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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2016

Open to Public Inspection

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

Name of foundation
THE BRENEMAN JAECH FOUNDATION
C/O FILAMENT LLC

A Employer identification number
91-2041065

Number and street (or P O box number if mail is not delivered to street address) 701 PIKE STREET NO 2225
Room/suite

B Telephone number (see instructions)
(206) 230-0436

City or town, state or province, country, and ZIP or foreign postal code
SEATTLE, WA 98101

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 391,926

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				
	4	Dividends and interest from securities	10,282	10,282		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	16,109			
	b	Gross sales price for all assets on line 6a 202,317				
	7	Capital gain net income (from Part IV, line 2)		16,109		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	26,391	26,391		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	2,590	0		2,590
	b	Accounting fees (attach schedule)	3,013	1,507		1,506
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	331	331		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	212	0		212
	24	**Total operating and administrative expenses.** Add lines 13 through 23	6,146	1,838		4,308
	25	Contributions, gifts, grants paid	213,000			213,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	219,146	1,838		217,308
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-192,755			
	b	**Net investment income** (if negative, enter -0-)		24,553		
	c	**Adjusted net income**(if negative, enter -0-)				

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	23,482	16,935	16,935
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	352,196	228,269	279,367
	c	Investments—corporate bonds (attach schedule)	164,459	102,178	95,624
	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 ▶ 1,779 Less accumulated depreciation (attach schedule) ▶ 1,779			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	540,137	347,382	391,926
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities**(add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	540,137	347,382	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	**Total net assets or fund balances** (see instructions)	540,137	347,382	
	31	**Total liabilities and net assets/fund balances** (see instructions)	540,137	347,382	

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	540,137
2	Enter amount from Part I, line 27a	2	-192,755
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	347,382
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	347,382

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	PUBLICLY TRADED SECURITIES - CHARLES SCHWAB			2016-12-31
b	CAPITAL GAINS DIVIDENDS	P		
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	202,096		186,208	15,888
b	221			221
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				15,888
b				221
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	16,109
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	75,748	635,207	0 119249
2014	71,147	702,360	0 101297
2013	79,879	653,683	0 122198
2012	74,039	579,261	0 127816
2011	65,992	617,125	0 106935

2	**Total** of line 1, column (d)	2	0 577495
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 115499
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	493,916
5	Multiply line 4 by line 3	5	57,047
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	246
7	Add lines 5 and 6	7	57,293
8	Enter qualifying distributions from Part XII, line 4 , ...	8	217,308

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	246
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	246
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	246
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a — 473		
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	473
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	227
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 227 Refunded ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?.	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	Yes	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶FILAMENT LLC Telephone no ▶(206) 436-2300

Located at ▶701 PIKE STREET SUITE 2225 SEATTLE WA ZIP+4 ▶98101

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

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. . . ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?. ☐ Yes ☑ No If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions) .	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period?*(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016).*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**		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)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**		No
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**		

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

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

(a) Name and address	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
LINDA BRENEMAN 701 PIKE STREET SUITE 2225 SEATTLE, WA 98101	PRESIDENT/VP/TREASURER 1 00	0	0	0
KATHERINE L JAECH 701 PIKE STREET SUITE 2225 SEATTLE, WA 98101	SECRETARY 1 00	0	0	0
CHRISTOPHER JAECH FROM 9116 701 PIKE STREET SUITE 2225 SEATTLE, WA 98101	DIRECTOR 0 50	0	0	0
ELISABETH JAECH FROM 9116 701 PIKE STREET SUITE 2225 SEATTLE, WA 98101	DIRECTOR 0 50	0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	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	0
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**	422,312
b	Average of monthly cash balances.	**1b**	79,126
c	Fair market value of all other assets (see instructions).	**1c**	0
d	**Total** (add lines 1a, b, and c).	**1d**	501,438
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**	501,438
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	**4**	7,522
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	**5**	493,916
6	**Minimum investment return.** Enter 5% of line 5.	**6**	24,696

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**	24,696
2a	Tax on investment income for 2016 from Part VI, line 5. **2a** 246		
b	Income tax for 2016 (This does not include the tax from Part VI). **2b**		
c	Add lines 2a and 2b.	**2c**	246
3	Distributable amount before adjustments Subtract line 2c from line 1.	**3**	24,450
4	Recoveries of amounts treated as qualifying distributions.	**4**	0
5	Add lines 3 and 4.	**5**	24,450
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**	24,450

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**	217,308
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**	217,308
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**	246
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	**6**	217,062

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					24,450
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___			0		
3 Excess distributions carryover, if any, to 2016					
a From 2011.	65,992				
b From 2012.	45,438				
c From 2013.	50,109				
d From 2014.	36,712				
e From 2015.	44,408				
f **Total** of lines 3a through e.		242,659			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 217,308					
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.					24,450
e Remaining amount distributed out of corpus		192,858			
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a))*		0			0
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		435,517			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017					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)		0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)		65,992			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		369,525			
10 Analysis of line 9					
a Excess from 2012.	45,438				
b Excess from 2013.	50,109				
c Excess from 2014.	36,712				
d Excess from 2015.	44,408				
e Excess from 2016.	192,858				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

LINDA BRENEMAN

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

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

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				213,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	10,282	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	16,109	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		26,391	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 26,391

(See worksheet in line 13 instructions to verify calculations)

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501 (c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2017-05-11	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
CARRIE R OXNEVAD				P01235115
Firm's name ▶ KING & OLIASON PLLC				Firm's EIN ▶27-4238573
Firm's address ▶ 514 SECOND AVE WEST SEATTLE, WA 981193928				Phone no (206) 285-7242

