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Form 990-PF

Department of the Treasury

Internal Revenue Service

As Filed Data -

DLN: 93491279005137

OMB No 1545-0052

2016

### **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 <a href="www.irs.gov/form990pf">www.irs.gov/form990pf</a>.

Open to Public Inspection

For	caler	ndar year 2016, or tax year beginning 01-01-20	016 , aı	nd er	nding 12-31-	2016	
		indation CHARITABLE FOUNDATION			A Employer Ide	entification numbe	r
	L 7 15 L C	THE TOTAL TO			45-0677796		
		d street (or P O box number if mail is not delivered to street address OK STREET	) Room/suite		<b>B</b> Telephone nu	mber (see instruction	ıs)
				(720) 308-4431			
		n, state or province, country, and ZIP or foreign postal code D 80205			<b>C</b> If exemption	application is pending	g, check here
<b>G</b> Ch	neck al	I that apply $igsqcup$ Initial return $igsqcup$ Initial return of a	former public charity		<b>D 1.</b> Foreign or	ganızatıons, check he	ere 📘 🔲
		☐ Final return ☐ Amended return				ganizations meeting	
		Address change			]	k here and attach cor	· -
		pe of organization $\square$ Section 501(c)(3) exempt private				indation status was t n 507(b)(1)(A), chec	
		n 4947(a)(1) nonexempt charitable trust					
of '	year <i>(f</i>	xet value of all assets at end from Part II, col (c),	Cash Accru	ıal		ition is in a 60-month n 507(b)(1)(B), checl	
Pa	rt I	Analysis of Revenue and Expenses (The total					(d) Disbursements
		of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)	(a) Revenue and expenses per books	(b)	Net investment income	(c) Adjusted net income	for charitable purposes (cash basis only)
	1	Contributions, gifts, grants, etc , received (attach schedule)	773,461				
	2	Check D if the foundation is <b>not</b> required to attach					
	3	Sch B Interest on savings and temporary cash investments	130,695		130,659		
	4	Dividends and interest from securities	138,365		138,365		
Revenue	5a	Gross rents					
	ь	Net rental income or (loss)	-				
	6a	Net gain or (loss) from sale of assets not on line 10	-66,471				
	b	Gross sales price for all assets on line 6a					
Re.	7	Capital gain net income (from Part IV, line 2)	3				
	8	Net short-term capital gain					
	9	Income modifications					
	10a	Gross sales less returns and allowances					
	b	Less Cost of goods sold					
	С	Gross profit or (loss) (attach schedule)					
	11	Other income (attach schedule)	-26,032	:	485	-26,610	
	12	Total. Add lines 1 through 11	950,018		269,509	-26,610	
	13	Compensation of officers, directors, trustees, etc	51,478		37,128		14,350
	14	Other employee salaries and wages					
ses	15	Pension plans, employee benefits	5,321	1	3,724		1,597
en en	16a	Legal fees (attach schedule)	1,269	_	635		634
Expenses	b	Accounting fees (attach schedule)	7,060		2,225		4,835
	С	Other professional fees (attach schedule)	119,909		93,112		26,797
rati	17	Interest	6,610	<del>                                     </del>	6,610 3,221		
<u> </u>	18	Taxes (attach schedule) (see instructions)	10,714	-	3,221		
Ē	19	Depreciation (attach schedule) and depletion					
Ad	20 21	Occupancy	1,082				1,082
ב	22	Printing and publications	1,002				1,002
e G	23	Other expenses (attach schedule)	18,365		10,536		7,829
Ę	24	Total operating and administrative expenses.	_				
Operating and Administrative		Add lines 13 through 23	227,808		157,191		57,124
ō	25	Contributions, gifts, grants paid	650,250				650,250
	26	<b>Total expenses and disbursements.</b> Add lines 24 and 25	878,058		157,191		707,374
	27	Subtract line 26 from line 12	2.5,030				,
	а	Excess of revenue over expenses and	71,960				
	b	disbursements  Net investment income (if negative, enter -0-)			112,318		
	C	Adjusted net income (if negative, enter -0-)			112,510		
For	_	work Reduction Act Notice see instructions		Щ,	Cat No. 11388	·	m <b>000-PE</b> (2016)

887,627

652,677

12,577,178

12,577,178

12,577,178

12.577.178

6,727,846

3,226,993

3,088

887,304

7,292,231

3,467,144

582,908

12,735,003

12,735,003

12,735,003

12.735.003

2

3

4

5

6

12,577,178

12,735,003

12,735,003 Form **990-PF** (2016)

71,960

85,865

3.088

862,722

8,831,181

3,396,863

964,999

14,561,181

Other notes and loans receivable (attach schedule) > 3,088

Investments—U S and state government obligations (attach schedule)

Loans from officers, directors, trustees, and other disqualified persons

Mortgages and other notes payable (attach schedule). . . . . .

Total liabilities(add lines 17 through 22) . . . . . . . . . . . . .

Foundations that follow SFAS 117, check here ▶

and complete lines 24 through 26 and lines 30 and 31.

Foundations that do not follow SFAS 117, check here ▶

Paid-in or capital surplus, or land, bldg, and equipment fund

Retained earnings, accumulated income, endowment, or other funds

Total net assets or fund balances (see instructions) . . . . .

Total liabilities and net assets/fund balances (see instructions) .

Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-

. . . . . . . . . . . . . . . .

. . . . . . .

Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30

**Analysis of Changes in Net Assets or Fund Balances** 

Prepaid expenses and deferred charges . . . . . . . .

Investments—land, buildings, and equipment basis ▶

Less accumulated depreciation (attach schedule)

Less accumulated depreciation (attach schedule) ▶

Total assets (to be completed by all filers—see the

Less allowance for doubtful accounts ▶

Land, buildings, and equipment basis

instructions Also, see page 1, item I)

Other assets (describe > \_

Other liabilities (describe -\_

Unrestricted . . . . .

Permanently restricted . . . . . .

and complete lines 27 through 31.

of-year figure reported on prior year's return)

Add lines 1, 2, and 3 . . . . . . . .

Decreases not included in line 2 (itemize) ▶

Other increases not included in line 2 (itemize) -

Enter amount from Part I, line 27a

Temporarily restricted

	5
	6
	7
2	8
Assets	9
As	10a
	Ŀ
	(
	11

12

13

14

15

16

17

18

19

20

21

22 23

24

26

28

29

30

31

Part III

2

Liabilities

lances

Bal 25

Fund

ō

Assets 27

Net

instructions

		(a) nd(s) of property sold (e g , re e, or common stock, 200 shs	•	(b) How acquired P—Purchase D—Donation	l Da	(c) ate acquired o , day, yr )	(d) Date sold (mo , day, yr )
1 a AT MLP FUN	D LLC-S/T			Р	2	015-12-31	2016-12-31
<b>b</b> AT MLP FUN	D LLC-L/T			Р	2	014-12-31	2016-12-31
c ATLANTIC T	RUST L/T-ATTACHE	ED .		Р	2	014-12-31	2016-12-31
d ATLANTIC T	RUST L/T-ATTACHE	ED .		Р	2	014-12-31	2016-12-31
e ATLANTIC T	RUST S/T-ATTACHI	<b></b> D		Р	2	015-12-31	2016-12-31
	e) ales price	<b>(f)</b> Depreciation allowed (or allowable)	Cost or	(g) other basis ense of sale		Gain o	<b>h)</b> r (loss) ) minus (g)
a				29,5	37		-29,537
b				41,4	197		-41,497
С	612,696			624,4	176		-11,780
d	1,310,874			1,289,8	312		21,062
e	246,962			280,9	968		-34,006
Complete or	nly for assets show	ing gain in column (h) and ow	ned by the foundation	on 12/31/69			I)
·	(i) of 12/31/69	(j) Adjusted basis as of 12/31/69	Excess	( <b>k)</b> of col (ı) (յ), ıf any	co	Gains (Col (l ol (k), but not	h) gain minus less than -0-) <b>or</b> om col (h))
a							-29,537
b							-41,497
С							-11,780
d							21,062
e							-34,006
	o enter in Part I, lii	(loss) as defined in sections in the 8, column (c) (see instruction)			} 3		-66,471 -63,543
For optional use b	y domestic private	r Section 4940(e) for Refoundations subject to the sec				•	
Was the foundation f "Yes," the founda	ation does not qual	is part blank  Ion 4942 tax on the distributa  Ify under section 4940(e) Do  In each column for each year,	not complete this part	·		☐ Ye	es 🔽 No
(a)	propriate amount	,		making any em		(d)	
Base period years year (or tax year be		(b) Ijusted qualifying distributions	(c) Net value of noncharitab		(col	Distribution rati (b) divided by c	ol (c))
2015		652,335		13,843,672			0 047122
2014		628,217 439,956		13,016,975 12,264,578			0 048261 0 035872
		·		<del></del>			
2012		6,424		11,135,535			0 000577
2011	4 1 (1)	98,550		21,107	<u> </u>		4 669067
2 Total of line	, , ,				2		4 800899
		ne 5-year base period—divide in has been in existence if less		or by the	3		0 960180
		table-use assets for 2016 fron		–	4		14,149,648
5 Multiply line			•		5		13,586,209
	•	ome (1% of Part I, line 27b)			6		1,123
<b>7</b> Add lines 5 a		, , ,			7		· · · · · · · · · · · · · · · · · · ·
		Doub VIII loss 4					13,587,332
	-	om Part XII, line 4 <b>,          .</b> han line 7, check the box in Pa			<b>B</b>   Ising a 1º	% tax rate Se	707,374 e the Part VI

