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

2017

Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017 , and ending 12-31-2017

Name of foundation
THE FLORENCE FOUNDATION

A Employer identification number
63-0843906

Number and street (or P O box number if mail is not delivered to street address)
4519 MCINNIS AVENUE

Room/suite

B Telephone number (see instructions)
(228) 474-0703

City or town, state or province, country, and ZIP or foreign postal code
MOSS POINT, MS 39563

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)*▶$ 4,658,884

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	67	67		
	4	Dividends and interest from securities	135,999	135,999		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	15,385			
	b	Gross sales price for all assets on line 6a 202,089				
	7	Capital gain net income (from Part IV, line 2)		15,385		
	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)	-265	-9,495		
	12	**Total.** Add lines 1 through 11	151,186	141,956		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	39,000	6,500		32,500
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	3,100	0		3,100
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	10,095	415		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	8,340	4,780		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	60,535	11,695		35,600
	25	Contributions, gifts, grants paid	169,500			169,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	230,035	11,695		205,100
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-78,849			
	b	**Net investment income** (if negative, enter -0-)		130,261		
	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	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	112,879	103,505	103,505
	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)	2,011,254	2,025,647	3,477,940
	c	Investments—corporate bonds (attach schedule)	260,099	236,177	241,071
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	599,097	581,255	836,368
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,983,329	2,946,584	4,658,884
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	2,983,329	2,946,584	
	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)	2,983,329	2,946,584	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,983,329	2,946,584	

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	2,983,329
2	Enter amount from Part I, line 27a	2	-78,849
3	Other increases not included in line 2 (itemize) ▶	3	42,104
4	Add lines 1, 2, and 3	4	2,946,584
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,946,584

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	15,385
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))
2016	192,100	4,252,804	0 045170
2015	201,290	4,044,006	0 049775
2014	205,504	4,099,449	0 050130
2013	181,600	3,901,479	0 046546
2012	169,140	3,709,478	0 045597

2 Total of line 1, column (d)	2	0 237218
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 047444
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	4,456,752
5 Multiply line 4 by line 3	5	211,446
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,303
7 Add lines 5 and 6	7	212,749
8 Enter qualifying distributions from Part XII, line 4 , ...	8	205,100

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	2,605
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	2,605
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	2,605
6	Credits/Payments				
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	4,212		
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	0		
7	Total credits and payments Add lines 6a through 6d			7	4,212
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,607
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ 1,607 **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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
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) ▶			
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 2017 or the taxable year beginning in 2017 (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)

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 ▶DWAIN G LUCE JR Telephone no ▶(228) 474-0703

Located at ▶4519 MCINNIS AVENUE MOSS POINT MS ZIP+4 ▶39563

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 2017, 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

			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		No
	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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☑ No
If "Yes," list the years ▶ 20____, 20____, 20____, 20____

			Yes	No
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

			Yes	No
b	If "Yes," did it have excess business holdings in 2017 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 2017).*	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 2017?	4b		No

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☑ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?. ☐ Yes ☑ No		
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**	
	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	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DWAIN G LUCE JR 4519 MCINNIS AVENUE MOSS POINT, MS 39563	TRUSTEE 4 00	13,000	0	0
C WILLIAM BODIE MD 4210 BELLEVUE LANE MOBILE, AL 36608	TRUSTEE 1 00	13,000	0	0
THOMAS F GARTH PO BOX 2727 MOBILE, AL 36652	TRUSTEE 1 00	13,000	0	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over $50,000. ▶				0

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	
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	
2	
All other program-related investments See instructions 3	
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	3,816,976
b	Average of monthly cash balances.		1b	108,192
c	Fair market value of all other assets (see instructions).		1c	599,453
d	**Total** (add lines 1a, b, and c).		1d	4,524,621
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	4,524,621
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).		4	67,869
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	4,456,752
6	**Minimum investment return.** Enter 5% of line 5.		6	222,838

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	222,838
2a	Tax on investment income for 2017 from Part VI, line 5.	2a 2,605		
b	Income tax for 2017 (This does not include the tax from Part VI).	2b 1,869		
c	Add lines 2a and 2b.		2c	4,474
3	Distributable amount before adjustments Subtract line 2c from line 1.		3	218,364
4	Recoveries of amounts treated as qualifying distributions.		4	0
5	Add lines 3 and 4.		5	218,364
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	218,364

