

Form **990**

## Return of Organization Exempt From Income Tax

Department of the Treasury  
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public.

Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

2017

Open to Public Inspection

A For the 2017 calendar year, or tax year beginning 07/01/17, and ending 06/30/18

B Check if applicable:

☐ Address change☒ Name change☐ Initial return☐ Final return/terminated☐ Amended return☐ Application pending

C Name of organization

DULUTH HEALTH SERVICES

Doing business as

Number and street (or P.O. box if mail is not delivered to street address)

3111 CHURCH PLACE

Room/suite

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

DULUTH

MN 55811

D Employer identification number

41-1843283

E Telephone number

218-727-8801

G Gross receipts \$ 10,571,495

F Name and address of principal officer:

CAROL RAW

801 NEVADA AVENUE

MORRIS

MN 56267

H(a) Is this a group return for subordinates? ☐ Yes ☒ NoH(b) Are all subordinates included? ☐ Yes ☐ No

If "No," attach a list. (see instructions)

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) ( ) (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: WWW.SFHS.ORG

H(c) Group exemption number

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other

L Year of formation: 1996

M State of legal domicile: MN

## Part I Summary

1 Briefly describe the organization's mission or most significant activities:

SEE SCHEDULE O

2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.

3 Number of voting members of the governing body (Part VI, line 1a)

3 13

4 Number of independent voting members of the governing body (Part VI, line 1b)

4 13

5 Total number of individuals employed in calendar year 2017 (Part V, line 2a)

5 241

6 Total number of volunteers (estimate if necessary)

6 40

7a Total unrelated business revenue from Part VIII, column (C), line 12

7a 0

7b Net unrelated business taxable income from Form 990-T, line 34

7b 0

Contributions and grants (Part VIII, line 1h)

Prior Year

Current Year

Program service revenue (Part VIII, line 2g)

150

50

Investment income (Part VIII, column (A), lines 3, 4, and 7d)

9,587,066

10,550,839

Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)

2,188

2,561

Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)

8,990

17,282

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)

9,598,394

10,570,732

Benefits paid to or for members (Part IX, column (A), line 4)

101,516

130,343

Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)

0

0

Professional fundraising fees (Part IX, column (A), line 11e)

5,216,031

5,815,167

Total fundraising expenses (Part IX, column (D), line 25) ☐

0

0

17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)

3,570,365

4,024,099

18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)

8,887,912

9,969,609

19 Revenue less expenses. Subtract line 18 from line 12

710,482

601,123

20 Total assets (Part X, line 16)

Beginning of Current Year

End of Year

21 Total liabilities (Part X, line 26)

9,456,437

13,807,388

22 Net assets or fund balances. Subtract line 21 from line 20

7,829,599

11,754,761

1,626,838

2,052,627

## Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer

03/18/2019

Date

CAROL RAW

PRES/CEO

Type or print name and title

Paid

Print/Type preparer's name

Preparer's signature

Date

Check ☐ R PTIN

Preparer Use Only

KELLY M DEMUTH

KELLY M DEMUTH

03/13/19

self-employed

P00947751

Firm's name CONWAY, DEUTH &amp; SCHMIESING, PLLP

Firm's EIN 41-1539592

Firm's address 401 ATLANTIC AVE.

MORRIS, MN 56267-1324

Phone no. 320-589-2602

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2017)

DAA

6651

**Part III Statement of Program Service Accomplishments**Check if Schedule O contains a response or note to any line in this Part III ☒**1** Briefly describe the organization's mission:

SEE SCHEDULE O

**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

**3** Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

**4** Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

**4a** (Code: ) (Expenses \$ 9,214,150 including grants of \$ 130,343 ) (Revenue \$ 10,550,839 )  
DULUTH HEALTH SERVICES IS A 92 BED SKILLED NURSING FACILITY LOCATED IN  
DULUTH, MINNESOTA. THE FACILITY PROVIDES MEDICAL, SOCIAL, AND SPIRITUAL  
CARE TO ITS RESIDENTS WITHOUT REGARD TO RACE, COLOR, CREED, OR NATIONAL  
ORIGIN, IN FURTHERANCE OF THE ORGANIZATION'S EXEMPT STATUS. DURING THE  
CURRENT REPORTING YEAR, THE ORGANIZATION HAD 37,589 PATIENT DAYS AND  
PROVIDED SERVICES TO MORE THAN 272 PATIENTS IN THE NURSING HOME AND  
PROVIDED HOUSING FOR MORE THAN 40 TENANTS AS THE ASSISTED LIVING CENTER.  
ALSO DURING THIS TIME PERIOD, THE ORGANIZATION EMPLOYED ABOUT 111 FULL TIME  
EQUIVALENT EMPLOYEES AND GROSS WAGES PAID OUT WERE MORE THAN 4.5 MILLION  
DOLLARS.

**4b** (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

**4c** (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

**4d** Other program services (Describe in Schedule O.)

(Expenses \$ including grants of \$ ) (Revenue \$ )

**4e** Total program service expenses ► 9,214,150

ADISKLR

**Part IV Checklist of Required Schedules**

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	X	
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	X	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		X
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X

**Part IV Checklist of Required Schedules (continued)**

	Yes	No
<b>20a</b> Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
<b>b</b> If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
<b>21</b> Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II		X
<b>22</b> Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	X	
<b>23</b> Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	X	
<b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a	X	
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		X
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
<b>25a</b> Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
<b>b</b> Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
<b>26</b> Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If "Yes," complete Schedule L, Part II		X
<b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III		X
<b>28</b> Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
<b>a</b> A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
<b>b</b> A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	X	
<b>c</b> An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
<b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
<b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
<b>34</b> Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	X	
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
<b>b</b> If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		
<b>36</b> Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		X
<b>37</b> Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

**Part V Statements Regarding Other IRS Filings and Tax Compliance**Check if Schedule O contains a response or note to any line in this Part V ☐

	Yes	No
<b>1a</b> Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	<b>1a</b> 14	
<b>b</b> Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	<b>1b</b> 0	
<b>c</b> Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	<b>1c</b> X	
<b>2a</b> Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	<b>2a</b> 241	
<b>b</b> If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note.</i> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	<b>2b</b> X	
<b>3a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year?	<b>3a</b>	X
<b>b</b> If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O	<b>3b</b>	
<b>4a</b> At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	<b>4a</b>	X
<b>b</b> If "Yes," enter the name of the foreign country: See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
<b>5a</b> Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	<b>5a</b>	X
<b>b</b> Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	<b>5b</b>	X
<b>c</b> If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	<b>5c</b>	
<b>6a</b> Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	<b>6a</b>	X
<b>b</b> If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	<b>6b</b>	
<b>7 Organizations that may receive deductible contributions under section 170(c).</b>		
<b>a</b> Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	<b>7a</b>	
<b>b</b> If "Yes," did the organization notify the donor of the value of the goods or services provided?	<b>7b</b>	
<b>c</b> Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	<b>7c</b>	
<b>d</b> If "Yes," indicate the number of Forms 8282 filed during the year	<b>7d</b>	
<b>e</b> Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<b>7e</b>	
<b>f</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<b>7f</b>	
<b>g</b> If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	<b>7g</b>	
<b>h</b> If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	<b>7h</b>	
<b>8 Sponsoring organizations maintaining donor advised funds.</b> Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	<b>8</b>	
<b>9 Sponsoring organizations maintaining donor advised funds.</b>		
<b>a</b> Did the sponsoring organization make any taxable distributions under section 4966?	<b>9a</b>	
<b>b</b> Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	<b>9b</b>	
<b>10 Section 501(c)(7) organizations.</b> Enter:		
<b>a</b> Initiation fees and capital contributions included on Part VIII, line 12	<b>10a</b>	
<b>b</b> Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	<b>10b</b>	
<b>11 Section 501(c)(12) organizations.</b> Enter:		
<b>a</b> Gross income from members or shareholders	<b>11a</b>	
<b>b</b> Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	<b>11b</b>	
<b>12a Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	<b>12a</b>	
<b>b</b> If "Yes," enter the amount of tax-exempt interest received or accrued during the year	<b>12b</b>	
<b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b>		
<b>a</b> Is the organization licensed to issue qualified health plans in more than one state? <i>Note.</i> See the instructions for additional information the organization must report on Schedule O.	<b>13a</b>	
<b>b</b> Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	<b>13b</b>	
<b>c</b> Enter the amount of reserves on hand	<b>13c</b>	
<b>14a</b> Did the organization receive any payments for indoor tanning services during the tax year?	<b>14a</b>	X
<b>b</b> If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	<b>14b</b>	