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
TOWN HALL 1119 8TH AVENUE SEATTLE, WA 98101	N/A	PC	GENERAL SUPPORT	35,000
UNIVERSITY OF WASHINGTON FOUNDATION PO BOX 354882 SEATTLE, WA 98195	N/A	PC	EDUCATION	50,000
FRACTURED ATLAS 248 WEST 35TH ST 10TH FLOOR NEW YORK, NY 10001	N/A	PC	GENERAL SUPPORT	15,000
HEDGEBROOK 216 1ST AVENUE SOUTH SEATTLE, WA 98249	N/A	PC	GENERAL SUPPORT	10,000
HUGO HOUSE 1021 COLUMBIA ST SEATTLE, WA 98104	N/A	PC	GENERAL SUPPORT	85,000
EMERSON COLLEGE 120 BOYLSTON ST BOSTON, MA 02116	N/A	PC	EDUCATION	5,000
SOCIAL AND ENVIRONMENTAL ENTREPRENEURS 23532 CALABASAS ROAD STE A CALABASAS, CA 91302	N/A	PC	DISCOVERY FEST ENRICHMENT PROGRAM	3,000
UNIVERSITY OF CENTRAL FLORIDA 12201 RESEARCH PARKWAY STE 300 ORLANDO, FL 32826	N/A	PC	EDUCATION	5,000
TECHNOLOGY ALLIANCE 1301 5TH AVENUE STE 1500 SEATTLE, WA 98101	N/A	PC	GENERAL SUPPORT	5,000
Total . . . . ▶ **3a**				213,000

TY 2016 Accounting Fees Schedule

Name: THE BRENEMAN JAECH FOUNDATION
C/O FILAMENT LLC

EIN: 91-2041065

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,013	1,507		1,506

TY 2016 All Other Program Related Investments Schedule

Name: THE BRENEMAN JAECH FOUNDATION
C/O FILAMENT LLC

EIN: 91-2041065

Category	Amount
N/A	0

TY 2016 Investments Corporate Bonds Schedule

Name: THE BRENEMAN JAECH FOUNDATION
C/O FILAMENT LLC

EIN: 91-2041065

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CHARLES SCHWAB	102,178	95,624

TY 2016 Investments Corporate Stock Schedule

Name: THE BRENEMAN JAECH FOUNDATION
C/O FILAMENT LLC
EIN: 91-2041065

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHARLES SCHWAB	228,269	279,367

TY 2016 Legal Fees Schedule

Name: THE BRENEMAN JAECH FOUNDATION
C/O FILAMENT LLC

EIN: 91-2041065

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	2,590	0		2,590

TY 2016 Other Expenses Schedule

Name: THE BRENEMAN JAECH FOUNDATION
C/O FILAMENT LLC

EIN: 91-2041065

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LICENSES	25	0		25
BANK FEES	187	0		187

TY 2016 Taxes Schedule

Name: THE BRENEMAN JAECH FOUNDATION
C/O FILAMENT LLC

EIN: 91-2041065

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	331	331		0

CONSENT OF SOLE MEMBER AND DIRECTORS

OF

THE BRENEMAN JAECH FOUNDATION

In accordance with the Washington Nonprofit Corporation Law, the following actions are taken by the written consent of the sole member and board of directors of The Breneman Jaech Foundation (the "**Foundation**"), in lieu of a special meeting.

Articles of Amendment

RESOLVED, that the board of directors of the Foundation directs that the amendments to the Foundation's Articles of Incorporation set forth in the Articles of Amendment attached as Exhibit A be submitted to a vote of the member.

RESOLVED, that the member adopts the Articles of Amendment such that the Foundation's Articles of Incorporation are amended in their entirety, and as amended, supersede all prior articles of incorporation and all amendments thereto.

RESOLVED, that each of the president, secretary and any other officer authorized by the president is directed to cause appropriate Articles of Amendment to be filed with the Washington Secretary of State.

Amended and Restated Bylaws

WHEREAS, the Bylaws of the Foundation have been Amended and Restated in their entirety in the form attached as Exhibit B (the "**Amended and Restated Bylaws**").

RESOLVED, that the Amended and Restated Bylaws of the Foundation are hereby approved and adopted as the Bylaws of the Foundation.

Approve and Adopt Conflict of Interest Policy

RESOLVED, that the Conflict of Interest Policy in the form attached hereto as Exhibit C is hereby approved and adopted as the Conflict of Interest Policy of the Foundation.

Election of the Board of Directors

RESOLVED, that the following individuals are hereby appointed to serve as directors of the Foundation effective as of September 1, 2016:

Christopher L. Jaech
Elisabeth A. Jaech

General Authority

RESOLVED, that each appropriate officer of the Foundation is authorized to sign and deliver all documents and to take or cause to be taken all other acts on behalf of the Foundation that the officer deems necessary or appropriate to effect and carry out the intent of the above resolutions.

Signing this Consent constitutes a written waiver of any notice required by Washington Nonprofit Corporation Law, the Foundation's Articles of Incorporation or Bylaws, or otherwise.

