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

Name of foundation RAY SUTTON MCGEHEE FOUNDATION C/O CLARENCE H HOUSTON JR		A Employer identification number 59-6143565	
Number and street (or P.O. box number if mail is not delivered to street address) 1050 RIVERSIDE AVENUE		Room/suite	B Telephone number (see instructions) (904) 354-9000
City or town, state or province, country, and ZIP or foreign postal code JACKSONVILLE, FL 32204		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,176,656	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	30	30		
	4 Dividends and interest from securities	25,787	25,787		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	41,527			
	b Gross sales price for all assets on line 6a _____ 161,145				
	7 Capital gain net income (from Part IV, line 2)		41,527		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,151	20		
	12 Total. Add lines 1 through 11	68,495	67,364		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	20,730	15,915		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,214	268		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	2,633	2,631		
	24 Total operating and administrative expenses. Add lines 13 through 23	24,577	18,814		0
	25 Contributions, gifts, grants paid	62,232			62,232
	26 Total expenses and disbursements. Add lines 24 and 25	86,809	18,814		62,232
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-18,314			
	b Net investment income (if negative, enter -0-)		48,550		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	51,032	2,154		2,154	
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges		2,000		2,000	
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)	1,106,900	1,172,502		1,172,502	
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)					
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,157,932	1,176,656		1,176,656		
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)	9,997	9,997			
	23	Total liabilities (add lines 17 through 22)	9,997	9,997			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted	1,147,935	1,166,659			
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg , and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
	30	Total net assets or fund balances (see instructions)	1,147,935	1,166,659			
	31	Total liabilities and net assets/fund balances (see instructions) .	1,157,932	1,176,656			

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)	1,147,935
2	Enter amount from Part I, line 27a	-18,314
3	Other increases not included in line 2 (itemize) ▶ _____	37,038
4	Add lines 1, 2, and 3	1,166,659
5	Decreases not included in line 2 (itemize) ▶ _____	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	1,166,659

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 See Additional Data Table			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
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 See Additional Data Table			
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	41,527
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	642

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	59,862	1,229,124	0 048703
2014	60,646	1,279,409	0 047402
2013	51,185	1,209,278	0 042327
2012	49,096	1,049,130	0 046797
2011	51,609	1,046,460	0 049318
2 Total of line 1, column (d)			2 0 234547
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 046909
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 1,166,921
5 Multiply line 4 by line 3			5 54,739
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 486
7 Add lines 5 and 6			7 55,225
8 Enter qualifying distributions from Part XII, line 4			8 62,232

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	486
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	486
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	486
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	2,000
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	2,000
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,514
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 1,514 Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ FL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address NONE	13	Yes	
14	The books are in care of CLARENCE H HOUSTON JR Telephone no (904) 354-9000			

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15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ☐	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		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016). ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here. ☐ c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	5b		
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 <i>If "Yes" to 6b, file Form 8870</i>	6b		No
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	7b		

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

(a) Name and address of each employee paid more than \$50,000	(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. ▶

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. ▶		

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	1,167,901
b	Average of monthly cash balances.	1b	16,790
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,184,691
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	1,184,691
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	17,770
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	1,166,921
6	Minimum investment return. Enter 5% of line 5.	6	58,346

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	58,346
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	486
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	486
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	57,860
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	57,860
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	57,860

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	62,232
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	62,232
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	486
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	61,746

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				57,860
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			60,541	
b Total for prior years 20____, 20____, 20____				
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.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>62,232</u>				
a Applied to 2015, but not more than line 2a			60,541	
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.				1,691
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))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				56,169
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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

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

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

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d	
a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed BERRYLIN M HOUSTON 6740 EPPING FOREST WAY N VILLA 114 JACKSONVILLE, FL 32217 (904) 731-0128	
b The form in which applications should be submitted and information and materials they should include WRITTEN OR ORAL	
c Any submission deadlines OCTOBER 1	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors NONE	

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	62,232
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2016)

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[illegible]

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

- b** If "Yes," complete the following schedule

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

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

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

**Paid
Preparer
Use Only**

Print/Type preparer's name ROBERT R JOHNSON CPA	Preparer's Signature	Date 2017-07-20	Check if self-employed ☐	PTIN P00366842
Firm's name ► JOHNSON AND COMPANY PA				Firm's EIN ► 59-1766887
Firm's address ► 2123 MANGO PL JACKSONVILLE, FL 32207				Phone no (904) 632-2160

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
MERRILL LYNCH 2737	P	2016-01-01	2016-12-31
MERRILL LYNCH 2737	P	2015-01-01	2016-12-31
MERRILL LYNCH 2737	P	2015-01-01	2016-12-31
MERRILL LYNCH 2737	P	2015-01-01	2016-12-31
MERRILL LYNCH 2737	P	2009-06-15	2019-10-25
K-1 (EIN 32-6042243)	P	2016-01-01	2016-12-31
K-1 (EIN 32-6042243)	P	2015-01-01	2016-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
23,874		23,260	614
69,760		59,343	10,417
27,277		31,362	-4,085
80			80
6,113		5,639	474
28			28
		14	-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			614
			10,417
			-4,085
			80
			474
			28
			-14