Form 990-PF (2016)  Information About Officers, Directors, Trustees,	Foundation Managers Highly	Page 7
and Contractors (continued)	roundation managers, riging	Palu Employees,
3 Five highest-paid independent contractors for professional service	es (see instructions). If none, en	ter "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		<b>&gt;</b>
Part IX-A Summary of Direct Charitable Activities		1
List the foundation's four largest direct charitable activities during the tax year. Include rele organizations and other beneficiaries served, conferences convened, research papers produ	evant statistical information such as the nunced, etc	nber of Expenses
1		
2		
2		<del></del>
3		
		<del></del>
4		
Part IX-B Summary of Program-Related Investments (see	nstructions)	
Describe the two largest program-related investments made by the foundation during the	ne tax year on lines 1 and 2	Amount
<b>1</b> N/A		
2		
All other program-related investments See instructions		
all other program-related investments. See instructions		
-		
Total. Add lines 1 through 3		. ▶
		Form <b>990-PF</b> (2016)

1a

1b

2

За 3b

4

5

707,374

707.374

707,374

Form 990-PF (2016)

Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . . . . . . . . .

Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc.,

Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment

Adjusted qualifying distributions. Subtract line 5 from line 4. . . . . . . . . .

Amounts set aside for specific charitable projects that satisfy the

the section 4940(e) reduction of tax in those years

2

3

4

5

Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for

**b** Total for prior years

XII, line 4 🕨 \$

indicated below:

a From 2011. . . . .
b From 2012. . . . .
c From 2013. . . . .
d From 2014. . . . .
e From 2015. . . . .

Page 9

705.236

75,444

629,792

Form **990-PF** (2016)

# Part XIII Undistributed Income (see instructions)

Excess distributions carryover, if any, to 2016

a Applied to 2015, but not more than line 2a

6 Enter the net total of each column as

9 Excess distributions carryover to 2017.

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. . . .

Subtract lines 7 and 8 from line 6a . . . . . .

b Applied to undistributed income of prior years (Election required—see instructions).
 c Treated as distributions out of corpus (Election required—see instructions).

d Applied to 2016 distributable amount. . . . .
e Remaining amount distributed out of corpus
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the

same amount must be shown in column (a) )

- Distributable amount for 2016 from Part XI, line 7
   Undistributed income, if any, as of the end of 2016
   Enter amount for 2015 only. . . . . . . . . . .

(a)

Corpus

(b)

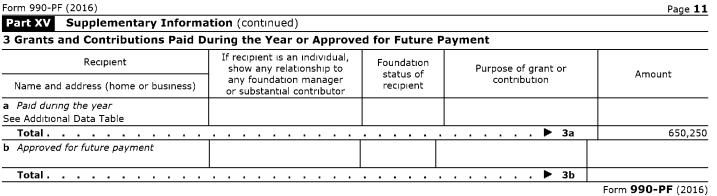
Years prior to 2015

(c)

2015

631,930

For	m 990-PF (2016)					Page <b>1</b> 0			
	Part XIV Private Operating Founda	ations (see ınstru	uctions and Part '	VII-A, question 9)					
1a	If the foundation has received a ruling or dete			erating					
L	foundation, and the ruling is effective for 201	•	<del>-</del>		1 4043(-)(3) [	7 4043/-1/51			
	Check box to indicate whether the organization Enter the lesser of the adjusted net		Ting roundation de		J 4942(j)(3) or L	(5)(ز) 4942(ر ا			
Za	income from Part I or the minimum	Tax year (a) 2016	<b>(b)</b> 2015	Prior 3 years (c) 2014	(d) 2013	(e) Total			
	investment return from Part X for each year listed	(a) 2016	(b) 2013	(6) 2014	(d) 2013				
ь	85% of line 2a								
c	Qualifying distributions from Part XII,								
	line 4 for each year listed								
a	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								
а	alternative test relied upon "Assets" alternative test—enter								
-	(1) Value of all assets								
	(2) Value of assets qualifying								
h	under section 4942(j)(3)(B)(i) "Endowment" alternative test— enter 2/3								
U	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								
Pa	Supplementary Information			organization had	d \$5,000 or mor	e in			
1	assets at any time during the Information Regarding Foundation Mana		ructions.)						
_ 	List any managers of the foundation who have before the close of any tax year (but only if t	contributed more hey have contribute	ed more than \$5,00	00) (See section 507	(d)(2) )	n			
b	List any managers of the foundation who own ownership of a partnership or other entity) o				arge portion of the				
2	Information Regarding Contribution, Gra	nt, Gift, Loan, Scl	holarship, etc., Pr	ograms:					
	Check here ▶ ☑ If the foundation only make unsolicited requests for funds If the foundat					nder			
	other conditions, complete items 2a, b, c, an	d d							
а	The name, address, and telephone number or e-mail address of the person to whom applications should be addressed AJL CHARITABLE FOUNDATION								
	3295 COOK STREET DENVER, CO 80205								
	(720) 308-4431								
_	KPETRIE@AJLFOUNDATION ORG								
b	The form in which applications should be sub APPLICATIONS AND GRANT GUIDELINES ARE WWW AJLFOUNDATION ORG THE FIRST ST MORE THAN THREE PAGES AND SHOULD INC ORGANIZATION, AND YOUR ORGANIZATION	E AVAILABLE FROM TEP IN THE APPLICA LLUDE 1 A BRIEF S	THE FOUNDATION ATION PROCESS IS STATEMENT OF ISS	SEE THE WEBSITE F TO SUBMIT A LETTEI UES TO BE ADDRESS	R OF INQUIRY WHIC SED, THE HISTORY A	H SHOULD BE NO AND GOALS OF YOU			
	ARE REQUESTING SUPPORT, INCLUDING AN APPROXIMATE STARTING DATE AND DURATI REQUESTED FROM THE FOUNDATION, AND I THE LETTER OF INQUIRY IS ACCEPTED YOU	ON OF THE PROPOS NFORMATION ABOU	SED ACTIVITIES 4 JT OTHER SOURCES	THE TOTAL AMOUNT S OF SUPPORT, BOTH	FOF FUNDING NEED ASSURED AND REC	DED, THE AMOUNT QUESTED ONCE			
C	Any submission deadlines								
	APPLICATIONS ARE ACCEPTED YEAR ROUND	h h !	allamana alsa 1919	Salda Junda S					
d	Any restrictions or limitations on awards, suc factors  THE ALL CHARITARIE FOLINDATION SUPPORT	, , , , , ,				ED WOMEN AND			
THE AJL CHARITABLE FOUNDATION SUPPORTS ACTIVITIES IN THE FOLLOWING AREAS EDUCATION BATTERED AND ABUSED WOMEN CHILDREN HOMELESSNESS THE ARTS ELIGIBILITY THE FOUNDATION MAKES GRANTS ONLY TO TAX-EXEMPT ORGANIZATIONS WITH CLASSIFICATIONS FROM THE INTERNAL REVENUE SERVICE AND GRANTS TO INDIVIDUALS FOR EDUCATION BASED UPON A FINANCIA THE FOUNDATION MAY PROVIDE SCHOLARSHIP OR FELLOWSHIP SUPPORT TO INDIVIDUALS THE FOUNDATION DOES NOT MAKE GR FOR RESEARCH PROJECTS OR GIVE SUPPORT TO CONFERENCES, SEMINARS, MEDIA EVENTS, OR WORKSHOPS UNLESS THEY ARE AN INTEGRAL PART OF A BROADER PROGRAM THE FOUNDATION DOES NOT PROVIDE SUPPORT FOR THE PRODUCTION AND DEVELOPMENT TELEVISION AND RADIO PROGRAMMING						TIONS WITH 501(C) A FINANCIAL NEED IT MAKE GRANTS EY ARE AN			