Dated effective: August 18, 2016

Member:

________________________ Date 8-18, 2016
Linda Breneman, Member

Directors:

________________________ Date 8-18, 2016
Linda Breneman, Director

________________________ Date 8-18, 2016
KayLee Jaech, Director

EXHIBIT A

See Attached Articles of Amendment

Exhibit B

See Attached Bylaws

Exhibit C

See Attached Conflict of Interest Policy

FILED
SECRETARY OF STATE
SEPTEMBER 14, 2016
STATE OF WASHINGTON

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ARTICLES OF AMENDMENT

of

THE BRENEMAN JAECH FOUNDATION

Pursuant to the provisions of Revised Code of Washington Section 24.03.175, the following Articles of Amendment to the Articles of Incorporation of The Breneman Jaech Foundation, a Washington nonprofit corporation with the Unified Business Identifier number 602005257, are submitted for filing:

1. The name of this corporation is The Breneman Jaech Foundation.

2. The Articles of Amendment were adopted by a meeting of voting members held on August 18, 2016. A quorum was present at such meeting and the Articles of Amendment received the affirmative vote of at least a majority of the votes which voting members present at such meeting or represented by proxy were entitled to cast.

3. The Articles of Incorporation are amended in their entirety and, as amended, supersede all prior articles of incorporation and all amendments thereto, to read in their entirety as follows:

ARTICLE 1
NAME

The name of this corporation is The Breneman Jaech Foundation, a nonprofit corporation (the "*Corporation*").

ARTICLE 2
DURATION

The period of duration of the Foundation shall be perpetual.

ARTICLE 3
REGISTERED OFFICE AND AGENT

The street address of the registered agent of the Corporation shall be 701 Pike St. Ste. 2225, Seattle, WA 98101, and the registered agent at that office shall be Filament, LLC.

ARTICLE 4
PURPOSES

The Corporation is organized exclusively for charitable, scientific, literary or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "*Code*"), including, but not limited to, providing support to charities and other organizations that are tax exempt under Section 501(c)(3) of the Code.

ARTICLE 5
LIMITATIONS

5.1 Maintaining Exempt Organization Purpose.

Notwithstanding any other provision of these Articles of Incorporation, as amended, all of the purposes and powers of the Corporation shall be exercised exclusively in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Code, and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code or any successor provision.

5.2 Stock and Profit Restrictions.

The Corporation shall not have or issue shares of stock. The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure in whole or in part to the benefit of, or be distributable to, any member, directors, any officer, or other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred on its behalf, and to make payments and distributions in furtherance of the purposes stated in Article 4 and consistent with the limitations provided in these Articles of Incorporation, as amended.

5.3 Lobbying and Political Campaign Restrictions.

No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, except to the extent that an organization exempt from federal income tax under Section 501(c)(3) of the Code can engage in such activities without incurring any penalties, excise taxes or losing its status as an organization exempt from federal income tax under Section 501(c)(3) of the Code. The Corporation shall not, directly or indirectly, participate in or intervene in (including by the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have objectives or engage in activities that characterize it as an "action" organization within the meaning of the Code.

5.4 Self-Dealing Prohibitions and Other Restrictions.

The Corporation is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holding as defined in Section 4943(c) of the Code, from making any investments that would subject the Corporation to tax under Section 4944 of the Code, and from making any taxable expenditure as defined in Section 4945(d) of the Code. The Corporation shall make distributions at such time and in such manner that it is not subject to tax under Section 4942 of the Code.

5.5 Authority to Act and Permitted Powers.

In general, and subject to such limitations and conditions as are or may be prescribed by law, by these Articles of Incorporation, as amended, or by the Bylaws of the Corporation, as amended, the Corporation shall have the authority to (a) engage in any and all such activities as are incidental or conducive to the attainment of the purposes of the Corporation set forth in

Article 4, and (b) exercise any and all powers authorized or permitted under any laws that are now, or hereafter may be, applicable or available to the Corporation.

ARTICLE 6
MEMBERS

The Corporation shall have members. The powers, duties, qualifications, terms of office, manner of election, time and criteria for removal of any member, if any, shall be as set forth in the Bylaws of the Corporation.

ARTICLE 7
DIRECTORS

7.1 Board of Directors Determined by Bylaws of the Corporation.

The number of directors constituting the Board of Directors shall be determined in the manner provided by the Bylaws of the Corporation. The powers, duties, qualifications, terms of office, manner of election, time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

ARTICLE 8
LIABILITY LIMITATIONS

Any member or director shall have no liability to the Corporation for monetary damages for conduct as a member or director, except for acts or omissions that involve intentional misconduct by the member or director, or a knowing violation of law by a member or director, where the member or director votes or assents to a distribution which is unlawful or violates the requirements of these Articles of Incorporation, as amended, or for any transaction from which the member or director will personally receive a benefit in money, property, or services to which the member or director is not legally entitled. Nevertheless, the liability of any member or director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended, without any requirement of further action by the Corporation. Any repeal, amendment, or modification of these Articles of Incorporation, as amended, shall not adversely affect any right or protection of a member or director of the Corporation existing at the time of such repeal, amendment, or modification for or with respect to an act or omission of such member or director occurring prior to such repeal, amendment, or modification.

ARTICLE 9
INDEMNIFICATION

9.1 Right to Indemnification.

Each person who is or was threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit, or proceeding, whether civil, criminal, administrative, or investigative, because that person is or was a member, director or officer of the Corporation or, while a member, director or officer, that person is or was serving as an authorized director, trustee, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a member, director, trustee, officer, employee, or agent or in any other capacity while serving as a member, director, trustee, officer, employee, or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability, and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties, and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a member, director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however, that except as provided in this Article 9 regarding proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification for a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Article 9 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such member, director or officer, to repay all amounts so advanced if it shall ultimately be determined that such member, director or officer is not entitled to be indemnified under this Article 9 or otherwise.