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response or note to any line in this Part VI ☒

**Section A. Governing Body and Management**

	Yes	No
<b>1a</b> Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	13	
<b>b</b> Enter the number of voting members included in line 1a, above, who are independent	13	
<b>2</b> Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
<b>3</b> Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	X	
<b>4</b> Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
<b>5</b> Did the organization become aware during the year of a significant diversion of the organization's assets?		X
<b>6</b> Did the organization have members or stockholders?	X	
<b>7a</b> Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
<b>b</b> Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
<b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>a</b> The governing body?	X	
<b>b</b> Each committee with authority to act on behalf of the governing body?	X	
<b>9</b> Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

**Section B. Policies** (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
<b>10a</b> Did the organization have local chapters, branches, or affiliates?		X
<b>b</b> If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
<b>11a</b> Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?		X
<b>b</b> Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
<b>12a</b> Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
<b>b</b> Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
<b>c</b> Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
<b>13</b> Did the organization have a written whistleblower policy?	X	
<b>14</b> Did the organization have a written document retention and destruction policy?	X	
<b>15</b> Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
<b>a</b> The organization's CEO, Executive Director, or top management official	X	
<b>b</b> Other officers or key employees of the organization	X	
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
<b>16a</b> Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
<b>b</b> If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

**Section C. Disclosure**

**17** List the states with which a copy of this Form 990 is required to be filed ☒ MN

**18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s, only) available for public inspection. Indicate how you made these available. Check all that apply.  
☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

**19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

**20** State the name, address, and telephone number of the person who possesses the organization's books and records: ☒  
 WILLIAM MONCRIEF 801 NEVADA AVENUE, SUITE 100  
 MORRIS MN 56267 218-727-8801

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**Check if Schedule O contains a response or note to any line in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's current key employees, if any. See instructions for definition of "key employee."

- List the organization's five current highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's former officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's former directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) STEVEN LIENEMANN	1.00									
CHAIR	14.00	X		X				0	0	0
(2) DANIEL DRIPPS	1.00									
VICE CHAIR	14.00	X		X				0	0	0
(3) VIVIAN HELTEMES	1.00									
SECRETARY/TREASURER	14.00	X		X				0	0	0
(4) REV TODD SCHNEIDER	1.00									
TRUSTEE	14.00	X						0	0	0
(5) ELIZABETH MEICHNER	1.00									
TRUSTEE	14.00	X						0	0	0
(6) KATIE ERDMAN	1.00									
TRUSTEE	14.00	X						0	0	0
(7) CARLA RILEY	1.00									
TRUSTEE	14.00	X						0	0	0
(8) NEIL SCHMDIGALL	1.00									
TRUSTEE	14.00	X						0	0	0
(9) MARK BERLINGER	1.00									
TRUSTEE	14.00	X						0	0	0
(10) LORI WIESE	1.00									
TRUSTEE	14.00	X						0	0	0
(11) KENNETH WESTBROCK	1.00									
TRUSTEE	14.00	X						0	0	0

**Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)**

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(12) MONSERRAT VAZQUEZ	1.00									
TRUSTEE	14.00	X						0	0	0
(13) ALYSSA THOOF	1.00									
TRUSTEE	14.00	X						0	0	0
(14) CAROL RAW	1.00									
PRES/CEO	39.00			X				0	200,365	22,233
(15) SCOT ALLEN	1.00									
VP SENIOR SERVICES	39.00			X				0	128,860	20,169
(16) WILLIAM MONCRIEF	1.00									
CFO	39.00			X				0	109,599	14,982
(17) GEOFFREY RYAN	1.00									
SEN SVC REG DIRECTOR	39.00					X		0	132,373	16,827
(18) CAMILLA PETERSON-DEVRIES	1.00									
SEN SVC REG DIRECTOR	39.00					X		0	117,453	20,089
(19) LUCAS KOEHNTOP	1.00									
IT DIRECTOR	39.00					X		0	113,837	24,812
<b>1b Sub-total</b>									802,487	119,112
<b>c Total from continuation sheets to Part VII, Section A</b>									488,585	53,660
<b>d Total (add lines 1b and 1c)</b>									1,291,072	172,772

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0**

3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3	X	
4	X	
5		X

**Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
ST. FRANCIS HEALTH SERVICES 801 NE VADA AVE MORRIS MN 56267	MANAGEMENT FEE	1,667,249
AEGIS THERAPIES PO BOX 8103 FORT SMITH AR 72902	THERAPY SERVICE	862,760

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **2**



**Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)**

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(20) DENNIS LINDOR	1.00									
VP	39.00					X		0	113,573	5,717
(21) PRISCILLA SCHILLING	1.00									
DIRECTOR OF QA/QI	39.00					X		0	111,939	15,720
(22) LUVERNE HOFFMAN	0.00									
FORMER CEO	40.00						X	0	263,073	32,223
<b>1b Sub-total</b>									488,585	53,660
<b>c Total from continuation sheets to Part VII, Section A</b>										
<b>d Total (add lines 1b and 1c)</b>										

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ►

**3** Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

**4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual

**5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		
4		
5		

**Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►

**Part VIII. Statement of Revenue**Check if Schedule O contains a response or note to any line in this Part VIII ☐

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	50			
	g Noncash contributions included in lines 1a-1f \$					
	h Total. Add lines 1a-1f		50			
<b>Program Service Revenue</b>	2a NET PATIENT REVENUE	Bu. Code	10,550,839	10,550,839		
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		10,550,839			
	<b>Other Revenue</b>	3 Investment income (including dividends, interest, and other similar amounts)		3,324		
4 Income from investment of tax-exempt bond proceeds						
5 Royalties						
6a Gross rents		(i) Real (ii) Personal				
b Less: rental exps.						
c Rental inc. or (loss)						
d Net rental income or (loss)						
7a Gross amount from sales of assets other than inventory		(i) Securities (ii) Other				
b Less: cost or other basis & sales exps.			763			
c Gain or (loss)			-763			
d Net gain or (loss)			-763	-763		
8a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18		a				
b Less: direct expenses		b				
c Net income or (loss) from fundraising events						
9a Gross income from gaming activities. See Part IV, line 19		a				
b Less: direct expenses		b				
c Net income or (loss) from gaming activities						
10a Gross sales of inventory, less returns and allowances		a				
b Less: cost of goods sold	b					
c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Bu. Code				
11a MEAL REVENUE		11,309	11,309			
b MISCELLANEOUS		4,173	4,173			
c RENTAL		1,800	1,800			
d All other revenue						
e Total. Add lines 11a-11d		17,282				
12 Total revenue. See instructions.		10,570,732	10,567,358	0	3,324	

