

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year **2018** or tax year beginning , **2018**, and ending , **20**Name of foundation **THE FOUNDATION SOURCE CHARITABLE FOUNDATION**
INC.**A Employer identification number**
20-1459350

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

Room/suite

B Telephone number (see instructions)**FOUNDATION SOURCE 501 SILVERSIDE RD****(800) 839-1754**

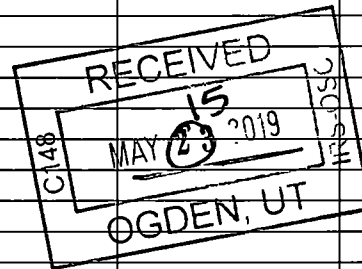
City or town, state or province, country, and ZIP or foreign postal code

WILMINGTON, DE 19809-1377**G Check all that apply**☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change**H Check type of organization** ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I Fair market value of all assets at**
end of year (from Part II, col (c), line
16) ▶ \$ 16,189.**J Accounting method** ☒ Cash ☐ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

C If exemption application is
pending, check here. ☐ **6****D 1 Foreign organizations, check here.** ☐**2 Foreign organizations meeting the**
85% test, check here and attach
computation. ☐**E If private foundation status was terminated**
under section 507(b)(1)(A), check here. ☐**F If the foundation is in a 60-month termination**
under section 507(b)(1)(B), check here. ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions).)**(a) Revenue and**
expenses per
books**(b) Net investment**
income**(c) Adjusted net**
income**(d) Disbursements**
for charitable
purposes
(cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	15,000.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments.	103.	103.		
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a		0.		
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain.				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total Add lines 1 through 11	15,103.	103.		
	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [1].	2.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 2.	25.			25.
	24 Total operating and administrative expenses Add lines 13 through 23.	27.			25.
	25 Contributions, gifts, grants paid	20,259.			18,035.
	26 Total expenses and disbursements Add lines 24 and 25	20,286.			18,060.
	27 Subtract line 26 from line 12	-5,183.			
	a Excess of revenue over expenses and disbursements		103.		
	b Net investment income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)				



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	21,272.	16,189.	16,189.	
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	21,272.	16,189.	16,189.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	21,272.	16,189.		
	30	Total net assets or fund balances (see instructions)	21,272.	16,189.		
	31	Total liabilities and net assets/fund balances (see instructions)	21,272.	16,189.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	21,272.
2	Enter amount from Part I, line 27a	2	-5,183.
3	Other increases not included in line 2 (itemize) ▶ <u>ATCH 3</u>	3	100.
4	Add lines 1, 2, and 3	4	16,189.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,189.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day , yr)	(d) Date sold (mo , day , yr)
1 a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8 </div> </div>		3		

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

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

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

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

☐ Yes ☒ No

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	9,675.	16,694.	0.579550
2016	10,450.	16,197.	0.645181
2015	5,175.	12,250.	0.422449
2014	7,915.	4,866.	1.626593
2013	7,825.	5,423.	1.442928
2 Total of line 1, column (d)			4.716701
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 50, or by the number of years the foundation has been in existence if less than 5 years			0.943340
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			19,785.
5 Multiply line 4 by line 3.			18,664.
6 Enter 1% of net investment income (1% of Part I, line 27b).			1.
7 Add lines 5 and 6.			18,665.
8 Enter qualifying distributions from Part XII, line 4.			20,284.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		2	
3 Add lines 1 and 2		3	1.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1.
6 Credits/Payments			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		1.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2019 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? ATCH. 4	X	
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions <input type="checkbox"/> DE,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	X	
14 The books are in care of <u>FOUNDATION SOURCE</u> Telephone no <u>800-839-1754</u> Located at <u>501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE</u> ZIP+4 <u>19809-1377</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>		
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country <u></u>		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u> b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4a	X
	4b	X

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

5a	During the year, did the foundation pay or incur any amount to		Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.			5b
	Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b
	If "Yes" to 6b, file Form 8870			X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 5		0.	0.	0.

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

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

Total number of other employees paid over \$50,000. ☐

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

Total number of others receiving over \$50,000 for professional services ▶

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

Part IX-B Summary of Program-Related Investments (see instructions)Form 990-PF (2018)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	20,086.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	20,086.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d.	3	20,086.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	301.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,785.
6	Minimum investment return. Enter 5% of line 5	6	989.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	989.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	1.
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	988.
4	Recoveries of amounts treated as qualifying distributions.	4	100.
5	Add lines 3 and 4	5	1,088.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,088.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26.	1a	18,060.
b	Program-related investments - total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	2,224.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	20,284.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	1.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	20,283.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				1,088.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.				
b Total for prior years 20 16 , 20 15 , 20 14				
3 Excess distributions carryover, if any, to 2018				
a From 2013	7,455.			
b From 2014	7,673.			
c From 2015	4,563.			
d From 2016	9,642.			
e From 2017	8,842.			
f Total of lines 3a through e	38,175.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 20,284				
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2018 distributable amount.				1,088.
e Remaining amount distributed out of corpus.	19,196.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	57,371.			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)	7,455.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	49,916.			
10 Analysis of line 9				
a Excess from 2014	7,673.			
b Excess from 2015	4,563.			
c Excess from 2016	9,642.			
d Excess from 2017	8,842.			
e Excess from 2018	19,196.			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling					<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(f)(5)	
b Check box to indicate whether the foundation is a private operating foundation described in section						
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed						
b 85% of line 2a						
c Qualifying distributions from Part XII, line 4 for each year listed						
d Amounts included in line 2c not used directly for active conduct of exempt activities						
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c						
3 Complete 3a, b, or c for the alternative test relied upon						
a "Assets" alternative test - enter						
(1) Value of all assets.						
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)						
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed						
c "Support" alternative test - enter						
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)						
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)						
(3) Largest amount of support from an exempt organization.						
(4) Gross investment income						

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

1 Information Regarding Foundation Managers:

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

NONE

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

N/A

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

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

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

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

- c Any submission deadlines**

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 6				
Total			3a	20,259.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments .			14	103.	
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				103.	
13 Total. Add line 12, columns (b), (d), and (e)					103.

