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Form 990-PF

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

OMB No 1545 0052

2016

Department of the Treasury Internal Revenue Service

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

Open to Public Inspection

For calendar year 2016 or tax year beginning 2016, and ending

Name of foundation: BBX Capital Foundation, Inc. Address: 401 East Las Olas Blvd, Fort Lauderdale, FL 33301. Accounting method: Accrual.

Table with 4 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Administrative Expenses (13-23), and Total (24-27).

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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		62,126	73,512	73,512	
	2	Savings and temporary cash investments		125,187	117,880	117,880	
	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 sch)					
		Less allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10 a	Investments — U.S. and state government obligations (attach schedule)					
		b Investments — corporate stock (attach schedule) L-10b Stmt			3,468,366	3,996,955	3,996,955
		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)			3,655,679	4,188,347	4,188,347	
LIABILITIES	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, & other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe)					
	23	Total liabilities (add lines 17 through 22)					
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31 <input type="checkbox"/>						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31 <input checked="" type="checkbox"/>						
	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			3,655,679	4,188,347	
	30	Total net assets or fund balances (see instructions)			3,655,679	4,188,347	
31	Total liabilities and net assets/fund balances (see instructions)			3,655,679	4,188,347		

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	3,655,679
2	Enter amount from Part I, line 27a	2	122,050
3	Other increases not included in line 2 (itemize) <u>Unrealized Gain</u>	3	410,618
4	Add lines 1, 2, and 3	4	4,188,347
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	4,188,347

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo day yr)	(d) Date sold (mo day yr)
1 a			
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			
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) (see instructions) If (loss) enter -0- in Part I line 8]	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

1 Enter the appropriate amount in each column for each year see 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	122,250	3,726,523	0.032805
2014	153,250	3,764,898	0.040705
2013	122,900	3,442,182	0.035704
2012	24,500	2,524,347	0.011805
2011	200,265	2,210,133	0.090512

2 Total of line 1 column (d)	2	0.211631
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	0.042326
4 Enter the net value of noncharitable use assets for 2016 from Part X line 5	4	3,872,448
5 Multiply line 4 by line 3	5	163,905
6 Enter 1% of net investment income (1% of Part I line 27b)	6	1,330
7 Add lines 5 and 6	7	165,235
8 Enter qualifying distributions from Part XII line 4	8	130,875

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)

1 a 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	2,660
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	2,660
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	2,660
6 Credits/Payments		
a 2016 estimated tax pmts and 2015 overpayment credited to 2016	6 a	4,396
b Exempt foreign organizations — tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments Add lines 6a through 6d	7	4,396
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	
10 Overpayment If line 7 is more than the total of lines 5 and 8 enter the amount overpaid	10	1,736
11 Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> 1,736 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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>		X
c Did the foundation file Form 1120-POL for this year?		X
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>		X
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>		X
4 a Did the foundation have unrelated business gross income of \$1 000 or more during the year?		X
b If Yes has it filed a tax return on Form 990-T for this year?		
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>		X
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?	X	
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>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) FLORIDA		
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>	X	
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>		X
10 Did any persons become substantial contributors during the tax year? <i>If Yes attach a schedule listing their names and addresses</i>	X	

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)		<input checked="" type="checkbox"/>
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)		<input checked="" type="checkbox"/>
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.bbxcapital.com/company-info/bbx-capital-foundation</u>	<input checked="" type="checkbox"/>	
14 The books are in care of <u>BBA Capital</u> Telephone no <u>(954) 940-4000</u> Located at <u>401 East Las Olas Blvd, Suite 800 Fort Lauderdale FL</u> ZIP + 4 <u>33301</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>		<input type="checkbox"/>
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		<input checked="" type="checkbox"/>

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
1 a 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 checked="" type="checkbox"/> Yes <input 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 <input type="checkbox"/>	1 b	
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?	1 c	
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 <u>20__ 20__ 20__ 20__</u>		
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)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a list the years here <u>20__ 20__ 20__ 20__</u>		
3 a 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)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	<input checked="" type="checkbox"/>
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?	4 b	<input checked="" type="checkbox"/>

