

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.

2018

Open to Public
Inspection

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation The Simmons Foundation		A Employer identification number 76-0398915	
Number and street (or P O box number if mail is not delivered to street address) 109 N Post Oak Lane		B Telephone number (see instructions) (713) 580-1800	
City or town, state or province, country, and ZIP or foreign postal code Houston, TX 77024		C If exemption application is pending, check here ► <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 5,421,842		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>	

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	4,142,848			
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	4,284	4,284		
4	Dividends and interest from securities	99,917	99,917		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	2,650,338			
b	Gross sales price for all assets on line 6a	5,897,636			
7	Capital gain net income (from Part IV, line 2)		2,650,338		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	6,897,387	2,754,539		
13	Compensation of officers, directors, trustees, etc	155,651		155,651	
14	Other employee salaries and wages	242,690		242,690	
15	Pension plans, employee benefits	65,497		65,497	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	2,500	1,250		1,250
c	Other professional fees (attach schedule)	64,395		64,395	
17	Interest				
18	Taxes (attach schedule) (see instructions)	25,002	202		
19	Depreciation (attach schedule) and depletion	25,694			
20	Occupancy	14,487		14,487	
21	Travel, conferences, and meetings	47,352		47,352	
22	Printing and publications				
23	Other expenses (attach schedule)	74,947		74,947	
24	Total operating and administrative expenses.				
	Add lines 13 through 23	718,215	1,452		666,269
25	Contributions, gifts, grants paid	4,742,750		4,742,750	
26	Total expenses and disbursements. Add lines 24 and 25	5,460,965	1,452		5,409,019
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	1,436,422			
b	Net investment income (if negative, enter -0-)		2,753,087		
c	Adjusted net income (if negative, enter -0-)				

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		1,521,811	2,007,736	2,007,736
	3 Accounts receivable ► 216			216	216
	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		7,342	1,712	1,712
	10a Investments—U S and state government obligations (attach schedule)		249,795		
	b Investments—corporate stock (attach schedule)		2,859,331	828,215	2,956,080
	c Investments—corporate bonds (attach schedule)		465,475	477,970	445,869
	11 Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)		302,298		
	14 Land, buildings, and equipment basis ► 35,923				
	Less accumulated depreciation (attach schedule) ► 25,694				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		5,406,052	3,326,078	5,421,842
	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
	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		5,406,052	3,326,078	
	30 Total net assets or fund balances (see instructions)		5,406,052	3,326,078	
	31 Total liabilities and net assets/fund balances (see instructions)		5,406,052	3,326,078	

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	5,406,052
2	Enter amount from Part I, line 27a	2	1,436,422
3	Other increases not included in line 2 (itemize) ►	3	30,000
4	Add lines 1, 2, and 3	4	6,872,474
5	Decreases not included in line 2 (itemize) ►	5	3,546,396
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,326,078

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a Publicly traded securities					
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 5,897,636		3,247,298	2,650,338		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a			2,650,338		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)		If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	2,650,338	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				3	

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

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

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

 Yes No

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	4,470,571	6,339,526	0 70519
2016	3,555,541	5,694,912	0 62434
2015	3,566,976	5,705,091	0 62523
2014	3,444,229	5,821,375	0 59165
2013	3,808,356	7,392,923	0 51514
2 Total of line 1, column (d)			2 3,061540
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 0 612308
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 6,576,401
5 Multiply line 4 by line 3			5 4,026,783
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 27,531
7 Add lines 5 and 6			7 4,054,314
8 Enter qualifying distributions from Part XII, line 4			8 5,429,487

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	1	27,531
	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 2b		
c	All other domestic foundations enter 2% of line 2b 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	27,531
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	27,531
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	27,694
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	27,694
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	27
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	136
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ►	136	Refunded ►
		11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12	No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► www.thesimmonsfoundation.org	13	Yes
14	The books are in care of ► <u>Rebecca C Young</u>	Telephone no ► (713) 580-1800	
Located at ► <u>109 N Post Oak Ln Ste 212 Houston TX</u>			ZIP+4 ► <u>77024</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.	15	<input type="checkbox"/>
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 ►	16	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

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

		Yes	No
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 type="checkbox"/> Yes	<input checked="" 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 checked="" type="checkbox"/> Yes	<input 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.	1b	No <input type="checkbox"/>
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	No <input type="checkbox"/>
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? If "Yes," list the years ► <u>20____, 20____, 20____, 20____</u>	2a	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	No <input type="checkbox"/>
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u>20____, 20____, 20____, 20____</u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a	<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	No <input type="checkbox"/>
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No <input type="checkbox"/>
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b	No <input type="checkbox"/>

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

5a	During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions. (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 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Yes	No
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance check here.		5b	No
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? <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>		7a	No
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	7b	No
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 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, 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
John P Durie 109 N Post Oak Lane Ste 212 Houston, TX 77024	Chair / Dir 1 00	0		
Robert F Henricksen 109 N Post Oak Lane Ste 212 Houston, TX 77024	V Chair / Dir 1 00	0		
Amanda J Cloud 109 N Post Oak Lane Ste 212 Houston, TX 77024	Pres / CEO 40 00	155,651	16,619	
Gay A Roane 109 N Post Oak Lane Ste 212 Houston, TX 77024	Director 4 00	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
Tangie French 109 N Post Oak Lane Ste 212 Houston, TX 77024	Grants Coord 40 00	64,727	4,977	
Kelli King Jackson 109 N Post Oak Lane Ste 212 Houston, TX 77024	Program Officer 40 00	104,347	6,911	
Total number of other employees paid over \$50,000.				

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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	4,424,175
b	Average of monthly cash balances.	1b	2,252,374
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	6,676,549
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	6,676,549
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	100,148
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,576,401
6	Minimum investment return. Enter 5% of line 5.	6	328,820

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

1	Minimum investment return from Part X, line 6.	1	328,820
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	27,531
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	27,531
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	301,289
4	Recoveries of amounts treated as qualifying distributions.	4	30,000
5	Add lines 3 and 4.	5	331,289
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	331,289

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	5,409,019
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	20,468
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	5,429,487
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	27,531
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	5,401,956
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				331,289
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2018				
a From 2013.	3,465,760			
b From 2014.	3,147,912			
c From 2015.	3,289,305			
d From 2016.	3,274,203			
e From 2017.	4,155,617			
f Total of lines 3a through e.	17,332,797			
4 Qualifying distributions for 2018 from Part XII, line 4 ► \$ 5,429,487				
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).	0			
d Applied to 2018 distributable amount.				331,289
e Remaining amount distributed out of corpus	5,098,198			
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	22,430,995			
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				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)	3,465,760			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	18,965,235			
10 Analysis of line 9				
a Excess from 2014.	3,147,912			
b Excess from 2015.	3,289,305			
c Excess from 2016.	3,274,203			
d Excess from 2017.	4,155,617			
e Excess from 2018.	5,098,198			

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling. ►			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
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))

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

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

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

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

Amanda Cloud
109 N Post Oak Lane Ste 212
Houston, TX 77024
(713) 268-8099
acloud@thesimmonsfoundation.org

b The form in which applications should be submitted and information and materials they should include
See the foundation's website for application form and guidelines www.thesimmonsfoundation.org/applicants

c Any submission deadlines
See the foundation's website

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
See the foundation's website

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> See attachment State and zip code for efiling purposes, TX 77024			See attachment	4,742,750
Total				► 3a
b <i>Approved for future payment</i>				
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	4,284	
4 Dividends and interest from securities.			14	99,917	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	2,650,338	
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).				2,754,539	
13 Total. Add line 12, columns (b), (d), and (e).					2,754,539
(See worksheet in line 13 instructions to verify calculations.)					