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX ☐**Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21				
2 Grants and other assistance to domestic individuals. See Part IV, line 22	130,343	130,343		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	4,541,158	4,322,356	218,802	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	143,060	136,167	6,893	
9 Other employee benefits	571,734	544,187	27,547	
10 Payroll taxes	559,215	532,271	26,944	
11 Fees for services (non-employees):				
a Management	302,250		302,250	
b Legal	150		150	
c Accounting	7,409		7,409	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	23,334		23,334	
12 Advertising and promotion	18,346		18,346	
13 Office expenses	36,063		36,063	
14 Information technology				
15 Royalties				
16 Occupancy	224,884	224,884		
17 Travel	10,114		10,114	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	10,703	6,163	4,540	
20 Interest	296,603	296,603		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	613,063	613,063		
23 Insurance	52,186	40,159	12,027	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a MEDICAL PROFESSIONAL FEES	1,155,762	1,155,762		
b SUPPLIES	549,567	549,567		
c SURCHARGES	258,980	258,980		
d PURCHASED SERVICES	207,429	207,429		
e All other expenses	257,256	196,216	61,040	
25 Total functional expenses. Add lines 1 through 24e	9,969,609	9,214,150	755,459	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

**Part X Balance Sheet**Check if Schedule O contains a response or note to any line in this Part X ☐

		(A) Beginning of year		(B) End of year
<b>Assets</b>	1 Cash—non-interest bearing	1,230,868	1	1,718,590
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	1,346,976	4	1,658,944
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net	28,286	7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	35,724	9	60,645
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 18,372,652		
	b Less: accumulated depreciation	10b 8,281,817	6,659,668	10c 10,090,835
	11 Investments—publicly traded securities		11	
	12 Investments—other securities. See Part IV, line 11		12	
	13 Investments—program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	154,915	15	278,374
16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	9,456,437	16	13,807,388	
<b>Liabilities</b>	17 Accounts payable and accrued expenses	468,123	17	539,299
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities	7,339,389	20	11,169,517
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	9,255	21	40,077
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	12,832	25	5,868
	26 <b>Total liabilities.</b> Add lines 17 through 25	7,829,599	26	11,754,761
<b>Net Assets or Fund Balances</b>	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	1,626,838	27	2,052,627
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	1,626,838	33	2,052,627
34 <b>Total liabilities and net assets/fund balances</b>	9,456,437	34	13,807,388	

**Part XI Reconciliation of Net Assets**Check if Schedule O contains a response or note to any line in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	10,570,732
2	Total expenses (must equal Part IX, column (A), line 25)	2	9,969,609
3	Revenue less expenses. Subtract line 2 from line 1	3	601,123
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,626,838
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-175,334
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	2,052,627

**Part XII Financial Statements and Reporting**Check if Schedule O contains a response or note to any line in this Part XII ☐

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.		

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2017**

Open to Public  
Inspection

Name of the organization

DULUTH HEALTH SERVICES

Employer identification number

41-1843283

**Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.**

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 ☐ A school described in section 170(b)(1)(A)(ii). (Attach Schedule E (Form 990 or 990-EZ).)
- 3 ☐ A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 ☐ A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: .....
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 ☐ A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 ☐ An agricultural research organization described in section 170(b)(1)(A)(ix) operated in conjunction with a land-grant college or university or a non-land grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: .....
- 10 ☒ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 11 ☐ An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 12 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
  - a ☐ Type I. A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. You must complete Part IV, Sections A and B.
  - b ☐ Type II. A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). You must complete Part IV, Sections A and C.
  - c ☐ Type III functionally integrated. A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). You must complete Part IV, Sections A, D, and E.
  - d ☐ Type III non-functionally integrated. A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). You must complete Part IV, Sections A and D, and Part V.
  - e ☐ Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
- f Enter the number of supported organizations
- g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(A)						
(B)						
(C)						
(D)						
(E)						
<b>Total</b>						

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2017

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2017 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2016 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test—2017. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 33 1/3% support test—2016. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2017. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2016. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>		

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II.  
If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	3,033	985	399	150	50	4,617
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	7,775,195	7,982,208	8,677,602	9,596,056	10,568,121	44,599,182
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	7,778,228	7,983,193	8,678,001	9,596,206	10,568,171	44,603,799
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year	151,046	832,987	411,530	122,234	485,054	2,002,851
c Add lines 7a and 7b	151,046	832,987	411,530	122,234	485,054	2,002,851
8 Public support. (Subtract line 7c from line 6.)						42,600,948

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
9 Amounts from line 6	7,778,228	7,983,193	8,678,001	9,596,206	10,568,171	44,603,799
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	437	1,865	3,642	3,051	3,324	12,319
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	437	1,865	3,642	3,051	3,324	12,319
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)	7,778,665	7,985,058	8,681,643	9,599,257	10,571,495	44,616,118
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

15 Public support percentage for 2017 (line 8, column (f) divided by line 13, column (f))	15	95.48 %
16 Public support percentage from 2016 Schedule A, Part III, line 15	16	95.61 %

**Section D. Computation of Investment Income Percentage**

17 Investment income percentage for 2017 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2016 Schedule A, Part III, line 17	18	%

- 19a **33 1/3% support tests—2017.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► ☒
- b **33 1/3% support tests—2016.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐
- 20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐



**Part IV Supporting Organizations**

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

**Section A. All Supporting Organizations**

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.		
4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI.		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI.		
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI.		
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI.		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer 10b below.		
b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)		

**Part IV Supporting Organizations (continued)**

- 11 Has the organization accepted a gift or contribution from any of the following persons?
- a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?
- b A family member of a person described in (a) above?
- c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.

	Yes	No
11a		
11b		
11c		

**Section B. Type I Supporting Organizations**

- 1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.
- 2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.

	Yes	No
1		
2		

**Section C. Type II Supporting Organizations**

- 1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).

	Yes	No
1		

**Section D. All Type III Supporting Organizations**

- 1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?
- 2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).
- 3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.

	Yes	No
1		
2		
3		

**Section E. Type III Functionally-Integrated Supporting Organizations**

- 1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).
- a ☐ The organization satisfied the Activities Test. Complete line 2 below.
- b ☐ The organization is the parent of each of its supported organizations. Complete line 3 below.
- c ☐ The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).

**2 Activities Test. Answer (a) and (b) below.**

- a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.
- b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.
- 3 Parent of Supported Organizations. Answer (a) and (b) below.
- a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.
- b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.

	Yes	No
2a		
2b		
3a		
3b		

**Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations**

- 1 ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI). See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3.	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6 and 7 from line 4).	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d.	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035.	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1.	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3.	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6	

- 7 ☐ Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).

**Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)**

Section D - Distributions		Current Year	
1	Amounts paid to supported organizations to accomplish exempt purposes		
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity		
3	Administrative expenses paid to accomplish exempt purposes of supported organizations		
4	Amounts paid to acquire exempt-use assets		
5	Qualified set-aside amounts (prior IRS approval required)		
6	Other distributions (describe in Part VI). See instructions.		
7	Total annual distributions. Add lines 1 through 6.		
8	Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.		
9	Distributable amount for 2017 from Section C, line 6		
10	Line 8 amount divided by line 9 amount		

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2017	(iii) Distributable Amount for 2017
1 Distributable amount for 2017 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2017 (reasonable cause required-explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2017:			
a			
b From 2013			
c From 2014			
d From 2015			
e From 2016			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2017 distributable amount			
i Carryover from 2012 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2017 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2017 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2017, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions.			
6 Remaining underdistributions for 2017. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions.			
7 Excess distributions carryover to 2018. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2013			
b Excess from 2014			
c Excess from 2015			
d Excess from 2016			
e Excess from 2017			

**Part VI** **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

**SCHEDULE D  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

**Supplemental Financial Statements**

▶ Complete if the organization answered "Yes" on Form 990,  
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

▶ Attach to Form 990.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No 1545-0047

**2017**

Open to Public  
Inspection

Employer identification number

41-1843283

DULUTH HEALTH SERVICES

**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

**Part II Conservation Easements.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of a historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶

4 Number of states where property subject to conservation easement is located ▶

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenue included on Form 990, Part VIII, line 1	▶ \$
(ii) Assets included in Form 990, Part X	▶ \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenue included on Form 990, Part VIII, line 1	▶ \$
b Assets included in Form 990, Part X	▶ \$

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)**

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- ☐ a Public exhibition  
☐ b Scholarly research  
☐ c Preservation for future generations  
☐ d Loan or exchange programs  
☐ e Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

**Part IV Escrow and Custodial Arrangements.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☒ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

	Amount
1c	9,255
1d	117,283
1e	86,461
1f	40,077

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? ☒ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII ☒ X

**Part V Endowment Funds.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ☐ %

b Permanent endowment ☐ %

c Temporarily restricted endowment ☐ %

The percentages on lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

(i) unrelated organizations

(ii) related organizations

b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?

