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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation
M W ARMISTEAD III FAMILY FOUNDATION

A Employer identification number
03-0435755

Number and street (or P O box number if mail is not delivered to street address) Room/suite
TCVA 204 SOUTH JEFFERSON ST 200

B Telephone number (see instructions)
(540) 343-1500

City or town, state or province, country, and ZIP or foreign postal code
ROANOKE, VA 240111708

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 2,470,894

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	66,114	66,114		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	18,709			
	b	Gross sales price for all assets on line 6a 546,238				
	7	Capital gain net income (from Part IV, line 2)		18,709		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	84,823	84,823		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	80	0		0
	b	Accounting fees (attach schedule)	2,700	0		0
	c	Other professional fees (attach schedule)	21,779	21,779		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	251	251		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	79	54		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	24,889	22,084		0
	25	Contributions, gifts, grants paid	125,250			125,250
	26	**Total expenses and disbursements.** Add lines 24 and 25	150,139	22,084		125,250
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-65,316			
	b	**Net investment income** (if negative, enter -0-)		62,739		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	131,604	211,998	211,998
	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)	0	673,978	674,110
	b Investments—corporate stock (attach schedule)	0	774,267	1,191,842
	c Investments—corporate bonds (attach schedule)	0	80,759	77,240
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,864,244	188,885	315,704
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,995,848	1,929,887	2,470,894
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities**(add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☑ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,995,848	1,929,887	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	0	0	
	30 **Total net assets or fund balances** (see instructions)	1,995,848	1,929,887	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,995,848	1,929,887	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,995,848
2	Enter amount from Part I, line 27a	2	-65,316
3	Other increases not included in line 2 (itemize) ▶	3	195
4	Add lines 1, 2, and 3	4	1,930,727
5	Decreases not included in line 2 (itemize) ▶	5	840
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,929,887

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	PUBLICLY TRADED SECURITIES			
b	Capital Gains Dividends	P		
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	543,536		527,529	16,007
b	2,702			2,702
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				16,007
b				2,702
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	18,709
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))
2015	127,525	2,534,935	0 050307
2014	118,000	2,657,765	0 044398
2013	130,000	2,528,683	0 051410
2012	119,543	2,369,095	0 050459
2011	114,336	2,411,228	0 047418

2 Total of line 1, column (d)	2	0 243992
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 048798
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	2,436,438
5 Multiply line 4 by line 3	5	118,893
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	627
7 Add lines 5 and 6	7	119,520
8 Enter qualifying distributions from Part XII, line 4	8	125,250

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	627
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	627
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	627
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 3,645		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c:		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	3,645
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	3,018
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 3,018 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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) ▶VA			
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 2016 or the taxable year beginning in 2016 (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)

				Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).		11		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?		13	Yes	
	Website address ▶N/A				
14	The books are in care of ▶THE TRUST COMPANY OF VIRGINIA	Telephone no ▶(540) 343-1500			
	Located at ▶204 SOUTH JEFFERSON STREET SUITE 200 ROANOKE VA	ZIP+4 ▶240111708			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		16		No
	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 ▶				

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

				Yes	No
	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?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶	☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ Yes ☑ 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)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 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?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016).*		3b		
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 2016?		4b		No

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

			Yes	No
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		
	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		

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	**(e)** Expense account, other allowances
ELFLEDA A RING C/O TRUST CO OF VIRGINIA 204 S JEFFERSON ST STE 200 ROANOKE, VA 24011	PRESIDENT 0 25	0	0	0
BRAD E MULLINS 204 S JEFFERSON ST STE 200 ROANOKE, VA 24011	SECREARY-TREASURER 0 25	0	0	0
FLEDA A RING C/O TRUST CO OF VIRGINIA 204 S JEFFERSON ST STE 200 ROANOKE, VA 24011	DIRECTOR 0 25	0	0	0
BRANDON R COMER C/O TRUST CO OF VIRGINIA 204 S JEFFERSON ST STE 200 ROANOKE, VA 24011	DIRECTOR 0 25	0	0	0

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	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

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

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
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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 . . . . ▶	0

