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EXTENDED TO NOVEMBER 15, 2017
Return of Private Foundation

OMB No 1545-0052

2016

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

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 separate instructions is at www.irs.gov/form990pf.

For calendar year 2016 or tax year beginning , and ending

Name of foundation
THE IVANHOE CHARITABLE FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address) Room/suite
125 LOWER CROSS ROAD

City or town, state or province, country, and ZIP or foreign postal code
GREENWICH, CT 06831

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) J Accounting method: Cash Accrual
\$ **2,237.** (Part I, column (d) must be on cash basis) Other (specify)

A Employer identification number
46-5562336

B Telephone number
203-869-6097

C If exemption application is pending, check here

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

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

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))		(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	2,237.		N/A		
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
	3 Interest on savings and temporary cash investments					
	4 Dividends and interest from securities					
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10					
	b Gross sales price for all assets on line 6a					
	7 Capital gain net income (from Part IV, line 2)		0.			
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less Cost of goods sold						
c Gross profit or (loss)						
11 Other income						
12 Total. Add lines 1 through 11		2,237.	0.			
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					
	b Accounting fees					
	c Other professional fees					
	17 Interest					
	18 Taxes					
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications					
	23 Other expenses					
	24 Total operating and administrative expenses Add lines 13 through 23		0.	0.		0.
	25 Contributions, gifts, grants paid		0.			0.
26 Total expenses and disbursements. Add lines 24 and 25		0.	0.		0.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		2,237.				
b Net investment income (if negative, enter -0-)			0.			
c Adjusted net income (if negative, enter -0-)				N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		2,237.	
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis			
Less accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis				
Less accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		0.	2,237.	2,237.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)		0.	0.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	2,237.	STATEMENT 1	
30 Total net assets or fund balances	0.	2,237.		
31 Total liabilities and net assets/fund balances	0.	2,237.		

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	0.
2 Enter amount from Part I, line 27a	2	2,237.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	2,237.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,237.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b	NONE		
c			
d			
e			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			
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			
b			
c			
d			
e			
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	

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.)

N/A

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015			
2014			
2013			
2012			
2011			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	0.
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	0.
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	0.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	
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	0.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7		X
8a		
8b		
9		X
10	X	

N/A

N/A

STMT 2

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X	
14 The books are in care of ▶ <u>ROBERT J. IVANHOE</u> Telephone no. ▶ <u>203-869-6097</u> Located at ▶ <u>125 LOWER CROSS ROAD, GREENWICH, CT</u> ZIP+4 ▶ <u>06831</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u> <u>N/A</u>		
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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> ▶ <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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.) <u>N/A</u>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

Organizations relying on a current notice regarding disaster assistance check here N/A 5b

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

N/A

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? Yes 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? Yes No

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT J. IVANHOE 125 LOWER CROSS ROAD GREENWICH, CT 06831	DIRECTOR, PRESIDENT, TREASURER	0.00	0.	0.
ANNE G. IVAHOE 125 LOWER CROSS ROAD GREENWICH, CT 06831	DIRECTOR, VP, SECRETARY	0.00	0.	0.
MATTHEW IVANHOE 200 HENRY STREET STAMFORD, CT 06902	DIRECTOR	0.00	0.	0.
RACHEL IVANHOE 360 EAST 76TH STREET, APT. A-1404 NEW YORK, NY 10021	DIRECTOR	0.00	0.	0.

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

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

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

0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains 'NONE'.

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activities, Expenses. Row 1 contains 'N/A'.

Part IX-B Summary of Program-Related Investments

Table with 2 columns: Description of investments, Amount. Row 1 contains 'N/A'.

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	0.
b	Average of monthly cash balances	1b	186.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	186.
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	186.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	183.
6	Minimum investment return. Enter 5% of line 5	6	9.

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	9.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	9.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	9.
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	9.

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	0.
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	0.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	0.

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				9.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		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: ▶ \$ 0.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				0.
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:	0.			
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 instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				9.
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	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) N/A

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

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

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

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

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 e-mail address of the person to whom applications should be addressed:
-
- b** The form in which applications should be submitted and information and materials they should include:
-
- c** Any submission deadlines:
-
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Name of the organization

THE IVANHOE CHARITABLE FOUNDATION, INC.

Employer identification number

46-5562336

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule** For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.**Special Rules** For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II. For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III. For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____**Caution:** An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization

Employer identification number

THE IVANHOE CHARITABLE FOUNDATION, INC.