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

[illegible]

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2018▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

Name of the organization

THE FOUNDATION SOURCE CHARITABLE FOUNDATION
INC.

Employer identification number

20-1459350

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule****Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **THE FOUNDATION SOURCE CHARITABLE FOUNDATION**
INC.

Employer identification number
20-1459350

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	FOUNDATION SOURCE 55 WALLS DRIVE, 3RD FLOOR FAIRFIELD, CT 06824	\$ 15,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number	20-1459350
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Part II

[illegible]

Name of organization THE FOUNDATION SOURCE CHARITABLE FOUNDATION
INC.Employer identification number
20-1459350

Part III **Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

ATTACHMENT 1FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
990-PF EXCISE TAX FOR 2017	2.
TOTALS	<u>2.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
STATE OR LOCAL FILING FEES	25.	25.
TOTALS	25.	25.

ATTACHMENT 3FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
RETURNED GRANT	100.
TOTAL	<u>100.</u>

The Foundation Source Charitable Foundation Inc.

EIN: 20-1459350

Taxable Year Ending December 31, 2018

Form 990-PF, Part VII-A, Line 3 - Changes Not Yet Reported

**UNANIMOUS WRITTEN CONSENT OF
THE DIRECTORS AND MEMBERS OF
THE FOUNDATION SOURCE CHARITABLE FOUNDATION INC.**

The undersigned, being all of Directors and Members of The Foundation Source Charitable Foundation Inc., a Delaware not for profit corporation without capital stock (the "Corporation"), do hereby adopt the following resolutions:

RESOLVED, that the Amended and Restated Certificate of Incorporation for the Corporation in the form attached hereto as **Exhibit A**, be, and it hereby is, in all respects approved, and that the President/Secretary of the Corporation is hereby directed to execute and file the same for and on behalf of the Corporation; and further

RESOLVED, that the Bylaws in the form attached hereto as **Exhibit B**, be, and they hereby are, in all respects, approved and adopted as and for the Bylaws of the Corporation; and further; and further

RESOLVED, that the Board of Directors acknowledges the resignations of all of the Members of the Corporation, effective as of the date hereof; and further

RESOLVED, that the Board of Directors, to fill the vacancy caused by the resignation of all of the Corporation's Members, hereby appoints Foundation Source Philanthropic Services Inc. as the sole Member of the Corporation, effective as of the date hereof.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent of the Directors and Members as of the 27 day of _____, 2018.

February
DIRECTORS AND MEMBERS

S. Page Snow
S. PAGE SNOW

Erica Perez
ERICA PEREZ

Tania Huete
TANIA HUETE

Jamie Buck-Tomek
JAMIE BUCK-TOMEK

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
THE FOUNDATION SOURCE CHARITABLE FOUNDATION INC.**

(a Delaware corporation not for profit and without capital stock)

The Foundation Source Charitable Foundation Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "GCL"), does hereby certify:

FIRST: That the date of filing of the Corporation's original Certificate of Incorporation with the Secretary of State of the State of Delaware was July 28, 2004.

SECOND: This Amended and Restated Certificate of Incorporation (the "Certificate") has been adopted pursuant to Sections 242 and 245 of the GCL and restates and amends the provisions of the Certificate of Incorporation of the Corporation.

THIRD: That the Board of Directors of the Corporation (the "Board") adopted resolutions, dated as of January 1, 2018, proposing and declaring advisable the amendment and restatement of the Certificate of Incorporation, and that such resolutions so approved by the Board of the Corporation read as follows:

RESOLVED, that the text of the Certificate of Incorporation be amended and restated to read in its entirety as follows:

FIRST: The name of the corporation (hereinafter called the "Corporation") is The Foundation Source Charitable Foundation Inc.

SECOND: The address of the registered office of the Corporation is: Foundation Source Philanthropic Services Inc., 501 Silverside Road, Suite 123, in the City of Wilmington, County of New Castle, State of Delaware, 19809. The name of the registered agent of the Corporation at that address is Foundation Source Philanthropic Services Inc.

THIRD: The Corporation is organized and shall be operated exclusively to benefit religious, scientific, literary, educational or other charitable organizations and to further religious, scientific, literary, educational or other charitable purposes, as set forth in Section 501(c)(3) of the Internal Revenue Code, as now in effect or as may hereafter be amended (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and to engage in any lawful act or activity for which a corporation may be organized under the Delaware GCL.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, and apply the income and principal thereof, as the Board of Directors of the Corporation (the "Board") may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for religious,

The Foundation Source Charitable Foundation Inc.

EIN: 20-1459350

Taxable Year Ending December 31, 2018

Form 990-PF, Part VII-A, Line 3 - Changes Not Yet Reported

charitable, scientific, literary or educational purposes, and engage in any lawful activity for which corporations may be organized under the GCL.

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in sections 121 and 122 of the GCL now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

FOURTH: The Corporation shall have the authority to exercise all of the powers conferred upon corporations organized not for profit and without authority to issue capital stock under the provisions of the GCL, provided, that the exercise of any such powers shall be in furtherance of any one or more of the aforesaid exempt purposes of the Corporation.

FIFTH: The Corporation shall not have authority to issue capital stock.

SIXTH: There shall be at least one member of the Corporation. If the initial member dies, or becomes incapacitated or unwilling to serve, the incorporator shall be authorized and empowered to appoint a successor to the initial member.

SEVENTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in this Certificate of Incorporation.

No substantial part of the activities of the Corporation shall be the carrying on of any propaganda, or otherwise attempting to influence legislation as defined in Section 4945 of the Code and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of any candidate for public office.