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

5 a 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

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

6 a 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

7 a 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

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

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

(a) Name and address	(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
Alan Levan 401 East Las Olas Blvd, Suite 800 Fort Lauderdale FL 33301	President & Trustee 1 00	0	0	0
Jarett Levan 401 East Las Olas Blvd, Suite 800 Fort Lauderdale FL 33301	Treasurer & Trustee 1 00	0	0	0
Lois Malino 401 East Las Olas Blvd, Suite 800 Fort Lauderdale FL 33301	Director 10 00	0	0	0
Seth Wise 401 East Las Olas Blvd, Suite 800 Fort Lauderdale FL 33309	Vice President 1 00	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(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 None

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		None

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 The Foundation grants money to Section 501(c)(3) organizations within the State of Florida where BBX Capital has offices (See attached guidelines)	0
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0
2	
All other program-related investments See instructions	
3	
Total Add lines 1 through 3	None

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	1 a	3,820,094
b Average of monthly cash balances	1 b	111,325
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	3,931,419
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	3,931,419
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	58,971
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,872,448
6 Minimum investment return. Enter 5% of line 5	6	193,622

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	193,622
2 a Tax on investment income for 2016 from Part VI, line 5	2 a	2,660
b Income tax for 2016 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	2,660
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	190,962
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	190,962
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	190,962

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	1 a	130,375
b Program-related investments — total from Part IX, B	1 b	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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	130,375
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	0
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	130,375

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				190,962
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0	
b Total for prior years 20__ 20__ 20__				
3 Excess distributions carryover, if any, to 2016				
a From 2011	90,540			
b From 2012	0			
c From 2013	0			
d From 2014	0			
e From 2015	0			
f Total of lines 3a through e	90,840			
4 Qualifying distributions for 2016 from Part XII line 4 ▶ \$ 130,875				
a Applied to 2015 but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2016 distributable amount				130,875
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))	60,087			60,087
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	30,753			
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				
d Subtract line 6c from line 6b Taxable amount — see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount — see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	30,753			
9 Excess distributions carryover to 2017 Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012	0			
b Excess from 2013	0			
c Excess from 2014	0			
d Excess from 2015	0			
e Excess from 2016	0			

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 N/A

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

	Tax year				(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)

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

BBX Capital Foundation, Inc Attn: Lois Marino
 401 East Las Olas Blvd, Suite 800
 Fort Lauderdale FL 33301 (954) 940-4000

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

See Attached Statement

c Any submission deadlines

Applications must be received between March 1st and October 31st

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

See Attached Statement

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
<i>a Paid during the year</i>				
Total				▶ 3 a
<i>b Approved for future payment</i>				
Total				▶ 3 b

Form 990-PF, Page 2, Part II Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock	End of Year	
	Book Value	Fair Market Value
Oakmark Internation Fund Class I	88,466	88,466
American Funds Europacific Growth Fund Class F1	105,022	105,022
Calamos Growth Fund Class I	106,823	106,823
Davis New York Venture Fund Class Y	128,616	128,616
The Growth Fund of America Fund Class F1	151,885	151,885
Abbott Labs ABT	46,092	46,092
Abbvie Inc ABBV	65,751	65,751
ABM Inds Inc ABM	77,596	77,596
AFLAC Inc AFL	66,120	66,120
Air Prod & Chemical Inc APD	64,719	64,719
Allergan Plc AGN	42,002	42,002
Amgen Inc AMGN	51,174	51,174
Apple Inc AAPL	57,910	57,910
Archer Daniels ADM	68,475	68,475
AT&T T	72,301	72,301
Caterpillar CAT	78,829	78,829
Chevron CVX	76,505	76,505
Cisco Systems CSCO	63,462	63,462
Coca Cola KO	53,898	53,898
Corning GLW	75,237	75,237
CSX Corp CSX	79,046	79,046
Cummins Inc CMI	88,836	88,836
Dover Corp DOV	67,437	67,437
Eaton Corp PLC ETN	73,799	73,799
Emerson Electric CO EMR	69,688	69,688
Exxon Mobil XOM	67,695	67,695
Ford Motor F	49,733	49,733
Genl Electric GE	56,880	56,880
Glaxo Smithkline GSK	69,318	69,318
Intel Corp INTC	58,032	58,032
IBM	70,546	70,546
Intl Paper IP	82,243	82,243
Johnson Controls JCI	48,151	48,151
Johnson & Johnson JNJ	63,366	63,366
JPMorgan Chase JPM	73,347	73,347
Manulife Financial MFC	67,716	67,716
Merck MPK	64,757	64,757
Microsoft MSFT	62,140	62,140
Nucor NUE	83,328	83,328
Pentair PLC PNR	61,677	61,677
Pepsico PEP	62,778	62,778
Potash Corp POT	56,079	56,079
Proctor & Gamble PG	63,060	63,060
Prudential Financial PRU	72,842	72,842
Qualcomm QCOM	78,240	78,240
Royal Dutch Shell RDS A	65,256	65,256
Starbucks SBUX	52,744	52,744
Target Corp TGT	57,784	57,784
Texas Instruments TAN	72,970	72,970
Union Pacific UNP	72,576	72,576
Verizon VZ	66,725	66,725