46-5562336

Part I Contributors (See instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROBERT J. IVANHOE 125 LOWER CROSS ROAD GREENWICH, CT 06831	\$ 2,237.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

THE IVANHOE CHARITABLE FOUNDATION, INC.

46-5562336

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization THE IVANHOE CHARITABLE FOUNDATION, INC.	Employer identification number 46-5562336
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

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

FORM 990-PF OTHER FUNDS STATEMENT 1

DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
FUND BALANCE	0.	2,237.
TOTAL TO FORM 990-PF, PART II, LINE 29	0.	2,237.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 2
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
ROBERT J. IVANHOE	125 LOWER CROSS ROAD GREENWICH, CT 06831

EXHIBIT A

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "THE IVANHOE CHARITABLE FOUNDATION, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 2013, AT 11:22 O'CLOCK A.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

5451138 8100

131434625

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0991275

DATE: 12-17-13

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:22 AM 12/17/2013
FILED 11:22 AM 12/17/2013
SRV 131434625 - 5451138 FILE

CERTIFICATE OF INCORPORATION

OF

THE IVANHOE CHARITABLE FOUNDATION, INC.

The undersigned incorporator, in order to form a non-stock, non-profit corporation for the purposes stated in this certificate under and pursuant to the provisions of the General Corporation Law of the State of Delaware (the "Statute"), does hereby certify:

FIRST: The name of the corporation is THE IVANHOE CHARITABLE FOUNDATION, INC., hereinafter referred to as the "Corporation."

SECOND: The respective names of the County and the City within which the registered office of the Corporation is to be located in the State of Delaware are the County of Kent and the City of Dover. The name of the registered agent of the Corporation is Nationwide Information Services, Inc. The street and number of said registered office and the address of said registered agent is 3500 South Dupont Highway, Dover, Delaware 19901, in the County of Kent.

THIRD: The Corporation is a non-profit corporation organized and operated exclusively for religious, charitable, scientific, literary and 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) as such may be amended from time to time (the "Code"). The purposes for which the corporation is formed include: (a) to further charitable, religious, scientific, literary, artistic and educational causes; (b) to receive, solicit, collect and otherwise maintain a fund or funds for the foregoing purposes and to expend, contribute, disburse and otherwise handle and dispose of the same for such purposes, either directly or by contributions to other agencies, organizations or institutions organized for the same or similar purposes; (c) to assist in harmonizing and making more efficient the work of charitable, religious, scientific, literary, artistic and educational organizations with similar purposes, by cooperating with and assisting such organizations; and (d) to do any and all other things necessary or proper in connection with or incidental to any of the foregoing.

FOURTH: The Corporation shall not have any capital stock, and the terms of membership shall be such as are stated in the Bylaws of the Corporation. This Corporation shall be a non-profit corporation.

FIFTH: The name and address of the incorporator is as follows:

Linda B. Hirschson, Esq.
Greenberg Traurig, LLP
200 Park Avenue, 34th Floor
New York, NY 10012

The names and mailing addresses of the initial directors of the Corporation are as follows:

Robert Ivanhoe
125 Lower Cross Road
Greenwich, CT 06831

Anne Ivanhoe
125 Lower Cross Road
Greenwich, CT 06831

Matthew Ivanhoe
200 Henry Street
Stamford, CT 06902

Rachel Ivanhoe
360 East 76th Street, Unit A-1404
New York, NY 10021

SIXTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to it and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, 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 Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

SEVENTH: Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, scientific, educational, or such other exempt purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Code, or to a federal, state, or local government body to be used for exclusively public purposes, as the board of directors shall determine.

EIGHTH: Notwithstanding any other provision of these articles, if the Corporation is deemed to be a private foundation as defined in Section 509 of the Code, the provisions of this Article EIGHTH shall apply: (a) the directors shall 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 Code and (b) the directors shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; nor retain any excess

business holdings as defined in Section 4943(c) of the Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Code; nor make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by the Statute, and all rights conferred upon members herein are granted subject to this reservation.

TENTH: No director of the Corporation shall be liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Statute or (iv) for any transaction from which the director derived an improper personal benefit.

IN WITNESS WHEREOF, this Certificate of Incorporation has been executed by the sole incorporator as of the date first written above.

The Ivanhoe Charitable Foundation, Inc.