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

TY 2018 Accounting Fees Schedule

Name: The Simmons Foundation

EIN: 76-0398915

Software ID: 18007218

Software Version: 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Tax compliance fees	2,500	1,250	0	1,250

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2018 Depreciation Schedule

Name: The Simmons Foundation

EIN: 76-0398915

Software ID: 18007218

Software Version: 2018v3.1

Depreciation Schedule

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
2018 Equipment	2018-01-01	34,731		200DB	20 00 %	24,502			
2018 Furniture	2018-01-01	1,192		200DB	14 29 %	1,192			

TY 2018 Investments Corporate Bonds Schedule

Name: The Simmons Foundation

EIN: 76-0398915

Software ID: 18007218

Software Version: 2018v3.1

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
43,528 sh Pimco Total Return Fund	477,970	445,869

TY 2018 Investments Corporate Stock Schedule

Name: The Simmons Foundation

EIN: 76-0398915

Software ID: 18007218

Software Version: 2018v3.1

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
615 sh Alibaba Group Holding Ltd	53,875	84,298
380 sh Amazon.com Inc	30,864	570,749
22,900 sh Exxon Mobil Corp	367,178	1,561,552
600 sh Facebook Inc	53,084	78,654
2,395 sh General Electric Co	63,392	18,130
1,225 sh Intel Corp	38,696	57,489
4,600 sh Tractor Supply Company	20,488	383,824
3,548 sh Ishares Total US Stock Mkt ETF	200,638	201,384

**TY 2018 Land, Etc.
Schedule****Name:** The Simmons Foundation**EIN:** 76-0398915**Software ID:** 18007218**Software Version:** 2018v3.1

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Furniture and Fixtures	1,192	1,192		
Machinery and Equipment	34,731	24,502	10,229	10,229

TY 2018 Other Decreases Schedule

Name: The Simmons Foundation

EIN: 76-0398915

Software ID: 18007218

Software Version: 2018v3.1

Description	Amount
Difference between FMV and Tax Basis of donated securities	3,546,396

TY 2018 Other Expenses Schedule

Name: The Simmons Foundation**EIN:** 76-0398915**Software ID:** 18007218**Software Version:** 2018v3.1

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Education expenses	120			120
Information technology	5,097			5,097
Insurance	4,371			4,371
Membership fees	54,950			54,950
Office expense	6,620			6,620
Student awards	335			335
Subscriptions	305			305
Telephone expense	3,149			3,149

TY 2018 Other Increases Schedule

Name: The Simmons Foundation

EIN: 76-0398915

Software ID: 18007218

Software Version: 2018v3.1

Description	Amount
Returned grant	30,000

TY 2018 Other Professional Fees Schedule

Name: The Simmons Foundation

EIN: 76-0398915

Software ID: 18007218

Software Version: 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Consulting fees	64,395	0	0	64,395

TY 2018 Taxes Schedule

Name: The Simmons Foundation

EIN: 76-0398915

Software ID: 18007218

Software Version: 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise tax	24,800			
Foreign tax	202	202		

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

OMB No 1545-0047

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

2018**Name of the organization**
The Simmons Foundation**Employer identification number**
76-0398915**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 foundation

Check 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 other 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 33¹ 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, 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 Simmons Foundation		Employer identification number 76-0398915	
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	Gay A Roane 109 N Post Oak Lane Ste 220	\$ 4,019,848	Person <input checked="" type="checkbox"/>
	Houston, TX 77024		Payroll <input type="checkbox"/>
			Noncash <input checked="" type="checkbox"/>
(Complete Part II for noncash contributions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	Redstone Group Ltd 109 N Post Oak Lane Ste 220	\$ 123,000	Person <input checked="" type="checkbox"/>
	Houston, TX 77024		Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
(Complete Part II for noncash contributions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
(Complete Part II for noncash contributions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
(Complete Part II for noncash contributions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
(Complete Part II for noncash contributions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
(Complete Part II for noncash contributions)			

Name of organization
The Simmons Foundation

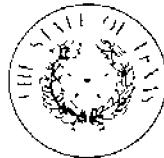
Employer identification number

76-0398915

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
		(e) Transfer of gift	Transferee's name, address, and ZIP 4
		(e) Transfer of gift	Transferee's name, address, and ZIP 4
		(e) Transfer of gift	Transferee's name, address, and ZIP 4

Corporations Section
P O Box 13691
Austin, Texas 78711-3691



Rolando B. Pablos
Secretary of State

Office of the Secretary of State

October 11, 2018

Capitol Services Inc
P O Box 1831
Austin, TX 78767 USA

RE: The Simmons Foundation
File Number: 12682180]

It has been our pleasure to file the Restated Certificate of Formation for the referenced entity. Enclosed is the certificate evidencing filing. Payment of the filing fee is acknowledged by this letter.

If we may be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure

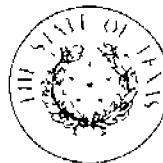
Phone: (512) 463-5555
Prepared by: Kika Gacza

Comments on the internet help: www.sos.state.tx.us

Fax: (512) 463-5709
DID: 0323

Dial 7-1- for Relay Services
Document # 841839680002

Corporations Section
P O Box 13697
Austin, Texas 78711-3697



Rolando B. Pablos
Secretary of State

Office of the Secretary of State

CERTIFICATE OF FILING OF

The Simmons Foundation
126821801

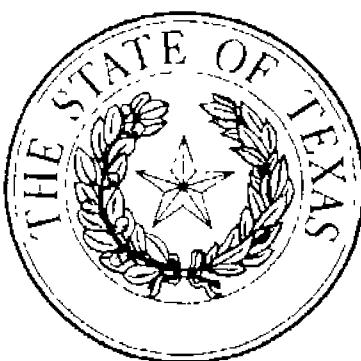
[formerly THE SIMMONS FOUNDATION]

The undersigned as Secretary of State of Texas hereby certifies that a Restated Certificate of Formation for the above named domestic nonprofit corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned as Secretary of State and by virtue of the authority vested in the secretary by law hereby issues this certificate evidencing filing effective on the date shown below.

Dated 10 10 2018

Effective 10 10 2018



A handwritten signature in black ink, appearing to read "R B P".

Rolando B. Pablos
Secretary of State

**RESTATE CERTIFICATE OF FORMATION
WITH NEW AMENDMENTS
FOR
THE SIMMONS FOUNDATION**

I. Entity Information

1. The name of the filing entity is The Simmons Foundation (the "corporation").
2. The corporation is a nonprofit corporation under Chapter 22 of the Texas Business Organizations Code (the "TBOC").
3. The file number issued to the corporation by the Secretary of State is 126821801.
4. The date of formation of the corporation is April 22, 1993.

II. Amendments to Certificate of Formation

Pursuant to the provisions of Sections 3.059, 6.201 and 22.109 of the TBOC, this restated certificate of formation makes new amendments to the corporation's Restated Articles of Incorporation filed October 18, 2005 (the "Certificate") as follows:

- (i) Article III of the Certificate is amended to change the period of duration of the corporation. The full text of such amendment is contained in Article III of the amended and restated certificate of formation attached hereto (the "Restated Certificate of Formation").
- (ii) Article V of the Certificate is amended to change the name of the registered agent. The full text of such amendment is contained in Article V of the Restated Certificate of Formation attached hereto.
- (iii) Article VI of the Certificate is amended to change the composition of the Board of Directors and condition its authority on the rights of the Corporation's members. The full text of such amendment is contained in Article VI of the Restated Certificate of Formation attached hereto.
- (iv) Article VIII of the Certificate is amended to provide that the corporation shall have members. The full text of such amendment is contained in Article VIII of the Restated Certificate of Formation attached hereto.
- (v) Article XI of the Certificate regarding the distribution of the corporation's remaining properties upon dissolution is amended to conform to Section 22.304(a) of the TBOC. The full text of such amendment is contained in Article XI of the Restated Certificate of Formation attached hereto.

- (vi) Article XII regarding indemnification is added to the Certificate. The full text of the added provision is contained in the Restated Certificate of Formation attached hereto
- (vii) Article XIII regarding amendments is added to the Certificate. The full text of the added provision is contained in the Restated Certificate of Formation attached hereto

In addition to the amendments described above, the Restated Certificate of Formation attached hereto amends certain provisions of the Certificate to conform the governing document to the terminology and citations contained in the TBOC and to include such other information as is required for nonprofit corporations under the TBOC.

III. Statement of Approval

Each new amendment has been made in accordance with the provisions of the TBOC. Each of the amendments has been made and approved in the manner required by the TBOC and the corporation's governing documents, and was duly adopted by unanimous written consent of the Board of Directors of the corporation.