er gross amounts unless otherwise indicated	Unrelated bus	iness income	Excluded by section	512, 513, or 514	(e) Related or exemp
	(a)	(b)	(c)	(d)	function income (See instructions
Program service revenue	Business code	Amount	Exclusion code	Amount	(00001. 001.01.0
)					
3					
1					
<u> </u>					
Fees and contracts from government agencies					
Membership dues and assessments.					
Interest on savings and temporary cash				100 505	
Investments			14 14	130,695 138,365	
Net rental income or (loss) from real estate			14	130,303	
Debt-financed property					
Not debt-financed property					
Net rental income or (loss) from personal property					
Other investment income	900099	93	14	485	
Gain or (loss) from sales of assets other than inventory			18	-66,471	
Net income or (loss) from special events				•	
Gross profit or (loss) from sales of inventory					
Other revenue	000000	25.040			
AT MLP FUND  AT MLP FUND 1231	900099	-25,818 -792			
l					
<u> </u>					
		26 547		203,074	
Subtotal Add columns (b), (d), and (e).		-26,51/			
Total. Add line 12, columns (b), (d), and (e)		-26,51/	1	3	
Subtotal Add columns (b), (d), and (e)  Total. Add line 12, columns (b), (d), and (e)  worksheet in line 13 instructions to verify calculations to the columns of activities to the columns.	ns )				
Total. Add line 12, columns (b), (d), and (e) worksheet in line 13 instructions to verify calculation t XVI-B Relationship of Activities to the Explain below how each activity for which	ns ) e Accomplishr income is reported	nent of Exemp	ot Purposes Part XVI-A contribu	3tted importantly to	176,55
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rt XVI-B  Relationship of Activities to the Roland below how each activity for which the accomplishment of the foundation's ex	ns ) e Accomplishr income is reported	nent of Exemp	ot Purposes Part XVI-A contribu	3tted importantly to	176,55
worksheet in line 13 instructions to verify calculation t XVI-B  Relationship of Activities to the Explain below how each activity for which the accomplishment of the foundation's explain below how the foundation's explain below how each activity for which the accomplishment of the foundation's explain below how each activity for which the accomplishment of the foundation's explain below how each activity for which the accomplishment of the foundation's explain the foundation of the foundation	ns ) e Accomplishr income is reported	nent of Exemp	ot Purposes Part XVI-A contribu	3tted importantly to	176,5
Total. Add line 12, columns (b), (d), and (e) worksheet in line 13 instructions to verify calculationt XVI-B  Relationship of Activities to the end.  Explain below how each activity for which the accomplishment of the foundation's explain below to the foundation's explain be	ns ) e Accomplishr income is reported	nent of Exemp	ot Purposes Part XVI-A contribu	3tted importantly to	176,5
Total. Add line 12, columns (b), (d), and (e) worksheet in line 13 instructions to verify calculationt XVI-B  Relationship of Activities to the end.  Explain below how each activity for which the accomplishment of the foundation's explain below to the foundation's explain be	ns ) e Accomplishr income is reported	nent of Exemp	ot Purposes Part XVI-A contribu	3tted importantly to	176,5
Total. Add line 12, columns (b), (d), and (e) worksheet in line 13 instructions to verify calculationt XVI-B  Relationship of Activities to the end.  Explain below how each activity for which the accomplishment of the foundation's explain below to the foundation's explain be	ns ) e Accomplishr income is reported	nent of Exemp	ot Purposes Part XVI-A contribu	3tted importantly to	176,5
Total. Add line 12, columns (b), (d), and (e) worksheet in line 13 instructions to verify calculation to the total state of the No. Explain below how each activity for which the accomplishment of the foundation's ex	ns ) e Accomplishr income is reported	nent of Exemp	ot Purposes Part XVI-A contribu	3tted importantly to	176,55
Total. Add line 12, columns (b), (d), and (e) worksheet in line 13 instructions to verify calculationt XVI-B  Relationship of Activities to the Section of Section 1. Section	ns ) e Accomplishr income is reported	nent of Exemp	ot Purposes Part XVI-A contribu	3tted importantly to	176,55
Total. Add line 12, columns (b), (d), and (e) worksheet in line 13 instructions to verify calculationt XVI-B  Relationship of Activities to the Section of Section 1. Section	ns ) e Accomplishr income is reported	nent of Exemp	ot Purposes Part XVI-A contribu	3tted importantly to	176,5

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

ď	art XVII	Exempt Organi	zations						-				
1	Did the oi (c) of the	rganization directly or in Code (other than section	directly engag	ge in a rganiz	iny of the ations) o	following with air in section 527,	ny other o relating to	rganızatıc political	n described in sect organizations?	ion 501		Yes	No
		from the reporting foun								F			
	( <b>1)</b> Cash	1								. [:	1a(1)		No
-	( <b>2)</b> Othe	er assets								[	1a(2)		No
b	Other tra	nsactions											
	( <b>1)</b> Sale	s of assets to a nonchar	ıtable exempt	organ	nzation.					[:	1b(1)		No
-	<b>(2)</b> Purc	hases of assets from a r	oncharitable (	exemp	ot organiz	zation				· ·	1b(2)		No
-	<b>(3)</b> Rent	tal of facilities, equipmen	nt, or other as	sets.							1b(3)		No
	(4) Reimbursement arrangements									1b(4)		No	
	(5) Loans or loan guarantees								1b(5)		No		
		rmance of services or m	•		-					F	1b(6)		No
	_	of facilities, equipment, r								_	1c		No
		swer to any of the above ods, other assets, or ser											
		insaction or sharing arra											
			lassi e				(1) 5						
(a)	Line No	(b) Amount involved	(c) Name of r	noncnar	ritable exe	mpt organization	(a) Des	scription of	transfers, transactions	s, and snari	ng arrai	ngemen	ts
<b>2</b> a :	Is the fou	indation directly or indire	ectly affiliated	with,	or relate	d to, one or more	e tax-exen	npt organi	zations	_		_	
	described	I in section 501(c) of the	Code (other	than s	ection 50	01(c)(3)) or in se	ction 527?			∟	Yes	<b>✓</b> N	0
b :	[f "Yes," o	complete the following s						•					
		(a) Name of organization	on	-	(1	<b>b)</b> Type of organizat	ion		(c) Description	n of relatior	iship		
				-									
	Und	der penalties of perjury,	I declare that	I hav	e examın	ed this return, in	cluding ac	companyı	ng schedules and s	tatements	s, and	to the	best
	I	ny knowledge and belief		rrect,	and com	plete Declaration	of prepar	er (other	than taxpayer) is b	ased on a	ıll ınfor	mation	ı of
Sig	,	ch preparer has any kno	wieage		1				ı	May the IR	C diceir	c thic re	oturn
He	re	*****				2017-06-30	\_*	*****		with the pro			
		Signature of officer or t	rustee			Date	<b>/</b> ⊤	itle		(see instr )	<sup>7</sup> 🗌 <b>Y</b>	es 🗆 N	lo
		D		D.,									
		Print/Type preparer's	s name	Prepa	rer's Sıgr	nature	Date		Check if self-	PTIN			
									employed ▶ □	F	00580	823	
Pa	id	ALAN BRANDT					2017	'-09-27	' '				
	epare:	r	DDOCECCION	AL CE:	OLID								
	e Only		PROFESSION	AL GRO	UUP					Firm's EII	N ▶20-	80197	14
	,	•	303 E DRY CF	REEK F	RD STE 4	00							
			ICLEWOOD O	.0 00	112					Phone no	(303	771-0	0123
		ENGLEWOOD, CO 80112								, -			

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation (a) Name and address Title, and average (c) Compensation (If (d) Expense account, hours per week not paid, enter Contributions to (e) other allowances (b) devoted to position -0-) employee benefit plans and deferred compensation JOHN W LAWTON PRESIDENT 5 00 PO BOX 3339 LITTLETON, CO 80161 CHRIS MELBY 0 VICE PRESIDE 5 00 PO BOX 3339 LITTLETON, CO 80161 0 KATHRYN L MOHRBACHER TREAS/EXEC D 3,645 5 00 PO BOX 3339 DARRELL SCHULTE DIRECTOR 0 5 00 PO BOX 3339 LITTLETON, CO 80161

LITTLETON, CO 80161				
MARJORIE M RUDDEN	SECRETARY 5 00	0	0	C
PO BOX 3339 LITTLETON, CO 80161				
ERIN CREGAR	DIRECTOR	0	0	C
PO BOX 3339 LITTLETON, CO 80161	5 00			

0

1,435

DIRECTOR

EXEC DIR

40 00

5 00

VINCENT NGUYEN

PO BOX 3339 LITTLETON, CO 80161

KRISTI PETRIE

PO BOX 3339 LITTLETON, CO 80161

Recipient If recipient is an individual, Foundation Purpose of grant or Amount show any relationship to status of contribution