/s/ Linda B. Hirschson

Name: Linda B. Hirschson

Title: Incorporator

EXHIBIT B

**BY-LAWS
OF
IVANHOE CHARITABLE FOUNDATION, INC.**

(a Delaware charitable nonstock corporation)

ARTICLE I

OFFICES

The principal office of the IVANHOE CHARITABLE FOUNDATION, INC. (the "Corporation") shall be located at such place within or without the State of Delaware as the Board of Directors of the Corporation (the "Board") may from time to time determine. The Corporation may also have other offices at such other places both within and without the State of Delaware as the Board may from time to time determine or the business of the Corporation may require.

ARTICLE II

MEMBERS

Section 1. Criteria for Identifying Members. Except as otherwise required by the laws of the State of Delaware, by the Certificate of Incorporation of the Corporation (as the same may be amended or amended and restated from time to time, the "Certificate of Incorporation") or by these By-Laws, the number of classes, qualifications, rights, privileges due, fees, responsibilities and the provisions regarding the withdrawal, suspension, and expulsion of the Members of the Corporation shall be determined by the Board.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers and Number. The business and affairs of the Corporation shall be managed by or under the direction of the Board in accordance with the purposes and limitations set forth in the Certificate of Incorporation. The number of directors of the Corporation (the "Directors") that shall constitute the Board shall be not less than two (2). Within said specified limits, the total authorized number of Directors shall be determined by resolution of the Board.

Section 2. Appointment, Election and Term. The Board shall initially consist of the persons named as Directors in the original Certificate of Incorporation, and each Director so elected shall hold office until the first annual meeting of the members and until his or her successor is duly elected and qualified. At the first annual meeting of the members and at any applicable annual meeting thereafter, the members shall elect Directors each of whom shall hold office for a term of three years or until his or her successor is duly elected and qualified, subject to such Director's earlier death, resignation, disqualification or removal.

Section 3. Removal. Any Director or the entire Board may be removed, with or without cause, by the members.

Section 4. Resignations. Any Director may resign at any time upon notice given in writing or by electronic transmission to the Corporation. A resignation is effective when the resignation is delivered unless the resignation specifies a later effective date or an effective date determined upon the happening of an event or events.

Section 5. Vacancies and Newly Created Directorships. Any newly created directorship or any vacancy occurring in the Board for any cause may be filled by a majority of the remaining members of the Board, although such majority is less than a quorum, or by the members. Each Director so elected shall serve until the next annual meeting and until such Director's successor is elected or appointed and qualified or until such Director's earlier death, resignation, disqualification or removal.

Section 6. Time of Meetings. Regular meetings of the Board shall be held at such times as may from time to time be fixed from time to time by resolution of the Board. Special meetings of the Board may be held at any time upon the call of the President, the Secretary or any two (2) Directors. Unless otherwise fixed by resolution of the Board, the annual meeting of the Board shall be the first regular meeting of the Board following the beginning of the Corporation's fiscal year.

Section 7. Notice of Meetings; Waiver of Notice. Notice need not be given of regular meetings of the Board if the time and place of such meetings are fixed by resolution of the Board. Notice of each special meeting of the Board must be given by the person or persons calling the meeting to each Director not less than twenty-four (24) hours before such meeting. Notice may be in writing and sent by mail, addressed to such Director at his or her address as it appears on the records of the Corporation, with prepaid postage thereon. Such notice shall be deemed to have been given when it is deposited in the United States mail. Notice may also be by telephone or sent by facsimile transmission, telegraph, telex, courier service, electronic transmission or hand delivery. Any waiver of notice, given by a Director, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is now lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in a waiver of notice.

Section 8. Place of Meetings. Regular meetings of the Board shall be held at the location, within or without the State of Delaware, which is fixed from time to time by resolution of the Board or, in the case of a special meeting, by the person or persons calling the special meeting.

Section 9. Quorum. At each meeting of the Board, a quorum for the transaction of business shall mean the presence at such meeting of a majority of the total authorized number of Directors constituting the Board. If a quorum is not present at any meeting of the Board, a

majority of the Directors present may adjourn the meeting, from time to time, without notice other than announcement at the meeting, until such a quorum is present.

Section 10. Voting. The vote of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board.

Section 11. Committees.

(a) Committees of Directors. The Board may designate one or more Committees of the Board, each committee to consist of one or more of the Directors. The Board may designate one or more Directors as alternative members of any committee of the Board, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of the committee of the Board, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another Director to act at the meeting in place of any such absent or disqualified member. Any such committee of the Board, to the fullest extent permitted by law and to the extent provided in the resolution of the Board or these By-Laws, shall have and may exercise all of the powers and authority of the Board in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it.