9.2 Right of Claimant to Bring Suit.

If a claim for which indemnification is required under this Article 9 is not paid in full by the Corporation within sixty (60) days after a written claim (that includes reasonable evidence of all such amounts requested) has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article 9 upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Corporation (including its Board of Directors or independent legal counsel) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

9.3 Procedures Exclusive.

Pursuant to Section 24.03.043 of the Washington Nonprofit Corporation Act, the procedures for indemnification set forth in this Article 9 are in lieu of the procedures required by Section 23B.08.550 or any successor provision of the Washington Business Corporation Act, as applied to nonprofit corporations.

9.4 Nonexclusivity of Rights.

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article 9 shall not be exclusive of any other right which any person may have or hereafter acquire under any statute or any provision of the Articles of Incorporation, as amended, Bylaws of the Corporation, as amended, agreements, votes of members or disinterested directors of the Corporation or otherwise

9.5 Insurance, Contracts and Funding.

The Corporation may maintain reasonable insurance at its expense to protect itself and any member, director, trustee, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such persons against such expense, liability or loss under the Washington Nonprofit Corporation Act. The Corporation may, without further membership or Board of Directors action, enter into contracts with any member, director or officer of the Corporation in furtherance of the provisions of this Article 9 and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article 9.

9.6 Indemnification of Members, Employees and Agents of the Corporation.

The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article 9 with respect to the indemnification and advancement of expenses of any member, director, or officer of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Nonprofit Corporation Act, or as otherwise allowed in accordance with the law, as determined by the Board of Directors.

ARTICLE 10
AMENDMENT TO ARTICLES OF INCORPORATION

During any period in which the Corporation has a member or members, only the members may amend or repeal any of the provisions contained in these Articles of Incorporation. If at any time there are no members, the Board of Directors may amend or repeal any of the provisions contained in these Articles of Incorporation. The Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by law.

ARTICLE 11
DISTRIBUTION UPON DISSOLUTION

Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization or organizations, as determined by the Board of Directors, recognized as exempt under Section 501(c)(3) of the Code, and used exclusively to accomplish the purposes for which the Corporation is organized. If the Board of Directors fails to distribute the assets of the Corporation for any reason, any such assets not disposed of shall be disposed of by the Superior Court of King County, Washington, exclusively for Section 501(c)(3) purposes.

The effective date of these Articles of Amendment shall be the date of filing by the Secretary of State of the State of Washington.

This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

THE BRENEMAN JAECH FOUNDATION

By: ______________________
KayLee Jaech, Secretary

Date: August 18, 2016

BYLAWS

OF

THE BRENEMAN JAECH FOUNDATION

AMENDED AND RESTATED EFFECTIVE AUGUST 18, 2016

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BYLAWS

OF

THE BRENEMAN JAECH FOUNDATION

ARTICLE 1. OFFICES

The principal office of The Breneman Jaech Foundation (the "**Foundation**") shall be located at its principal place of business or such other place as the Board of Directors (the "**Board**") may designate. The Foundation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the Foundation may require from time to time.

ARTICLE 2. MEMBERSHIP

2.1 Members.

The Foundation may have members. Upon a majority vote of existing members, additional persons may be admitted as members. If and when there are no longer any members, membership in the Foundation shall terminate, the Foundation will become a non-member organization, and the Board will file Articles of Amendment with the state of Washington to reflect such change.

2.2 Qualifications.

All members must be individuals. A new member may be admitted by the majority vote of existing members. Members shall have such other qualifications as determined by the Board or as prescribed by amendment to these Bylaws.

2.3 Voting Rights.

The right of the members to vote may be limited, enlarged or denied to the extent specified in the Articles of Incorporation or these Bylaws. Unless so limited, enlarged or denied, each member, regardless of class, will be entitled to one vote on each matter submitted to a vote of members. Members shall have the right to (a) admit new members, (b) elect the Board, (c) approve amendments to the Articles of Incorporation and Bylaws, and (d) vote on any other matters on which the approval or vote of members is required by Washington law.

A member may vote in person or may vote by mail, electronic transmission, or by proxy in the form of a record executed by the member or a duly authorized attorney-in-fact.

2.4 Annual Meeting

The annual meeting of the members shall be held in the month of May. If the annual meeting is not held on the date designated therefor, the members shall cause the meeting to be held as soon thereafter as may be convenient.

2.5 Special Meetings

Special meetings of the members may be called by or at the written request of the President or any one member. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special members meeting called by them.

2.6 Meetings by Telephone

Members may participate in a meeting of members via conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation via such equipment shall constitute presence in person at a meeting.

2.7 Place of Meetings

All meetings shall be held at the principal office of the Foundation or at such other place within or without the State of Washington designated by the members or any persons entitled to call a meeting.

2.8 Notice of Meetings

2.8.1 In Writing

Notices in writing may be delivered or mailed to the members at his or her address shown on the records of the Foundation not less than ten (10) days nor more than fifty (50) days before the meeting. If notice is delivered via regular mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Neither the business to be transacted at nor the purpose of any meeting need be specified in the notice of a meeting.

2.8.2 Personal Communication

Notice may be by personal communication with the members not less than ten (10) days nor more than fifty (50) days before the meeting.

2.8.3 Electronic Transmission

Notices may be provided in an electronic transmission and be electronically transmitted not less than ten (10) days nor more than fifty (50) days before the meeting. Notice in an electronic transmission is effective only with respect to those members that have consented, in the form of a record, to receive electronically transmitted notices and designated in such consent the address, location or system to which these notices may be electronically transmitted. A member who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the Foundation in the form of a record. Furthermore, the consent is automatically revoked if the Foundation is unable to electronically transmit two consecutive notices given by the Foundation, and this inability becomes known to the person responsible for giving notice. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

2.8.4 Posting Electronic Notice

Notice may be provided to members who have consented to receipt of electronically transmitted notices by posting the notice on an electronic network and delivering to such directors a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Section 2.8.4.