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

Name and address (home or business)	or substantial contributor	recipient		
a Paid during the year				
ANCHOR CENTER FOR BLIND CHILDREN	NONE	PC	GENERAL OPERATING SUPPORT	5,0

a Paid during the year				
ANCHOR CENTER FOR BLIND CHILDREN 2550 ROSLYN STREET DENVER, CO 80238	NONE	PC	GENERAL OPERATING SUPPORT	5,000

DENVER, CO 80238				
BAYAUD ENTERPRISES 33 W BAYAUD AVE DENVER, CO 80223	NONE	PC	GENERAL OPERATING SUPPORT	5,00

BAYAUD ENTERPRISES 333 W BAYAUD AVE DENVER, CO 80223	NONE	PC	GENERAL OPERATING SUPPORT	5,000
BOYS & GIRLS CLUB OF VISTA 410 W CALIFORNIA AVE VISTA, CA 92083	NONE	PC	CAPITAL REQUEST-VARIOUS	10,000
CASA ADVOCATES FOR CHILDREN	NONE	DC.	DROCRAM SURBORT LECACY	EE 000

DENVER, CO 80223				
BOYS & GIRLS CLUB OF VISTA 410 W CALIFORNIA AVE VISTA, CA 92083	NONE	PC	CAPITAL REQUEST-VARIOUS	10,000
CASA ADVOCATES FOR CHILDREN 10855 E BETHANY DR 200 AURORA, CO 80014	NONE	PC	PROGRAM SUPPORT-LEGACY PROGRAM	55,000

VISTA, CA 92083				
CASA ADVOCATES FOR CHILDREN 10855 E BETHANY DR 200 AURORA, CO 80014	NONE	PC	PROGRAM SUPPORT-LEGACY PROGRAM	55,000
CASA DE AMPARO 325 BUENA CREEK ROAD	NONE	PC	GENERAL OPERATING SUPPORT	47,500

VISTA, CA 92003				
CASA ADVOCATES FOR CHILDREN 10855 E BETHANY DR 200 AURORA, CO 80014	NONE	PC	PROGRAM SUPPORT-LEGACY PROGRAM	55,000
CASA DE AMPARO 325 BUENA CREEK ROAD SAN MARCOS, CA 92069	NONE	PC	GENERAL OPERATING SUPPORT	47,500

10855 E BETHANY DR 200 AURORA, CO 80014	NONE	PC	PROGRAM PROGRAM	55,000
CASA DE AMPARO 325 BUENA CREEK ROAD SAN MARCOS, CA 92069	NONE	PC	GENERAL OPERATING SUPPORT	47,500
			·	

AURORA, CO 80014			11001011	
CASA DE AMPARO 325 BUENA CREEK ROAD SAN MARCOS, CA 92069	NONE	PC	GENERAL OPERATING SUPPORT	47,500
Total				650,250

325 BUENA CREEK ROAD SAN MARCOS, CA 92069	NONE	1	GENERAL OPERATING SOFFORT	47,300
Total				650,250

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	recipient		
a Paid during the year				
CENTUS (CENTUS COUNSELING CONSULTIN 2696 S COLORADO BLVD 380 DENVER, CO 80222	NONE	PC	PROGRAM SUPPORT-CENTUS SCHOOL	10,000
CLAYTON EARLY LEARNING 3801 MARTIN LUTHER KING B DENVER, CO 80205	NONE	PC	GENERAL OPERATING SUPPORT	18,250
COLORADO I HAVE A DREAM FOUNDATION 1836 GRANT ST 2 DENVER, CO 80203	NONE	PC	PROGRAM SUPPORT	20,000
CSU FOUNDATION 1501 CAMPUS DELIVERY FT COLLINS, CO 805231501	NONE	PC	PROGRAM SUPPORT- COMMUNITY LITERACY C	10,000
CSU FOUNDATION 1501 CAMPUS DELIVERY FT COLLINS, CO 805231501	NONE	PC	PROGRAM SUPPORT-FOSTERING SUCCESS	14,430

Total . 3a

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	recipient		
a Paid during the year				
CSU-FOUNDATION 1501 CAMPUS DELIVERY FT COLLINS, CO 805231501	NONE	PC	PROGRAM SUPPORT-CAMPUS CONNECTIONS	15,000
DENVER MUSEUM OF NATURE & SCIENCE 2001 COLORADO BLVD DENVER, CO 80205	NONE	PC	PROGRAM SUPPORT-TEACHER PROF DEV	15,000
DENVER MUSEUM OF NATURE & SCIENCE 2001 COLORADO BLVD DENVER, CO 80205	NONE	PC	PROGRAM SUPPORT-TEEN SCIENCE SCHOLAR	10,000
ENERGY OUTREACH COLORADO 225 E 16TH AVE DENVER, CO 80203	NONE	PC	GENERAL OPERATING SUPPORT	15,000
EXCELSIOR YOUTH CENTER FOUNDATION 15001 E OXFORD AVE AURORA, CO 80014	NONE	PC	GRANT-EDUCATION PROGRAM	30,000

Total . 3a 650,250

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	recipient		
a Paid during the year				
FAMILY HOMESTEAD 999 DECATUR ST DENVER, CO 80204	NONE	PC	GENERAL OPERATING SUPPORT	45,000
FAMILY PROMISE OF GREATER DENVER PO BOX 40550 DENVER, CO 80204	NONE	PC	GENERAL OPERATING SUPPORT	15,000
I HAVE A DREAM OF BOULDER COUNTY 5390 MANHATTAN CIR BOULDER, CO 80303	NONE	PC	GRANT-PRE-COLLEGIATE PROGRAM	30,000
I HAVE A DREAM OF BOULDER COUNTY 5390 MANHATTAN CIR BOULDER, CO 80303	NONE	PC	GRANT-TUTORING & MENTORING PROGRAMS	30,000

I HAVE A DREAM OF BOULDER COUNTY 5390 MANHATTAN CIR BOULDER, CO 80303	NONE	PC	GRANT-PRE-COLLEGIATE PROGRAM	
I HAVE A DREAM OF BOULDER COUNTY 5390 MANHATTAN CIR BOULDER, CO 80303	NONE	PC	GRANT-TUTORING & MENTORING PROGRAMS	

PC PROGRAM SUPPORT-CIRCLE OF 60,688

PARENTS IN

ILLUMINATE 1530 W 13TH AVE STE 118 NONE DENVER, CO 80204

Total . . За

650,250

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment Recipient If recipient is an individual, Foundation Purpose of grant or Amount show any relationship to status of contribution any foundation manager recipient Name and address (home or business) or substantial contributor a Paid during the year ILLUMINATE 1531 W 13TH AVE STE 118 NONE PC PROGRAM SUPPORT-SMART 19,882 DENVER, CO 80205 CHOICES, SAFE NONE PC 25,000 INVEST IN KIDS PROGRAM SUPPORT - THE 1775 SHERMAN ST STE 2075 INCREDIBLE YEA

DENVER, CO 80203				
LABORATORY TO COMBAT HUMAN TRAFFICK 1031 33RD ST 237 DENVER, CO 80205	NONE	PC	PROGRAM SUPPORT-ANTI- TRAFFICKING TRA	10,000
LUTHERAN FAMILY SERVICES 363 S HARLAN ST 200	NONE	PC	GRANT-KPC RESPITE CENTER	45,000

1031 33RD ST 237 DENVER, CO 80205				
LUTHERAN FAMILY SERVICES 363 S HARLAN ST 200 DENVER, CO 80226	NONE	PC	GRANT-KPC RESPITE CENTER	45,0
METRO CARERING 1100 E 18H AVE	NONE	PC	GRANT	10,0

DENVEN, CO COZOS				
LUTHERAN FAMILY SERVICES 363 S HARLAN ST 200 DENVER, CO 80226	NONE	PC	GRANT-KPC RESPITE CENTER	45
METRO CARERING 1100 E 18H AVE	NONE	PC	GRANT	10

3a

363 S HARLAN ST 200 DENVER, CO 80226	1.0.12	. 0		15,000
METRO CARERING 1100 E 18H AVE DENVER, CO 80203	NONE	PC	GRANT	10,000
Total				650,250

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment Recipient If recipient is an individual, Foundation Purpose of grant or Amount contribution show any relationship to status of any foundation manager recipient Name and address (home or business) or substantial contributor a Paid during the year PEO INTERNATIONAL NONE PC **SCHOLARSHIPS** 5,000 6297 VACQUERO DR CASTLE ROCK, CO 80108

5,000

650,250

SHRINERS HOSPITALS FOR CHILDREN 2425 STOCKTON BOULEVARD SACRAMENTO, CA 95817	NONE	PC	GENERAL OPERATING SUPPORT	
UNIVERSITY HILLS ROTARY CLUB	NONE	PC	SCHOLARSHIPS	

VOTOES FOR SUIT PREM	NONE	5	CDANIT	
1650 FILLMORE STREET 170 DENVER, CO 80206	NONE	rc	SCHOLARSHIPS	
UNIVERSITY HILLS ROTARY CLUB	NONE	PC	SCHOLARSHIPS	

DENVER, CO 80206				i
/OICES FOR CHILDREN 2851 MEADOWLARK DRIVE	NONE	PC	GRANT	

Total.