During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to section 509 of the Code, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax on undistributed income imposed by section 4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Code) which would subject the Corporation to tax under section 4943 of the Code, from making any investments or otherwise acquiring assets in such a manner so as to subject the Corporation to tax under section 4944 of the Code, from retaining any assets which would subject the Corporation to tax under Section 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

Notwithstanding any other provision of this Certificate, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or carry on any activity not permitted to be carried on by a nonprofit corporation organized under the laws of the State of Delaware pursuant to the provisions of the GCL.

EIGHTH: In the event of dissolution or final liquidation of the Corporation the Board shall perform all necessary acts required by Section 276 of the GCL. All of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed (i) to the Federal government, (ii) to a state or local government, for a public purpose or (iii) to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board shall determine or if there are no directors as set forth in the Bylaws of the Corporation. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the office of the registered agent of the Corporation is then located exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes. In no event shall any of such assets or property be distributed to any director or officer or any private individual.

NINTH: The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Foundation Source Philanthropic Services Inc.	501 Silverside Road, Suite 123 Wilmington, DE 19809

TENTH: Until such time as the initial director of the Corporation has been duly appointed by the incorporator, the incorporator shall be authorized and empowered to designate as depositories of the Corporation such bank, banks or trust companies, domestic or foreign, as the incorporator may deem necessary or advisable for the proper conduct of the business of the Corporation by a written direction or letter in each case addressed to the depository involved and to open with any such depository an account or accounts of the Corporation, to be known by such appropriate name or names as the incorporator may designate in such direction or letter.

ELEVENTH: Except as otherwise provided by law or in the Bylaws of the Corporation, the business of the Corporation shall be managed and all of the powers of the Corporation shall be exercised (i) initially by the incorporator, until such time as an initial director has been duly elected and qualified, and (ii) thereafter by the Board.

The Foundation Source Charitable Foundation Inc.

EIN: 20-1459350

Taxable Year Ending December 31, 2018

Form 990-PF, Part VII-A, Line 3 - Changes Not Yet Reported

TWELFTH: The duration of the existence of the Corporation is perpetual.

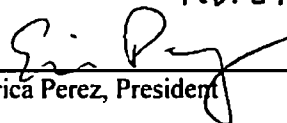
THIRTEENTH: A director of the Corporation shall not be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit; provided, however, such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in Section 501(c)(3) of the Code. If the GCL is amended after the date hereof further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the GCL, as so amended.

The Corporation is authorized to provide indemnification of agents (as defined in Section 145 of the GCL) for any breach of duty to the Corporation through Bylaw provisions, through agreements with the agents, and/or through Board resolutions, or otherwise, in excess of the indemnification otherwise permitted by Section 145 of the GCL, subject to the limitations on such excess indemnification set forth in Section 102 of the GCL.

Any repeal or modification of this Article THIRTEENTH shall be prospective and shall not affect the rights under this Article THIRTEENTH in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

FOURTEENTH: From time to time, and in furtherance of the purposes for which the Corporation is being organized, any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted by a unanimous vote of the Board, and all rights at any time conferred upon the directors of the corporation by this certificate of incorporation are granted subject to the provisions of this Article FOURTEENTH.

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by Erica Perez, its President, as of Feb. 27, 2018.



Erica Perez, President

BYLAWS

OF

THE FOUNDATION SOURCE CHARITABLE FOUNDATION INC.

(a Delaware corporation not for profit and without capital stock and with a sole corporate member)

ARTICLE I

Offices

Section 1.01 *Location.* The principal office of the Corporation within or without the State of Delaware shall be located at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall have and maintain within the State of Delaware a registered office at such place as may be designated by the Board of Directors.

ARTICLE II

Membership

Section 2.01 *Enumeration.* The Corporation shall have one (1) voting member (the "Member"), with Foundation Source Philanthropic Services Inc. serving as the Member. The rights and obligations of membership shall be as provided in these Bylaws or under applicable law.

Section 2.02 *Nonliability of Member.* No Member of the Corporation shall be liable to the Corporation's creditors for any indebtedness, liability, or obligation of the Corporation, and any or all creditors of the Corporation shall look only to the assets of the Corporation for payment.

Section 2.03 *Transferability of Membership.* Membership in the Corporation shall not be transferable, unless to a lawful successor of the Member. No Member shall have ownership rights or beneficial interests of any kind in the property of the Corporation.

Section 2.04 *Term of Membership.* Membership in the Corporation shall continue until the Member resigns in writing delivered to the Secretary or President of the Corporation or, to the extent applicable, dissolves. In the event that the Member resigns or, to the extent applicable, dissolves, or the Corporation is left without a Member for any other reason, the Board of Directors shall elect a new Member.

Section 2.05 *Designated Representative of Member.* The Member shall exercise all the rights and obligations of membership in the Corporation, including the right to vote, directly or through a designated representative (the "Member Representative"). The Member shall designate the Member Representative in a writing to be executed by an authorized signatory of the Member certifying that (i) the signatory is authorized to deliver such a writing on behalf of the Member and (ii) the Member Representative has been authorized by the Member to act on behalf of the Member for all purposes under these Bylaws, the Certificate of Incorporation, or under applicable law. Such writing shall be delivered to the President or Secretary of the Corporation and retained by it. The Member may change the Member Representative at any time and from time to time in the same manner.

Section 2.06 *Actions Requiring Consent of Member.* Notwithstanding anything to the contrary in these Bylaws, and in addition to any other powers expressly reserved to the Member in these Bylaws, approval of the Member shall be required for.

- A. The sale, lease, exchange or other disposition of substantially all of the Corporation's property by any means, including but not limited to transfers of assets or a corporate merger or other transaction,
- B. Any charitable disbursement by the Corporation equal to or in excess of an amount to be determined from time to time by the Member, if any,

- C. The winding-up, dissolution or liquidation of the Corporation; and
- D. Any amendment of the Certificate of Incorporation and any amendment or repeal of these Bylaws or the adoption of new Bylaws

Section 2.07 *Action by Written Consent* Any action required or permitted to be taken by the Member, including, but not limited to, the appointment and removal of directors and the Member's consent of actions requiring its consent, may be taken by the Member (directly or through the Member Representative) by consents to such action in writing. Any such written consent shall include any communication transmitted or received by electronic means, including electronic mail transmitted by the Member Representative to, and received by, the Corporation's Secretary or President. Any action taken by written consent shall be filed with the Corporation's minutes.

