ISLAND VOLUNTEER FIRE COMPANY INC P O BOX 640 BOKEELIA, FL 33922	NONE	PC	PUB CHAR	10,000 00	0 00	10,000 00
VIRGIN UNITE USA, INC 65 BLEECKER STREET, 6TH FL NEW YORK, NY 10012	NONE	PC	PUB CHAR	25,000 00	0 00	25,000 00
WOMEN MAKE MOVIES INC 115 WEST 29TH STREET, STE 120 NEW YORK, NY 10001	NONE	PC	ARTS	5,000 00	0 00	5,000 00
WOOD RIVER HIGH SCHOOL 1250 FOX ACRES ROAD HAILEY, ID 83333	NONE	PC	EDUCATION	10,000 00	0 00	10,000 00
WORD OF HONOR FUND P O BOX 777 BELLEVUE, IDAHO 83313	NONE	PC	PUB CHAR	20,000 00	0 00	20,000 00

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ZETA TAU ALPHA FOUNDATION 1101 NORTH LEMON STREET FULLERTON, CA 92832	NONE	PC	PUB CHAR	5,000 00	0 00	5,000 00
TOTALS				\$ 11,410,772 50	\$ (24,360 00)	\$ 11,386,412 50

ARGYROS FAMILY FOUNDATION
EIN 95-3421867
FORM 990-PF, PART XV
GRANTS AND CONTRIBUTION APPROVED FOR FUTURE PAYMENT
FYE 7/31/2016

Organization	Date of Commitment	Commitment Amount	Prior Payments	Current Payments	Other Payments	Remaining Commitments
ADRIAN SCHOOLS EDUCATIONAL FOUNDATION (FINE ARTS ENHANCEMENT)	06/24/13	\$ 1 000 000	\$ 600 000	\$ 100 000	\$ -	\$ 300,000
ALZHEIMER'S ASSOCIATION OF ORANGE CO (CAREGIVER PROGRAMS/"CLOUD")	12/05/12	2 500 000	1 500 000	500 000	-	500,000
CELEBRITY FIGHT NIGHT (04/08-09/16 EVENT)	04/28/16	500 000	-	251 234	-	248,766
CENTER FOR STRATEGIC & INTERNATIONAL STUDIES (BUILDING CAMPAIGN)	05/04/11	1 000 000	800 000	200 000	-	-
CHAPMAN UNIVERSITY (WILLIAM HALL GRAND STAIRCASE)	07/31/15	1 000 000	661	500 000	-	499,339
CSULB 49ER FOUNDATION (JULIA ARGYROS PRESIDENT'S SCHOLARS)	09/21/12	100 000	75 000	25 000	-	-
CITY OF HOPE (ARGYROS FAMILY GARDEN OF HOPE)	08/23/12	3 000 000	1 518 920	500 000	-	981,080
THE CROSWELL OPERA HOUSE (CAMPAIGN FOR OUR FUTURE)	06/24/13	1 000 000	600 000	100 000	-	300,000
THE CROSWELL OPERA HOUSE (CAPITAL CAMPAIGN FOR CONSTRUCTION OF NEW THEATER)	06/01/16	2 500 000	-	-	-	2,500,000
DAVID FOSTER FOUNDATION (FILL THE GAPS/STUDENT NEEDS/STUDENT NEEDS/STUDENT NEEDS)	03/07/16	1 000 000	-	200 000	-	800,000
HARBOR DAY SCHOOL (SCHOLARSHIPS FOR STUDENTS OF SCHOOL STAFF)	06/01/16	1 500 000	-	-	-	1,500,000
HOAG HOSPITAL FOUNDATION (ARGYROS FAMILY FOUNDATION NURSING EXCELLENCE FUND)	05/05/16	7 000 000	-	-	-	7,000,000
HORATIO ALGER ASSOCIATION (ENDOWMENT FUND)	02/07/14	2 000 000	1 000 000	500 000	-	500,000
HUMAN OPTIONS (FACILITY NEEDS/THERAPEUTIC INTERVENTIONS/LEGAL PROGRAM)	03/18/14	1 000 000	666 666	333 334	-	-
MARINE CORP SCHOLARSHIP FOUNDATION (ARGYROS MARINE SCHOLARSHIP PROG)	12/17/15	250 000	-	250 000	-	-
MD ANDERSON CANCER CENTER (HELP US GET THE BEST CARE FOR ALL OF US)	06/01/16	5 000 000	-	-	-	5,000,000
NATIONAL HELLENIC SOCIETY	08/01/09	50 000	30 000	5 000	-	15,000
OPERATION SMILE (NEW GLOBAL HEADQUARTER BLDG)	12/12/12	1 000 000	606 483	200 000	-	193,518
OC COUNCIL BOY SCOUTS OF AMERICA (ARGYROS LEADERSHIP VILLAGE)	09/10/14	1 000 000	250 000	250 000	-	500,000
ORANGE COUNTY SCHOOL OF THE ARTS (SCIENCE CENTER CONSTRUCTION)	08/01/15	1 500 000	-	750 000	-	750,000
PARK CITY MEDICAL CENTER FOUNDATION (CLINICAL STRUCTURAL ENHANCEMENTS)	06/30/15	100 000	20 000	20 000	-	60,000
REBA MCENTIRE FUND (C/O TEXOMA HEALTH FOUNDATION)	03/07/15	250 000	-	125 000	-	125,000
RICHARD NIXON FOUNDATION (CENTENNIAL LEGACY CAMPAIGN)	11/18/13	3 000 000	2 517 197	482 803	-	-
SAGE HILL HIGH SCHOOL (SCIENCE CENTER CONSTRUCTION)	05/16/13	2 500 000	2 012 747	-	487 253	-
SEGERSTROM CENTER FOR THE ARTS (NEXT ACT CAMPAIGN-ART'S PLAZA)	11/11/14	10 000 000	2 510 637	-	-	7,489,363
SEGERSTROM CENTER FOR THE ARTS (NEXT ACT CAMPAIGN-ARGYROS PLAZA STAGE)	07/31/15	3 500 000	-	-	-	3,500,000
SOUTH COAST REPERTORY (BUILT FOR THE FUTURE/ARTS CENTER/ARTS CENTER)	09/21/13	2 000 000	1 137 500	287 500	-	575,000
ST ANDREW'S PRESBYTERIAN CHURCH (RENOVATE PLAZA & SANCTUARY)	02/09/16	1 500 000	-	500 000	-	1,000,000
ST PAUL'S GREEK ORTHODOX CHURCH (BOARD APPROVED-DETAILS TBD)	06/01/16	1 000 000	-	-	-	1,000,000
UCI FOUNDATION (ARGYROS AMBULATORY SURGERY CENTER & HERBERT EYE INSTITUTE)	04/07/11	5 000 000	4 008 984	991 016	-	-
UNIVERSITY OF SOUTHERN CALIFORNIA (ARGYROS PLAZA @ LA MEMORIAL COLISEUM)	07/31/16	7 500 000	-	-	-	7,500,000
		\$ 70,250,000	\$ 19,854,795	\$ 7,070,887	\$ 487,253	\$ 42,837,066