IV. Required Statements

The Restated Certificate of Formation, which is attached hereto, (i) accurately states the text of the Certificate, and each amendment to the Certificate that is in effect, and as further amended by the restated certificate of formation. The attached Restated Certificate of Formation does not contain any other change in the Certificate being restated.

V. Effectiveness of Filing

This document becomes effective when the document is filed with the Secretary of State.

VI. Execution

This undersigned affirms that the person designated as registered agent in the attached Restated Certificate of Formation has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the corporation to execute the filing instrument.

Date 12/21/2018

By Amber C. Cloud
Amber C. Cloud, President

**RESTATED CERTIFICATE OF FORMATION
OF
THE SIMMONS FOUNDATION**

ARTICLE I

The name of the corporation is The Simmons Foundation.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

Unless dissolved sooner pursuant to state law or the corporation's bylaws, the period of the corporation's duration shall be until the tenth anniversary of the death of Gay A. Roane.

ARTICLE IV

The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary, educational and prevention of cruelty to children or animals purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provision thereafter in effect.

ARTICLE V

The street address of the registered office is 109 N. Post Oak Lane, Suite 220, Houston, Texas 77024 and the name of its registered agent at such address is John P. Durie.

ARTICLE VI

The affairs of the corporation shall be managed by the Board of Directors, subject to the rights of the corporation's Member set forth herein or in the corporation's bylaws. The number of Directors constituting the current Board of Directors of the corporation is four (4) and the names and addresses of the persons who are currently serving as Directors are.

<u>Name</u>	<u>Address</u>
Gay A. Roane	109 N. Post Oak Lane, Suite 220 Houston, Texas 77024
John P. Durie	109 N. Post Oak Lane, Suite 220 Houston, Texas 77024

Robert F. Henricksen

109 N. Post Oak Lane, Suite 220
Houston, Texas 77024

Amanda C. Cloud

109 N. Post Oak Lane, Suite 212
Houston, Texas 77024

The number of Directors constituting the Board of Directors of the corporation may be changed in accordance with the corporation's bylaws, but shall never be less than three (3) nor more than seven (7).

ARTICLE VII

A Director of the corporation shall not be personally liable to the corporation for monetary damages for any act or omission in the Director's capacity as a Director, except for liability for (i) any breach of a Director's duty of loyalty to the corporation; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) any transaction from which the Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office; or (iv) acts or omissions for which the liability of a Director is expressly provided by statute. The foregoing limitation of liability to the corporation shall not be deemed exclusive of any other rights, limitations of liability or indemnity to which a Director may be entitled under any other provision of the Certificate of Formation or bylaws of the Corporation, contract or agreement, vote of Directors, principal of law or otherwise. In addition to the circumstances in which a Director shall not be liable as set forth in the preceding sentences, a Director shall not be liable to the fullest extent permitted by any provision of the statutes of Texas hereafter enacted that further limits the liability of a Director. This provision shall in no way limit or relieve a Director of any liability for federal excise taxes under Chapter 42 of the Code.

ARTICLE VIII

The Corporation shall have a member ("Member"), the qualifications and rights of which shall be as set forth in the bylaws of the corporation.

ARTICLE IX

Regardless of any other provisions of this Certificate of Formation or the laws of the State of Texas, the corporation shall not:

(1) Permit any part of the net earnings of the corporation to inure to the benefit of any private individual (except that reasonable compensation may be paid for personal services rendered to or for the corporation affecting one or more of its purposes);

(2) Carry on propaganda, or otherwise attempt to influence legislation;

(3) Participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office; or

(4) Attempt to influence the outcome of any specific public election or to carry on, directly or indirectly, any voter registration drives.

ARTICLE X

If the corporation is a private foundation within the meaning of section 509(a) of the Code, or corresponding provisions of any subsequent federal tax laws, the corporation:

(1) Shall distribute its net income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws;

(2) Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws;

(3) Shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws;

(4) Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws; and

(5) Shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI

Pursuant to Section 22.304(a) of the TBOC, after all liabilities and obligations of the corporation in the process of winding up are paid, satisfied and discharged, the property of the corporation shall be applied and distributed as follows:

(1) Property held by the corporation on a condition requiring return, transfer, or conveyance because of the winding up or termination shall be returned, transferred, or conveyed in accordance with that requirement.

(2) The remaining properties of the corporation shall be distributed to one or more organizations which are (i) described in Section 501(c)(3) of the Code and (ii) not treated as a "private foundation" within the meaning of Section 509(a) or any other provision of the Code. Unless designated in the corporation's bylaws, such organizations and the division of the remaining properties among such organizations shall be determined by majority vote of the Board of Directors.

ARTICLE XII

The corporation *may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a Director or other person related to the corporation, to the extent provided by Chapter 8 of the*

TBOC. The Board of Directors shall have the power in the corporation's bylaws to define the requirements and limitations for the corporation to indemnify Directors, officers, or others related to the corporation.

ARTICLE XIII

This Certificate of Formation may be amended by the affirmative vote of at least two-thirds of the Members present at any annual, regular or special meeting, provided that Articles III, IV, VIII and XI may be amended only if Gay A. Roane is a Member at the time such amendment is to be made, and provided further that the notice for any special meeting at which amendments to this Certificate of Formation will be considered includes a description of such amendments.

AMENDED AND RESTATED BYLAWS

OF

THE SIMMONS FOUNDATION

Adopted: September 6, 2018

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**AMENDED AND RESTATED BYLAWS
OF
THE SIMMONS FOUNDATION**

**ARTICLE I
STRUCTURE, PURPOSES AND MEMBER**

Section 1. Structure The Simmons Foundation (the "Foundation") is a nonprofit corporation organized under the laws of the State of Texas, which has members within the meaning of section 1.002(53) of the Texas Business Organizations Code, (the "TBOC"). The original Articles of Incorporation of the Foundation were filed in the office of the Secretary of State of the State of Texas on April 22, 1922, were amended and restated by Restated Articles of Incorporation of the Foundation filed in the office of the Secretary of State of the State of Texas on August 11, 1994, and subsequently were amended and restated by the Restated Articles of Incorporation (With Amendments) filed in the office of the Secretary of State of the State of Texas on October 18, 2005 (the "2005 Articles"). Pursuant to sections 3.059 and 22.109 of the TBOC, the 2005 Articles were amended and restated into the Restated Certificate of Formation of the Foundation filed in the office of the Secretary of State of the State of Texas on October 10, 2018 (collectively, and as further amended and or restated from time to time, the "Certificate of Formation").

Section 2. Duration As set forth in the Certificate of Formation, unless dissolved sooner pursuant to state law or these Bylaws, the Foundation shall dissolve and wind-down its affairs no later than the date that is ten (10) years after the date of death of the Initial Member (as defined herein). In winding down the affairs of the Foundation, during each of the wind-down fiscal years following the death of the Initial Member, the assets of the Foundation shall be distributed (i) as grants to organizations which are exempt from federal income taxation as a result of being described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and other than a private foundation within the meaning of section 509(a) of the Code ("Public Charities") that have been in existence for five or more years as of the date of the grant and will further the Initial Member's charitable intentions as described in the Statement of Donor Intent attached hereto as Appendix A (the "Donor Statement") and (ii) for the payment of reasonable expenses to operate and wind-down the affairs of the Foundation. Such distributions and payments shall be made in the following minimum amounts in each wind-down fiscal year following the death of the Initial Member, such first wind-down fiscal year beginning on the date of death of the Initial Member:

- (a) First Wind-down Fiscal Year – At least 1.10 (10%) of the fair market value of the assets of the Foundation as of January 1 of such wind-down fiscal year;
- (b) Second Wind-down Fiscal Year – At least 1.9 (11%) of the fair market value of the assets of the Foundation as of January 1 of such wind-down fiscal year;
- (c) Third Wind-down Fiscal Year – At least 1.8 (12.5%) of the fair market value of the assets of the Foundation as of January 1 of such wind-down fiscal year;
- (d) Fourth Wind-down Fiscal Year – At least 1.7 (14.3%) of the fair market value of the assets of the Foundation as of January 1 of such wind-down fiscal year.

(d) Fourth Wind-down Fiscal Year – At least 1/7 (14.3%) of the fair market value of the assets of the Foundation as of January 1 of such wind-down fiscal year.