	Yes	No
3a(i)		
3a(ii)		
3b		

4 Describe in Part XIII the intended uses of the organization's endowment funds.

**Part VI Land, Buildings, and Equipment.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		282,913		282,913
b Buildings		17,096,431	7,500,714	9,595,717
c Leasehold improvements				
d Equipment		891,926	719,770	172,156
e Other		101,382	61,333	40,049
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				10,090,835

**Part VII Investments—Other Securities.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		

Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶

**Part VIII Investments—Program Related.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		

Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ▶

**Part IX Other Assets.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	

Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶

**Part X Other Liabilities.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DUE TO RELATED PARTY	5,868
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	5,868

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII ☐



**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

<b>1</b>	Total revenue, gains, and other support per audited financial statements		<b>1</b>	
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
<b>a</b>	Net unrealized gains (losses) on investments	<b>2a</b>		
<b>b</b>	Donated services and use of facilities	<b>2b</b>		
<b>c</b>	Recoveries of prior year grants	<b>2c</b>		
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>		
<b>e</b>	Add lines 2a through 2d		<b>2e</b>	
<b>3</b>	Subtract line 2e from line 1		<b>3</b>	
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>		
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>		
<b>c</b>	Add lines 4a and 4b		<b>4c</b>	
<b>5</b>	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		<b>5</b>	

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

<b>1</b>	Total expenses and losses per audited financial statements		<b>1</b>	
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
<b>a</b>	Donated services and use of facilities	<b>2a</b>		
<b>b</b>	Prior year adjustments	<b>2b</b>		
<b>c</b>	Other losses	<b>2c</b>		
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>		
<b>e</b>	Add lines 2a through 2d		<b>2e</b>	
<b>3</b>	Subtract line 2e from line 1		<b>3</b>	
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>		
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>		
<b>c</b>	Add lines 4a and 4b		<b>4c</b>	
<b>5</b>	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		<b>5</b>	

**Part XIII Supplemental Information.**

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

**PART IV, LINE 1B - EXPLANATION FOR UNREPORTED CONTRIBUTIONS OR ASSETS**

THE ORGANIZATION ACTED AS A CUSTODIAN FOR THE FUNDS OF THE RESIDENTS.

**PART IV, LINE 2B - ESCROW LIABILITY ARRANGEMENT EXPLANATION**

THE ORGANIZATION ACTED AS A CUSTODIAN FOR THE FUNDS OF THE RESIDENTS.

## Part XIII Supplemental Information (continued)

**Schedule D (Form 990) 2017**

SCHEDULE I  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

2017

Open to Public  
Inspection

Name of the organization

DULUTH HEALTH SERVICES

Employer identification number

41-1843283

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)								
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2017)

1

Part III can be duplicated if additional space is needed.					
(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of noncash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
1 SCHOLARSHIP	1	811		FMV	
2 SCHOLARSHIP		1,892		FMV	
3 SCHOLARSHIP		847		FMV	
4 SCHOLARSHIP		901		FMV	
5 SCHOLARSHIP		1,752		FMV	
6 SCHOLARSHIP		1,738		FMV	
7 SCHOLARSHIP		956		FMV	

**Part IV Supplemental Information.** Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

**Part III Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22.  
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of noncash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
1 SCHOLARSHIP		195		FMV	
2 SCHOLARSHIP		3,358		FMV	
3 SCHOLARSHIP		5,776		FMV	
4 SCHOLARSHIP		2,714		FMV	
5 SCHOLARSHIP		2,120		FMV	
6 SCHOLARSHIP		836		FMV	
7 SCHOLARSHIP		195		FMV	
<b>Part IV Supplemental Information.</b> Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.					













**SCHEDULE J**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

**Compensation Information**

For certain Officers, Directors, Trustees, Key Employees, and Highest  
Compensated Employees

► Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

► Attach to Form 990.

► Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2017**

Open to Public  
Inspection

DULUTH HEALTH SERVICES

Employer identification number

41-1843283

**Part I Questions Regarding Compensation**

**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- |  |   |
|--|---|
| <input type="checkbox"/> First-class or charter travel             | <input type="checkbox"/> Housing allowance or residence for personal use    |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence    |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees      |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (such as, maid, chauffeur, chef) |

**b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?

**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- |  |   |
|--|---|
| <input type="checkbox"/> Compensation committee              | <input type="checkbox"/> Written employment contract                                |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study                    |
| <input type="checkbox"/> Form 990 of other organizations     | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

**4** During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment? **4a**
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? **4b**
- c** Participate in, or receive payment from, an equity-based compensation arrangement? **4c**
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

**5** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization? **5a**
- b** Any related organization? **5b**
- If "Yes" on line 5a or 5b, describe in Part III.

**6** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization? **6a**
- b** Any related organization? **6b**
- If "Yes" on line 6a or 6b, describe in Part III.

**7** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III

**8** Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

**9** If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

Note: The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 CAROL RAW PRES/CEO	200,365	0	0	17,896	4,337	222,598	0
2 LUVERNE HOFFMAN FORMER CEO	263,073	0	0	31,510	713	295,296	0
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							

## Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

[illegible]

**SCHEDULE K  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information on Tax-Exempt Bonds**  
▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2017**

Open to Public  
Inspection

Name of the organization

DULUTH HEALTH SERVICES

Employer identification number

41-1843283

**Part I Bond Issues**

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
A BREMER BANK	41-6005047		12/28/12	6,400,000	REFINANCING TAXABLE		X		X		X
B BREMER BANK #2	41-6005047		12/10/15	2,134,396	REFINANCING DEBT		X		X		X
C CITY OF SCANLIN	41-6005536		06/30/11	4,276,875	FINANCING THE COSTS		X		X		X

**Part II Proceeds**

	A		B	C	
	Yes	No		Yes	No
1 Amount of bonds retired					
2 Amount of bonds legally defeased				79,014	
3 Total proceeds of issue					
4 Gross proceeds in reserve funds					
5 Capitalized interest from proceeds					
6 Proceeds in refunding escrows					
7 Issuance costs from proceeds					
8 Credit enhancement from proceeds					
9 Working capital expenditures from proceeds					
10 Capital expenditures from proceeds					
11 Other spent proceeds					
12 Other unspent proceeds					
13 Year of substantial completion					

14 Were the bonds issued as part of a current refunding issue?			No	Yes	No	Yes	No
15 Were the bonds issued as part of an advance refunding issue?			X		X		
16 Has the final allocation of proceeds been made?	X		X		X		
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X		X		

**Part III Private Business Use**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X		X		X		
2 Are there any lease arrangements that may result in private business use of bond-financed property?		X		X		X		

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule K (Form 990) 2017

41-1843283

DULUTH HEALTH SERVICES

**Part III Private Business Use (Continued)**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?								
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?		X		X		X		
c Are there any research agreements that may result in private business use of bond-financed property?				X		X		
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government. ▶		%		%		%		%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government. ▶		%		%		%		%
6 Total of lines 4 and 5		%		%		%		%
7 Does the bond issue meet the private security or payment test?		X		X		X		
8a Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X		X		X		
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of		%		%		%		%
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X			X	X			

**Part IV Arbitrage**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?		X		X	X			
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?		X		X				
b Exception to rebate?		X		X				
c No rebate due?		X		X				
If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?	X			X	X			
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X		X		X		
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								





RECORDS & PENDING	DO NOT	RECEIVED	DATE	TIME
<b>Part VI Supplemental Information.</b> Provide additional information for responses to questions on Schedule K. See instructions (Continued)				

[illegible]

**SCHEDULE L**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

**Transactions With Interested Persons**

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.