За

DENVER, CO 80206				
VOICES FOR CHILDREN	NONE	PC	GRANT	6

DENVER, CO 80206				
VOICES FOR CHILDREN	NONE	PC	GRANT	
2851 MEADOWLARK DRIVE				

VOICES FOR CHILDREN	NONE	PC	GRANT	6,000
2851 MEADOWLARK DRIVE				
SAN DIEGO, CA 92123				

efile GRAPHIC print - DO NOT P	efile GRAPHIC print - DO NOT PROCESS As Filed Data - DLN: 93491279005137							
TY 2016 Accounting Fe	ees Sche	dule						
Name: THE AJL CHARITABLE FOUNDATION  EIN: 45-0677796								
Category Amount Net Investment Adjusted Net Disbursements Income Income For Charitable Purposes								

2,610

TAX PREPARATION FEE

ACCOUNTING FEES

2,225

2,225

2,610

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## **TY 2016 Investments Corporate Bonds Schedule**

Name: THE AJL CHARITABLE FOUNDATION

**ETN:** 45-0677796

<b>EIN:</b> 45-0677796				
Name of Bond	End of Year Book Value	End of Year Fair Market Value		
ALPHABET INC GLBL 3.625% 5/19/21	108,224	106,047		
BANK OF AMER FDG CORP 5.65% 5/1/18	105,156	104,776		
BERKSHIREHATHAWAY CORP 5.4% 5/15/18	114,911	105,244		
BLACKROCK INC 4.25% 5/24/2021	110,582	107,613		
BLACKROCK INC 3.5% 3/18/2024	107,012	103,568		
CATERPILLER FINL 4/15/18	115,530	104,801		
CHEVRON CORP 4.95% 3/3/19	107,869	106,857		
CISCO SYS INC 5.5% 2/22/16				
CISCO SYSTEMS IN 1/15/20	83,118	80,380		
CITIGROUP INC 2.5% 9/16/18	100,773	100,957		
COMCAST CORP 3.375% 8/15/25	80,031	75,453		
CONOCOPHILLIPS 3.35% 5/15/25	88,578	98,677		
CONOCOPHILLIPS 5.75% 2/1/2019	118,429	107,437		
COSTCO WHSL CORP 1.7% 12/15/19	100,090	99,894		
DISNEYWALTCOMTNS 5.625% 9/15/16				
DUPONTEEIDENEMOURS 4.625% 1/15/2020	110,703	106,815		
GENERALELECCO 5.25% 12/06/2017	78,414	77,696		
GENERALELECTRICCAPCORP 4.625% 1/7/20	79,563	81,436		
GLAXO SMITH KLINE	79,475	79,051		
GOLDMANSACHSGRP 5.25% 07/27/2021	109,882	109,599		

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GOLDMANSACHSGRP 2.625% 01/31/2019	101,181	101,075
GOOGLE INC 5/19/21		
HONEYWELL INTL INC 5% 2.15.19		
INTEL CORP 10/1/16		
INTEL CORP 3.3% 10/1/21	104,245	103,917
JPMORGAN CHASE 4.4% 7/22/20	79,798	79,666
JP MORGAN CHASE 3/1/16		
MERCK & CO INC 3.875% 01/15/21	106,935	106,121
MORGAN STANLEY 5.5% 7/28/21	113,826	110,814
MORGAN STANLEY 4.75 % 3/22/17	106,066	100,753
NBC UNIVERSAL 4/1/16		
ORACLECORP 5.25% 1/15/16		
ORACLECORP 3.4% 7/8/24	103,793	101,891
ORACLECORP 3.625% 7/15/23	104,724	104,808
PEPSICO INCSR 4.5% 1/15/2020	109,988	107,605
PEPSICO INCSR 3.60% 03/01/2024	105,129	104,298
PFIZER INC 2.1% 5/15/19	101,247	100,927
SHELL INTL 9/22/19	106,348	106,084
STATE STR CORP 2.875% 3/7/16		
UNITED TECH CORP 12/11/17		

Name of Bond	End of Year Book Value	End of Year Fair Market Value
VERIZON COMM 5.5% 2/15/18	105,886	104,344
WAL MART STORES INC 3.30% 04/22/2024	104,704	102,825
WELLS FARGO 12/11/17	113,020	103,676
WELLS FARGO 3% 1/22/21	101,914	101,758

## **TY 2016 Investments Corporate Stock Schedule**

Name: THE AJL CHARITABLE FOUNDATION

**EIN:** 45-0677796

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AETNA INC	38,715	111,609
ALLIANCE DATA SERVICES	30,218	50,956
ALLERGAN PLC SHRS	145,788	112,565
ALPHABET INC CAP STK CL C	123,722	194,499
ALPHABET INC CAP STK CL A	24,027	61,019
AMAZON.COM	109,284	218,212
AMERICAN EXPRESS CO COM	90,613	90,378
AMERICAN TOWER CORPORATION	98,220	93,632
ANADARKO PETE CORP	105,480	114,009
APPLE INC	60,177	113,619
AT DISCIPLINED EQUITY FUND	470,212	487,062
AUTOMATIC DATA PROCESSING	94,900	173,184
BLACKROCK INC	60,515	95,896
BOEING CO COM	45,328	90,294
CAPITAL ONE FINCL CORP	46,994	79,214
CIGNA CORP COM	59,218	57,358
CISCO SYSTEMS	66,333	104,108
CITIGROUP INC	50,002	79,933
CITRIX SYS INC CO		
COLGATE PALMOLIVE	83,477	83,763
COMCAST CORP	84,514	141,898
CVS HEALTH CORP COM	49,453	80,883
DANAHER CORP	49,903	94,186
DELL TECHNOLOGIES INC	18,358	21,383
DOLLAR GENERAL CORP NEW	51,895	84,069
EMC CORP MASS		
EOG RES INC COM	45,901	55,605
EQT CORP		
EXPRESS SCRIPTS HLDG	71,130	86,813
FIDELITY NATL INFORMATION	31,159	69,211

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FISERV INC	31,263	89,275
FORTIVE CORP COM	15,526	32,446
G E	82,125	132,088
HARBOR INTL FUND		
HOME DEPOT	59,733	105,655
IVA INTL FUND CLASS I	1,145,724	1,096,592
JOHNSON & JOHNSON	75,159	110,026
JP MORGAN CHASE	66,847	150,576
KINDER MORGAN INC	81,218	79,837
MACY'S INC	70,432	49,418
MCKESSON CORP COM	64,208	48,455
MEDTRONIC INC	112,062	105,064
MERCK & CO	57,322	83,007
MICROSOFT CORP	82,473	180,517
NEXTERA ENERGY INC	60,513	67,495
OMNICOM GROUP INC	49,879	60,854
ORACLE CORP	87,301	111,890
PEPSICO INC	77,537	99,817
PIONEER NAT RES CO COM	26,672	28,091
PRAXAIR	75,000	81,447
PRUDENTIAL FIN INC COM	92,694	111,656
QUALCOMM INC	93,499	93,497
SIMON PPTY GROUP INC	55,611	65,383
SOURCE PETROLEUM INC	1	1
STRYKER CORP	47,886	106,032
THERMO FISHER SCIENTIFIC	64,389	68,433
TJX COS	25,179	49,586
TWEEDY BROWNE GLOBAL VALUE FUND 1	1,164,839	1,130,988
TYCO INTL PLC SHS		
UNION PACIFIC	55,865	80,870

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UNITED HEALTH GROUP	52,243	143,236
UNITED TECHNOLOGIES	56,476	78,926
US BANCORP	82,561	116,353
VERIZON COMMUNICATIONS INC		
VF CORP	32,983	47,962
VIRTUS EMERGING MARKETS	675,181	638,039
VISA INC	95,779	127,017
WALGREENS BOOTS ALLIANCE INC	78,433	77,794
WELLS FARGO	92,082	137,500
WILLIAMS CO		