(e) Fifth Wind-down Fiscal Year – At least 1/6 (16.7%) of the fair market value of the assets of the Foundation as of January 1 of such wind-down fiscal year.

(f) Sixth Wind-down Fiscal Year – At least 1/5 (20.0%) of the fair market value of the assets of the Foundation as of January 1 of such wind-down fiscal year.

(g) Seventh Wind-down Fiscal Year – At least 1/4 (25.0%) of the fair market value of the assets of the Foundation as of January 1 of such wind-down fiscal year.

(h) Eighth Wind-down Fiscal Year – At least 1/3 (33.3%) of the fair market value of the assets of the Foundation as of January 1 of such wind-down fiscal year.

(i) Ninth Wind-down Fiscal Year – At least 1/2 (50.0%) of the fair market value of the assets of the Foundation as of January 1 of such wind-down fiscal year.

(j) Tenth Wind-down Fiscal Year – All remaining assets of the Foundation shall be distributed no later than the date that is the tenth anniversary of the death of the Initial Member.

Section 3. Purposes

The Foundation is organized and will be operated exclusively for the tax exempt purposes set forth in the Certificate of Formation.

(a) In carrying out such exempt purposes after the death of the Initial Member, the Board of Directors shall operate the Foundation and make decisions regarding the areas and charitable organizations to be supported by the Foundation in a manner that will further her charitable intentions as described in the Donor Statement.

(b) All support by the Foundation shall be in the form of grants to Public Charities. Distributions may include part or, if conditions warrant or are otherwise required herein, all of the assets of the Foundation in the sole discretion of the Board.

Section 4. Member

The Foundation shall have one member (the "Member"). The initial Member of the Foundation is Gay A. Roane (the "Initial Member").

**ARTICLE II
OFFICES**

Section 1. Principal Place of Business

The principal place of business of the Foundation is located at 109 N. Post Oak Lane, Suite 212, Houston, Texas 77024. The Foundation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Foundation may require from time to time.

Section 2. Registered Office and Registered Agent

The Foundation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is the Foundation's registered office, as required by the TBOC. The registered office may but need not be identical to the principal office of the Foundation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors in accordance with applicable law.

**ARTICLE III
MEMBER**

Section 1. General

The Member of the Foundation shall have the rights, powers, and privileges granted under these Bylaws.

Section 2. Election and Removal of Directors

The Member shall elect the members of the Board of Directors, and may remove from office at any time, with or without cause, any member of the Board of Directors in accordance with Article IV of these Bylaws.

Section 3. Term; Appointment of Successor Member

(a) Each person serving as the Member shall serve until the earlier of his or her death, incapacity or resignation.

(b) For so long as Gay A. Roane is serving as the Member, the Member may appoint at any time any person to serve as the Member effective upon the then-serving Member's resignation, incapacity or death. Appointment shall be made by written instrument signed by the Member and delivered to the President or Secretary. Any such appointment may be changed or revoked prior to the date it becomes effective. For purposes of this Section 3, "incapacity" shall mean the inability of the Member to manage his or her personal financial affairs, if certified in a written declaration signed by a physician who has treated the Member in the six-month period immediately preceding the date of such declaration. No Member other than Gay A. Roane may appoint a Member.

(c) If, upon the resignation, incapacity or death of the Member, such Member has not appointed a person to succeed him or her as the Member in accordance with Section 3(b) of this Article III, then the Foundation shall operate as a non-member corporation thereafter, and all powers vested by these Bylaws in the Member shall be exercisable by the Board of Directors.

Section 4. Action by Written Consent

Any action required by law to be taken at a meeting of the Member may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by the Member. Such written consent shall state the date of the Member's signature. Such written consent shall have the same force and effect as a vote of the Member at a meeting.

Section 5 Compensation of Member; Expenses

The Member shall not receive any salary or compensation for services as the Member.

Section 6. Income

No Member shall be entitled to any dividends or any part of the income of the Foundation or to share in the distribution of the Foundation's assets upon dissolution.

Section 7. Member's Right to Inspect Books and Records

The Member shall be entitled to examine, and copy at the Member's expense, the books and records of the Foundation, as required by law, at any reasonable time and for a proper purpose, upon demand in writing.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. Powers

The property, business, and affairs of the Foundation shall be managed and controlled by the Board of Directors, subject to the rights of the Member set forth herein or in the Certificate of Formation, and subject to the restrictions imposed by law, the Certificate of Formation and these Bylaws, the Board of Directors shall exercise all of the powers of the Foundation.

Section 2. Number

As of the date of these Bylaws, the Board of Directors consists of four (4) directors. The number of directors may be increased or decreased from time to time by amendment of these Bylaws in accordance with the provisions of Article X, provided that the number of directors shall never be less than three (3) nor more than seven (7).

Section 3. Appointment and Term

Directors shall be appointed by the Member. Each person serving as a director shall hold office until the earlier to occur of such person's death, resignation, or removal as hereinafter provided.

Section 4. Removal

Any director may be removed from office, with or without cause, by the Member.

Section 5. Election and Vacancies

Any vacancy occurring in the office of a director, whether by death, resignation, removal, or otherwise, shall be filled by the Member. Any vacancy to be filled by reason of an increase in the number of directors shall be filled by the Member.

Section 6. Meetings of Directors

The directors may hold meetings, maintain an office, and keep the Foundation's books and records at such place or places within or without the State of Texas as the Board of Directors may from time to time determine, provided, however, that in the absence of any such determination, such place shall be the Foundation's principal office in the State of Texas.

Section 7. Annual Meetings

The annual meeting of the Board of Directors ("Annual Meeting") shall be held at such time and place as shall be designated from time to time by resolution of the Board of Directors for the purpose of (a) electing officers for the ensuing year, and (b) transacting such other business as may be properly brought before such Annual Meeting. Notice of Annual Meetings shall be required. The Secretary shall give notice of the time and place of the Annual Meeting to each director at least ten (10) calendar days before such meeting.

Section 8. Regular Meetings

In addition to the Annual Meeting, regular meetings of the Board of Directors ("Regular Meetings") shall be held at such times and places as shall be designated from time to time by resolution of the Board of Directors. Notice of Regular Meetings shall be required. The Secretary shall give notice of the time and place of each Regular Meeting to each director at least ten (10) calendar days before such meeting. There shall be a minimum of three (3) Regular Meetings per full calendar year (in addition to the Annual Meeting), provided, no more than one Annual Meeting or Regular Meeting shall be required in a calendar quarter for any year that is less than a full calendar year.

Section 9. Special Meetings

Special meetings of the Board of Directors ("Special Meetings") shall be held at such times and places as shall be designated from time to time by (a) the Chairman of the Board, (b) the President or (c) by the Secretary, if the Secretary is requested to do so in writing by a majority of the then-serving directors. Notice of Special Meetings shall be required. The Secretary shall give notice of the time and place of each Special Meeting to each director at least ten (10) calendar days before such meeting. Unless otherwise indicated in such notice, any and all matters pertaining to the Foundation's purposes may be considered and acted upon at such meeting. At any such meeting at which every director shall be present even though without notice, any matter pertaining to the Foundation's purposes may be considered and acted upon.

Section 10. Quorum

A majority of the then-acting directors shall constitute a quorum for the consideration of any matters pertaining to the Foundation's purposes. If at any meeting of the Board of Directors there is less than a quorum present, a majority of those present may adjourn the meeting from time to time. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Certificate of Formation or these Bylaws.

Section 11. Voting

Proxy voting shall not be allowed

Section 12. Conduct of Business

At meetings of the Board of Directors, matters pertaining to the Foundation's purposes shall be considered. At all meetings of the Board of Directors, the Chairman of the Board shall preside, and in the absence of the Chairman of the Board, a Chairman shall be chosen by the Board of Directors from among the directors present. The Secretary of the Foundation shall act as secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the Chairman may appoint any person to act as secretary of the meeting.

Section 13. Chairman of the Board

The Board of Directors shall appoint from among its members a Chairman of the Board, who shall serve in such position until such person's death, resignation, or removal, or if earlier, the date such person ceases to serve as a director. The Chairman of the Board shall preside at all meetings of the Board of Directors, and shall have such powers and duties as may be assigned from time to time by the Board of Directors. A duly-appointed Chairman of the Board may be removed from such position, with or without cause, by the affirmative vote of a majority of the other then-acting directors.