Section 2.08 *Attendance and Inspection Rights*. The Member Representative and any other persons designated by the Member Representative (each a "Designee") shall have the right to attend all meetings of the Board of Directors. Upon written request, the Corporation shall promptly provide the Member Representative and any Designee with current copies of the Corporation's Certificate of Incorporation, Bylaws, and any tax returns, information returns, annual reports, or similar documents filed with any governmental authority. Additionally, the Member Representative and any Designee may inspect and copy at any reasonable time or, upon written request by the Member Representative, the Corporation shall provide the Member Representative and any Designee with copies of the Corporation's financial books and records and the minutes of the proceedings of the Board of Directors or any Board Committee. The Corporation may provide the Member Representative and any Designee with copies of the foregoing documents in electronic format.

Section 2.09 *Annual Consent*. At the time of the annual meeting of the Board of Directors, if a vacancy on the Board exists, the Member shall appoint the Corporation's Board of Directors in the form of a written consent.

Section 2.10 *Special Consent*. The Chair of the Board of Directors, or, if no Chair has been elected, the President or the Co-Presidents jointly, may request that the Member consider taking such action as is proposed by the Board in writing.

ARTICLE III *Board of Directors*

Section 3.01 *Power of Board and Qualification of Directors* Subject to the limitations of the Certificate of Incorporation, these Bylaws and applicable law, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be overseen by the Board of Directors. Each director shall be at least eighteen (18) years of age.

Section 3.02 *Number of Directors* The number of directors constituting the entire Board shall not be less than one (1) nor more than seven (7), as determined by the Member from time to time. An action of the Member to increase the number of directors to a number in excess of seven (7) shall be memorialized by an amendment to these Bylaws that complies with the requirements of Section 5.05, below. Directors need not be residents of the State of Delaware.

Section 3.03 *Election and Term of Directors* Directors of the Corporation shall be appointed by the Member annually at the time of the annual meeting of the Board of Directors. Each director shall hold office for a term of three (3) years and until his or her successor has been appointed, until his or her death, or until he or she shall resign or be removed. The Member may arrange for terms to be staggered, including by establishing one-or two-year terms for certain directors at the time of their initial appointment to the Board.

Section 3.04 *Newly-Created Directorships and Vacancies*. Newly created directorships resulting from an increase in the number of directors shall be filled by the Member. Vacancies occurring in the Board of

Directors for any reason may be filled by the Member. A director elected to fill a vacancy shall hold office until the expiration of the term of his or her predecessor and until his or her successor shall have been appointed.

Section 3.05 *Chair.* Only a director of the Corporation may serve as the Chair. Although the Member is not required to appoint a Chair, the Member may do so and, if so appointed, the Chair shall serve for a term ending no later than the date of the next annual meeting and until his or her successor has been appointed, or until his or her death, or until he or she shall resign or be removed. The Chair shall provide leadership to the Board of Directors and preside at all meetings of the Board of Directors, and perform such additional duties and have such powers as the Board of Directors may from time to time provide. The Chair may resign from office at any time by delivering a resignation in writing to the President or Secretary of the Corporation and to the Member. The Member may remove the Chair with or without cause at any time.

Section 3.06 *Resignation.* Any director may resign from office at any time by delivering a resignation in writing to President, Secretary, or Chair of the Corporation, and to the Member. Such resignation shall take effect at the time specified therein, and unless otherwise specified, no acceptance of such resignation shall be necessary to make it effective.

Section 3.07 *Removal of Directors.* Any one or more of the directors may be removed with or without cause at any time by the Member.

Section 3.08 *Meetings of the Board.* An annual meeting of the Board of Directors shall be held at such time and place as may be fixed, in coordination with the Member, by the Chair, or if no Chair has been elected, by the President or by the Co-Presidents jointly, as the case may be, for the transaction of such business as may properly come before the meeting, and for the election of officers. Regular meetings of the Board of Directors may be held at such times as may be fixed, in coordination with the Member, by the Chair, or if no Chair has been elected, by the President or by the Co-Presidents jointly, as the case may be. In coordination with the Member, special meetings of the Board may be called (a) by or at the direction of the Chair, (b) if no Chair has been elected, by or at the direction of the President or the Co-Presidents jointly, as the case may be, or (c) by a majority of the directors in office.

No notice need be given of regular meetings of the Board of Directors for which the time and place have been fixed. Written, oral, or any other mode of notice of the time and place shall be given for special meetings in sufficient time for the convenient assembly of the directors thereat. Notice need not be given to any director who submits a written waiver of notice signed by him before or after the time stated therein. Attendance of any such person at a meeting shall constitute a waiver of notice of such meeting, except when he or she attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the directors need be specified in any written waiver or notice.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting, in coordination with the Member, to another time and place. Notice of any adjournment of a meeting of the Board of Directors to another time or place shall be given in the manner described above to the directors who were not present at the time of the adjournment and, if the time and place were not announced at the time of the adjournment, to the directors who were present at such time.

If the Member has not elected a Chair, the President alone or the Co-Presidents jointly (or, if only one Co-President is present, that Co-President alone) shall preside at all meetings of the Board of Directors. If the Member has elected a Chair who is not also serving as the President or as a Co-President, then, in the absence of the Chair, the President alone or the Co-Presidents jointly (or, if only one Co-President is present, that Co-President alone) shall preside at all meetings of the Board of Directors. Otherwise, any other director chosen by the Member shall preside.

The Member Representative shall be provided with advance written or oral notice of all meetings of the Board of Directors in sufficient time for the convenient attendance of the Member Representative thereat.