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<b>TY 2016 Investments Govern</b>	nent Obligations S	chedule
Name:	THE AJL CHARITABLE	FOUNDATION
EIN:	45-0677796	
US Government Securities - End of Year Book Value:	887,3	304
US Government Securities - End of Year Fair Market Value:	862,7	722
State & Local Government Securities - End of Year Book Value:		
State & Local Government Securities - End of Year Fair Market Value:		

TY 2016 Investments - Other Schedule
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DLN: 93491279005137

Name: THE AJL CHARITABLE FOUNDATION

**EIN:** 45-0677796

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Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AT MLP FUND LLC	AT COST	582,908	964,999

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TY 2016 Legal Fees Schedu	ıle			
<del>-</del>				
	ne: THE AJL CHAIN: 45-0677796	ARITABLE FOUNDA	ATION	
Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SHERMAN & HOWARD	1,269	635		634

OTHER

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TY 2016 Other Expenses Schedule						
Name:	THE AJL CHARI	TABLE FOUNDATI	ON			
EIN:	45-0677796					
Other Expenses Schedule						
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes		
EXPENSES						

Other Expenses Schedule					
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes	
EXPENSES					
SUBSCRIPTION/MEMBERSHIP FEES	3,889			3,889	
PORTFOLIO DEDUCTION-ATLANTIC					
AT MUR BOYALTY EVE DEDUCTION	7	7			

	Books		Purposes
EXPENSES			
SUBSCRIPTION/MEMBERSHIP FEES	3,889		3,889
PORTFOLIO DEDUCTION-ATLANTIC			
AT MLP ROYALTY EXP DEDUCTION	7	7	
AT MLP PORTFOLIO DEDUCTION			
AT MLP LLC	10,492	10,492	
AT MLP LLC CASH CONTRIBUTIONS	37	37	

TORTIOLIO DEDUCTION ATEANTIC			
AT MLP ROYALTY EXP DEDUCTION	7	7	
AT MLP PORTFOLIO DEDUCTION			
AT MLP LLC	10,492	10,492	
AT MLP LLC CASH CONTRIBUTIONS	37	37	
BUSINESS REGISTRATION FEE			
WERSITE EVDENSES	403		403

AT MER FORTI OLIO DEDOCTION			
AT MLP LLC	10,492	10,492	
AT MLP LLC CASH CONTRIBUTIONS	37	37	
BUSINESS REGISTRATION FEE			
WEBSITE EXPENSES	403		403
POSTAGE & MAILING	547		547

Description
Revenue and Expenses per Books
Revenue and Income
Adjusted Net Income
Charitable Purposes
382

750

163

1.695

750

163 1,695

Other Expenses Schedule

RENT, PARKING, UTILITIES

HARDWARE/SOFTWARE UPDATES

INSURANCE

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### TY 2016 Other Income Schedule

Name: THE AJL CHARITABLE FOUNDATION

**EIN:** 45-0677796

Other Income Schedule				
Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income	
AT MLP FUND LLC	285	285		
STATE INCOME TAX REFUND	200	200		
AT MLP FUND LLC-ROYALTIES	93			
AT MLP FUND	-25,818		-25,818	
AT MIP FUND 1231	-792		-792	

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TY 2016 Other Increases Sche	dule		_
Name:	THE AJL CHAR	ITABLE FOUNDATION	
EIN:	45-0677796		
De	escription		Amount
BOOK/TAX DIFFERENCES			85,865

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TY 2016 Other Notes/Loans Receivable Short Schedule				
-				
Name:	THE AJL CHAF	RITABLE FOUNDATION		ļ
EIN:	45-0677796			
Name of 501(c)(	(3) Organizatio	n	Balance Due	
SYNERGY NOTE REC			3,0	.88 88L

Category	Amount	Net Investment	Adjusted Net	Disbursements		
<b>EIN:</b> 45-0677796						
Name: THE AJL CHARITABLE FOUNDATION						
TY 2016 Other Professional Fees Schedule						
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<b>EIN:</b> 45-0677796				
Category	Amount	Net Investment Income	Adjuste Inco	

CONSULTANT

ADP PROCESSING FEES

EIN:	45-0677796		
	Amount	Net Investment	Adj

Category	Amount	Net Investment Income	Adjusted Net Income	Disburse for Char Purpo
INVESTMENT ADVISOR FEES	93.103	93.103		

16,000

1,056

Category	Amount	Income	Income	for Charitable Purposes
INVESTMENT ADVISOR FEES	93,103	93,103		
GRANTMAKING - CONTRACTOR	9,741			9,741

INVESTMENT ADVISOR FEES	93,103	93,103	
GRANTMAKING - CONTRACTOR	9,741		9,741
OTHER INVEST FEE-AT	9	9	

16,000

1,056

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TY 2016 Taxes Schedule				
Name:	THE AJL CH	ARITABLE FOUNDA	TION	
EIN:	45-0677796			
Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ATLANTIC TRUST FOREIGN TAX	3,151	3,151		
AT MLP FOREIGN TAX	70	70		
BESSEMER TRUST FOREIGN TAX				
PENALTY & INT 2014				
NET FEDERAL TAXES PAID/REFUNDED	13,493			

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Schedule B (Form 990, 990-EZ,	Schedule of	Contributors	OMB No 1545-0047	
or 990-PF) Department of the Treasury Internal Revenue Service	2016			
Name of the organizat THE AJL CHARITABLE FO			Employer identification number	
Organization type (sh	alk ana)		45-0677796	
Organization type (ch	eck one)			
Filers of:	Section:			
Form 990 or 990-EZ 501(c)( ) (enter number) organization				
	4947(a)(1) nonexempt charitable tru	st <b>not</b> treated as a private foundation	on	
	☐ 527 political organization			
Form 990-PF	501(c)(3) exempt private foundation			
	4947(a)(1) nonexempt charitable tru	st treated as a private foundation		
	501(c)(3) taxable private foundation			
	ation filing Form 990, 990-EZ, or 990-PF that re r property) from any one contributor. Complete			
Special Rules				
under sections received from a	cion described in section 501(c)(3) filing Form 9 (509(a)(1) and 170(b)(1)(A)(vi), that checked Schay one contributor, during the year, total contribute 1h, or (ii) Form 990-EZ, line 1 Complete Par	nedule A (Form 990 or 990-EZ), Pai utions of the greater of <b>(1)</b> \$5,000 o	rt II, line 13, 16a, or 16b, and that	
during the year,	cion described in section 501(c)(7), (8), or (10) f total contributions of more than \$1,000 <i>exclusion</i> the prevention of cruelty to children or animals	<i>ely</i> for religious, charitable, scientif		
during the year, If this box is che purpose Do no	cion described in section 501(c)(7), (8), or (10) for contributions exclusively for religious, charitable cked, enter here the total contributions that were complete any of the parts unless the <b>General</b> lable, etc., contributions totaling \$5,000 or more	e, etc., purposes, but no such contre re received during the year for an ex <b>Rule</b> applies to this organization be	ributions totaled more than \$1,000 xclusively religious, charitable, etc., ecause it received nonexclusively	
990-EZ, or 990-PF), bu	on that is not covered by the General Rule and/ont that is not covered by the General Rule and/ont that it does form 990PF, Part I, line 2, to certify that it does	orm 990, or check the box on line H	l of its	
For Paperwork Reduction for Form 990, 990-EZ, or 9	·	at No 30613X Schedule	e B (Form 990, 990-EZ, or 990-PF) (2016)	

Schedule B (Form 99	0, 990-EZ, or 990-PF) (2016)		Page <b>3</b>		
	lame of organization HE AJL CHARITABLE FOUNDATION		Employer identification number		
THE ASE CHARTABLE I	CONDATION	45-06	577796		
Part II	Noncash Property		_		
(a) No.from Part I	(see instructions) Use duplicate copies of Part II if additional space is needed (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		
<u>_</u> _		Schedule B (Form 9	990, 990-EZ, or 990-PF) (2016)		

Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name: THE AJL CHARITABLE FOUNDATION

**FIN:** 45-0677796

**Business Name or Person Name:** 

**Taxpayer Identification Number:** Form, Line or Instruction

Reference:

Regulations Reference:

**Description:** ELECTION WAIVE NOL CARRYBACK

NOL CARRYBACK ELECTION UNDER IRC SECTION 172(B)(3), THE

Attachment Information: YEAR ENDING: DECEMBER 31, 2016 45-0677796 THE AJL CHARITABLE FOUNDATION 3295 COOK STREET DENVER, CO 80205

TAXPAYER ELECTS TO RELINQUISH THE ENTIRE CARRYBACK

PERIOD WITH RESPECT TO ANY REGULAR TAX AND AMT NET OPERATING LOSS INCURRED DURING THE CURRENT TAX YEAR.

#### UNANIMOPS WRITTEN CONSENS

OF

#### THE BOARD OF DIRECTORS

OF.