Section 14. Executive Committee

The Board of Directors may, by resolution passed by a majority of the directors in office and with the consent of the Member designate two (2) or more members of the Board of Directors to constitute an Executive Committee, which committee shall have and may exercise, except where action of the Board of Directors is specified by statute, such powers as a majority of the Board of Directors may determine in the resolution that creates the Executive Committee. The Executive Committee so designated shall keep regular minutes of the transactions of its meetings and shall cause such minutes to be recorded in books kept for that purpose in the office of the Foundation, and shall report the same to the Board of Directors from time to time.

Section 15. Compensation of Directors; Expenses

Persons serving as directors shall not receive any salary or compensation for services as directors; provided, however, that nothing contained herein shall be construed as precluding any director from receiving compensation in a reasonable amount for their services as an officer of the Foundation. A director shall be entitled to reimbursement for Reasonable Expenses (as defined in Section 7 of Article VIII) incurred in carrying out such person's duties as a director.

**ARTICLE V
OFFICERS**

Section 1. Number, Titles, and Term of Office

The officers of the Foundation shall consist of a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers and assistant officers as the Board of Directors may from time to time elect or appoint. Such other officers and assistant officers shall have such authority and responsibility as may be assigned to them by the Board of Directors. Any two (2) or

more offices may be held by the same individual, except that the President shall not also hold the office of Secretary. A duly-elected officer shall serve in such office until a successor has been duly elected and qualified, or until such person's earlier death, resignation or removal.

Section 2 Removal

Any officer or agent or member of a committee elected or appointed by the Board of Directors may be removed by the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the individual so removed. Election or appointment of an officer or agent or member of a committee shall not of itself create contract rights.

Section 3 Vacancies

Any vacancy occurring in any office of the Foundation may be filled by the Board of Directors.

Section 4 Powers and Duties of the President

The President shall be the principal executive officer of the Foundation. Subject to the control of the Board of Directors, the President shall have general executive charge, management, and control of the properties, business, and operations of the Foundation with all such powers as may be reasonably incident to such responsibilities; shall have the authority to agree upon and execute all leases, contracts, evidences of indebtedness, and other obligations in the name of the Foundation subject to the approval of the Board of Directors, and shall have such other powers and duties as may be designated in these Bylaws and as may be assigned to such officer from time to time by the Board of Directors.

Section 5 Powers and Duties of a Vice-President

Each Vice-President shall have such powers and duties as may be assigned to such officer by the Board of Directors including the performance of the duties of the President upon the death, absence, or resignation of the President or upon the President's inability to perform the duties of such office. Any action taken by a Vice-President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken.

Section 6 Powers and Duties of the Treasurer

The Treasurer shall have custody of all of the Foundation's funds and securities that come into such officer's hands. When necessary or proper, the Treasurer may endorse or cause to be endorsed, in the name and on behalf of the Foundation, checks, notes, and other obligations for collection and shall deposit or cause to be deposited the same to the credit of the Foundation in such bank or banks or depositories and in such manner as shall be designated and prescribed by the Board of Directors; may sign or cause to be signed all receipts and vouchers for payments made to the Foundation either alone or jointly with such other officer as may be designated by the Board of Directors; whenever required by the Board of Directors, shall render or cause to be rendered a statement of the cash account shall enter or cause to be entered regularly in the Foundation's books to be kept by such officer for that purpose full and accurate accounts of all

moneys received and paid out on account of the Foundation; shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors, and shall, if required by the Board of Directors, give such bond for the faithful discharge of such officer's duties in such form as the Board of Directors may require

Section 7. Powers and Duties of the Secretary

The Secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose; shall attend to the giving and serving of all notices; in furtherance of the Foundation's purposes and subject to the limitations contained in the Certificate of Formation, may sign with the President in the name and on behalf of the Foundation and/or attest the signatures thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes, and other instruments of the Foundation, shall have charge of the Foundation's books, records, documents, and instruments, except the books of account and financial records and securities of which the Treasurer shall have custody and charge, and such other books and papers as the Board of Directors may direct, all of which shall be open at reasonable times to the inspection of any director upon application at the Foundation's office during business hours, and shall in general perform all duties incident to the office of Secretary subject to the control of the Board of Directors

Section 8. Compensation of Officers

Officers shall be entitled to receive salary or compensation in a reasonable amount for services rendered that are necessary and reasonable in carrying out the Foundation's purposes as the Board of Directors may from time to time determine provided, however, that in no event shall such salary or compensation be excessive. An officer shall be entitled to reimbursement for Reasonable Expenses (as defined in Section 7 of Article VIII) incurred in carrying out such person's duties as an officer

**ARTICLE VI
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 1. Right to Indemnification

Directors and officers of the Foundation shall be indemnified by the Foundation to the fullest extent allowable under chapter 8 of the TBOC or the provisions of any other applicable law

Section 2. Advance Payment

The right to indemnification conferred in this Article VI shall include the right to be paid or reimbursed by the Foundation the reasonable expenses incurred by a director or an officer who was, is or is threatened to be made a named defendant or respondent in a proceeding in advance of the final disposition of the proceeding; provided, however, that the payment of such expenses incurred by a current or former director or officer in advance of the final disposition of a proceeding, shall be made only upon delivery to the Foundation of a written affirmation by such director or officer of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under this Article VI and a written undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such indemnified person is not entitled to be indemnified under this Section 2 or otherwise.

Section 3. Indemnification of Employees and Agents

The Foundation may indemnify and advance expenses to an employee or agent of the Foundation to the same extent and subject to the same conditions under which it may indemnify and advance expenses to directors and officers under this Article VI; and, the Foundation may indemnify and advance expenses to persons who are not or were not directors, officers, employees or agents of the Foundation but who are or were serving at the request of the Foundation as a director, officer, partner, venturer, proprietor, director, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefits plan or other enterprise against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a person to the same extent that it may indemnify and advance expenses to directors under this Article VI.

Section 4. Appearance as a Witness

Notwithstanding any other provision of this Article VI, the Foundation may pay or reimburse expenses incurred by a director or officer in connection with his or her appearance as a witness or other participation in a proceeding at a time when he or she is not a named defendant or respondent in the proceeding.

Section 5. Nonexclusivity of Rights

The right to indemnification and the advancement and payment of expenses conferred in this Article VI shall not be exclusive of any other right which a director or officer or other person indemnified pursuant to Section 3 of this Article VI may have or hereafter acquire under any law (common or statutory), provision of the Certificate of Formation or these Bylaws, agreement, vote of disinterested directors or otherwise.

Section 6. Insurance

The Foundation may purchase and maintain insurance, at its expense, to protect itself or any person who is or was serving as a director, officer, employee or agent of the Foundation or is or was serving at the request of the Foundation as a director, officer, partner, venturer, proprietor, director, employee, agent or similar functionary or another foreign or domestic corporation, partnership, joint venture, proprietorship, employee benefit plan, trust or other enterprise against any expense, liability or loss, whether or not the Foundation would have the power to indemnify such person against such expense, liability or loss under this Article VI.

Section 7. Savings Clause

If this Article VI or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Foundation shall nevertheless indemnify and hold harmless each director, officer or any other person indemnified pursuant to Section 3 of this Article VI as to costs, charges and expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative to the full extent permitted by any applicable portion of this Article VI that shall not have been invalidated and to the fullest extent permitted by applicable law including chapter 8 of the TBOC.

Section 8. Limitation on Indemnification of a Private Foundation

Notwithstanding any other provision of this Article VI, if the Foundation is a private foundation within the meaning of section 501(a) of the Code, the right to indemnification conferred in this Article VI shall not include any rights to indemnification which would constitute a violation of chapter 42 of the Code.

**ARTICLE VII
CONFLICTS OF INTEREST POLICY**

Section 1. Conflicts of Interest Policy

The Foundation shall maintain a Conflict of Interest Policy at all times.

**ARTICLE VIII
MISCELLANEOUS PROVISIONS**

Section 1. Fiscal Year

The Foundation's fiscal year shall be as determined from time to time by the Board of Directors.

Section 2. Seal

The Foundation's seal, if any, shall be such as may be approved from time to time by the Board of Directors.