Section 3.09 *Quorum and Voting*. Unless a greater proportion is required by law, by the Certificate of Incorporation, or by the Bylaws, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business or of a specified item of business. Except as otherwise provided by law, by the Certificate of Incorporation, or by these Bylaws, the vote of a majority of the directors present at a meeting at the time of the vote shall be the act of the Board.

Section 3.10 *Written Consent of Directors, Meeting by Conference Telephone or by Comparable Medium*. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all directors consent thereto in writing. Each consent so adopted by members of the Board shall be filed with the minutes of the proceedings of the Board.

To the extent permitted by law, any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone, Internet chat room, or similar communications equipment allowing all persons participating in the meeting to hear or to otherwise communicate with each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 3.11 *Compensation of Directors*. Directors shall not receive any stated salaries for their services, providing that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other legally permitted capacity and receiving reasonable compensation therefor. At all times, such compensation shall not exceed what is ordinarily considered to be reasonable compensation for services rendered. For the avoidance of doubt, directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation.

Section 3.12 *Records*. Minutes shall be kept of each meeting of the Board of Directors. Copies of the minutes of each meeting shall be filed with the corporate records of the Corporation.

Section 3.13 *Non-Voting Affiliates*. The President, the Co-Presidents jointly, the Board of Directors, or the Member may identify affiliated individuals to serve as grantmakers, honorary directors, associate directors, junior directors, board advisors, and the like, for such terms and on such conditions as the President, the Co-Presidents jointly, the Member, or the Board of Directors determines, and may assign to such persons such responsibilities, duties, titles, and privileges as the President, the Co-Presidents jointly, the Member, or the Board of Directors determines. Such affiliated individuals shall not be directors of the Corporation for the purposes of these Bylaws or for any other purpose and shall have no votes at any meetings of the directors.

ARTICLE IV

Officers, Agents and Employees

Section 4.01 *General Provisions*. The officers of the Corporation shall be one (1) President or two (2) Co-Presidents, as the case may be, one (1) Secretary, one (1) Treasurer, and may include an unlimited number of Vice-Presidents, and the Board may give any of them further designation or alternate titles as it considers desirable.

Section 4.02 *Term of Office of President or Co-Presidents*. The President or both Co-Presidents shall be elected by the Board of Directors at each and every annual meeting. The President or each Co-President, as the case may be, shall hold office for a term ending no later than the date of the next annual meeting and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation or removal.

Section 4.03 *Term of Office of Vice-Presidents*. Each Vice-President may be elected by the Board of Directors, in its discretion, at each and every annual meeting or at any time the Board determines. Each Vice-President shall hold office for a term ending no later than the date of the next annual meeting and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation or removal.

Section 4.04 *Term of Office of Secretary*. The Secretary shall be elected by the Board of Directors at each and every annual meeting or at any time the Board determines. The Secretary shall hold office for a term ending no later than the date of the next annual meeting and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation or removal.

Section 4.05 *Term of Office of Treasurer.* The Treasurer shall be elected by the Board of Directors at each and every annual meeting or at any time the Board determines. The Treasurer shall hold office for a term ending no later than the date of the next annual meeting and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation or removal.

Section 4.06 *Vacancies and Removal of the President or Co-Presidents.* If the office of President becomes vacant for any reason, the Board shall promptly fill such vacancy. The President or Co-Presidents so appointed or elected to fill a vacancy shall hold office only until such time as the unexpired term of his, her, or their predecessor or predecessors and until his, her or their successor or successors are elected and qualified. The President or any Co-President may be removed by the Board with or without cause at any time.

Section 4.07 *Vacancies and Removal of Vice-Presidents.* If the office of Vice-President becomes vacant for any reason, the Board, in its discretion, may fill such vacancy. Any Vice-President so appointed or elected to fill a vacancy shall hold office only until such time as the unexpired term of his or her predecessor. A Vice-President may be removed by the Board with or without cause at any time.

Section 4.08 *Vacancies and Removal of the Secretary.* If the office of Secretary becomes vacant for any reason, the Board shall promptly fill such vacancy. The Secretary so appointed or elected to fill a vacancy shall hold office only until such time as the unexpired term of his or her predecessor and until his or her successor is elected and qualified. The Secretary may be removed by the Board with or without cause at any time.

Section 4.09 *Vacancies and Removal of the Treasurer.* If the office of Treasurer becomes vacant for any reason, the Board shall promptly fill such vacancy. The Treasurer so appointed or elected to fill a vacancy shall hold office only until such time as the unexpired term of his or her predecessor and until his or her successor is elected and qualified. The Treasurer may be removed by the Board with or without cause at any time.

Section 4.10 *Resignation.* Any officer may resign from office at any time by delivering a resignation in writing to the Board of Directors. Such resignation shall take effect at the time specified therein, and unless otherwise specified, no acceptance of such resignation shall be necessary to make it effective.

Section 4.11 *Power and Duties of Officers.* Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in these Bylaws and, to the extent not so provided, as generally pertain to their respective offices.

- A *President and Co-Presidents.* Only a director of the Corporation may serve as the President or as a Co-President thereof. If at any time a Co-President shall resign or be removed from the Board of Directors, the remaining Co-President shall continue to serve as the President of the Corporation and the office of President shall not be deemed vacant. If at any time a President alone or the Co-Presidents jointly shall resign or be removed from the Board of Directors, the office of President shall be deemed vacant and the Board shall promptly fill such vacancy pursuant to the terms of Section 4.06 hereof.

The President alone or the Co-Presidents jointly shall serve as chief executive officer of the Corporation. If the Member has not appointed a Chair, the President alone or the Co-Presidents jointly (or, if only one Co-President is present, that Co-President alone) shall preside at all meetings of the Board of Directors. If the Member has appointed a Chair who is not also serving as the President or as a Co-President, then, in the absence of the Chair, the President alone or the Co-Presidents jointly (or, if only one Co-President is present, that Co-President alone) shall preside at all meetings of the Board of Directors. In addition, the President alone or the Co-Presidents jointly shall, subject to the supervision of the Board of Directors, perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with the policies and directives approved by the Board of Directors.