▶ Attach to Form 990 or Form 990-EZ.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No 1545-0047

**2017**

Open To Public Inspection

Employer identification number

DULUTH HEALTH SERVICES

41-1843283

**Part I Excess Benefit Transactions** (section 501(c)(3), section 501(c)(4), and 501(c)(29) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958

▶ \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization

▶ \$

**Part II Loans to and/or From Interested Persons.**

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the org.?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												
(8)												
(9)												
(10)												
Total						▶ \$						

**Part III Grants or Assistance Benefiting Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

**Part IV Business Transactions Involving Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of org. revenues?	
				Yes	No
(1) ELIZABETH LETICH	DAUGHTER OF	92,477	EMPLOYED AS		X
(2)	CAROL RAW, CEO		ADMINISTRATOR - FHS		X
(3) ANDY RAW	SON OF CAROL	39,039	EMPLOYED IN		X
(4)	RAW PRES & CEO		MAINTENANCE BVHS		X
(5) DAWN BJORGE	SPOUSE - DENNIS	108,890	RN/PD - PCS		X
(6)	LINDOR VP				X
(7) KAITLYN PENISKA	RELATIVE OF	26,934	EMPLOYED AS A		X
(8)	LAURIE PENISKA		NURSING ASSISTANT		X
(9)	DIR OF NURSING		BVHS		X
(10)					X

**Part V Supplemental Information**

Provide additional information for responses to questions on Schedule L (see instructions).

**SCHEDULE L, PART IV - BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS**

NAME AND RELATIONSHIP	AMOUNT AND DESCRIPTION	SHARE REVENUE
JUSTIN PENISKA RELATIVE - LAURIE	\$ 21,684	
PENISKA	EMPL - NURSE ASST.	
TARREN MCALISTER SON OF	\$ 36,243	
KERRI HICKS	EMPL - NURSE ASST	
KERRI HICKS NEICE OF	\$ 56,208	
CAROL RAW, CEO	EMPL - DIR. OF HR	
RILEIGH PORT DAUGHTER OF	\$ 8,689	
LANA PORT, DON	EMPL - NURSE ASST	
BRIAN PORT SPOUSE OF	\$ 8,916	
LANA PORT, DON	EMPL - DIETARY MGR	
CHERI BROUSE SISTER OF	\$ 49,718	
LANA PORT, DON	EMPL - HR	

**SCHEDULE L, PART V - ADDITIONAL INFORMATION**

DURING THE YEAR, THE ORGANIZATION EMPLOYS INDIVIDUALS WHO MAY BE RELATED TO AN OFFICER, DIRECTOR, TRUSTEE, OR KEY EMPLOYEE. PAYMENTS FOR SERVICES ARE MADE ACCORDING TO EMPLOYMENT POLICY AND DONE AT ARMS LENGTH. DUE TO THE RURAL LOCATION OF THE ORGANIZATION AND THE NEED TO FIND QUALIFIED

**Part IV Business Transactions Involving Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of org. revenues?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

**Part V Supplemental Information**

Provide additional information for responses to questions on Schedule L (see instructions).

STAFF, THESE EMPLOYMENT RELATIONSHIPS ARE NECESSARY TO FURTHER THE  
ORGANIZATION'S EXEMPT PURPOSE.

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2017**

Open to Public  
Inspection

Employer identification number

41-1843283

DULUTH HEALTH SERVICES

FORM 990 - ORGANIZATION'S MISSION

WE ARE COMMITTED TO EXPRESS CHRIST'S MESSAGE OF LOVE AND HOPE BY PROVIDING  
FOR HEALTH, RESIDENTIAL, COMMUNITY, AND ALLIED SERVICES IN A HOLISTIC,  
COMPETENT, AND CARING MANNER THAT RECOGNIZES THE VALUE AND DIGNITY IN EVERY  
HUMAN LIFE.

ST FRANCIS HEALTH SERVICES CONTROLS AND OPERATES DULUTH HEALTH SERVICES  
AND IS SPONSORED BY THE CATHOLIC DIOCESE OF ST CLOUD. WE ARE DEDICATED TO  
PROMOTING THE ETHICAL AND RELIGIOUS DIRECTIVE FOR CATHOLIC HEALTH CARE  
SERVICES.

FORM 990, PART VI, LINE 3 - MANAGEMENT DELEGATED

ST FRANCIS HEALTH SERVICES OF MORRIS, INC (A RELATED ORGANIZATION  
WITH COMMON CONTROL) MANAGES THE FACILITY.

FORM 990, PART VI, LINE 6 - CLASSES OF MEMBERS OR STOCKHOLDERS

THE ORGANIZATION IS ORGANIZED WITH MEMBERS. THE MEMBERS OF THE CORPORATION  
SHALL CONSIST OF THE BOARD OF DIRECTORS OF ST. FRANCIS HEALTH SERVICES OF  
MORRIS, INC.

FORM 990, PART VI, LINE 11B - ORGANIZATION'S PROCESS TO REVIEW FORM 990

THE CFO OF ST. FRANCIS HEALTH SERVICES OF MORRIS, INC REVIEWS THE TAX  
RETURN AS PART OF THE MANAGEMENT SERVICES.

FORM 990, PART VI, LINE 12C - ENFORCEMENT OF CONFLICTS POLICY

ANNUALLY THE ORGANIZATION CONDUCTS IN-SERVICE TRAINING REVIEWING THE POLICY

Name of the organization

Employer identification number

DULUTH HEALTH SERVICES

41-1843283

ON CONFLICTS OF INTEREST AND REQUIRES THE BOARD MEMBERS, MANAGEMENT STAFF, AND KEY EMPLOYEES TO DISCLOSE CONFLICTS.

FORM 990, PART VI, LINE 15A - COMPENSATION PROCESS FOR TOP OFFICIAL  
THE CEO AND OFFICERS ARE EMPLOYEES OF ST. FRANCIS HEALTH SERVICES OF MORRIS, INC. (A RELATED ORGANIZATION AND UNDER COMMON CONTROL). THE COMPENSATION PROCESS FOR THE CEO - ANNUALLY THE HR DIRECTOR SUBMITS THE CEO'S JOB DESCRIPTION, PERFORMANCE EVALUATION FORM, ST. FRANCIS HEALTH SERVICES OF MORRIS, INC'S PAY GRADE SCHEDULE AND COMPARABLE WAGE SURVEY(S) TO THE CHAIRMAN OF THE BOARD. THE CHAIRMAN AND THE EVALUATION COMMITTEE OF THE BOARD REVIEWS THE PERFORMANCE AND DETERMINES THE SALARY OF THE CEO.

FORM 990, PART VI, LINE 15B - COMPENSATION PROCESS FOR OFFICERS  
THE CEO AND OFFICERS ARE EMPLOYEES OF ST. FRANCIS HEALTH SERVICES OF MORRIS, INC. (A RELATED ORGANIZATION AND UNDER COMMON CONTROL). THE COMPENSATION PROCESS FOR OFFICERS - CEO AND THE HR DIRECTOR REVIEWS COMPARABLE WAGE SURVEY INFORMATION, REVIEWS PERFORMANCE (WITH INPUT FROM THE VP, IF APPROPRIATE) AND DETERMINES SALARY.

FORM 990, PART VI, LINE 19 - GOVERNING DOCUMENTS DISCLOSURE EXPLANATION  
THE GOVERNING DOCUMENTS, CONFLICTS OF INTEREST POLICIES, AND FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC ON AN AS REQUESTED BASIS.