2.9 Waiver of Notice

2.9.1 In Writing

Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any regular or special meeting of the members need be specified in the waiver of notice of such meeting.

2.9.2 By Attendance

The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

2.10 Quorum

Two-thirds of the number of members fixed by or in the manner provided by these Bylaws shall constitute a quorum for the transaction of business at any members meeting. If a quorum is not present at a meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

2.11 Manner of Acting

The act of the majority of the members present at a meeting at which there is a quorum shall be the act of the members, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

2.12 Presumption of Assent

A member of the Foundation present at a members meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such member files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Foundation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a member who voted in favor of such action.

2.13 Action by Members Without a Meeting

Any action which could be taken at a meeting of the members may be taken without a meeting if a written consent setting forth the action so taken is signed by all members. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a members meeting.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

The affairs of the Foundation shall be managed by the Board.

3.2 Number

The Board shall consist of not less than two (2) nor more than seven (7) directors, the specific number to be set by resolution of the Board. The maximum and/or minimum number of directors set forth above may be changed from time to time by amendment to these Bylaws; provided that no decrease in the number shall have the effect of shortening the term of any incumbent director.

3.3 Qualifications

All directors must be individuals. Director nominees must be approved by the Board prior to election. Directors shall have such other qualifications as determined by the Board or as prescribed by amendment to these Bylaws.

3.4 Election of Directors

3.4.1 Election; Term

Directors shall be elected at the annual meeting of the members by the affirmative vote of a majority of members if the Foundation has members, or, if the Foundation no longer has members, at the annual meeting of the Board, by the affirmative vote of a majority of the directors then in office, although directors may also be elected between the annual meetings of the members or Board, whichever is applicable. Unless a director dies, resigns or is removed, the term of each director will be three (3) years or until his or her successor is elected, whichever is later.

3.5 Annual Meeting

The annual meeting of the Board shall be held during the first quarter of the calendar year on a date chosen by the President or the Board for the purposes of electing directors and officers and transacting such business as may properly come before the meeting. If the annual meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

3.6 Regular Meetings

By resolution, the Board may specify the date, time and place for the holding of regular meetings without notice other than such resolution.

3.7 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the Chair of the Board, the President or any two directors, or, in the case of a committee meeting, by the chair of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

3.8 Meetings by Telephone

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee via conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation via such equipment shall constitute presence in person at a meeting.

3.9 Place of Meetings

All meetings shall be held at the principal office of the Foundation or at such other place within or without the State of Washington designated by resolution of the Board, in the notice of the meeting by any persons entitled to call a meeting or by a waiver of notice signed by all directors.

3.10 Notice of Meetings

3.10.1 In Writing

Notices in writing may be delivered or mailed to the director at his or her address shown on the records of the Foundation not less than two (2) nor more than fifty (50) days before the meeting. If notice is delivered via regular mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Neither the business to be transacted at nor the purpose of any meeting need be specified in the notice of a meeting.

3.10.2 Personal Communication

Notice may be by personal communication with the director not less than four (4) days nor more than fifty (50) days before the meeting.

3.10.3 Electronic Transmission

Notices may be provided in an electronic transmission and be electronically transmitted not less than four (4) days nor more than fifty (50) days before the meeting. Notice in an electronic transmission is effective only with respect to those directors that have consented, in the form of a record, to receive electronically transmitted notices and designated in such consent the address, location or system to which these notices may be electronically transmitted. A director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the Foundation in the form of a record. Furthermore, the consent is automatically revoked if the Foundation is unable to electronically transmit two consecutive notices given by the Foundation, and this inability becomes known to the person responsible for giving notice. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

3.10.4 Posting Electronic Notice

Notice may be provided to directors who have consented to receipt of electronically transmitted notices by posting the notice on an electronic network and delivering to such directors a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Section 3.10.4.

3.11 Waiver of Notice

3.11.1 Record

Whenever any notice is required to be given to any director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in the form of a record, including, without limitation, an electronic transmission from the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.11.2 By Attendance

The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.12 Quorum

A majority of the number of directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the directors present may adjourn the meeting without further notice.

3.13 Manner of Acting

The act of the majority of directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law. Any amendments to the Articles of Incorporation or Bylaws, the sale, lease, exchange or mortgage of substantially all the Foundation's assets, voluntary dissolution of the Foundation, merger with another entity or distribution of assets in connection with the dissolution of the Foundation shall require approval of a two-thirds of the directors of the Foundation present at a meeting at which a quorum is present.

3.14 Presumption of Assent

A director of the Foundation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Foundation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

3.15 Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a consent in the form of a record, which consent clearly sets forth the action to be taken, is executed by all the directors. Any such record shall be inserted in the minute book as if it were the minutes of a Board meeting. For purposes of this Section 3.15, record means information inscribed on a tangible medium or contained in an electronic transmission.

3.16 Resignation

Any director may resign at any time by delivering written notice, including by electronic transmission, to the Chair of the Board, the President or the Secretary at the registered office of the Foundation, or by giving oral or written notice at any meeting of directors. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.17 Removal

One or more directors (including the entire Board) may be removed from office, with or without cause, by the affirmative vote of at least sixty percent (60%) of the number of directors fixed by or in the manner provided by these Bylaws.