Moreover, unless otherwise directed by the Board of Directors, the President or each Co-President, as the case may be, shall have the authority, subject to the Member's consent if required pursuant to Section 2 06B, to make all decisions regarding charitable contributions made or to be made by the Corporation. Unless otherwise directed, the President or each Co-President may, in his or her sole discretion and at any time and from time to time, delegate (subject to his or her revocation of such delegation) such authority to one or more of the other officers of the Corporation and may limit the amount of charitable contributions that each such authorized officer may make or cause to be made on behalf of the Corporation in a fiscal year. In addition, unless otherwise directed, the President or each Co-President may, in his or her sole discretion at any time and from time to time, authorize (subject to his or her revocation of such authorization) one or more persons to make charitable contributions on behalf of the Corporation in such an amount as prescribed by the President or by each Co-President.

B Vice-President The Vice-President shall perform such duties and have such powers as the President or as each Co-President may from time to time provide, subject to the powers and the supervision of the Board of Directors and, in the absence of the President or the Co-Presidents, as the case may be, or in the event of his, her or their inability or refusal to act, as the Board of Directors may prescribe by standing or special resolution.

C Secretary The Secretary shall perform such duties and have such powers as the President alone or the Co-Presidents jointly may from time to time provide, subject to the powers and the supervision of the Board of Directors and, in the absence of the President or the Co-Presidents, as the case may be, or in the event of his, her or their inability or refusal to act, as the Board of Directors may prescribe by standing or special resolution.

In addition, the Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law. The Secretary shall have custody of the corporate seal of the Corporation, if any, and he or she shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his or her signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his or her signature.

D Treasurer The Treasurer shall perform such duties and have such powers as the President alone or the Co-Presidents jointly may from time to time provide, subject to the powers and the supervision of the Board of Directors and, in the absence of the President or the Co-Presidents, as the case may be, or in the event of his, her or their inability or refusal to act, as the Board of Directors may prescribe by standing or special resolution.

In addition, the Treasurer shall have the custody of, and shall be responsible for, all funds and securities of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He or she shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board of Directors. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of his or her duties as the Board of Directors may require, for which he or she shall be reimbursed.

Unless otherwise directed by the Board of Directors, the Treasurer shall have full investment authority and discretion concerning the Corporation's assets. Unless otherwise directed, the Treasurer may, in his or her sole discretion and at any time and from time to time, delegate to one

or more professional investment advisors the responsibility and discretion to recommend a suitable asset allocation strategy to the Board of Directors and to invest the Corporation's assets.

Section 4.12 *Agents and Employees* The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 4.13 *Compensation of Officers, Agents and Employees* The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered to the Corporation, such amount to be fixed by the Board, or, if the Board delegates power to any officer or officers, then by such officer or officers. The Board may require officers, agents or employees to give security for the faithful performance of their duties.

ARTICLE V

Miscellaneous

Section 5.01 *Fiscal Year* The fiscal year of the Corporation shall be the calendar year.

Section 5.02 *Corporate Seal* The seal of the Corporation shall be circular in form and contain the name of the Corporation, the words "Corporate Seal" and "Delaware" and the year the Corporation was formed in the center. The Corporation may use the seal by causing it or a facsimile thereof to be affixed or impressed or reproduced in any manner.

Section 5.03 *Checks, Notes, Contracts* The President or each Co-President, as the case may be, shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, notes, drafts, acceptances, bills of exchange and other orders or obligations for the payment of money; to enter into contracts, or to execute and deliver other documents and instruments.

Section 5.04 *Books and Records* The Corporation shall keep at its office or at any other designated office (1) correct and complete books and records of accounts, (2) minutes of the proceedings of its Board of Directors, and (3) a current list or record containing the names and addresses of all directors and officers of the Corporation. Any of the books, records and minutes of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 5.05 *Amendments of Certificate of Incorporation and Bylaws* Subject to the Member's written consent, the Certificate of Incorporation may be amended, in whole or in part, by a majority vote of the Board of Directors pursuant to the procedure outlined in title 8, section 242(b)(3) of the Delaware General Corporation Law. Subject to the Member's written consent, the Bylaws of the Corporation may be adopted, amended, or repealed, in whole or in part, by a majority vote of the Board of Directors of the Corporation.

Section 5.06 *Indemnification and Insurance* The Corporation shall indemnify:

- (i) any current or former Member, Member Representative, director or officer of the Corporation and
- (ii) any person who may have served, at its request, as a director or officer of another corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, or other enterprise, whether for profit or not for profit (each such entity an "Outside Entity"),

against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by it, him or her in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation), to which it, he or she may be or is made a party by reason of being or having been such

director or officer if it, he or she acted in good faith and in a manner it, he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. However, there shall be no indemnification in respect of any claim, issue or matter as to which it, he or she shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to be indemnified for such expenses which the court shall deem proper.

The Corporation may pay expenses (including attorney's fees) incurred by any Member, Member Representative, officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such Member, Member Representative, officer or director, to repay such amount if it shall ultimately be determined that it, he or she is not entitled to be indemnified by the Corporation under this Article. Such expenses (including attorney's fees) incurred by former Members, Member Representatives, officers or directors or other employees and agents of the Corporation may be paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

Any indemnification (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the present or former Member, Member Representative, director, officer, employee, or agent is proper in the circumstances because it, he or she has met the applicable standard of conduct set forth in title 8, section 145 (a) and (b) of the Delaware General Corporation Law. Such determination shall be made, with respect to a person who is a present or former Member, Member Representative, director, officer, employee, or agent of the Corporation, (1) by a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, (2) by a committee of such directors designated by a majority vote of such directors, even though less than a quorum, or (3) if there are no such directors or if such directors so direct, by independent legal counsel in a written opinion.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after adoption hereof.