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Continued

L-10b Stmt

Line 10b - Investments - Corporate Stock	End of Year	
	Book Value	Fair Market Value
Wal Mart Stores WMT	65,664	65,664
Walgreens Boots Alliance WBA	53,794	53,794
3M Corp MMM	66,964	66,964
Blackstone Group BA	51,357	51,357
Adient PLC	6,798	6,798
Metlife Inc	53,890	53,890
Teva Pharmaceuticals Inc LTD	72,500	72,500
Versum Matls Inc	6,316	6,316
Total	<u>3,996,955</u>	<u>3,996,955</u>

Supporting Statement of

Form 990-PF, p1/Line 23(a)-1

Description	Amount
Memberships	1,950
Business License	210
UBS	28,330
Tax	5,000
Office	379
Foreign Tax	2,024
Bank Fees	200
Total	<u>38,093</u>

FORM 990 - PF
Grants Funded in 2016

Grantee Legal Name	Payee Address	Grantee Tax Statuses and Dates	Program Area	Fund	Amount	Payment	
						Check Date	Check Date
Funding Arts Broward Inc	401 East Las Olas Blvd Suite 2200 Fort Lauderdale FL 33301	501c(3) Charitable Solicitation License	Arts and Culture	Foundation	\$5,000.00	1/6/2016	1/6/2016
GOODMAN JFS	100 S Pine Island Rd Ste 230 Plantation FL 33324	501c(3) Charitable Solicitation License	Social Services	Foundation	\$10,000.00	2/3/2016	2/3/2016
Sheriff's Explorer Post 400	4700 West Midway Road Fort Pierce FL 34981	501c(3) Charitable Solicitation License	Social Services	Foundation	\$2,000.00	2/10/2016	2/10/2016
Coral Springs Museum of Art Inc	2655 Coral Springs Drive Coral Springs FL 33065	501c(3) Charitable Solicitation License	Arts and Culture	Foundation	\$2,500.00	2/24/2016	2/24/2016
YOUNG AT ART OF BROWARD INC	751 SW 121 Avenue Suite 1 Davie FL 33325	501c(3) Charitable Solicitation License	Arts and Culture	Foundation	\$6,250.00	3/11/2016	3/11/2016
ART AND CULTURAL CENTER OF HOLLYWOOD	1650 Harrison St Hollywood FL 33020-6806	501c(3) Charitable Solicitation License	Arts and Culture	Foundation	\$2,500.00	3/9/2016	3/9/2016
Broward Performing Arts Foundation Inc	201 SW 5th Avenue Fort Lauderdale FL 33312	501c(3) Charitable Solicitation License	Arts and Culture	Foundation	\$15,000.00	3/9/2016	3/9/2016
GOODMAN JFS	100 S Pine Island Rd Ste 230 Plantation FL 33324	501c(3) Charitable Solicitation License	Social Services	Foundation	\$10,000.00	3/9/2016	3/9/2016
Guy Harvey Ocean Fund	10408 W State Road 84 Suite 104 Davie FL 33324	501c(3) Charitable Solicitation License	Social Services	Foundation	\$2,500.00	3/9/2016	3/9/2016
JASON TAYLOR FOUNDATION	1575 Northpark Drive Suite 99 Weston FL 33326	501c(3) Charitable Solicitation License	Social Services	Foundation	\$6,000.00	3/9/2016	3/9/2016