FORM 990, PART XI, LINE 9 - OTHER CHANGES IN NET ASSETS EXPLANATION  
INTERCOMPANY TRANSFERS \$ -175,334

**SCHEDULE R  
(Form 990)**

**Related Organizations and Unrelated Partnerships**

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

▶ Attach to Form 990.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2017**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

Name of the organization

DULUTH HEALTH SERVICES

Employer identification number

41-1843283

**Part I Identification of Disregarded Entities.** Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

	(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Directed controlling entity
(1)						
(2)						
(3)						
(4)						
(5)						

**Part II Identification of Related Tax-Exempt Organizations.** Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Directed controlling entity	(g) Section 512(b)(13) controlled entity?
							Yes No
(1)	AITKIN HEALTH SERVICES 301 MINNESOTA AVENUE AITKIN MN 56431 20-3367397	CAREGIVER	MN	501C3	10	SFHS	X
(2)	BROWNS VALLEY HEALTH CENTER RR 1 BOX 182D SOUTH JEFFERSON BROWNS VALLEY MN 56219 41-1668347	CAREGIVER	MN	501C3	10	SFHS	X
(3)	CHISHOLM HEALTH CENTER 321 NE 8TH STREET CHISHOLM MN 55719 41-1879639	CAREGIVER	MN	501C3	10	SFHS	X
(4)	FARMINGTON HEALTH SERVICES 3410 23RD STREET W FARMINGTON MN 55024 20-0100365	CAREGIVER	MN	501C3	10	SFHS	X
(5)	FRANCISCAN HEALTH CENTER 3910 MINNESOTA AVENUE DULUTH MN 55802 41-1799268	CAREGIVER	MN	501C3	10	SFHS	X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2017

DAA

**SCHEDULE R**  
**(Form 990)**

**Related Organizations and Unrelated Partnerships**

OMB No. 1545-0047

**2017**

**Open to Public Inspection**

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

▶ Attach to Form 990.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

Department of the Treasury  
Internal Revenue Service

Name of the organization

Employer identification number

DULUTH HEALTH SERVICES

41-1843283

**Part I Identification of Disregarded Entities.** Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

	(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)						
(2)						
(3)						
(4)						
(5)						

**Part II Identification of Related Tax-Exempt Organizations.** Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?
							Yes No
(1)	GUARDIAN ANGELS HEALTH & REHAB CENT 1500 3RD AVENUE E HIBBING MN 55746 41-1810369	CAREGIVER	MN	501C3	10	SFHS	X
(2)	KOOCHICHING HEALTH SERVICES 901 MAIN STREET LITTLEFORK MN 56653 81-0910949	CAREGIVER	MN	501C3	10	SFHS	X
(3)	LITTLE FALLS HEALTH SERVICES 1200 NE 1ST AVE LITTLE FALLS MN 56345 46-3626109	CAREGIVER	MN	501C3	10	SFHS	X
(4)	MORRIS HEALTH SERVICES 1001 SCOTT AVENUE MORRIS MN 56267 23-7625632	CAREGIVER	MN	501C3	10	SFHS	X
(5)	PENNINGTON HEALTH SERVICES 130 LABREE AVENUE S THIEF RIVER FALLS MN 56701 20-5617275	CAREGIVER	MN	501C3	10	SFHS	X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2017



**SCHEDULE R**  
**(Form 990)**

**Related Organizations and Unrelated Partnerships**

OMB No. 1545-0047

**2017**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.  
▶ Attach to Form 990.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

Name of the organization

Employer identification number

DULUTH HEALTH SERVICES

41-1843283

**Part I Identification of Disregarded Entities.** Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

	(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)						
(2)						
(3)						
(4)						
(5)						

**Part II Identification of Related Tax-Exempt Organizations.** Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
							Yes	No
(1)	PRAIRIE COMMUNITY SERVICES 801 NEVADA AVENUE MORRIS MN 56267 41-1598442	CAREGIVER	MN	501C3	10	SFHS		X
(2)	RENVILLE HEALTH SERVICES 205 SE ELM AVENUE RENVILLE MN 56284 20-2581924	CAREGIVER	MN	501C3	10	SFHS		X
(3)	ST. FRANCIS HEALTH SERVICES (SFHS) 801 NEVADA AVENUE MORRIS MN 56267 41-1484416	MGMT COMP	MN	501C3	12B	N/A		X
(4)	ZUMBROTA HEALTH SERVICES 433 MILL STREET ZUMBROTA MN 55992 51-0487275	CAREGIVER	MN	501C3	10	SFHS		X
(5)								

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2017

DAA\*

**Part III Identification of Related Organizations Taxable as a Partnership.** Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate alloc.?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
								Yes	No		Yes	No	
(1)	.....												
(2)	.....												
(3)	.....												
(4)	.....												

**Part IV Identification of Related Organizations Taxable as a Corporation or Trust.** Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
									Yes	No
(1)	.....									
(2)	.....									
(3)	.....									
(4)	.....									

**Part V Transactions With Related Organizations.** Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Notes: Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity		1a X
b Gift, grant, or capital contribution to related organization(s)		1b X
c Gift, grant, or capital contribution from related organization(s)		1c X
d Loans or loan guarantees to or for related organization(s)		1d X
e Loans or loan guarantees by related organization(s)		1e X
f Dividends from related organization(s)		1f X
g Sale of assets to related organization(s)		1g X
h Purchase of assets from related organization(s)		1h X
i Exchange of assets with related organization(s)		1i X
j Lease of facilities, equipment, or other assets to related organization(s)		1j X
k Lease of facilities, equipment, or other assets from related organization(s)		1k X
l Performance of services or membership or fundraising solicitations for related organization(s)		1l X
m Performance of services or membership or fundraising solicitations by related organization(s)		1m X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		1n X
o Sharing of paid employees with related organization(s)		1o X
p Reimbursement paid to related organization(s) for expenses		1p X
q Reimbursement paid by related organization(s) for expenses		1q X
r Other transfer of cash or property to related organization(s)		1r X
s Other transfer of cash or property from related organization(s)		1s X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(a) Name of related organization	(b) Transaction type (e-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	ST. FRANCIS HEALTH SERVICES OF MORR	M	302,250	AMOUNT PAID OR ACCRUED
(2)	ST. FRANCIS HEALTH SERVICES OF MORR	S	175,334	AMOUNT TRANSFERRED
(3)				
(4)				
(5)				
(6)				

**Part VI Unrelated Organizations Taxable as a Partnership.** Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(1) Name, address, and EIN of entity	(2) Primary activity	(3) Legal domicile (state or foreign country)	(4) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(5) Are all partners section 501(c)(3) organizations?		(6) Share of total income	(7) Share of end-of-year assets	(8) Disproportionate allocations?		(9) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(10) General or managing partner?		(11) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) .....													
(2) .....													
(3) .....													
(4) .....													
(5) .....													
(6) .....													
(7) .....													
(8) .....													
(9) .....													
(10) .....													
(11) .....													

**Part VII Supplemental Information.**

Provide additional information for responses to questions on Schedule R. See Instructions.

## SCHEDULE R - ADDITIONAL INFORMATION

ST. FRANCIS HEALTH SERVICES OF MORRIS, INC HAS GUARANTEED LOANS OF  
\$11,169,517 AS SHOWN ON FORM 990, PART X, LINE 20.

## **BY-LAWS**

### **DULUTH HEALTH SERVICES**

#### **SECTION 1**

##### **OFFICES**

1.1 Registered Office. The registered office of the Corporation shall be set forth in the Articles of Incorporation of the Corporation.

#### **SECTION 2**

##### **MEMBERS AND STOCK**

2.1 The members of this Corporation shall consist of the Board of Directors of St. Francis Health Services of Morris, Inc., as from time to time constituted pursuant to the governing documents of St. Francis Health Services of Morris, Inc. (hereinafter "SFHS").