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	2,284,146
b	Average of monthly cash balances.		1b	189,395
c	Fair market value of all other assets (see instructions).		1c	0
d	**Total** (add lines 1a, b, and c).		1d	2,473,541
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e 0		
2	Acquisition indebtedness applicable to line 1 assets.		2	0
3	Subtract line 2 from line 1d.		3	2,473,541
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).		4	37,103
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	2,436,438
6	**Minimum investment return.** Enter 5% of line 5.		6	121,822

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	121,822
2a	Tax on investment income for 2016 from Part VI, line 5.	2a 627		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b		
c	Add lines 2a and 2b.		2c	627
3	Distributable amount before adjustments Subtract line 2c from line 1.		3	121,195
4	Recoveries of amounts treated as qualifying distributions.		4	0
5	Add lines 3 and 4.		5	121,195
6	Deduction from distributable amount (see instructions).		6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.		7	121,195

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	125,250
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	125,250
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	627
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	124,623

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				121,195
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			25,695	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 125,250				
a Applied to 2015, but not more than line 2a			25,695	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				99,555
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a))*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				21,640
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	0			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				125,250
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

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	66,114	
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	18,709	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		84,823	0

13 Total. Add line 12, columns (b), (d), and (e). 13 84,823

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501 (c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

******	2017-06-29	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
SCOTT A BEAVERS				P00014446

Firm's name ▶ THE TAX COMPLEX LC — Firm's EIN ▶54-1757954

Firm's address ▶ 1650 WILLOW LAWN DR STE 200
RICHMOND, VA 232303435 — Phone no (804) 282-2444

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
APPLE RIDGE FARM 541 LUCK AVE SW SUITE 304 ROANOKE, VA 24016	NONE	PUBLIC	OPERATIONS	5,000
APPLE RIDGE FARM 541 LUCK AVE SW SUITE 304 ROANOKE, VA 24016	NONE	PUBLIC	SCHOLARSHIPS	10,000
BETHANY HALL 1109 FRANKLIN ROAD SW ROANOKE, VA 24016	NONE	PUBLIC	FLEXIBLE FUND ACCOUNT	5,000
BIG BROTHERS BIG SISTERS OF SOUTHWEST VIRGINIA 124 Wells Ave NW ROANOKE, VA 24016	NONE	PUBLIC	COMMUNITY BASED MENTORING PROGRAM IN ROANOKE, VA	1,000
BRAIN INJURY SERVICES OF SW VA 3904 Franklin Road Suite B ROANOKE, VA 24014	NONE	PUBLIC	FUNDS DESIGNATED TO SUPPORT CASE MANAGEMENT FOR RESIDENTS OF THE ROANOKE VALLEY WITH ACQUIRED BRAIN INJURIES	3,000
Total . . . . ▶ **3a**				125,250

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CAMP VIRGINIA JAYCEE INC 2494 Camp Jaycee Rd BLUE RIDGE, VA 24064	NONE	PUBLIC	OPERATING COSTS	1,000
FREE CLINIC OF FRANKLIN COUNTY INC 200 DENT ST SUITE C ROCKY MOUNT, VA 24151	NONE	PUBLIC	OPERATIONS	10,000
GOOD NEIGHBORS FUND PO BOX 1951 ROANOKE, VA 24008	NONE	PUBLIC	OPERATIONS	2,500
GOOD SAMARITAN HOSPICE INC 3825 ELECTRIC ROAD SUITE A ROANOKE, VA 24018	NONE	PUBLIC	OPERATIONS	5,000
GREENVALE SCHOOL INC 627 WESTWOOD BLVD NW ROANOKE, VA 24017	NONE	PUBLIC	OPERATIONS	5,000
Total . . . . ▶ **3a**				125,250

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
HABITAT FOR HUMANITY OF FRANKLIN COUNTY VA PO BOX 834 ROCKY MOUNT, VA 24151	NONE	PUBLIC	OPERATIONS	2,500
MONETA RESCUE SQUAD 12646 N OLD MONETA ROAD MONETA, VA 24121	NONE	PUBLIC	OPERATIONS	2,500
NATIONAL D-DAY MEMORIAL FOUNDATION PO BOX 77 BEDFORD, VA 24523	NONE	PUBLIC	OPERATIONS	10,000
NEW VISION 4504 Starkey Rd 120 ROANOKE, VA 24018	NONE	PUBLIC	SOFTWARE FOR DIGITAL TALKING BOOKS	1,000
OAKLAND SCHOOL INC BOYD TAVERN RTE 616 KESWICK, VA 22947	NONE	PUBLIC	IN MEMORY OF JOANNE DONDERO FOR THE SUMMER CAMP SCHOLARSHIP PROGRAM	5,000
Total . . . . ▶ **3a**				125,250