San Juan Brown Hollywood Arts Foundation	2014 Harrison Street Hollywood FL 33020	501c(3) Charitable Solicitation License	Arts and Culture	Foundation	\$2,500.00	3/9/2016	3/9/2016
South Florida National Parks Trust Inc	1390 South Dixie Highway Suite 2203 Coral Gable FL 33146	501c(3) Charitable Solicitation License	Social Services	Foundation	\$2,500.00	3/9/2016	3/9/2016
FLAGLER VILLAGE COMMUNITY GARDEN	441 NE 3RD Ave Fort Lauderdale FL 33301	501c(3) Charitable Solicitation License	Social Services	Foundation	\$3,625.00	4/6/2016	4/6/2016
JUNIOR ACHIEVEMENT OF SOUTH FLORIDA INC	1130 COCONUT CREEK BLVD COCONUT CREEK FL 33066 1647	501c(3) Charitable Solicitation License	Social Services	Foundation	\$15,000.00	4/6/2016	4/6/2016
Irie Foundation Inc	1410 Sunset Harbour Drive Suite 210 Miami Beach FL 33139	501c(3) Charitable Solicitation License	Social Services	Foundation	\$2,500.00	4/7/2016	4/7/2016
BUSINESS FOR THE ARTS OF BROWARD Inc	401 East Las Olas Blvd Suite 2200 Fort Lauderdale FL 33301	501c(3) Charitable Solicitation License	Arts and Culture	Foundation	\$11,000.00	4/20/2016	4/20/2016

**FORM 990 - PF
 Grants Funded in 2016**

Grantee Legal Name	Payee Address	Grantee Tax Statuses and Dates	Program Area	Fund	Amount	Payment	
						Check Date	Check Date
BUSINESS FOR THE ARTS OF BROWARD Inc	401 East Las Olas Blvd Suite 2200 Fort Lauderdale FL 33301	501c(3) Charitable Solicitation License	Arts and Culture	Foundation	\$2,500.00	5/4/2016	5/4/2016
NOVA SOUTHEASTERN UNIVERSITY	3301 College Avenue Fort Lauderdale FL 33314	501c(3) Charitable Solicitation License	Education	Foundation	\$10,000.00	5/4/2016	5/4/2016
BROWARD EDUCATION FOUNDATION INC	600 SE 3rd Ave 1st Floor Fort Lauderdale FL 33301	501c(3) Charitable Solicitation License	Education	Foundation	\$2,000.00	7/20/2016	7/20/2016
OFFERDAHL S HAND OFF FOUNDATION	979 NE 45th Street Oakland Park FL 33334	501c(3) Charitable Solicitation License	Social Services	Foundation	\$6,500.00	7/27/2016	7/27/2016
UNITED WAY OF BROWARD COUNTY	1300 S Andrews Avenue Fort Lauderdale FL 33316	501c(3) Charitable Solicitation License	Social Services	Foundation	\$1,000.00	8/24/2016	8/24/2016
UNITED WAY OF PALM BEACH COUNTY	477 S ROSEMARY AVE Suite 230 West Palm Beach FL 33401	501c(3) Charitable Solicitation License	Social Services	Foundation	\$1,000.00	8/24/2016	8/24/2016
NOVA SOUTHEASTERN UNIVERSITY	3301 College Avenue Fort Lauderdale FL 33314	501c(3) Charitable Solicitation License	Education	Foundation	\$10,000.00	11/9/2016	11/9/2016
2016 Contributions					\$130,875.00		