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	205,100
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	205,100
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	205,100

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				218,364
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			167,324	
b Total for prior years 20____ , 20____ , 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 205,100				
a Applied to 2016, but not more than line 2a			167,324	
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 2017 distributable amount.				37,776
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 *(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	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				180,588
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 2012 not applied on line 5 or line 7 (see instructions)	0			
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

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 2017, 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) 2017	**(b)** 2016	**(c)** 2015	**(d)** 2014	
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))

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

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

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

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

DWAIN G LUCE
4519 MCINNIS AVENUE
MOSS POINT, MS 39563
(228) 474-0703

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

NO PRESCRIBED FORM

c Any submission deadlines

NONE

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

ORGANIZATION MUST BE QUALIFIED UNDER INTERNAL REVENUE CODE SECTION 501(C)(3)

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**				169,500
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			14	67	
4 Dividends and interest from securities. . . .			14	135,999	
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.			14	1	
8 Gain or (loss) from sales of assets other than inventory			18	15,385	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a PARTNERSHIP INCOME	211110	9,230			-9,496
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		9,230		151,452	-9,496

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 151,186

(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)
11A	INCOME (LOSS) FROM PUBLICLY TRADED PARTNERSHIPS HELD FOR INVESTMENT

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

******	2018-05-11	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
GLENN W BROWN III				P00510188
Firm's name ▶ RUSSELL THOMPSON BUTLER & HOUSTON LLP				Firm's EIN ▶63-0965059
Firm's address ▶ PO BOX 70106 MOBILE, AL 36670				Phone no (251) 473-5550

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

(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)
120 SHS ATRAZENECA	P	2016-03-29	2017-05-26
1 SH BRIGHTHOUSE FINANCIAL	P	2017-08-10	2017-08-10
22 SHS BRIGHTHOUSE FINANCIAL	P	2017-08-15	2017-08-15
200 SHS EPR PROPERTIES	P	2015-05-08	2017-11-09
150 SHS FLOWERS FOODS INC	P	2016-06-27	2017-06-19
200 SHS HOLLYFRONTIER CORP	P	2017-01-19	2017-10-19
530 SHS INTERSIL CORP	P	2013-03-05	2017-02-14
100 SHS MATTEL INCORPORATED	P	2016-04-27	2017-03-07
250 SHS MATTEL INCORPORATED	P	2016-04-27	2017-04-21
50 SHS MCDONALDS CORP	P	2014-05-02	2017-07-20

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
4,066		3,417	649
42			42
1,292		1,399	-107
13,551		11,836	1,715
2,652		2,714	-62
7,212		6,026	1,186
11,750		4,476	7,274
2,497		3,182	-685
5,634		7,966	-2,332
7,715		5,070	2,645

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			649
			42
			-107
			1,715
			-62
			1,186
			7,274
			-685
			-2,332
			2,645

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

(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)
500 SHS NEW YORK CMNTY BANCO	P	2015-09-15	2017-03-08
150 SHS NORFOLK SOUTHERN CO	P	2015-09-15	2017-07-20
250 SHS REYNOLDS AMERICAN	P	2015-09-15	2017-06-19
200 SHS TANGER FACTORY OUTLET	P	2015-11-05	2017-05-12
50 SHS TOTAL S A F	P	2014-11-17	2017-10-19
225 SHS TUPPERWARE BRANDS CO	P		2017-11-07
500 SHS VODAFONE GROUP	P	2016-05-18	2017-11-13
1,500 SHS ALABAMA POWER COMPANY	P	2014-01-21	2017-10-11
25,000 SHS COCA COLA	P	2006-01-06	2017-08-01
1231 LOSSES FROM PARTNERSHIPS	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
7,226		9,077	-1,851
17,749		12,866	4,883
16,638		10,179	6,459
5,292		7,020	-1,728
2,700		2,869	-169
13,001		16,075	-3,074
14,422		17,106	-2,684
37,500		39,530	-2,030
25,000		25,000	0
		896	-896

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-1,851
			4,883
			6,459
			-1,728
			-169
			-3,074
			-2,684
			-2,030
			0
			-896

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

(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)
CAPITAL GAINS FROM PARTNERSHIPS	P		
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,533			1,533
4,617			4,617