Section 3. Notice and Waiver of Notice

Whenever any notice is required under the provisions of these Bylaws, such notice may be given in person or by mail, facsimile transmission, electronic message or telephone. Notice by mail shall be deemed to be delivered when deposited in the United States mail in a sealed postpaid wrapper addressed to the person entitled thereto at such person's post office address, as such appears in the records of the Foundation, and such notice shall be deemed to have been given on the date of such mailing. If transmitted by facsimile or electronic message, such notice shall be deemed to be delivered upon successful transmission of the facsimile or electronic message. Any person entitled to notice may waive notice of any meeting. Attendance or participation at a meeting shall constitute a waiver of notice of such meeting unless such attendance or participation is for the purpose of objecting to the failure of notice. A waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

Section 4. Resignations

The Member, any director, officer, committee or advisory board member may resign at any time. Such resignation shall be made in writing and, except as otherwise provided in these Bylaws, shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt.

by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 5. Action Without a Meeting by Directors

Any action required or authorized to be taken under the TBOC or the Certificate of Formation at a meeting of the Board of Directors or a committee may be taken without holding a meeting, providing notice, or taking a vote if each person entitled to vote on the action signs a written consent or consents stating the action taken. Such consent shall have the same force and effect as a unanimous vote at a meeting, and may be stated as such in any document or instrument filed with the Secretary of State.

Section 6 Telephone Meetings

Subject to the requirements of law for notice of meetings, unless otherwise restricted by the Certificate of Formation or these Bylaws, members of the Board of Directors or members of any committee may participate in and hold a meeting of the Board of Directors or committee, as the case may be, by means of a conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting. Participation in such meeting shall constitute presence in person at such meeting, unless the participation is for the express purpose of objecting to the transaction of business at the meeting on the ground that the meeting has not been lawfully called or convened. If voting is to take place at the meeting, the Foundation must:

(a) Implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified, and

(b) Keep a record of any vote or other action taken.

Section 7. Reasonable Expenses

“Reasonable Expenses” shall mean those direct out-of-pocket expenses incurred by the Member, directors, officers and employees in the performance of duties owed to the Foundation that are (i) documented to the satisfaction of the President or Board of Directors, (ii) approved by the President or the Board of Directors in a manner consistent with Expense Approval Guidelines previously adopted by the Board of Directors, (iii) directly related to the Foundation’s activities, and (iv) not excessive.

**ARTICLE IX
AMENDMENTS**

Section 1. In General

Except as provided in Section 2 of this Article IX, these Bylaws may be altered, amended, or repealed by the Member, or if the Foundation has no Member, by the affirmative vote of a majority of the members of the Board of Directors.

Section 2. Limited Amendments

Sections 2 and 3 of Article I, Article III; Sections 3, 4 and 5 of Article IV; and this Article IX may be altered, amended or repealed only by the Initial Member, and if the Initial Member has ceased to be the Member, such sections or articles may not be altered, amended or repealed in any manner.

Appendix A

Amended and Restated Bylaws of The Simmons Foundation

Statement of Donor Intent

September 6, 2018

The purpose of this Statement of Donor Intent is to memorialize the Initial Member's intent for grants to be made from The Simmons Foundation (the "Foundation") during the ten-year wind-down period (the "Wind-Down Period") of the Foundation as specified in Article I, Section 2 of the Amended and Restated Bylaws of The Simmons Foundation (the "Bylaws"). See Attachment A for a detailed description of the Foundation's values and investment preferences.

During the Wind-Down Period it is the express written desire of the Initial Member that the board of directors of the Foundation (the "Board") be faithful to the following criteria.

1. Grant recipients must be classified as 501(c)(3) public charities and must have been in existence for five or more years prior to the date of the grant.
2. Grants must be approved by a majority of the Board and must be consistent with the Bylaws.
3. The Board shall take into consideration the geographic focus and types of recipients of Foundation grants made during the lifetime of the Initial Member to serve as a guide in determining the geography and types of grants and grant recipients during the Wind-Down Period. While the Board shall have no obligation to provide grants to specific past recipients, it shall have an obligation to continue funding organizations consistent with the Initial Member's values and intent.
4. The Initial Member recognizes that the number of annual grants and the average size of grants may increase during the Wind-Down Period.
5. Grants in excess of \$500,000 (whether single year or multi-year grants) shall require unanimous approval from the Board.
6. Grants may not be made in an amount which exceeds 10% of the Grantee's estimated total receipts unless such grant is a Capital Grant (defined below) or has unanimous approval of the Board.
7. The Board shall give priority to grants focused on health, youth, civic and community and human services.
8. The Board shall remain committed to the Initial Member's values of Equity, Inclusion, Respect and Empathy as further described in Attachment A.
9. Grants for capacity building and advocacy, as further described in Attachment A, are permitted and encouraged, subject to tax regulations as such tax regulations may be modified over time.
10. Grants for capital projects ("Capital Grants") may be made, however the Initial Member does not wish the Foundation or the Initial Member's name to be used with respect to any "naming rights" associated with the Capital Grant and further restricts the amount of

Capital Grants to no greater than \$2,000,000 to any single grantee. Further, aggregate Capital Grants during the Wind-Down Period may not exceed 25% of the Foundation's total assets as of the date of death of the Initial Member after giving consideration to the assets transferred from the Initial Member's estate to the Foundation.

11. The Simmons Foundation shall not fund faith-based organizations.
- 12 Grants shall not be made to organizations that deny services or assistance to clients related to access or comprehensive information related to family planning, contraception, or abortion services, if these services are within the scope of the prospective grantee's services.
- 13 Grants shall not be made to organizations that restrict services based on sexual orientation, gender identity or gender expression.
- 14 The Foundation shall continue to support a healthy mixture of organizations ranging in size from small, grassroots organizations to larger institutions with an alignment of values and focus.

The provisions and guidelines described herein may be changed by the Initial Member during her lifetime without further action of the Board by providing a revised Appendix A – Statement of Donor Intent to the Chairman of the Board and the President and Chief Executive Officer of the Foundation.

The Initial Member expects administrative costs of operating the Foundation to be reasonable given the size and scope of the Foundation's activities. The goal is to maintain a lean operating model, whereby the Board and staff seek efficiency and seek to maintain the Foundation's historical record of spending more on grantmaking than operational costs. Accordingly, annual operating expenses are expected to be no more than 1 to 2% of the Foundation's total assets as of the beginning of each fiscal year.

Gay Simmons Alspaugh Roane,
The Initial Member

4-6-15
Date

ATTACHMENT A

Simmons Foundation Values

Initial Member Values

Equity – Dedicated to increasing equity regardless of race and ethnicity; socioeconomic status, sexual orientation, gender identity or gender nonconformity; immigration status, or disability

Inclusion – Our partnerships with all organizations are based on the principle that all are welcome to receive services, regardless of race, religion, gender, sexual identity, sexual orientation or gender expression.

Respect – Between board members and staff; Within the community. Open-mindedness toward others and ideas.