3.18 Vacancies

A vacancy in the position of director may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board. A director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.19 Board Committees

3.19.1 Standing or Temporary Committees

The Board, by resolution adopted by a majority of directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more directors. Such committees shall have and exercise the authority of directors in the management of the Foundation, subject to such limitations as may be prescribed by the Board, except that no committee shall have the authority to (a) fill vacancies on the Board or on any committee which has the authority of the Board; (b) fix compensation of any director for serving on the Board or on any committee; (c) amend, alter or repeal these Bylaws; (d) appoint a committee or elect, appoint or remove any member of any committee or any director or officer of the Foundation; (e) amend the Articles of Incorporation; (f) adopt a plan of merger or consolidation with another corporation; (g) authorize the sale, lease or exchange of all or substantially all the property and assets of the Foundation not in the ordinary course of business; (h) authorize the voluntary dissolution of the Foundation or revoke proceedings therefore; (i) adopt a plan for the distribution of the assets of the Foundation; (j) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee; or (k) take any action which requires Board approval under state law. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual director of any responsibility imposed upon it, him or her by law.

3.19.2 Other Committees

The Board, by resolution adopted by a majority of the directors in office, may designate and appoint one or more other committees not having or exercising the authority of the directors in the management of the Foundation. At least one member of each such committee shall be a director, and the President shall appoint the members thereof.

3.19.3 Quorum; Manner of Acting

A majority of the number of directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.19.4 Resignation

Any member of any committee may resign at any time by delivering written notice, including by electronic transmission, thereof to the Chair of the Board, the President, the Secretary or the chair of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.19.5 Removal of Committee Member

The Board, by resolution adopted by a majority of directors in office, may remove from office any member of any committee elected or appointed by it.

3.20 Compensation

Directors shall receive no compensation for their service as directors but may receive reimbursement for reasonable expenditures incurred on behalf of the Foundation.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The officers of the Foundation shall be a Chair of the Board, a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, and such officers and assistant officers shall hold office for such period, have such authority and perform such duties as provided in these Bylaws or as may be provided by resolution of the Board. Any two or more offices may be held by the same person, except that the offices of President and Secretary may not be held by same person. Any officer may be assigned by the Board any additional title that the Board deems appropriate.

4.2 Election and Term of Office

The officers of the Foundation shall be elected by the Board at the annual meeting of the Board. Unless an officer dies, resigns or is removed from office, he or she shall hold office until the second annual meeting of the Board after his or her election or until his or her successor is elected, whichever is later.

4.3 Resignation

Any officer may resign at any time by delivering written notice, including by electronic transmission, to the Chair of the Board, the President, the Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal

Any officer or agent elected or appointed by the Board may be removed by the affirmative vote of at least seventy-five percent (75%) of the number of directors fixed by or in the manner provided by these Bylaws whenever in its judgment the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.6 Chair of the Board

The Chair of the Board shall preside over meetings of the Board and shall perform such other duties as shall be assigned to him or her by the Board from time to time. The Chair of the Board shall act as liaison from and a spokesperson for the Board.

4.7 President

The President shall be the chief executive officer of the Foundation and, subject to the Board's control, shall supervise and control all the assets, business and affairs of the Foundation. In the absence of the Chair of the Board, the President shall preside over meetings of the Board. The President may sign deeds, mortgages, bonds, contracts or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Foundation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as from time to time may be assigned to him or her by the Board.

4.8 Vice President

In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or the Board.

4.9 Secretary

The Secretary shall (a) keep the minutes of meetings of the Board and any minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Foundation; (d) keep records of the post office address of each officer and director; and (e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

4.10 Treasurer

The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the Foundation; (b) receive and give receipts for moneys due and payable to the Foundation from any source whatsoever, and deposit all such moneys in the name of the Foundation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; (c) render from time to time, as may be required, an account of all transactions of the Foundation and of the financial condition of the Foundation; and (d) in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

4.11 Compensation

The officers shall receive no compensation for their service as officers except as approved by a resolution adopted by a majority of disinterested directors in office and pursuant to any applicable conflict of interest policy. Any compensation paid for services of an officer must be reasonable. The officers may receive reimbursement for reasonable expenditures incurred on behalf of the Foundation.

ARTICLE 5. INTERESTS OF DIRECTORS AND OFFICERS

5.1 Conflict of Interest

Directors and officers shall disclose to the Board any financial interest which the director or officer directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board. The interested director or officer shall abstain from voting on the transaction.

5.2 Review of Certain Transactions

Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise influence over the affairs of the Foundation, the Board shall establish that the proposed transaction is reasonable when compared with a similarly-situated organization for functionally comparable positions, goods or services rendered.

ARTICLE 6. ADMINISTRATIVE AND FINANCIAL PROVISIONS

6.1 Contracts

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

6.2 Loans

No loans shall be contracted on behalf of the Foundation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

6.3 Loans or Extensions of Credit to Officers and Directors

No loans shall be made by and no credit shall be extended by the Foundation to its officers or directors.

6.4 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, or agent or agents, of the Foundation and in such manner as is from time to time determined by resolution of the Board.

6.5 Deposits

All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board may select.

6.6 Minutes of Meetings; Books and Records

The Foundation shall keep at its principal or registered office copies of its current Articles of Incorporation and these Bylaws, correct and adequate records of accounts and finances, minutes of the proceedings of the Board and any minutes maintained by committees of the Board, records of the names and post office addresses of its officers and directors, and such other records as may be necessary or advisable.

6.7 Accounting Year

Unless a different accounting year is at any time selected by the Board, the accounting year of the Foundation shall be the twelve months ending December 31.

6.8 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure (new rev.), so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE 7. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of members, or if the Foundation no longer has members, by the affirmative vote of seventy-five percent (75%) of the number of directors fixed by or in the manner provided by these Bylaws, or by the written consent of all directors.

ARTICLE 8. AUTHENTICATION

The foregoing Bylaws were read, approved and duly adopted by the Board of the Foundation on the 18th day of August, 2016, and the Secretary of the Foundation was empowered to authenticate such Bylaws by his or her signature below.