# The AJL Charitable Foundation A Colorado Nonprofit Corporation

Dated: June 23, 2016

The undersigned, constituting all of the Directors of the Board of Directors ("Board") of The AJL Charitable Foundation, a nonprofit corporation organized under the laws of the State of Colorado (the "Foundation"), acting pursuant to Colorado Revised Statutes § 7.128.201 and Section 5(e)(10) of the Bylaws of the Foundation, dated March 17, 2011, as amended by the Liest Amendment dated October 1, 2012 ("Bylaws"), do hereby adopt the following resolutions by unanimous written consent ("Consent"), effective as of the date first above written, with the same force and effect as if adopted at a duly noticed meeting of the Board at which a quorum was present:

Wifi REAS, Section 11(a) of the Bylaws provides that the Foundation's Board may sname the Bylaws:

WHEREAS, the undersigned, constituting all directors of the Board wish to amend the Bylaws to revise the provisions concerning the designation and term of directors of the Board and various other provisions;

Now, Therefore, Be IT RESOLVED, that the Board hereby amends the Bylaws as follows

- 1. Section 2(a) is amended in its entirety as follows.
  - "a. Principal Office. The principal office for the transaction of the autivities and affairs of the corporation (principal office) is located at 3295 Cook Street. Denvet. CO 80205. The board of directors (board) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this Section, or this Section may be amended to state the new location."
- 2. Section 5(b)(1) is amended in its entirety as follows:
  - "I. Authorized Number. The authorized number of directors of this corporation is up to nine (9), but such number may be increased or decreased by amendment to these bylaws, in the manner set forth in Section Eleven hereof. One of the nine seats will be reserved for a member of the "John W. Lawton family branch." as numinated by the John W. Lawton family branch. One of the nine seats will be reserved for a

member of the Anna beaton to per family branch as mounded by the "Anna baryton to per family branch." The designation of such lamily branch directors is made in beation 5(c)(1). If no member is nonlineded by a family branch, the scat designated by an hamily branch, the scat

- So thus Step is agregated in its entirety or follows:
  - Head of the tors that with standing the torgoing the director appointed to the sent reserved for the "bolin W. Lawton handly branch" (provided for in Section 5(b)(1)) shall be designated by toba W. Lawton andly branch" (provided for in Section 5(b)(1)) describints, and the director appointed to the sent reserved for the "Anna Lawton Cregor bandly branch" (provided for in Section 5(b)(1)) shall be designated by Anna Lawton Cregor, or, it shall be not living, then by her descendants
  - 2. Let me of Directors. With the exception of Amy 5 Lawton the term for each director should begin on the date such director is appointed to the Board of Directors and oball expire on the flind (3<sup>rd</sup>) anniversity of such Director's appointment to the Board Directors may serve unfurnitely onsecutive terms, subject to 5(c)(1) and (2)
  - 4. Qualifications. The designated directors shall consist of natural persons, eighteen (18) years or older, who share a passion for this corporation's mission and are interested in promoting and encounaging charachle, religious, or educational purposes within the meaning of section 5016 (3) of the internal Revenue Code."
- 4. Section Step(3) is unrended in its entirety as follows
  - "3. Annual Meeting, During any period of time during which the corporation has two or more directors, the Board shall hold an annual meeting for the transaction of husiness on the second friday of fanoncy each year or on such other day as may be determined by the board of directors. Notice of this meeting is not required.
- 5. Section 6(a) is amended in its entirety as follows:
  - "n, Officers of the Corporation. The officers of the corporation shall be a president, a secretary, and a measure. The corporation may also have, at the board's discretion, a chairman of the board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with Section Six c. of these bylaws. All officers of the corporation must be natural persons eighteen (18) years or older
- 6. Nection 6(g)(5) is amended in its entirety as follows:

#### "S. Tronsurer

(a) Books of Account. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the corporation's properties and business transactions, including accounts of its

assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at reasonable times.

(b) Deposit and Disbursement of Money and Valuables. The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate, shall disburse the corporation's funds as the board may order, shall render to the president, chairman of the board, if any, and the board, when requested, an account of all transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

FURTHER RESOLVED, that except as amended above, the Board hereby reaffirms and redeclares each and every provision of the Bylaws;

FURTHER RESOLVED, that The Bylaws of the Corporation, as amended and reaffirmed pursuant to paragraph this Consent, are adopted as the Bylaws of the Corporation, and the secretary of the Corporation is ordered to identify a copy thereof as having been approved by these minutes of action and to file such copy in the records of the Corporation;

FURTHER RESOLVED, that this Consent, when signed by all of the Directors of the Board, will constitute the record of a meeting of the Board, and the secretary of the Foundation is authorized to certify any of the actions taken as having been unanimously adopted by vote of the Board, effective as of the date first written above; and

FURTHER RESOLVED, that this Consent may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which shall together constitute one and the same Consent.

[Signatures on Following Page]

IN WITNESS WHEREOF, the undersigned Directors of the Board have evidenced their approval of the above proceedings and duly executed this Consent as of the date first above written.

BOARD OF DIRECTORS OF THE AJI
CHARITABLE FOUNDATION

Mariorie M. Rugden, Director

Chris Melby, Director

The undersigned, Marjorie M. Rudden, Secretary of The AJL Charitable Foundation ("Foundation"), certifies that this Unanimous Written Consent of the Board of Directors of The AJL Charitable Foundation, dated June 23, 2016, is a true and correct copy of such Consent adopted by the Board of Directors of the Foundation as of June 23, 2016.

Marjorie M. Rudden, Secretary

# SECOND AMENDED AND RESTATED

## **BYLAWS**

OF

# The AJL Charitable Foundation A Colorado Nonprofit Corporation

## Section One

#### Name

The name of this corporation is The AJL Charitable Foundation.

## Section Two

# Offices of the Corporation

- a. Principal Office. The principal office for the transaction of the activities and affairs of the corporation (principal office) is located at 3295 Cook Street, Denver, CO 80205. The board of directors (board) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this Section, or this Section may be amended to state the new location.
- b. Other Offices. The board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

## **Section Three**

# Purposes and Limitations

- a. General Purposes. This corporation is organized exclusively for charitable, religious or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States internal revenue law.
- b. Limitations. Notwithstanding any other provision of these bylaws, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States internal revenue law.

No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation except as provided in Section 501(h) of the Internal Revenue Code of 1986, and this corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

All corporate property is irrevocably dedicated to the purposes set forth in this Article Three. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for charitable, religious or educational purposes, and which has established its tax-exempt status under Section 501(e)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any future United States internal revenue law.

The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States internal revenue law.

The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States internal revenue law.

The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any future United States internal revenue law.

The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States internal revenue law.

# Section Four

## **Members**

This corporation shall have no members.

#### Section Five

#### Directors

#### a. Powers.

- 1. General Corporate Powers. Subject to the provisions and limitations of the Colorado Revised Nonprofit Corporation Act and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.
- 2. Specific Powers. Without prejudice to the general corporate powers set forth in Section Five a.1 of these bylaws, but subject to the same limitations, the directors shall have the power to:
- (a) Appoint and remove, at the pleasure of the board, all the corporation's officers, agents, and employees: prescribe powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws: and fix their compensation and require from them security for faithful performance of their duties.
- (b) Change the principal office or the principal business office in Colorado from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside Colorado; and designate any place within or outside Colorado for holding any meeting of members.
  - (c) Adopt and use a corporate seal and alter the forms of the seal.
- (d) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

#### b. Number of Directors.

- 1. Authorized Number. The authorized number of directors of this corporation is up to nine (9), but such number may be increased or decreased by amendment to these bylaws, in the manner set forth in Section Eleven hereof. One of the nine seats will be reserved for a member of the "John W. Lawton family branch." as nominated by the John W. Lawton family branch. One of the nine seats will be reserved for a member of the Anna Lawton Creger family branch, as nominated by the "Anna Lawton Creger family branch." The designation of such family branch directors is made in Section 5(c)(1). If no member is nominated by a family branch, the seat designated for such family branch will remain empty.
- 2. Performance of Duties. A director of the corporation shall perform his or her duties as a director, including his or her duties as a member of any committee of the board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such judgment as an ordinarily prudent person in a

like position would use under similar circumstances. In performing his or her duties, a 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 persons and groups listed in paragraphs (a), (b), and (c) of this Section Five; but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his or her duties shall not have any liability by reason of being or having been a director of the corporation. Those persons and groups on whose information, opinions, reports, and statements a director is entitled to rely upon are:

- (a) One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented:
- (b) Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such persons' professional or expert competence, or
- (c) A committee of the board upon which he or she does not serve, duly designated in accordance with the provision of the Articles of Incorporation or the Bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