Empathy: For our community partners and the experiences of the people that they serve

The Foundation invests in:

- Client centered services
 - We support programs and organizations that center on individuals being served as they are their own best advocates.
- Intersectionality
 - Our funding weaves a story throughout all of our focus areas and fields of interest.
- Social Justice
 - This is the lens through which we view the world and catalyze change
- Proactive Responses
 - We seek out organizations and issues rather than waiting for them to come to the Foundation. We fund organizations that respond quickly and are adaptable to change.
- Systems Change
 - Building new systems that center all people impacted by them and take responsibility for their part in the process
- Advocacy
 - Individuals and communities advocating for themselves
 - Organizations advocating for issues
 - Supporting timely and accurate information for civic education
 - Philanthropy advocating on behalf of the nonprofit and philanthropic sectors

- Capacity Building
 - Providing financial and in-kind assistance to encourage organizations and their leaders to grow, to learn, and to step outside of their comfort zones to better serve their clients and create a strong nonprofit sector
- Thought Leadership
 - Our funding does not happen in a silo – we model collaboration, capacity building, meaningful conversations, catalytic leadership, and share our expertise with peers.
 - Communicate fearlessly to create transparency
- Integrity
 - Doing the right thing at all times in all circumstances whether or not anyone is watching

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A 2nd Cup 1111 East 11th Street Houston, TX, 77009	N/A	PC	(Program) Toward "Brazen Table" providing survivors of trafficking with tangible job skills empowering them to confidently enter the workforce	\$ 2 500
ABA FIE/Children's Immigration Law Academy 1303 San Jacinto St . Room 940 Houston, Texas, 77002	N/A	SO I	(Program) Toward supporting pro bono volunteers working at the border with detained immigration children	\$ 10 000
ABA FIE/Children's Immigration Law Academy 1303 San Jacinto St Room 940 Houston, Texas, 77002	N/A	SO I	(Program) Toward supporting pro bono volunteers working at the border with detained immigrant children	\$ 50 000
Access Health 400 Austin Street Richmond, TX, 77469	N/A	PC	(Operating) Toward providing integrated healthcare services for uninsured and underinsured men, women and children in Fort Bend County	\$ 25 000
Afiya Center The 7441 Martin D Love Freeway Dallas, TX, 75237	N/A	PC	(Operating) Toward participating in collaborative conversations with other reproductive justice grantees	\$ 800
Afiya Center The 7441 Martin D Love Freeway Dallas, TX, 75237	N/A	PC	(Operating) Toward transforming the lives of black women and girls through reproductive justice	\$ 2 000
Aid to Victims of Domestic Abuse 1001 Texas Avenue Suite 600 Houston, TX, 77002	N/A	PC	(Operating) Toward ending family violence by advocating for the safety and self-determination of victims, promoting accountability for abusers and fostering a community response to abuse	\$ 84 250
Albert Schweitzer Fellowship Houston Galveston 6431 Fannin IIL 400 Houston, TX, 77030	N/A	PC	(Operating) Toward service projects aimed at improving the health of vulnerable and underserved populations throughout the Houston-Galveston region	\$ 17 500
Alliance for Justice 11 Dupont Circle NW Suite 200 Washington, DC, 20036	N/A	PC	(Program) Toward advancing the advocacy capacity of the Simmons Foundation and grantees by providing training and tools to help effectively shape public policy and better serve their constituents	\$ 50 000
Alliance for Multicultural Community Services 6440 Hillcroft Ave , Ste 411 Houston, TX, 77081	N/A	PC	(Program) Toward introducing mental health services to participants in "the Community Cloth" -- a microenterprise program for refugee women in Houston	\$ 15 000
Angela House 6725 Reed Road Houston, TX, 77087	N/A	PC	(Operating) Toward intensive residential treatment programming designed to assist women as they rebuild their lives and confront the challenges of the criminal justice system	\$ 20 000
Avenue 360-Health & Wellness 2150 W 18th St , Suite 300 Houston, TX, 77008	N/A	PC	(Operating) Toward providing high quality healthcare and support services to address health equity in Houston	\$ 25 000
Baby Cakes and Brunch - fiscal sponsor for Shades of Blue Project 211 Dominion Park Dr Ste 1302 Houston, Tx, 77090	N/A	PC	(Operating) Toward helping minority women who are suffering from postpartum depression and/or anxiety	\$ 5 000
Beacon of Downtown Houston The 1117 Texas Avenue Houston, TX, 77002	N/A	PC	(Operating) Toward providing essential and next-step services to restore hope and help end homelessness in Houston	\$ 30 000
Bonding Against Adversity Inc 10202 Ripple Lake Dr Houston, TX, 77065	N/A	PC	(Operating) Toward qualifying Lawful Permanent Residents to be capable of successfully completing the U S Naturalized Citizenship application, exam and interview, and providing classes for civic engagement	\$ 40 000
Boys and Girls Clubs NW Colorado P O Box 776410 Steamboat Springs, Colorado, 80477	N/A	PC	(Program) Toward a world that is bully free, a bully prevention and education program that empowers youth to help themselves and each other rise above bullying	\$ 25 000
Breakthrough Houston 2401 Claremont Lane Houston, TX, 77019	N/A	PC	(Program) Toward incorporating a deeper emphasis on social emotional learning in to Breakthrough Houston programming	\$ 5 000
Bridge Over Troubled Waters Inc P O Box 3488 Pasadena, TX, 77501-3488	N/A	PC	(Operating) Toward offering support providing safety and preventing domestic and sexual violence	\$ 40 000
Bridge Over Troubled Waters Inc P O Box 3488 Pasadena, TX, 77501-3488	N/A	PC	(Program) Toward childcare services for children impacted by domestic violence	\$ 3 000
BridgeYear 2336 Camden Drive Houston, Texas, 77021	N/A	PC	(Operating) Toward connecting students from underserved communities to skills-based educational pathways and high-demand employment opportunities	\$ 10 000
CAN DO Houston 2617C W Holcombe Blvd #596 Houston, TX, 77025	N/A	PC	(Operating) Toward direct engagement with residents in an ongoing process to understand needs plus build community capacity to inform relevant solutions through environmental and policy change	\$ 20 000

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Center for Public Policy Priorities 7020 Easy Wind Drive, Suite 200 Austin, TX, 78752	N/A	PC	(Operating) Toward fact-based policy solutions that enable Texans of all backgrounds to reach their full potential	\$ 37 500
Center for Success and Independence 3722 Pinemont Drive Houston, Texas, 77018	N/A	PC	(Program) Toward the "Trauma Treatment Program" -- an inpatient program providing treatment for youth with a history of trauma including human trafficking	\$ 50 000
Child Advocates of Fort Bend P O Box 8 Richmond, Texas, 77406	N/A	PC	(Operating) Toward breaking the cycle of abuse and neglect for children in Fort Bend County	\$ 30 000
Child Advocates Of Montgomery County Inc 412 West Phillips, SU 107 Conroe, Texas, 77301	N/A	PC	(Operating) Toward providing court-appointed volunteer advocacy for every abused and neglected child in Montgomery County	\$ 30 000
Children's Assessment Center Foundation - fiscal sponsor for Harris County Youth Collective 6300 Chimney Rock Houston, TX, 77081	N/A	SO III	(Program) Toward integrating youth voice into systems change and striving toward equitable youth collaboration	\$ 72 500
Children's Defense Fund - fiscal sponsor for Foster Care Advocacy Center 2429 Bissonnet St #767 Houston, Texas, 77005	N/A	PC	(Operating) Toward representing children and parents involved with the foster care system through holistic advocacy and social worker support	\$ 50 000
Children's Defense Fund 5410 Bellaire Suite 203 Bellaire, Texas, 77401	N/A	PC	(Operating) Toward collaborative efforts and coordination around school discipline	\$ 16 000
Children's Defense Fund 5410 Bellaire Suite 203 Bellaire, Texas, 77401	N/A	PC	(Operating) Toward helping to ensure every child a healthy start a head start a fair start a safe start and a moral start in life	\$ 25 000
Children's Prison Arts Project P O Box 130584 Houston, Texas 77219	N/A	PC	(Operating) Toward theatre visual art and creative writing workshops for youth in correctional facilities	\$ 15 000
Children's Rights 88 Pine Street, Suite 800 New York, New York, 10005	N/A	PC	(Program) Toward a legal campaign to reform Texas dangerous child welfare system and to improve services provided to abused and neglected children	\$ 40 000
Chinese Community Center 9800 Town Park Drive Houston, TX, 77036	N/A	PC	(Operating) Toward empowering Asian Americans and immigrants to participate in civic engagement understand their legal rights and achieve financial resilience	\$ 20 000
Clinic Access Support Network 3824 Cedar Springs Rd 801-3614 Dallas, TX, 75219	N/A	PC	(Operating) Toward providing transportation accommodation and emotional support to people seeking abortion care in Houston	\$ 35 000
Coalition for Juvenile Justice 1319 F Street NW Suite 402 Washington, DC, 20004	N/A	PC	(Program) Toward toward bringing together juvenile justice education and housing to implement cross-system solutions to build safer more racially just communities for youth	\$ 25 000
Communities in Schools - Bay Area Inc P O Box 580096 Houston, TX, 77258	N/A	PC	(Program) Toward implementing school-based case management services that integrate trauma-informed practices and interventions at the new Eugene Kranz Junior High School in Dickinson TX	\$ 50 000
CSH 1111 Rosalie Suite 310 Houston, TX, 77004	N/A	PC	(Program) Toward creating meaningful partnerships with child welfare system housing and other costly public services to better address the needs of families in crisis	\$ 50 000
Daya Inc P O Box 770773 Houston, TX, 77215	N/A	PC	(Operating) Toward empowering the South Asian community to end the cycle of domestic and sexual violence by providing culturally specific trauma-informed services and by leading outreach education and advocacy efforts	\$ 72 000
Disability Rights Texas 1500 McGowen, Suite 100 Houston, Texas, 77004	N/A	PC	(Program) Toward assuring foster youth with mental health disabilities receive appropriate legal advocacy	\$ 25 000
Disability Rights Texas 1500 McGowen Suite 100 Houston, Texas, 77004	N/A	PC	(Operating) Toward collaborative efforts and coordination around school discipline	\$ 16 000
Earl Carl Institute for Legal & Social Policy 3100 Cleburne Street Houston, Texas, 77004	N/A	PC	(Operating) Toward reducing disproportionality and promoting change in systems where disenfranchised populations are over-represented through research education and advocacy	\$ 62 700
East Harris County Empowerment Council 12605 East Freeway #600 Houston, Texas, 77015	N/A	PC	(Operating) Toward capacity building of the organization to improve the quality of life for residents of eastern unincorporated Harris County	\$ 35 000
El Centro de Corazon P O Box 230209 Houston, TX, 77223	N/A	PC	(Operating) Toward the comprehensive health care services provided to Houston's underserved uninsured/underinsured East End population with an emphasis on reproductive health for undocumented women	\$ 50 000