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
BERRYLIN M HOUSTON 6740 EPPING FOREST WAY N VILLA 114 JACKSONVILLE, FL 32217	CHAIRMAN, TR 000 00	0	0	0
CLARENCE H HOUSTON JR 1050 RIVERSIDE AVENUE JACKSONVILLE, FL 32204	BOARD MEMBER 000 00	0	0	0
KATHLEEN H ELLIS 1971 LAKEWOOD CIRCLE SOUTH JACKSONVILLE, FL 32207	BOARD MEMBER 000 00	0	0	0
FRANK F HOUSTON 4031 CORDOVA AVENUE JACKSONVILLE, FL 32207	BOARD MEMBER 000 00	0	0	0
JOANNE C CELLAR 1830 SOUTH EPPING FOREST WAY JACKSONVILLE, FL 32217	BOARD MEMBER 000 00	0	0	0

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 any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HUBBARD HOUSE PO BOX 4909 JACKSONVILLE, FL 32201			NON-RESTRICTED OPERATIONAL SUPPORT	3,608
WOLFSON CHILDREN'S HOSPITAL 800 PRUDENTIAL DR JACKSONVILLE, FL 32207			NON-RESTRICTED OPERATIONAL SUPPORT	5,675
YOUNG LIFE 1100 STOCKTON ST JACKSONVILLE, FL 32204			NON-RESTRICTED OPERATIONAL SUPPORT	2,000
SULZBACHER CENTER 611 E ADAMS ST JACKSONVILLE, FL 32202			NON-RESTRICTED OPERATIONAL SUPPORT	2,000
HENDRICKS AVE BAP CHURCH 4001 HENDRICKS AVE JACKSONVILLE, FL 32207			NON-RESTRICTED OPERATIONAL SUPPORT	2,108
Total ► 3a				62,232

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 any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CANINE COMPANIONS FOR IND 8150 CLARCONA OCOEE RD ORLANDO, FL 32818			NON-RESTRICTED OPERATIONAL SUPPORT	8,000
THE BOLLES SCHOOL 7400 SAN JOSE BLVD JACKSONVILLE, FL 32217			NON-RESTRICTED OPERATIONAL SUPPORT	2,500
OPERATION NEW HOPE 1830 MAIN ST N JACKSONVILLE, FL 32206			NON-RESTRICTED OPERATIONAL SUPPORT	2,000
CITY RESCUE MISSION 426 MCDUFF AVE S JACKSONVILLE, FL 32254			NON-RESTRICTED OPERATIONAL SUPPORT	2,000
COACHES HONOR PO BOX 51139 JACKSONVILLE BEACH, FL 32240			NON-RESTRICTED OPERATIONAL SUPPORT	200
Total ▶ 3a				62,232

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 any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WESTSIDE CHAPEL 4541 SHIRLEY AVE 8 JACKSONVILLE, FL 32210			NON-RESTRICTED OPERATIONAL SUPPORT	4,583
COLLIER SPAY & NEUTER CLINIC 2544 NORTHBROOKE PLAZA DR NAPLES, FL 34119			NON-RESTRICTED OPERATIONAL SUPPORT	592
MAKE A WISH 1020 N ORLANDO AVE 10 MAITLAND, FL 32751			NON-RESTRICTED OPERATIONAL SUPPORT	5,700
GUADALUPE CENTER 509 HOPE CIRCLE IMMOKALEE, FL 34142			NON-RESTRICTED OPERATIONAL SUPPORT	1,500
CHAMPIONS FOR LEARNING 3606 ENTERPRISE AVE 150 NAPLES, FL 34104			NON-RESTRICTED OPERATIONAL SUPPORT	1,076
Total ▶ 3a				62,232

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 any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
N FL SCHOOL OF SPECIAL ED 223 MILL CREEK RD JACKSONVILLE, FL 32211			NON-RESTRICTED OPERATIONAL SUPPORT	2,450
FAMILY SUPPORT SVCS OF NE FL 1300 RIVERPLACE BLVD 700 JACKSONVILLE, FL 32207			NON-RESTRICTED OPERATIONAL SUPPORT	2,000
JAX HUMANE SOCIETY 8464 BEACH BLVD JACKSONVILLE, FL 32216			NON-RESTRICTED OPERATIONAL SUPPORT	125
TIM TEBOW FOUNDATION 2220 COUNTY ROAD 210 W JACKSONVILLE, FL 32259			NON-RESTRICTED OPERATIONAL SUPPORT	2,000
SAN JOSE CHURCH OF CHRIST 6233 SAN JOSE BLVD JACKSONVILLE, FL 32217			NON-RESTRICTED OPERATIONAL SUPPORT	3,680
Total ► 3a				62,232