2.2 There is no capital stock.

#### **SECTION 3**

##### **BOARD OF TRUSTEES**

3.1 Governing Powers. The Board of Trustees shall have all the powers and duties necessary or appropriate for the administration of the affairs of the Corporation except as may be specifically restricted within these By-Laws.

3.2 Number. Except for the additional ex-officio member provided for at 3.2.1 below, the trustees shall be the same as the SFHS Board of Directors and equal to the number of board members of the SFHS Board of Directors as from time to time constituted pursuant to the governing documents of SFHS.

3.2.1 President/CEO of SFHS as ex officio member. In addition to the trustees provided for in 3.2 above, the President/CEO of SFHS shall serve on the Board of Trustees of this Corporation as an ex-officio member (by reason of status as President/CEO of SFHS).

3.3 Appointment. All trustees shall be appointed by the Board of Directors of SFHS, and shall consist of the entire SFHS Board of Directors membership.

**3.4 Compensation.** No compensation shall be paid to trustees for their services as trustees, unless expressly authorized. Trustees may be reimbursed for actual expenses incurred by them in the performance of their duties as trustees. Nothing herein contained shall be construed to preclude any trustee from serving the Corporation in any other capacity and receiving appropriate compensation therefore.

**3.5 Regular Meetings.** Regular meetings may be held at a place and time as directed by the Chairperson. At least one (1) regular meeting shall be held during each calendar year to elect officers and transact such other business of the Corporation as may properly come before the Board. Notice of regular meetings of the Board of Trustees shall be given to each trustee, personally by mail or telephone, at least three (3) days prior to the date named for such meeting.

**3.6 Special Meetings.** Special meetings of the Board of Trustees may be called by the Chairman on three (3) days notice to each trustee, given personally by mail or telephone, which notice shall state the time and place of the meeting.

**3.7 Quorum.** At all meetings of the Board of Trustees, a simple majority of trustees shall constitute a quorum for the transaction of business, and the acts of the trustees present at a meeting at which a quorum is present shall be the acts of the Board of Trustees, except where a larger number is required by law, the Articles of Incorporation, or these By-Laws.

**3.8 Board Action.** The Board of Trustees shall take action only by the affirmative vote of a majority of the trustees present at a duly held meeting, except where the Articles of Incorporation or By-Laws of the Corporation or the laws of the State of Minnesota require a larger proportion or number.

**3.9 Conduct of Meetings.** Meetings of the Board of Trustees shall be conducted in accordance with SFHS Governance Board Policies. The Chairman, if present, or if not present, the Vice Chairman, shall preside at all meetings of the Board and, in the absence of such officers, the President shall act as presiding officer of the meeting.

**3.10 Proxies.** Proxies shall not be allowed or used by trustees.

## **SECTION 4**

### **OFFICERS**

**4.1 Delegation.** Except as may be prohibited by these By-Laws or by Board resolution, an officer may, without Board approval, delegate some or all of such officer's duties and powers to other qualified person(s). An officer who delegates the duties or powers of an office remains subject to the standard of conduct for an officer imposed by law with respect to the discharge of all duties and powers so delegated.

4.2 Contract Rights. Any officer or trustee may contract to serve the corporation in a paid or unpaid capacity as consultant or in some other capacity. The election or appointment of a person as an officer or agent of the Corporation shall not, of itself, create contract rights. The Corporation may enter into a contract with an officer or agent for a period of time if, in the judgment of the Board of Trustees, such contract is in the Corporation's best interests. The fact that a contract may be for a term longer than the terms of the election or appointment of an officer, or for a term longer than the terms of the trustees who authorize or approved the contract, shall not make the contract void or voidable.

#### A. Officers of the Board

4A.1 Designation. The principal officers of the Board of Trustees shall be the Chairperson, the Vice Chairperson, and the Secretary/Treasurer. The identity of the officers of the Board of Trustees shall be those individuals who are serving in the same capacity as officers of the Board of Directors of SFHS.

#### B. Corporate Officers

4B.1 Designation. The principal officer of the Corporation shall be the President.

4B.2 Appointment/Election of Officers. The President of the Corporation shall be the Vice President of Senior Services of SFHS.

4B.3 President. The President shall have the duties enumerated in Minn. Stat. 317A.305 Subd. 2 (1) and (3) through (6) and, when neither the Chairman nor Vice Chairman is present, those duties enumerated in Minn. Stat. 317A.305 Subd. 2 (2).

4B.5 Resignation. A corporate officer may resign at any time by giving written notice to the President/CEO of SFHS. The resignation is effective without acceptance when the notice is given, unless a later effective date is specified in the notice.

4B.6 Removal. A corporate officer may be removed by a resolution approved by the majority of the Board of Trustees.

### SECTION 5

#### COMMITTEES

5.1 Appointment. The committees of the Board of Trustees shall be standing or special, and all committee appointments shall be appointed by the Chairperson of the Board. The Chairperson and President shall serve ex officio on all committees.



**5.2 Advisory Committee.** The Advisory Committee shall be composed of at least five (5) and no more than seven (7) individuals appointed by the Chairman that reside within the geographical area served by the corporation. The Administrator and the President of the Corporation will also serve on the Advisory Committee. This Advisory Committee shall be governed by such policies as may, from time to time, be adopted by the Board of Trustees.

**5.3 Operations Committee.** The Board of Trustees shall establish an Operations Committee comprised of not more than five (5) of its members. The President of the Corporation, or the President's designee, shall be an ex officio member of the Operations Committee. At all meetings of the Operations Committee, a simple majority of members shall constitute a quorum for the transaction of business, and the acts of the members present at a meeting at which a quorum is present shall be the acts of the Operations Committee. The Operations Committee shall take action only by the affirmative vote of a majority of the trustees present at a duly held meeting. The Operations Committee shall be delegated general governance authority of the Corporation, including the power to contractually bind the Corporation on all matters, exclusive only of:

**5.3.1** Incurrence of debt in an original principal amount in excess of a sum as from time to time established by the Board of Directors of SFHS.

**5.3.2** The sale or other disposition of substantially all of the assets of the corporation.

**5.3.3** Entry into a merger or divisive reorganization.

**5.4 Special Committees.** Special Committees may be appointed by the Chairperson with the concurrence of the Board of Trustees, for such special tasks as circumstances may warrant.

## **SECTION 6**

### **FISCAL MANAGEMENT**

**6.1 Fiscal Year.** The Fiscal Year of the Corporation shall be July 1 through June 30 of each year.

**6.2 Books and Records.** The Corporation shall keep at its registered office correct and complete books of account and minutes of proceedings of meetings of the Board of Trustees and committees having any of the authority of the Board. Members of the Board of Trustees may inspect all books and records for any proper purpose at any reasonable time.

**6.3 Financial Statements.** Upon direction of SFHS, the books and records of the Corporation shall be audited and the officers of the Corporation shall cause to be prepared at least annually a full and correct statement of the financial affairs of the Corporation, including financial statements for the preceding fiscal year, all in accordance with generally accepted accounting principles. Independently audited results of the fiscal year end audit shall be provided to the Board of Trustees. Current financial statements shall be presented to the Board at each meeting.

**6.4 Execution of Corporation Documents.** With the authorization of the Board, all notes and contracts shall be executed on behalf of the Corporation by the President, or any other parties designated by appropriate resolution of the Board. All checks and other drafts shall be executed on behalf of the Corporation by the Treasurer or other parties designated by appropriate resolution of the Board.

**6.5 Fidelity Bonds.** SFHS shall provide fidelity bond coverage for officers and employees of the Corporation having custody or control of the corporate funds.