8/18/16

KayLee Jaech, Secretary

THE BRENEMAN JAECH FOUNDATION

CONFLICT OF INTEREST POLICY

ARTICLE 1. PURPOSE

The purpose of the conflict of interest policy is to protect the interests of The Breneman Jaech Foundation (the "**Foundation**") when it is contemplating entering into a transaction or arrangement that may result in self-dealing or may otherwise benefit the private interest of an officer, director, substantial contributor, member, or person who is in a position to influence the Foundation or decision of the Foundation. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest or self-dealing applicable to nonprofit and charitable organizations.

ARTICLE 2. DEFINITIONS

1. Interested Person

An "Interested Person" is any member, director, officer, or member of a committee with governing board delegated powers, substantial contributor, advisor or other person who is in a position to make or influence the Foundation's decisions about whether and how to proceed with a proposed transaction, arrangement or grant and who has (a) a direct or indirect Financial Interest, as defined below, or (b) direct or indirect close involvement (including, but not limited to, any close involvement through business, investment, or family) with a business transaction or arrangement with the potential beneficiary of a grant. A Financial Interest or close involvement of an Interested Person is not necessarily self-dealing or a conflict of interest. Under Article 3, Section 2, a person who has a Financial Interest or close involvement may not be deemed by the Foundation to be engaged in self-dealing or have a conflict of interest unless the appropriate governing board or committee decides that self-dealing or a conflict of interest exists.

For the purposes of this policy, family involvement includes a Financial Interest or close involvement through a spouse, parent, other ancestors, children, grandchildren, great grandchildren, or spouse's children, grandchildren or great grandchildren. Doubts about whether a relationship warrants disclosure under this policy should be resolved in favor of disclosure.

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 Foundation has a transaction, arrangement or in any entity that is a grantee;

b. A compensation arrangement with the Foundation or with any entity or individual with which the Foundation has a transaction, arrangement or any entity or individual who is a grantee; or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Foundation is negotiating or considering a transaction, grant or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A Financial Interest is not necessarily a conflict of interest. Under Article 3, Section 2, a person who has a Financial Interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Close Involvement

A close involvement includes any affiliation, relationship or commitment that could affect, or be seen to affect, the impartial fulfillment of a person's role in the affairs of the Foundation. A close involvement includes, but is not limited to, serving as a board member, employee, or consultant to a current or potential grantee, service provider, or vendor, or doing business with the grantee, service provider, or vendor. A close involvement is not necessarily a conflict of interest. Under Article 3, Section 2, a person who has a close involvement may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

4. Self-Dealing

A person is, or will be engaged in, self-dealing with the Foundation if the person is a Disqualified Person (as defined below) and has, or will have, directly or indirectly, through business, investment or family:

a. a sale, exchange, or lease, of property to or from the Foundation;

b. a loan of money or other extension of credit to or from the Foundation except if the Disqualified Person lends money to the Foundation without interest or other potential charge and if the proceeds of the loan are used exclusively for the exempt purposes of the Foundation;

c. the furnishing of goods, services, or facilities to or from the Foundation except if (i) the Disqualified Person furnishes goods, services or facilities to the Foundation without charge and such goods, services or facilities are used exclusively for the exempt purposes of the Foundation; (ii) the Foundation furnishes goods, services or facilities to a Disqualified Person if such goods, services or facilities are furnished on a basis no more favorable than that on which such goods, services or facilities are made available to the general public; or (iii) the Disqualified Person furnishes personal services and receives compensation (or payment or reimbursement of expenses) pursuant to 4.d. below;

d. the payment of compensation (or payment or reimbursement of expenses) by the Foundation except if such compensation (or payment or reimbursement of expenses) is for personal services that are reasonable and necessary to carrying out the exempt purpose of the Foundation and such compensation is not excessive; or

c. the transfer to him or her, or use by or for the benefit of him or her, of the income or assets of the Foundation, except as allowed pursuant to Sections 4(b)-(d).

Self-dealing shall include any transaction considered self-dealing pursuant to Section 4941 of the Internal Revenue Code of 1986, as amended (the "**Code**"), including the agreement by the Foundation to make any payment of money or other property to a government official other than an agreement to employ such individual for any period after the termination of his or her government service if such individual is terminating his or her government service within a 90-day period. Notwithstanding the foregoing, self-dealing shall not include any transaction, arrangement or grant excluded from the definition of self-dealing under Section 4941 of the Code.

5. Disqualified Person

A "Disqualified Person" includes any person who is:

a. a substantial contributor to the Foundation;

b. a Foundation manager (including an officer, director, or trustee of the Foundation (or similarly empowered or responsible individuals) and employees of the Foundation with authority or responsibility for a transaction, arrangement or grant);

c. an owner of more than 20 percent (20%) of— (i) the total combined voting power of a corporation, (ii) the profits interest of a partnership, or (iii) the beneficial interest of a trust or unincorporated enterprise, which is a substantial contributor to the Foundation;

d. a member of the family of any individual above;

e. a corporation, partnership, trust or estate, if more than a thirty-five percent (35%) interest (including voting power, profits interest or beneficial interest) is owned (or held, in the case of a trust or estate), directly or indirectly, or held by any person described above; or

f. a government official.

ARTICLE 3. PROCEDURES

1. Duty to Disclose

In connection with any actual or possible self-dealing or conflict of interest, an Interested Person must disclose to the Chair of the Board, President and Secretary the existence of the self-dealing, Financial Interest or close involvement and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction, grant or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the Financial Interest or close involvement and all material facts, and after any discussion with the Interested Person, he/she shall leave the governing board or committee meeting while the determination of self-dealing or a conflict of interest is discussed and voted upon. The remaining disinterested board or committee members shall decide whether self-dealing or if a conflict of interest exists.