(b) Committees of the Corporation. Unless the Board otherwise provides by resolution, each committee designated by the Board may make, alter and repeal rules for the conduct of its business. In the absence of such rules, each committee of the Board shall conduct its business in the same manner as the Board conducts its business pursuant to Article III of the By-Laws.

Section 12. Meeting by Conference Telephone. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at a meeting.

Section 13. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or such committee, as applicable, consent thereto in writing or by electronic transmission and the writing or writings or electronic transmission or electronic transmissions are filed with the proceedings of the Board or Committee in accordance with applicable law.

Section 14. Compensation of Directors. The Corporation shall not pay any compensation to Directors for services rendered to the Corporation, except that Directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation.

Section 15. Interested Directors.

(a) No contract or transaction between the Corporation and one or more of the Directors or the officers of the Corporation, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of the Directors or the officers of the Corporation, are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because such Director's or officer's votes are counted for such purpose, if: (1) The material facts as to the Director's or officer's relationship or interest and as to the contract or transaction are disclosed or are known the Board or the committee thereof, and the Board or committee thereof in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or (2) The material fact as to the Director's or officer's relationship or interest and as to the contract or transaction are disclosed or are known to the member entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the member; or (3) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board, a committee of the Board or the member.

(b) In determining whether to approve such contract or transaction, to the fullest extent permitted by law, the disinterested Directors shall take into account the restrictions regarding either self-dealing under Section 4941 of the Internal Revenue Code of 1986, as amended (the "Code"), in the case of an organization classified as a private foundation or excess benefit transactions under Section 4958 of the Code, in the case of an organization classified as a public charity.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the Corporation may consist of President, Vice President, Secretary and Treasurer, and such other officers with such titles as the Board shall determine, all of whom shall be chosen by and shall serve at the pleasure of the Board.

Section 2. Election, Term of Office, and Qualifications. The officers of the Corporation shall be elected at the annual meeting of the Board for such term as is approved by the Board at such meeting, and each officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal. Except as may otherwise be provided in the resolution of the Board choosing an officer, no officer need be a Director. One person may hold, and perform the duties of, more than one office. All officers shall be subject to the control of the Board.

Section 3. Removal. Any officer elected or appointed by the Board may be removed by the Board, either with or without cause.

Section 4. Resignations. Any officer may resign at any time upon written notice to the Corporation.

Section 5. Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term in the manner prescribed in these By-Laws for regular appointment to such office.

Section 6. Powers and Duties of Officers. The officers of the Corporation shall have such powers and duties in the management of the Corporation as may be prescribed in a resolution of the Board and, to the extent not so provided, as generally pertain to their respective offices, subject to the control of the Board. The Board may require any officer, agent or employee to give security for the faithful performance of his or her duties.

Section 7. Compensation. The Board, or any committee thereof, may from time to time establish reasonable compensation and benefits for the officers of the Corporation which shall be determined in accordance with the procedures to establish a rebuttable presumption under Section 4958 of the Code and its applicable Treasury Regulations. The officer whose compensation is being determined shall not participate in the discussions and deliberations of, and the voting on, his or her compensation and shall not, if also a Director, be counted in determining a quorum at any meeting of the Board in which his or her compensation is discussed.

ARTICLE V

STAFF

Section 1. Staff Personnel. From time to time, the Board may employ such staff personnel with such titles as the Board shall determine according to available administrative funds and needs of the Corporation, and subject to approval by the Board.

Section 2. Compensation. The Board may from time to time establish the rate of compensation and benefits for the staff personnel of the Corporation.

ARTICLE VI

EXECUTION OF INSTRUMENTS

Section 1. Contracts and Instruments. The Board may authorize any officer or officers or agent or agents of the Corporation to enter into any contract or to execute and deliver any instrument for, in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances.

Section 2. Deposits. Funds of the Corporation may be deposited from time to time to the credit of the Corporation with the depositories that are selected from time to time by, or in the manner determined by, resolution of the Board.

Section 3. Orders for the Payment of Money and Endorsements for Deposit. All checks, drafts or other orders for the payment of money, notes or acceptances issued in the name of the Corporation shall be signed by the officer or officers or agent or agents of the Corporation authorized from time to time by, or in the manner determined by, resolution of the Board.

Endorsements for deposit to the credit of the Corporation in any of its authorized depositories may be made, without countersignature, by any officer of the Corporation or may be made by hand-stamped impression in the name of the Corporation, unless otherwise provided from time to time by resolution of the Board.