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,533
			4,617

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*				
CAMP RAP-A-HOPE2701 AIRPORT BLVD MOBILE, AL 36606		PUBLIC CHARITY	CHILDREN'S CAMPS	5,000
COMMUNITY SERVICES FOR VISION REHABILITATION 600 BEL AIR BLVD SUITE 110 MOBILE, AL 36606		PUBLIC CHARITY	SERVICES FOR VISION REHABILITATION	5,000
CRITTENTON YOUTH SERVICES 4367 DOWNTOWNER LOOP NORTH MOBILE, AL 36609		PUBLIC CHARITY	EDUCATION	10,000
DUMAS WESLEY COMMUNITY CENTER 126 MOBILE STREET MOBILE, AL 36670		PUBLIC CHARITY	COMMUNITY OUTREACH	10,000
EDITH MURPHY FOUNDATION PO BOX 7552 MOBILE, AL 36670		PUBLIC CHARITY	HEALTH & EDUCATION	3,000
Total . . . . ▶ **3a**				169,500

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*				
ELIJAH HOUSEPO BOX 6798 MOBILE, AL 36660		PUBLIC CHARITY	PRISON REFORM	5,000
LIGHT OF THE VILLAGEPO BOX 1641 BAY MINETTE, AL 36507		PUBLIC CHARITY	CHILDREN'S CAMPS	5,000
MCKEMIE PLACEPO BOX 9082 MOBILE, AL 36691		PUBLIC CHARITY	WOMEN'S SHELTER	5,000
MOBILE BOTANICAL GARDENS 5151 MUSEUM DRIVE MOBILE, AL 36608		PUBLIC CHARITY	EDUCATION AND PRESERVATION	3,500
MOBILE COUNTY METRO JAIL MINISTRIES 450 ST EMANUEL STREET MOBILE, AL 36603		PUBLIC CHARITY	PRISON MINISTRY	10,000
Total . . . . ▶ **3a**				169,500

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*				
MOBILE HISTORIC DEVELOPMENT COMMISSION PO BOX 1827 MOBILE, AL 36633		PUBLIC CHARITY	HISTORIC PRESERVATION	3,000
MOBILE INFIRMARY FOUNDATION PO BOX 2226 MOBILE, AL 36652		PUBLIC CHARITY	PULMONARY REHAB CENTER	25,000
MOBILE RESCUE MISSION 206 STATE STREET MOBILE, AL 36601		PUBLIC CHARITY	OPERATIONS	1,000
RAISING THE ROOF 1660 LAUREL STREET MOBILE, AL 36604		PUBLIC CHARITY	HOME REPAIR MINISTRY	5,000
TEAM FOCUS 1300 SCHILLINGER ROAD SUITE MOBILE, AL 36695		PUBLIC CHARITY	OPERATIONS	10,000
Total . . . . ▶ 3a				169,500

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*				
THE SALVATION ARMYDAUPHIN STREET MOBILE, AL 36604		PUBLIC CHARITY	OPERATIONS	2,000
TRINITY FAMILY MINISTRIES 2467 VICTORY AVENUE MOBILE, AL 36617		PUBLIC CHARITY	COMMUNITY OUTREACH	10,000
UNIVERSITY OF MOBILE 5735 COLLEGE PKWY MOBILE, AL 36695		PUBLIC CHARITY	EDUCATION	5,000
UNIVERSITY OF MOBILE NURSING 5735 COLLEGE PKWY MOBILE, AL 36695		PUBLIC CHARITY	NURSING PROGRAM SCHOLARSHIP	15,000
VICTORY HEALTH PARTNERS PO BOX 851717 MOBILE, AL 36609		PUBLIC CHARITY	HEALTH & EDUCATION	5,000
Total . . . . ▶ **3a**				169,500

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*				
WINGS OF LIFE800 ST LOUIS STREET MOBILE, AL 36602		PUBLIC CHARITY	REHAB CENTER	5,000
YOUNG LIFE7171 COTTAGE HILL ROAD MOBILE, AL 36695		PUBLIC CHARITY	YOUTH GROUP	10,000
UMS - WRIGHT65 MOBILE ST N MOBILE, AL 36607		PUBLIC CHARITY	EDUCATION	10,000
DISTINGUISHED YOUNG WOMEN 751 GOVERNMENT STREET MOBILE, AL 36602		PUBLIC CHARITY	EDUCATION	2,000
Total . . . . ▶ **3a**				169,500