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
OAKLAND SCHOOL INC BOYD TAVERN RTE 616 KESWICK, VA 22947	NONE	PUBLIC	MATCHING GIFTS CAMPAIGN	5,000
OPERATION MILITARY EMBRACE INC 21307 CYPRESS ROSEHILL RD TOMBALL, TX 77377	NONE	PUBLIC	FUNDS DESIGNATED FOR "WALK OFF THE WAR" FOR SUPPORT OF VETERANS PARTICIPATION IN WALK OR FLOAT	1,000
PROJECT ACCESS OF THE ROANOKE VALLEY INC 541 LUCK AVE SW SUITE 230 ROANOKE, VA 24016	NONE	PUBLIC	PHARMACEUTICAL ASSISTANCE PROGRAM	5,000
ROANOKE AREA MINISTRIES 824 CAMPBELL AVE SW ROANOKE, VA 24016	NONE	PUBLIC	OPERATIONS	25,000
RONALD MCDONALD HOUSE-ROANOKE 224 S JEFFERSON ST ROANOKE, VA 24014	NONE	PUBLIC	OPERATIONS	2,500
Total . . . . ▶ **3a**				125,250

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SCRUGGS VOLUNTEER FIRE SQUAD 185 PARFORD RD MONETA, VA 24121	NONE	PUBLIC	OPERATIONS	2,500
SCRUGGS VOLUNTEER RESCUE SQUAD PO BOX 844 HARDY, VA 24101	NONE	PUBLIC	OPERATIONS	2,500
Smith Mountain Lake Marine Volunteer FireRescu PO Box 899 HARDY, VA 24101	NONE	PUBLIC	OPERATIONS	1,000
ST FRANCIS OF ASSISI SERVICE DOG FOUNDATION 8232 ENON DRIVE ROANOKE, VA 24019	NONE	PUBLIC	OPERATIONS	7,500
UNBRIDLED CHANGE PO Box 157 Boones Mill, VA 24065	NONE	PUBLIC	FUNDS DESIGNATED FOR A "BIT" OF SUPPORT FOR MILITARY SERVICES/ VETERANS PTSD SUPPORT	1,000
Total . . . . ▶ **3a**				125,250

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
VIRGINIA HUNTERS WHO CARE PO BOX 304 BIG ISLAND, VA 24526	NONE	PUBLIC	HUNTERS FOR THE HUNGRY OPERATIONS	1,500
VIRGINIA MUSEUM OF TRANSPORTATION 303 NORFOLK AVE ROANOKE, VA 24016	NONE	PUBLIC	OPERATIONS	1,500
VIRGINIA VETERAN AND FAMILY SUPPORT 101 North 14th Street 17TH FLOOR RICHMOND, VA 23219	NONE	PUBLIC	GRANT FOR REGION III OF VA WOUNDED WARRIOR PROGRAM (SW VIRGINIA)	750
Total . . . . ▶ **3a**				125,250

TY 2016 Accounting Fees Schedule

Name: M W ARMISTEAD III FAMILY FOUNDATION

EIN: 03-0435755

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX RETURN PREPARATION	2,700	0		0

TY 2016 Investments Corporate Bonds Schedule

Name: M W ARMISTEAD III FAMILY FOUNDATION

EIN: 03-0435755

Name of Bond	End of Year Book Value	End of Year Fair Market Value
25000 APPLE INC SR NT	26,688	25,104
50000 HOWARD HUGHES MED INST SR 2013B BD	54,071	52,136

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TY 2016 Investments Corporate Stock Schedule