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 any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HUNGER FIGHT INC 9838 OLD BAYMEADOWS RD JACKSONVILLE, FL 32256			NON-RESTRICTED OPERATIONAL SUPPORT	1,000
NAPLES BOTANICAL GARDEN 4820 BAYSHORE DR NAPLES, FL 34112			NON-RESTRICTED OPERATIONAL SUPPORT	110
FRIENDS OF THE LIBRARY 34535 UNIVERSITY BLVD N JACKSONVILLE, FL 32277			NON-RESTRICTED OPERATIONAL SUPPORT	30
RONALD MCDONALD HOUSE 824 CHILDRENS WAY JACKSONVILLE, FL 32207			NON-RESTRICTED OPERATIONAL SUPPORT	1,000
UNDERGROUND RAILROAD PROJECT PO BOX 10851 ALBANY, NY 12201			NON-RESTRICTED OPERATIONAL SUPPORT	175
Total ► 3a				62,232

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 any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMELIA ISLAND MUSEUM OF HISTORY 233 SOUTH 3RD STREET FERNANDINA BEACH, FL 32034			NON-RESTRICTED OPERATIONAL SUPPORT	1,620
DANIEL MEMORIAL 4203 SOUTHPOINT BLVD JACKSONVILLE, FL 32216			NON-RESTRICTED OPERATIONAL SUPPORT	250
DREAMS COME TRUE 6803 SOUTHPOINT PKWY JACKSONVILLE, FL 32216			NON-RESTRICTED OPERATIONAL SUPPORT	1,000
UNITED METHODIST CHURCH 4807 ROOSEVELT BLVD JACKSONVILLE, FL 32210			NON-RESTRICTED OPERATIONAL SUPPORT	500
NAT'L SOC OF THE COLONIAL DAMES 2715 Q STREET NW WASHINGTON, DC 20007			NON-RESTRICTED OPERATIONAL SUPPORT	1,200
Total ▶ 3a				62,232

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 any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
KANUGA CONFERENCES INC 130 KANUGA CHAPEL DR HENDERSONVILLE, NC 28739			NON-RESTRICTED OPERATIONAL SUPPORT	500
BAIRD FOUNDATION 11 SUMMER ST BUFFALO, NY 14209			NON-RESTRICTED OPERATIONAL SUPPORT	600
MUSIC & MEMORY 160 FIRST STREET MINEOLA, NY 11501			NON-RESTRICTED OPERATIONAL SUPPORT	50
CHRIST'S COMMUNITY CHURCH 26574 JUBAN RD DENHAM SPRINGS, LA 70726			NON-RESTRICTED OPERATIONAL SUPPORT	100
MUSCULAR DYSTROPHY ASSOC 10245 CENTURION PKWY N 3 JACKSONVILLE, FL 32256			NON-RESTRICTED OPERATIONAL SUPPORT	300
Total 3a				62,232

TY 2016 Investments Corporate Stock Schedule

Name: RAY SUTTON MCGEHEE FOUNDATION
C/O CLARENCE H HOUSTON JR

EIN: 59-6143565

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ML - 02736 SECURITIES, FMV	171,969	171,969
ML - 02737 SECURITIES, FMV	1,000,533	1,000,533

TY 2016 Other Expenses Schedule

Name: RAY SUTTON MCGEHEE FOUNDATION
C/O CLARENCE H HOUSTON JR

EIN: 59-6143565

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
OFFICE & MISC	2			
BASIS ADJUSTMENTS	2,631	2,631		

TY 2016 Other Income Schedule

Name: RAY SUTTON MCGEHEE FOUNDATION
C/O CLARENCE H HOUSTON JR

EIN: 59-6143565

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	20	20	
K-1 EIN 32-6042243	1,131		

TY 2016 Other Increases Schedule

Name: RAY SUTTON MCGEHEE FOUNDATION
C/O CLARENCE H HOUSTON JR

EIN: 59-6143565

Description	Amount
UNREALIZED GAINS ON SECURITIES	37,038

TY 2016 Other Liabilities Schedule

Name: RAY SUTTON MCGEHEE FOUNDATION
C/O CLARENCE H HOUSTON JR

EIN: 59-6143565

Description	Beginning of Year - Book Value	End of Year - Book Value
DUE TO CAVERT FAMILY FNDTN	9,997	9,997

TY 2016 Other Professional Fees Schedule

Name: RAY SUTTON MCGEHEE FOUNDATION
C/O CLARENCE H HOUSTON JR

EIN: 59-6143565

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SECURITIES MANAGEMENT FEES	15,915	15,915		
PROFESSIONAL FEES	4,815			

TY 2016 Taxes Schedule

Name: RAY SUTTON MCGEHEE FOUNDATION
C/O CLARENCE H HOUSTON JR

EIN: 59-6143565

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	268	268		
PRIOR YEAR FORM 990 PF TAX	946			