TY 2017 Accounting Fees Schedule

Name: THE FLORENCE FOUNDATION

EIN: 63-0843906

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,100	0		3,100

TY 2017 Investments Corporate Bonds Schedule

Name: THE FLORENCE FOUNDATION

EIN: 63-0843906

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SOUTHTRUST BANK BHAM MED TERM - 50,000	50,595	58,866
TIME WARNER 6.875% DUE 6/15/18 - $25,000	25,016	25,526
REGIONS BANK SUBORDINATE NOTE 7.50% DUE 5/15/18	124,470	127,504
EMBARQ CORP	36,096	29,175

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TY 2017 Investments Corporate Stock Schedule

Name: THE FLORENCE FOUNDATION

EIN: 63-0843906

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DOW CHEMICAL - 1600 SHARES	11,467	113,952
LILLY ELI & COMPANY - 1000 SHARES	18,779	84,460
MERCHANTS & MARINE BANK - 4485 SHARES	47,654	168,188
HARTFORD FINANCIAL SERV GROUP INC - 300 SHARES	2,041	16,884
COCA COLA - 400 SHARES	5,871	18,352
WESTAR ENERGY INC - 2900 SHARES	51,765	153,120
EXXON MOBIL - 700 SHARES	28,728	58,548
JOHNSON & JOHNSON - 1000 SHARES	52,104	139,720
MICROSOFT - 1000 SHARES	22,055	85,540
SOUTHERN CO - 3000 SHARES	102,285	144,270
ALLIANT ENERGY - 2000 SHARES	20,231	85,220
CONSOLIDATED EDISON - 950 SHARES	37,507	80,703
DOMINION RES - 1000 SHARES	26,875	81,060
EXELON CORP - 1600 SHARES	43,303	63,056
KRAFT HEINZ - 166 SHARES	5,480	12,908
NORTHWEST NATURAL GAS - 1000 SHARES	26,442	59,650
VULCAN MATERIAL - 450 SHARES	18,862	57,767
INTERNATIONAL BUSINESS MACHINES CORP - 500 SHARES	32,490	76,710
ANWORTH MORTGAGE ASSET CORP SER B CUM CONV PFD 6.25% - 4000 SHARES	98,438	109,120
FEDERAL NATIONAL MTG ASSOC PFD PERPETUAL - 4000 SHARES	100,000	32,960
SYSCO CORP - 1000 SHARES	29,293	60,730
BRISTOL MYERS SQUIBB COMPANY - 2000 SHARES	40,800	122,560
PG&E CORPORATION - 1400 SHARES	51,555	62,762
UNILEVER PLC - 1000 SHARES	27,548	55,340
AT&T INC - 2000 SHARES	56,240	77,760
ABBOTT LABORATORIES - 500 SHARES	11,368	28,535
MCDONALDS CORP - 1000 SHARES	72,327	172,120
CONOCOPHILLIPS - 1000 SHARES	53,497	54,890
MONDOLEZ INTERNATIONAL - 500 SHARES	10,178	21,400
ALTRIA GROUP INC - 370 SHARES	12,593	26,422

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BLACKROCK INC - 50 SHARES	8,905	25,686
MERCK & CO - 300 SHARES	15,344	16,881
MERCURY GENERAL CORP - 400 SHARES	15,195	21,376
BSR TRUST/SUMMIT HOUSING PARTNERS LLP - 10000 SHARES	100,000	100,000
ABBVIE INC. - 500 SHARES	12,327	48,355
ANNALY CAPITAL MANAGEMENT INC. - 1,000 SHARES	9,623	11,890
MID-AMERICA APT CMNTYS - 360 SHARES	21,786	36,202
PEOPLES UNITED FINL INC - 850 SHARES	11,826	15,895
TEXAS INSTRUMENTS INC. - 220 SHARES	8,780	22,977
THE SOUTHERN COMPANY - 320 SHARES	13,733	15,389
AT&T INC - 430 SHARES	15,229	16,718
COCA COLA COMPANY - 400 SHARES	16,928	18,352
GLAXOSMITHKLINE PLC - 400 SHARES	18,012	14,188
MCDONALDS CORP - 120 SHARES	11,381	20,654
OMNICOM GROUP INC - 200 SHARES	14,344	14,566
PHILIP MORRIS INTL INC - 170 SHARES	14,574	17,961
PROCTER & GAMBLE INC - 180 SHARES	15,038	16,538
TOTAL S A ADR F - 250 SHARES	13,551	13,820
VERIZON COMMUNICATIONS - 350 SHARES	16,388	18,526
KINDER MORGAN INC - 2193 SHARES	91,086	39,628
CHEVRON CORPORATION - 150 SHARES	15,362	18,779
GENERAL MILLS INC - 300 SHARES	16,179	17,787
JOHNSON & JOHNSON - 150 SHARES	15,114	20,958
MICROSOFT CORP - 300 SHARES	14,089	25,662
PAYCHEX INC - 250 SHARES	11,457	17,020
BOEING COMPANY - 300 SHARES	38,377	88,473
GENERAL ELECTRIC COMPANY - 1200 SHARES	35,776	20,940
VALERO ENERGY CORP - 680 SHARES	37,180	62,499
VERIZON COMMUNICATIONS - 730 SHARES	37,585	38,639
WEYERHAEUSER COMPANY - 3200 SHARES	30,572	112,832