Name: M W ARMISTEAD III FAMILY FOUNDATION

EIN: 03-0435755

Name of Stock	End of Year Book Value	End of Year Fair Market Value
175 AMGEN INC COM	27,115	25,587
200 ANHEUSER BUSCH INBEV SPONSORED ADR	25,178	21,088
150 APPLE INC COM	17,898	17,373
225 AUTOMATIC DATA PROCESSING INC COM	19,258	23,125
150 BECTON DICKINSON & CO COM	9,335	24,832
125 BLACKROCK INC COM	39,204	47,567
500 CHEVRON CORP NEW COM	26,685	58,850
850 CISCO SYS INC COM	23,985	25,687
850 CSX CORP COM	21,088	30,540
225 CVS HEALTH CORPORATION	23,451	17,755
325 DISNEY WALT CO COM	16,494	33,872
600 EXXON MOBIL CORP COM	30,127	54,156
1000 FORD MTR CO DEL COM	12,815	12,130
150 GENERAL DYNAMICS CORP COM	20,313	25,899
800 GENERAL ELEC CO COM	18,232	25,280
700 GLAXOSMITHKLINE PLC SPONSORED ADR	32,514	26,957
200 HOME DEPOT INC COM	25,569	26,816
925 INTEL CORP COM	20,183	33,550
725 IRON MTN INC NEW COM	23,393	23,548
600 JOHNSON & JOHNSON COM	35,082	69,126
600 MARATHON PETE CORP COM	4,531	30,210
300 MERCK & CO INC NEW COM	10,410	17,661
425 MICROCHIP TECHNOLOGY INC COM	17,535	27,264
1350 MICROSOFT CORP COM	36,913	83,889
600 OCCIDENTAL PETE CORP COM	10,755	42,738
700 ORACLE CORP COM	20,128	26,915
600 PEPSICO INC COM	30,787	62,778
300 PRICE T ROWE GROUP INC COM	20,673	22,578
700 PROCTER & GAMBLE CO COM	44,896	58,856
500 SCHLUMBERGER LTD COM	13,375	41,975

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1100 US BANCORP DEL COM NEW	30,440	51,370
200 VF CORP COM	12,846	10,670
500 WASTE MANAGEMENT INC COM	16,982	35,455
400 WELLS FARGO & CO NEW COM	10,829	22,044
1120 WEYERHAEUSER CO COM	25,248	33,701

TY 2016 Investments Government Obligations Schedule

Name: M W ARMISTEAD III FAMILY FOUNDATION

EIN: 03-0435755

US Government Securities - End of Year Book Value:	26,025
US Government Securities - End of Year Fair Market Value:	25,041
State & Local Government Securities - End of Year Book Value:	647,953
State & Local Government Securities - End of Year Fair Market Value:	649,069

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TY 2016 Investments - Other Schedule

Name: M W ARMISTEAD III FAMILY FOUNDATION

EIN: 03-0435755

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
1400 VANGUARD INDEX FDS REIT ETF	AT COST	82,404	115,542
250 SELECT SECTOR SPDR TR UTILS	AT COST	6,480	12,142
400 SELECT SECTOR SPDR TR MATLS	AT COST	11,346	19,880
450 ISHARES RUSSELL MID-CAP ETF	AT COST	40,789	80,487
650 ISHARES RUSSELL 2000 ETF	AT COST	47,866	87,653

TY 2016 Legal Fees Schedule

Name: M W ARMISTEAD III FAMILY FOUNDATION

EIN: 03-0435755

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	80	0		0

TY 2016 Other Decreases Schedule

Name: M W ARMISTEAD III FAMILY FOUNDATION

EIN: 03-0435755

Description	Amount
2017 DIVIDEND THROWBACKS TO 2016	55
BASIS ADJUSTMENT STOCKS	785

TY 2016 Other Expenses Schedule

Name: M W ARMISTEAD III FAMILY FOUNDATION

EIN: 03-0435755

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SCC REGISTRATION FEE	25	0		0
FOREIGN DIVIDENDS CONVERSION EXPENSE	54	54		0

TY 2016 Other Increases Schedule

Name: M W ARMISTEAD III FAMILY FOUNDATION

EIN: 03-0435755

Description	Amount
2016 DIVIDEND THROWBACKS TO 2015	195

TY 2016 Other Professional Fees Schedule

Name: M W ARMISTEAD III FAMILY FOUNDATION

EIN: 03-0435755

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT	21,779	21,779		0

TY 2016 Taxes Schedule

Name: M W ARMISTEAD III FAMILY FOUNDATION

EIN: 03-0435755

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX WITHHELD ON DIVIDENDS	251	251		0