Notwithstanding the foregoing, an Interested Person shall not be deemed to be engaged in a conflict of interest if such Interested Person is a volunteer, board member or officer of a grantee organization or potential grantee organization and such Interested Person does not have a Financial Interest in the grantee organization or potential grantee organization and such Interested person does not control the grantee organization or potential grantee organization. Furthermore, a transaction or arrangement in which an individual or entity donates services, assets or funds to the Foundation free of charge, in itself, will not be considered a conflict of interest even if an Interested Person is affiliated with such individual or entity through employment, ownership or otherwise.

3. Procedures for Addressing the Conflict of Interest and Self-Dealing

a. An Interested Person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction, arrangement or grant involving the possible conflict of interest or self-dealing.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate whether the transaction, arrangement or grant constitutes self-dealing or a conflict of interest and alternatives to the proposed transaction, grant or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the transaction, arrangement or grant itself is self-dealing; if the transaction agreement or grant is not self-dealing the governing board or committee shall determine whether the Foundation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest, or if a grant, whether the Foundation could make, with reasonable efforts, a better suited grant for the same purpose that would not give rise to a potential conflict of interest.

d. The governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction, arrangement or grant is self-dealing; if the transaction arrangement or grant is not self-dealing, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction, arrangement or grant is in the Foundation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction, arrangement or grant. The Foundation may not enter into a transaction, arrangement or grant that is self-dealing.

4. Violations of the Conflict of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible self-dealing or a conflict 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 member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible self-dealing or a conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE 4. RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a Financial Interest or close involvement in connection with actual or possible self-dealing or a conflict of interest, the nature of the Financial Interest or close involvement, any action taken to determine whether self-dealing or a conflict of interest was present, and the governing board's or committee's decision as to whether self-dealing or a conflict of interest in fact existed.

b. 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, arrangement or grant and a record of any votes taken in connection with the proceedings.

ARTICLE 5. COMPENSATION

A voting member of the governing board or any committee whose jurisdiction includes compensation matters is restricted as follows:

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Foundation for services is precluded from voting on matters pertaining to that member's compensation.

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

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Foundation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE 6. PERIODIC STATEMENTS

Each Interested Person shall periodically sign a statement that affirms such person:

a. Has received a copy of the conflict of interest policy;

b. Has read and understands the policy;

c. Has agreed to comply with the policy; and

d. Understands that the Foundation is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Approval Date: August 18, 2016

THE BRENEMAN JAECH FOUNDATION

CONFLICT OF INTEREST POLICY CERTIFICATION

The undersigned hereby acknowledges that the undersigned:

(a) Has received a copy of the conflict of interest policy,

(b) Has read and understands the conflict of interest policy,

(c) Has agreed to comply with the conflict of interest policy, and

(d) Understands that in order for The Breneman Jaech Foundation to maintain its federal tax exemption as a charitable organization, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Please check one of the following boxes:

☑ I have no conflicts or potential conflicts to disclose.

☐ I have the following conflicts or potential conflicts to disclose (please describe):

Dated: August 18, 2016

Linda Breneman, Director
Print Name: LINDA R. BRENEMAN
Title: MEMBER/DIRECTOR

THE BRENEMAN JAECH FOUNDATION

CONFLICT OF INTEREST POLICY CERTIFICATION

The undersigned hereby acknowledges that the undersigned:

(a) Has received a copy of the conflict of interest policy,

(b) Has read and understands the conflict of interest policy,

(c) Has agreed to comply with the conflict of interest policy, and

(d) Understands that in order for The Breneman Jaech Foundation to maintain its federal tax exemption as a charitable organization, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Please check one of the following boxes:

☒ I have no conflicts or potential conflicts to disclose.

☐ I have the following conflicts or potential conflicts to disclose (please describe):

Dated: 08 / 18 / 2016

Christopher L. Jaech
Print Name: CHRISTOPHER L. JAECH
Title: DIRECTOR

THE BRENEMAN JAECH FOUNDATION

CONFLICT OF INTEREST POLICY CERTIFICATION

The undersigned hereby acknowledges that the undersigned:

(a) Has received a copy of the conflict of interest policy,

(b) Has read and understands the conflict of interest policy,

(c) Has agreed to comply with the conflict of interest policy, and

(d) Understands that in order for The Breneman Jaech Foundation to maintain its federal tax exemption as a charitable organization, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Please check one of the following boxes:

☑ I have no conflicts or potential conflicts to disclose.

☐ I have the following conflicts or potential conflicts to disclose (please describe):

____

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____

Dated: 8/18/2016

Elisabeth A. Jaech

Print Name: ELISABETH JAECH

Title: DIRECTOR

THE BRENEMAN JAECH FOUNDATION

CONFLICT OF INTEREST POLICY CERTIFICATION

The undersigned hereby acknowledges that the undersigned:

(a) Has received a copy of the conflict of interest policy,

(b) Has read and understands the conflict of interest policy,

(c) Has agreed to comply with the conflict of interest policy, and

(d) Understands that in order for The Breneman Jaech Foundation to maintain its federal tax exemption as a charitable organization, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Please check one of the following boxes:

☑ I have no conflicts or potential conflicts to disclose.

☐ I have the following conflicts or potential conflicts to disclose (please describe):

____

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Dated: 8/18/16

Kaylee Jaech
Print Name: Kaylee Jaech
Title: Secretary/Director