The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of the disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.

The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall, unless otherwise provided when authorized or ratified, continue as to a person or entity who has ceased to be a Member, Member Representative, director, officer, employee, or agent and shall inure to the benefit of the legal successors, heirs, executors and administrators of such person or entity.

The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person or entity who is or was a Member, Member Representative, director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of an Outside Entity against any liability asserted against or incurred by him or her in any such capacity, or which arises out of such person's status as a Member, Member Representative, director, officer, employee or agent whether or not the Corporation would have the power to indemnify such person against that liability under law.

Notwithstanding anything herein to the contrary, the Corporation shall not indemnify, reimburse, or insure any person or entity for any taxes imposed on such individual or entity under Chapter 42 of the Internal Revenue Code of 1986, as amended (the "Code"). Further, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in 4941(d) or 4945(d), respectively, of the Code.

The Corporation may, by vote of the Board of Directors, provide indemnification and advancement of expenses to employees and agents of the Corporation or of an Outside Entity with the same scope and effects as the foregoing indemnification of and advancement of expenses to current and former Members, Member Representatives, directors, and officers.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected

Section 5.07 *Electronic Signatures* Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

ARTICLE VI

Charitable Contribution Approval

Section 6.01 *Charitable Contribution Approval by Grant Evaluator* The President or each Co-President of the Corporation, officers designated by the President or by each Co-President of the Corporation, committees designated by the President or by each Co-President of the Corporation that are composed exclusively of members of the Board of Directors, the Member Representative, any Designees, and any other person directed by the President or by each Co-President pursuant to Section 4 11(A) of these By-Laws shall have the power and authority to approve, make and cause to be made charitable contributions by the Corporation. All charitable contributions approved by any of the foregoing (each a "Grant Evaluator"), shall for all purposes be, and be deemed to be, duly authorized by the Board of Directors and the Corporation, and subject to the Member's consent if required under Section 2 06B above. The Member, President or each Co-President, as the case may be, or the Board of Directors may at any time appoint or remove, with or without cause, an individual or committee as a Grant Evaluator.

ATTACHMENT 4

FORM 990PF, PART VII-A - LIQUIDATION, TERMINATION, ETC. STATEMENT

AS EXPLAINED BELOW, THE FOUNDATION HAS NO PLANS FOR DISSOLUTION.

THIS STATEMENT IS SUBMITTED TO REPORT THE DISTRIBUTION OF CERTAIN ASSETS DURING THE YEAR. THE DISTRIBUTIONS RESULTED IN A SUBSTANTIAL CONTRACTION OF ASSETS.

THE FOLLOWING INFORMATION IS SUBMITTED IN ACCORDANCE WITH TREASURY REGULATION SECTION 1.6043-3(A)(1) AND THE FORM 990-PF INSTRUCTIONS:

DURING THE TAXABLE YEAR ENDING DECEMBER 31, 2018, THE FOUNDATION MADE DISTRIBUTIONS FROM ASSETS FROM SOURCES OTHER THAN CURRENT INCOME. COLLECTIVELY, THE DISTRIBUTIONS IN EXCESS OF CURRENT INCOME TOTALED \$20,259. THIS AMOUNT REPRESENTS 25% OR MORE OF THE FOUNDATION'S NET ASSETS OF \$21,272 (AS MEASURED BY FAIR MARKET VALUE) AT THE BEGINNING OF THE FOUNDATION'S TAXABLE YEAR ENDING DECEMBER 31, 2018. ALTHOUGH THE FOUNDATION TECHNICALLY EXPERIENCED A SUBSTANTIAL CONTRACTION, IT WILL CONTINUE IN EXISTENCE AND HAS NO PLANS FOR DISSOLUTION.

THE FOUNDATION MADE DISTRIBUTIONS OF CASH TO THE GRANTEEES LISTED IN THE ATTACHMENT TO PART XV, LINE 3A; EACH SUCH GRANT WAS MADE SOLELY FOR THE CHARITABLE PURPOSE SPECIFIED THEREIN.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 5

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JAMIE BUCK-TOMEK FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR, SEC 1.00	0.	0.	0.
JEFFREY D HASKELL FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	VP 1.00	0.	0.	0.
TANIA HUETE FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR, VP 1.00	0.	0.	0.
ERICA PEREZ FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR, PRES 1.00	0.	0.	0.
DANIEL SCHRECK FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR, TREAS 1.00	0.	0.	0.
PAGE SNOW FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALZHEIMERS FOUNDATION OF AMERICA INC 322 8TH AVE 7TH FL NEW YORK, NY 10001	N/A PC	GENERAL & UNRESTRICTED	100
B JONES 2150 SEAVIEW AVE BRIDGEPORT, CT 06610	NONE I	HARDSHIP ASSISTANCE GRANT	1,000
B SANTOS 400 BISHOP AVE , FL 2 BRIDGEPORT, CT 06610	NONE I	HARDSHIP ASSISTANCE GRANT	1,000
BRIDGEPORT ANIMAL RESCUE CREW INC 1790 FAIRFIELD BEACH RD FAIRFIELD, CT 06824	N/A PC	GENERAL & UNRESTRICTED	250
BRIDGEPORT RESCUE MISSION INC 1088 FAIRFIELD AVE BRIDGEPORT, CT 06605	N/A PC	GENERAL & UNRESTRICTED	125
BRIDGEPORT RESCUE MISSION INC 1088 FAIRFIELD AVE BRIDGEPORT, CT 06605	N/A PC	GENERAL & UNRESTRICTED (SEE ATTACHED IN-KIND GRANT SCHEDULE)	2,224