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ASTRAZENECA PLC - 580 SHARES	17,121	20,126
EXXON MOBIL CORP	14,701	14,637
FLOWERS FOODS INC - 700 SHARES	12,672	13,517
GENUINE PARTS CO - 75 SHARES	7,055	7,126
UNITED PARCEL SRVC - 150 SHARES	16,060	17,873
UNITED TECHNOLOGIES - 100 SHARES	9,985	12,757
CARDINAL HEALTH INC - 125 SHARES	9,448	7,659
CISCO SYSTEMS INC - 400 SHARES	13,604	15,320
CRACKER BARREL - 80 SHARES	13,170	12,711
CVS HEALTH CORP - 175 SHARES	13,539	12,688
JOHNSON CTLS INTL - 200 SHARES	8,245	7,622
METLIFE INC - 250 SHARES	12,099	12,640
OLD REPUBLIC INTL CO - 750 SHARES	14,688	16,035
ONEOK INC - 150 SHARES	8,369	8,018
PFIZER INCORPORATED - 350 SHARES	11,899	12,677
ROYAL DUTCH SHELL - 150 SHARES	9,146	10,007
WELLS FARGO BANK - 275 SHARES	15,041	16,684
WATSCO INC - 35 SHARES	5,288	5,945

TY 2017 Investments - Other Schedule

Name: THE FLORENCE FOUNDATION

EIN: 63-0843906

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
NUVEEN GLOBAL HIGH INCOME FUND - 2941 SHARES	FMV	82,309	49,733
ENTERPRISE PRODUCTS PARTNERS - 8,216 SH	FMV	97,244	217,806
MAGELLAN MIDSTREAM LP - 4,000 SH	FMV	56,848	283,760
NUSTAR ENERGY LP	FMV	52,450	29,950
VANGUARD INTERMEDIATE TERM INVESTMENT	FMV	133,697	157,129
DOUBLELINE TOTAL RETURN BOND	FMV	31,579	30,053
PLAINS ALL AMERICAN PIPELINE LP	FMV	71,123	30,960
HCP INC -550	FMV	23,979	14,344
ENERGY TRANSFER PARTNERS UNIT LTD PARTNERSHIP	FMV	32,026	22,633

TY 2017 Other Expenses Schedule

Name: THE FLORENCE FOUNDATION

EIN: 63-0843906

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
D&O - AON LIABILITY INSURANCE	3,560	0		0
INVESTMENT FEES	4,780	4,780		0

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TY 2017 Other Income Schedule

Name: THE FLORENCE FOUNDATION

EIN: 63-0843906

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME FROM PARTNERSHIP	1	1	1
PARTNERSHIP INCOME	-266	-9,496	-266

TY 2017 Other Increases Schedule

Name: THE FLORENCE FOUNDATION

EIN: 63-0843906

Description	Amount
EXCESS PARTNERSHIP DISTRIBUTIONS OVER REPORTED TAX AMOUNTS	37,005
TIMING DIFFERENCES BOOK AND TAX	5,099

TY 2017 Taxes Schedule

Name: THE FLORENCE FOUNDATION

EIN: 63-0843906

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ESTIMATED TAX - 990-T	2,944	0		0
TAX - 990-T	31	0		0
FOREIGN TAXES	415	415		0
ESTIMATED TAX - 990-PF	4,212	0		0
TAX - 990-PF	2,493	0		0