Section 4. Sale or Transfer of Securities. Stock certificates, notes, bonds, or other securities held or owned by the Corporation may be sold, transferred, or otherwise disposed of when endorsed for transfer by the officer or officers or agent or agents of the Corporation authorized, and in the manner determined, from time to time by resolution of the Board.

ARTICLE VII

INDEMNIFICATION

To the fullest extent permitted by law:

(a) The Corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to or is otherwise involved in (including as a witness) any threatened, pending, or completed action, suit, proceeding or inquiry (brought in the right of the Corporation or otherwise), whether civil, criminal, administrative, or investigative, and whether formal or informal, including appeals, by reason of the fact that the person, or a person for whom he or she is the legal representative, is or was a Director or an officer of the Corporation, or, while a Director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, or a partnership, joint venture, trust, or other enterprise, for and against all liability, loss, expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by that person. Notwithstanding the foregoing, and except with respect to an action, suit or proceeding to enforce rights to indemnification or advancement of expenses, the Corporation shall indemnify any person seeking indemnification in connection with an action, suit, proceeding or inquiry (or part thereof) initiated by that person only if that action, suit, proceeding or inquiry (or part thereof) was authorized by the Board.

(b) The Corporation shall pay expenses as incurred by any person described in subsection (a) of this Article VII in defense of any action, suit, proceeding or inquiry described in subsection (a) of this Article VII in advance of its final disposition; *provided, that*, if these expenses are to be paid in advance of the final disposition (including appeals) of an action, suit, proceeding or inquiry, then the payment of expenses shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such person, to repay all amounts so advanced if it is ultimately determined that such person is not entitled to be indemnified under this Article VII or otherwise.

(c) The Corporation may purchase and maintain insurance on behalf of any person described in subsection (a) of this Article VII against any liability asserted against that person, whether or not the Corporation would have the power to indemnify the person against that liability under the provisions of this Article VII or otherwise.

(d) The provisions of this Article VII shall be applicable to all actions, suits, proceedings or inquiries made or commenced after the adoption of this Article VII, whether arising from acts or omissions occurring before or after its adoption. The provisions of this Article VII shall be deemed to be a contract between the Corporation and each Director or officer of the Corporation who serves in such capacity at any time while this Article VII and the relevant provisions of the laws of the State of Delaware and other applicable law, if any, are in effect, and any repeal or modification of this Article VII shall not adversely affect any right or protection of any person described in subsection (a) of this Article VII in respect of any act or omission occurring prior to the time of the repeal or modification.

(e) If any provision of this Article VII shall be found to be invalid or limited in application by reason of any law or regulation, that finding shall not affect the validity of the remaining provisions of this Article VII. The rights of indemnification provided in this Article VII shall neither be exclusive of, nor be deemed in limitation of, any rights to which any person described in subsection (a) of this Article VII may otherwise be entitled or permitted by any agreement, any by-law, any vote of the member, any vote of the Board or otherwise, both as to actions in the person's official capacity and actions in any other capacity while holding such office, it being the policy of the Corporation that indemnification of any person described in subsection (a) of this Article VII shall be made to the fullest extent permitted by law.

(f) For purposes of this Article VII, reference to "other enterprises" shall include employee benefit plans; reference to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and reference to "serving at the request of the corporation" shall include any service as a Director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such Director, officer, employee or agent with respect to an employee benefit plan, its participants, or beneficiaries.

(g) The Corporation may, by resolution of the Board, provide indemnification and advancement of expenses to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of and advancement of expenses to Directors and officers of the Corporation.

ARTICLE VIII

GRANTS AND OTHER EXPENDITURES FOR THE ADVANCEMENT OF CHARITABLE PURPOSES

Section 1. Authorization. Grants, gifts, contributions or other distributions for the advancement of the charitable purposes of the Corporation shall be made only if specifically authorized from time to time by resolution of the Board.

Section 2. Discretion Retained by Board. The Board shall at all times maintain complete control and discretion over the distribution of funds received by the Corporation, and shall not enter into any agreement with any person or organization that would in any way limit such control or discretion. The Board shall not represent to any person from whom it solicits or receives gifts, grants, bequests or contributions that any funds received will be distributed other than at the discretion of the Board. The Board may solicit or receive gifts, grants, bequests or

contributions for a specific project that it has reviewed and approved as in furtherance of the purposes of the Corporation as stated in the Certificate of Incorporation. The Board may, in its absolute discretion, refuse any conditional or restricted gift, grant, bequest or contribution and return to the donor any such contribution actually received.