ATTACHMENT 6

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D.)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
BRIGHT FUNDS FOUNDATION 450 MISSION ST STE 200 SAN FRANCISCO, CA 94105	N/A PC		GENERAL & UNRESTRICTED	500
CENTRAL YESHIVA BETH JOSEPH 1510 E 18TH ST BROOKLYN, NY 11230	N/A PC		GENERAL & UNRESTRICTED	250
COLBERT VETERINARY RESCUE SERVICES INC 41 COUNTY RD 229 COLBERT, GA 30628	N/A PC		GENERAL & UNRESTRICTED	250
CONNECTICUT ALLIANCE OF FOSTER AND ADOPTIVE FAMILI 2189 SILAS DEANE HWY STE 2 ROCKY HILL, CT 06067	N/A PC		GENERAL & UNRESTRICTED	250
CONNECTICUT FOOD BANK INC 2 RESEARCH PKWY WALLINGFORD, CT 06492	N/A PC		GENERAL & UNRESTRICTED	250
CORNERSTONE HOME & GARDENS INC 48 BRIDLE TRL RIDGEFIELD, CT 06877	N/A PC		GENERAL & UNRESTRICTED	125

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
CRISTO REY BROOKLYN HIGH SCHOOL 710 E 37TH ST BROOKLYN, NY 11203	N/A PC		GENERAL & UNRESTRICTED	250
D WILLIAMS 180 BUNNELL ST BRIDGEPORT, CT 06607	NONE I		HARDSHIP ASSISTANCE GRANT	1,000
DOUG FLUTIE JR FOUNDATION FOR AUTISM INC 1001 WORCESTER RD STE 2 FRAMINGHAM, MA 01701	N/A PC		GENERAL & UNRESTRICTED	250
FRIENDS OF GREAT SWAMP NATIONAL WILDLIFE REFUGE IN 32 PLEASANT PLAINS RD BASKING RIDGE, NJ 07920	N/A PC		GENERAL & UNRESTRICTED	250
HONDURAS HOPE PO BOX 60 FRANCONIA, NH 03580	N/A PC		GENERAL & UNRESTRICTED	250
HORIZONS NATIONAL STUDENT ENRICHMENT PROGRAM INC 120 POST RD W STE 202 WESTPORT, CT 06880	N/A PC		GENERAL & UNRESTRICTED	125

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D.)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
K GOMEZ BROWN 30 FOURTH STREET, #3 BRIDGEPORT, CT 06607	NONE I		HARDSHIP ASSISTANCE GRANT	1,000
L LAUDER 285 MAPLEWOOD AVE, #12K BRIDGEPORT, CT 06605	NONE I		HARDSHIP ASSISTANCE GRANT	1,000
M ROSS 1655 POST ROAD E, UNIT 701 WESTPORT, CT 06880	NONE I		HARDSHIP ASSISTANCE GRANT	1,000
MARCH OF DIMES - FAIRFIELD CT CHAPTER 140 SHERMAN ST, STE 200 FAIRFIELD, CT 06824	N/A PC		MARCH FOR BABIES CAMPAIGN	350
MOUNT AERY BAPTIST CHURCH 73 FRANK ST BRIDGEPORT, CT 06604	N/A PC		CARE FOR FIVE WOMEN TO ATTEND THE SEPTEMBER 13-16TH WOMEN'S RETREAT PROGRAM	2,000
OPERATION SECOND CHANCE INC 22708 BIRCHCREST LN CLARKSBURG, MD 20871	N/A PC		GENERAL & UNRESTRICTED	250

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
PUG RESCUE OF NEW ENGLAND INC 70 SPENCER ST MILLIS, MA 02054	N/A	PC	GENERAL & UNRESTRICTED	250
RAMAPO COLLEGE FOUNDATION 505 RAMAPO VALLEY RD MAHWAH, NJ 07430	N/A	PC	SOFTBALL PROGRAM	250
S CLARKE 65 VOIGHT AVE BRIDGEPORT, CT 06606	NONE	I	HARDSHIP ASSISTANCE GRANT	1,000
S WEBB 467 BIRD ST , BLDG 2, APT 210 BRIDGEPORT, CT 06605	NONE	I	HARDSHIP ASSISTANCE GRANT	1,000
SACRED HEART CHURCH 910 MAIN ST S SOUTHBURY, CT 06488	N/A	PC	MUSTARD SEED FUND	250
ST JOSEPH HIGH SCHOOL 2320 HUNTINGTON TPKE TRUMBULL, CT 06611	N/A	PC	ST JOSEPH ATHLETIC ASSOCIATION	100

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST JUDE CHILDRENS RESEARCH HOSPITAL INC 262 DANNY THOMAS PL MEMPHIS, TN 38105	N/A PC		GENERAL & UNRESTRICTED	250
ST LAWRENCE CHURCH 505 SHELTON AVE SHELTON, CT 06484	N/A PC		GENERAL & UNRESTRICTED	250
T VERNON 160 VILLAGE LANE BRIDGEPORT, CT 06606	NONE I		HARDSHIP ASSISTANCE GRANT	1,000
V VELAZQUEZ 99 BASSICK AVE BRIDGEPORT, CT 06604	NONE I		SHORT-TERM EMERGENCY ASSISTANCE GRANT	1,000
VOLUNTEER SQUARE CORP 304 MAIN AVE #424 NORWALK, CT 06851	N/A PC		TO PURCHASE SUPPLIES FOR OUR POTTED PLANTS EVENT AND GENERAL & UNRESTRICTED	710
WHOLESOME WAVE INC 855 MAIN ST STE 910 BRIDGEPORT, CT 06604	N/A PC		GENERAL & UNRESTRICTED	150
TOTAL CONTRIBUTIONS PAID				<u>20,259</u>
TOTAL PART I, LINE 25, COLUMN (A) AND PART XV, LINE 3A				\$ 20,259
LESS AMOUNTS COUNTED AS QUALIFYING DISTRIBUTIONS ON PART XII, LINE 2				\$ 2,224
TOTAL PART I, LINE 25, COLUMN (D)				<u>\$ 18,035</u>

ATTACHMENT 6 (CONT'D)