**6.6 Indemnification.** To the extent permitted by Minnesota law, the Corporation shall protect, defend, indemnify and hold harmless any and all persons who may serve or who have served at any time as trustees, officers, employees, Members of the Advisory Committee, or who at the request of the Board of Trustees may serve or any time have served as trustees, officers or employees of another corporation in which the Corporation at such time had or has an ownership interest or of which it was or may be a creditor, and their respective heirs, legal representatives, and assigns, against any and all expenses, including amounts paid upon judgments, and in settlement, before or after litigation is commenced, attorney's fees actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or which may be asserted against them, or any of them, by reason of being or having been trustees, officers, members of the Advisory Committee, or employees of the Corporation or of such other corporation, and having acted in good faith, except in relation to matters as to which any such persons shall be adjudged in any action, suit, or proceeding to be liable for his or her own willful misconduct or for receiving an improper personal benefit in the performance of his or her duty. The rights herein granted shall be in addition to any other rights to which those so benefited may be entitled by agreement, by law, by these By-Laws, or otherwise.

## **SECTION 7**

### **AMENDMENTS**

**7.1 By Board Action.** SFHS may amend, alter, restate, or repeal, and new By-Laws may be adopted.

The undersigned, Secretary of Duluth Health Services, hereby certifies that the foregoing By-Laws were adopted as the complete By-Laws of the Corporation.

Secretary: *Livia Heitman*

Attest: *Jannie Mackay*

Date: *12/5/17*

**AMENDMENTS:**

**JUNE 4, 2007 Amendments made to change governance from Trustee Board to St. Francis Health Services Board of Directors, and further establish Operations Committee and Advisory Board effective January 1, 2008.**

**DECEMBER 5, 2017 Amendment to By-Laws title change "*Viewcrest Health Center*" to "Duluth Health Services" and signature statement change "*Viewcrest Health Center*" to "Duluth Health Services"; Sec 3.9 change conducted "*in accordance with Robert's Rules of Order*" to "in accordance with SFHS Governance Board Policy" and eliminate the last sentence and bullets of Sec 3.9; Sec 5.2 change Advisory Board to Advisory Committee; Sec 6.1 change "*The fiscal year of the corporation shall be July 1<sup>st</sup> ending June 30<sup>th</sup> of each year*" to "The fiscal year of the corporation shall be in accordance with the SFHS Governance Board Policy." Effective January 1, 2018.**

**AMENDED ARTICLES OF INCORPORATION  
OF  
DULUTH HEALTH SERVICES**

WHEREAS, the duly constituted Board of Trustees of the corporation known as the "Duluth Health Services" have, by unanimous vote, approved the following amendments to the Articles of Incorporation of said corporation, and whereas said Amended Articles have had the approval of the trustees of the corporation, the following Amended Articles are hereby adopted as the Articles of Incorporation:

**ARTICLE I.**

The name of the corporation shall be:

**DULUTH HEALTH SERVICES**

**ARTICLE II.**

This corporation is organized and shall be operated exclusively for charitable purposes, as contemplated and permitted by Section 170(c)(2) and 501(c)(3) of the Internal Revenue Code, and any successor sections. The specific and primary purposes of this corporation shall be to engage in and conduct charitable, educational and health services for the benefit of the community, the public, and St. Francis Health Services of Morris, Inc., which is a Minnesota nonprofit corporation organized and operated exclusively for charitable purposes, and exempt from federal income taxes under the Internal Revenue Code as a charitable organization.

Within the limitations of these purposes, this corporation shall have all general lawful purposes, including but not limited to general business purposes, provided, however, that this corporation shall not engage in any activities or exercise any powers that are not consistent with and in furtherance of the primary purposes of this corporation, nor shall engage in any activities or exercise any powers not within the contemplation of Section 170(c)(2), 501(c)(3) and 509 (a)(3) of the Internal Revenue Code, or any successor statute.

### **ARTICLE III.**

This corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain, or remuneration to, its members as such, and no part of the net income or net earnings of this corporation shall, directly or indirectly, inure to the benefit of any private shareholder or individual. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of Federal Income Tax Exemption as is claimed in Article II above. The corporation shall not participate in nor intervene in (including the publication or distributing of statements) any political campaign on behalf of any candidate for public office.

### **ARTICLE IV.**

The duration of the corporation shall be perpetual.

### **ARTICLE V.**

The registered office of this corporation shall be at 3111 Church Street, Duluth, MN 55811.

#### **ARTICLE VI.**

**The management of the business and affairs of this corporation shall be vested in a Board of Trustees. The number of trustees of the corporation, the length of their terms and other provisions with respect to trustees may be changed in accordance with by-laws of this corporation.**

#### **ARTICLE VII.**

**The members of the corporation shall be the directors of St. Francis Health Services of Morris, Inc.**

#### **ARTICLE VIII.**

**The trustees, officers and members of this corporation shall not be personally liable to any extent whatsoever for obligations, errors, omissions, torts or contracts of the corporation, subject to the limitations of Minnesota Statutes, s317.201.**

#### **ARTICLE IX.**

**This corporation shall have no capital stock.**

#### **ARTICLE X.**

**This corporation may be dissolved according to the laws of the State of Minnesota. Upon dissolution, all properties, monies, and assets shall be transferred exclusively to and become the property of St. Francis Health Services of Morris, Inc., provided that said**

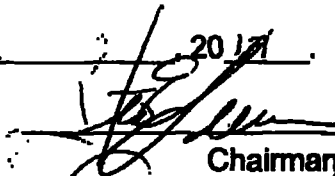
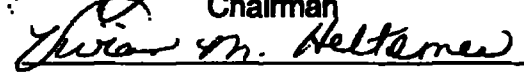
St. Francis Health Services of Morris, Inc. shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or its successor statute. If the above-named corporation is no longer in existence or no longer qualified to receive tax-exempt distributions from this corporation, then all such properties, monies and assets shall be distributed to such other funds, foundations or corporations as are selected by the Board of Trustees and qualified as an exempt organization under Section 501(c)(3) or its successor statute.

#### ARTICLE XI.

These Articles of Incorporation may be amended in the manner prescribed by the Minnesota Nonprofit Corporation Act.

These Articles of Incorporation hereby replace and supersede all previous Articles of Incorporation on file with the Secretary of State.

IN TESTIMONY WHEREOF, we have hereunto set our hands this 19<sup>th</sup> day of DECEMBER 2017.

  
Chairman  
  
Secretary

# Office of the Minnesota Secretary of State

## Minnesota Business & Nonprofit Corporations

### Amendment to Articles of Incorporation

*Minnesota Statutes, Chapter 302A or 317A*



Read the instructions before completing this form.

Filing Fee: \$55 for expedited service in-person and online filings, \$35 for mail

1. Corporate Name: (Required)

Viewcrest Health Center

*List the name of the company prior to any desired name change*

2. This amendment is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days after filing with the Secretary of State.

Format: (mm/dd/yyyy)

3. The following amendment(s) to articles regulating the above corporation were adopted: (Insert full text of newly amended article(s) indicating which article(s) is (are) being amended or added.) If the full text of the amendment will not fit in the space provided, attach additional pages.

#### ARTICLE 1

Article 1 of the Articles of Incorporation shall be replaced with the following:  
The name of this corporation shall be Duluth Health Services.

4. This amendment has been approved pursuant to *Minnesota Statutes*, Chapter 302A or 317A.

5. I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

Jeannie Michaelson  
Signature of Authorized Person or Authorized Agent

12/11/17  
Date

#### Email Address for Official Notices

Enter an email address to which the Secretary of State can forward official notices required by law and other notices:

jmichaelson@sfhs.org

☒ Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List a name and daytime phone number of a person who can be contacted about this form:

Jeannie Michaelson

320-589-2004

Contact Name

Phone Number

Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the MN Dept. of Agriculture's Corporate Farm Program.

Does this entity own, lease, or have any financial interest in agricultural land or land capable of being farmed?

Yes ☐ No ☒