Section 3. Procedures for Distributions. The Board shall adopt procedures from time to time for grants, gifts, contributions or other distributions by the Corporation. Such procedures shall not be inconsistent with Federal tax law or the General Corporation Law of the State of Delaware and shall further the charitable purposes of the Corporation.

ARTICLE IX

GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board.

Section 2. Seal. The Corporation may adopt a seal which may have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Charitable Nonstock, Delaware." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 3. Books and Records. The Corporation shall keep correct and complete books and records of account of the activities and transactions of the Corporation, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws and all minutes of meetings of the Board and committees thereof.

ARTICLE X

AMENDMENTS

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board, by the affirmative vote of at least a majority of the total authorized number of Directors constituting the Board, is expressly authorized to make, alter, amend and repeal the By-Laws, subject to the power of the member to alter or repeal any by-law whether adopted by it or otherwise.

EXHIBIT C

CONFLICTS OF INTEREST POLICY
OF
IVANHOE CHARITABLE FOUNDATION, INC.

ARTICLE I
PURPOSE

The purpose of the conflicts of interest policy is to protect the interest of Ivanhoe Charitable Foundation, Inc. (the "Corporation") and each of its affiliates when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a trustee, director or officer of the Corporation or might result in an "excess benefit transaction" that would be subject to intermediate sanctions and excise taxes under Section 4958 of the Internal Revenue Code of 1986, as amended. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

ARTICLE II
DEFINITIONS

1. Interested Person

Any trustee, director, officer, or member of a committee with board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any affiliate of the Corporation, he or she is an interested person with respect to the Corporation and all of its affiliates.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment or family –

- a. an ownership or investment interest in any entity with which the Corporation or any affiliate has a transaction or arrangement, or
- b. a compensation arrangement with the Corporation or an affiliate or with any entity or individual with which the Corporation or an affiliate has a transaction or arrangement, or
- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation or an affiliate is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

ARTICLE III PROCEDURES

1. Duty to Disclose

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the trustees, directors or members of committees with board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the meeting while the determination of a conflict of interest is discussed and voted upon. The remaining trustees or board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the trustee, board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
- b. The trustees or the chair of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the trustee, board or committee shall determine whether the Corporation or affiliate can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the trustees, board or committee shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Conflicts of Interest Policy

- a. If the trustees, board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the trustees, board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**ARTICLE IV
RECORDS OF PROCEEDINGS**

The minutes of the trustees, board and all committees with board- delegated powers shall contain --

1. the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the decision as to whether a conflict of interest in fact existed.

2. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

**ARTICLE V
COMPENSATION**

1. A trustee or director who receives compensation, directly or indirectly, from the Corporation or affiliate for services is precluded from voting on matters pertaining to his or her compensation.

2. A member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation or affiliate for services is precluded from voting on matters pertaining to that member's compensation.

**ARTICLE VI
ANNUAL STATEMENTS**

Each trustee, director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms that such person --

- a. has received a copy of the conflicts of interest policy,
- b. has read and understands the policy,

- c. has agreed to comply with the policy, and
- d. understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**ARTICLE V
PERIODIC REVIEWS**

To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from Federal income tax, the Corporation shall conduct periodic reviews of its compensation arrangements and any other transactions or arrangements that may provide a Financial Interest to any Interested Person. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements are reasonable and are the result of arms-length bargaining,
2. Whether transactions of the Corporation result in private inurement or impermissible private benefit,
3. Whether transactions and arrangements with third parties conform to written policies, including this Policy, are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable purposes, and do not result in private inurement or impermissible private benefit, and
4. Whether the Corporation's expense reimbursement procedures are adequate in terms of required documentation, whether persons seeking reimbursement are complying with these procedures, and whether such expenses relate to furthering the Corporation's charitable purposes and do not result in private inurement or impermissible private benefit.

**ARTICLE VI
USE OF OUTSIDE EXPERTS**

In determining whether a conflict of interest exists, determining compensation or conducting the periodic reviews required by this Policy, the Corporation may, but need not, use outside advisors and consultants. If outside experts are used, their use shall be documented, but shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted in accordance with this Policy.

This Conflicts of Interest and Compensation Policy has been adopted by the Board of Directors, effective as of the Effective Date of August 16, 2017.