# c. Designation and Term of Office.

- 1. Designation of Directors. Directors shall be designated by a majority of the Board of Directors. Notwithstanding the forgoing, the director appointed to the seat reserved for the "John W. Lawton family branch" (provided for in Section 5(b)(1)) shall be designated by John W. Lawton, or, if he is not living, then by his descendants, and the director appointed to the seat reserved for the "Anna Lawton Creger family branch" (provided for in Section 5(b)(1)) shall be designated by Anna Lawton Creger, or, if she is not living, then by her descendants.
- 2. Terms of Directors—The term for each director shall begin on the date such director is appointed to the Board of Directors and shall expire on the third  $(3^{rd})$  anniversary of such Director's appointment to the Board. Directors may serve unlimited consecutive terms, subject to 5(c)(1) and (2).
- 3. Qualifications. The designated directors shall consist of natural persons, eighteen (18) years or older, who share a passion for this corporation's mission and are interested in promoting and encouraging charitable, religious, or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

#### Vacancies on Board.

1. Events Causing Vacancy. A vacancy or vacancies on the board shall exist on the occurrence of the following: (a) the death or resignation of any director; (b) the declaration by resolution of the board of a vacancy in the office of a director who has been declared by an order of court to have engaged in fraudulent or dishonest conduct or gross abuse of authority or discretion pursuant to C.R.S. §7-128-109, or found by final order or judgment of any court to have breached a duty under the Standards of Conduct enumerated in C.R.S. §7-128-401 through 403 of the Colorado Revised Nonprofit Corporation Act provided, however, that a director who was

designated as a director, trather than elected) may be removed by the person or persons who designated that director, and may not be removed without the written consent of that person or persons

- 2. Resignation: Except as provided below, any director may resign by giving written notice to the chairman of the board, if any, or to the president or the secretary of the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of Colorado, no director may resign if the corporation would be left without a duly elected director or directors.
- 3. No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

## Director's Meetings.

- I. Place of Meetings. Meetings of the board may be held at any place within or outside Colorado that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.
- 2. Meetings by Telephone. A member of the board may participate in a meeting by telephone, electronic video screen, or other communications equipment if:
- (a) each participating board member can communicate with all members concurrently;
- (b) each board member is provided the means of participating in all matters before the board, including the capacity to propose or object to a specific action; and
- (c) the corporation adopts and implements a procedure which verifies that:
- (i) a person who is communicating by such means is a director entitled to participate in the board meeting, and
- (ii) all statements, questions, actions, or votes were made by that person and not by another person not permitted to participate as director.
- 3. Annual Meeting. During any period of time during which the corporation has two or more directors, the Board shall hold an annual meeting for the transaction of business on the second Friday of January each year or on such other day as may be determined by the board of directors. Notice of this meeting is not required.
- 4. Other Regular Meetings. Other regular meetings of the board may be held without notice at such time and place as the board shall fix from time to time.

# 5. Special Meetings.

(a) Authority to Call. Special meetings of the board for any purpose may be called at any time by the chairman of the board, if any, or by the president

# (b) Notice.

- (i) Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (1) by personal delivery of written notice; (2) by first-class mail, postage prepaid; (3) by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; or (4) by telegram, charges prepaid. Written notice may include facsimile, telegram, and electronic devices. Oral notice may include communication by electronic devices. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.
- (ii) Time Requirements. Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least 48 hours before the time set for the meeting
- (iii) Notice Contents. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.
- 6. Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the board, subject to the more stringent provisions of the Colorado Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions related to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the board, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.
- 7. Waiver of Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filled with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.
- **8.** Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

- 9. Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.
- 10. Action Without A Meeting. Any action that the board is required or permitted to take may be taken without a meeting if all members of the board consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in Section 5233 of the Colorado Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.
- f. Compensation and Reimbursement. Directors may receive such compensation, if any, for their services as directors or officers, and such reimbursement of expenses, as the board may determine by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

#### Section Six

#### Officers

- a. Officers of the Corporation. The officers of the corporation shall be a president, a secretary, and a treasurer. The corporation may also have, at the board's discretion, a chairman of the board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with Section Six c. of these bylaws. All officers of the corporation must be natural persons eighteen (18) years or older.
- b. Election of Officers. The officers of the corporation, shall be chosen annually by the board and shall serve at the pleasure of the board, subject to the rights, if any, of any officer under any contract of employment.
- c. Other Officers. The board may appoint and may authorize the chairman of the board, the president, or other officer, to appoint any other officers that the corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined by the board.
- d. Removal of Officers. Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the board and also, if the officer was not chosen by the board, by any officer on whom the board may confer that power of removal.
- e. Resignation of Officers. Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation

need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

f. Vacancies in Office. A vacancy in any office because of death, resignation, temoval, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for repular appointments to that office, provided, however, that vacancies need not be filled on an annual basis

# g. Responsibilities of Officers.

- Chairman of the Board. If a chairman of the board is elected he or she shall preside at meetings of the board and shall exercise and perform such other powers and duties as the board may assign from time to time. If there is no president, the chairman of the board shall also be the chief executive officer and shall have the powers and duties of the president of the corporation prescribed by these bylaws.
- 2. President Subject to such supervisory powers as the board may give to the chairman of the board, if any, and subject to the control of the board, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside at all members' meetings, if any, and, in the absence of the chairman of the board, or if there is none, at all board meetings. The president shall have such other powers and duties as the board or the bylaws may prescribe
- 3. Vice Presidents. If the president is absent or disabled, the vice presidents, if any, in order of their rank as fixed by the board or, if not ranked, a vice president designated by the board, shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice presidents shall have such other powers and perform such other duties as the board or the bylaws may prescribe

#### 4. Secretary.

- the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board, and of members' meetings, if any. The minutes of meetings shall include the time and place of that the meeting was held, whether the meeting was annual, regular, or special general and, if special, how authorized, the notice given, the names of those present at board and committee meetings, and the number of members present or represented at members' meetings, if any. The secretary shall keep or have kept at the principal office in Colorado, a copy of the articles of incorporation and bylaws, as amended to date.
- cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate, shall disburse the corporation's funds as the board may order, shall render to the president, chairman of the board, if any, and the board, when requested, an account of all transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

#### 5. Treasurer.

- (a) Books of Account The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at reasonable times.
- (b) Deposit and Disbursement of Money and Valuables. The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate, shall disburse the corporation's funds as the board may order, shall render to the president, chairman of the board, if any, and the board, when requested, an account of all transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

#### Section Seven

## Indemnification

- a. Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in C.R.S. §7-129-101 through 110, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in those Sections and including an action by or in the right of the corporation, by reason of the fact that such person is or was a person described by those Sections. Expenses", as used in this bylaw, shall have the same meaning as in C.R.S. §7-129-101 through 110.
- b. Approval of Indemnity. On written request to the board by any person seeking indemnification under C.R.S. §7-129-101 through 110, the board shall promptly determine in accordance with C.R.S. §7-129-106 whether the applicable standard of conduct set forth in C.R.S. §7-129-102 has been met and, if it has, the board shall authorize indemnification.
- c. Advancement of Expenses. To the fullest extent permitted by law and except as is otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under Section Seven (a) and (b) of these bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

# Section Eight

#### Insurance

The corporation shall have the power to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's or agent's status as such.

#### Section Nine

## Records and Reports

- a. Maintenance of Corporate Records. The corporation shall keep adequate and correct books and records of account; and written minutes of the proceedings of its members, if any, the board of directors, and committees of the board.
- b. Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.
- c. Annual Report. The board shall cause an annual report to be provided to its directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:
- 1. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
  - The principal changes in assets and liabilities, including trust funds.
- 3. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
- 4. The expenses or disbursements of the corporation for both general and restricted purposes.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This 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.

## Section Ten

# Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Colorado Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular and the term "person" includes both a legal entity and a natural person.

# Section Eleven

#### Amendments

- a. General. The board of directors may adopt, amend or repeal these by laws unless the action would materially and adversely affect the corporation's charitable purposes or the corporation's status as an organization exempt from taxation under Section 501(a) of the Internal Revenue Code as an organization described within Section 501(c)(3) of the Internal Revenue Code.
- b. High Vote Requirement. If any provision of these bylaws requires the vote of a larger proportion of the board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

#### CERTIFICATE

I, Marjoric M. Rudden, Secretary of The AJL Charitable Foundation ("Foundation"), certify that the forgoing Second Amended and Restated Bylaws, dated June 23, 2016, consisting of 11 pages, including this page, constitute a true and correct copy of such Bylaws as adopted by the Board of Directors of the Foundation pursuant to that certain Unanimous Written Consent of the Board of Directors of the AJL Charitable Foundation, dated June 23, 2016.

Marjorie M. Rudden, Secretary