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EMERGE Fellowship 11251 NW FWY Suite 330 Houston, Texas, 77092	N/A	PC	(Capacity Building) Toward leadership development training for EMERGE staff and leadership	\$ 10 000
Engage P O Box 772704 Houston, TX, 77215	N/A	PC	(Operating) Toward enhancing MASA civic education and participation	\$ 10 000
Epiphany Community Health Outreach Services 9600 S Gessner, Building E Houston, TX, 77071	N/A	PC	(Program) Toward helping uninsured and underinsured clients apply for public healthcare benefits programs and educating them to set appointments with primary care doctors	\$ 25 000
Equal Justice Center, 510 S Congress Ave, Suite 206, Austin, TX, 78704	N/A	PC	(Program) Toward legal services	\$ 40 000
Family Life and Community Resource Center 2204 Thompson Rd Suite 100 Richmond, TX, 77469-5412	N/A	PC	(Operating) Toward a positive change in the community by addressing individual needs to strengthen the family through social and educational services	\$ 37 500
Family Service Center of Galveston County 2200 Market Street Suite 600 Galveston, Texas, 77550	N/A	PC	(Operating) Toward increased access to quality trauma informed mental health services for individuals and families in Galveston and surrounding counties	\$ 60 000
Fe y Justicia Worker Center 1922 Common St Houston, TX, 77009	N/A	PC	(Operating) Toward coaching and mobilizing low-income workers to become collective agents of systemic change as well as expanding infrastructure that protects workers' rights in the City of Houston	\$ 25 000
Fifth Ward Community Redevelopment Corporation 4300 Lyons Avenue Suite 300 Houston, TX, 77020	N/A	PC	(Operating) Toward comprehensively revitalizing and redeveloping the 5th Ward through affordable housing, economic development and cultural opportunities	\$ 25 000
First3Years 15851 Dallas Parkway, #106 Addison, TX, 75001	N/A	PC	(Operating) Toward advancing the health and development of infants and toddlers	\$ 25 000
Fort Bend County Women's Center PO Box 183 Richmond, Texas, 77406	N/A	PC	(Operating) Toward assisting survivors of domestic violence and sexual assault and their children to achieve safety and self-sufficiency	\$ 30 000
Fund Texas Choice 3903 S Congress Ave Unit 41823 Austin, TX, 78704	N/A	PC	(Operating) Toward transportation and accommodation for Texans seeking abortion services	\$ 5 000
FUNDERS FOR LESBIAN AND GAY ISSUES INC (Funders for LGBTQ Issues), 45 West 36th Street 8th Floor New York, NY, 10018	N/A	PC	(Program) Toward the Out in the South Initiative that aims to increase the scale and impact of foundation funding for LGBTQ communities in the U.S. South	\$ 1 500
FUNDERS FOR LESBIAN AND GAY ISSUES INC (Funders for LGBTQ Issues), 45 West 36th Street 8th Floor New York, NY, 10018	N/A	PC	(Program) Toward the Grant-makers United for Trans communities professional development fellows program	\$ 2 500
Funders Together To End Homelessness 89 South Street, Suite 803 Boston, Massachusetts, 02111	N/A	PC	(Operating) Toward engaging philanthropy in advocacy and policy efforts related to homelessness	\$ 25 000
Funders Together To End Homelessness 89 South Street, Suite 803 Boston, Massachusetts, 02111	N/A	PC	(Program) Toward a national effort to engage funders focused on homelessness in conversations on race and equity	\$ 4 000
Gay & Lesbian Victory Institute 1225 1st NW Suite 525 Washington, DC, 20005	N/A	PC	(Program) Toward building LGBTQ leadership in Houston through campaign training and an internship program on Capitol Hill	\$ 25 000
Gender Infinity 3418 Mercer Street, Suite 200 Houston, TX, 77027	N/A	PC	(Capacity Building) Toward strengthening the infrastructure of the organization	\$ 10 000
Generation One PO Box 8280 Houston, TX, 77288	N/A	PC	(Program) Toward securing a part-time licensed clinical social worker that will conduct group therapy for children who have been assessed as having experienced trauma and loss	\$ 106 500
Girl Scouts of San Jacinto Council 3110 Southwest Freeway Houston, Texas, 77098	N/A	PC	(Program) Toward providing specialized programming for 100 incarcerated girls aged 10-17 years old in the Harris County Juvenile Detention Center system to address issues of marginalization and abuse	\$ 10 000
Grassroots Leadership 2301 East Cesar Chavez St Austin, TX, 78702	N/A	PC	(Program) Toward supporting Texas Advocates for Justice's Houston chapter	\$ 1 000
Greater Houston Community Foundation 515 Post Oak Blvd Suite 100 Houston, Texas 77027	N/A	PC	(Program) Toward the Redstone/Simmons Scholarship	\$ 75 000

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H Y P E Freedom School Inc P O Box 14971 Houston, TX 77221	N/A	PC	(Operating) Toward defeating summer learning loss and giving every child an opportunity to succeed by providing high quality out of school time enrichment programs	\$ 25 000
Harmony House Inc 602 Guard Houston, TX, 77007	N/A	PC	(Operating) Toward providing quality stable housing and healthcare services to the homeless population in the greater Houston area	\$ 30 000
Harris Center Foundation for Mental Health and IDD The 9401 Southwest Freeway, #1012 Houston, TX, 77074	N/A	PC	(Program) Toward decreasing encounters between the Houston Police Department and individuals with mental illness while increasing their opportunities to lead more stable lives	\$ 25 000
Harris County Domestic Violence Coordinating Council 2990 Richmond Ave, Suite 550 Houston, Texas, 77098	N/A	PC	(Program) Toward a partnership with Harris County Forensic Nurse Examiners to conduct preliminary study on access to trauma-informed Forensic Nurses and Sexual Assault Nurse Examiners	\$ 5 000
Harris County Domestic Violence Coordinating Council 2990 Richmond Ave, Suite 550 Houston, Texas, 77098	N/A	PC	(Operating) Toward building a coordinated community response to domestic violence	\$ 50 000
Harris County Forensic Nurse Examiners 2990 Richmond Ave #190 Houston, Texas, 77098	N/A	PC	(Operating) Toward establishing a community based forensic nursing program to expand medical forensic exams to victims of domestic violence	\$ 30 000
Healthcare for the Homeless - Houston 1934 Caroline Street Houston, TX, 77002	N/A	PC	(Operating) Toward providing comprehensive primary care and integrated wrap-around services for Houston's homeless	\$ 25 000
Healthy Futures Of Texas 2300 W Commerce St , #212 San Antonio, TX, 78207	N/A	PC	(Program) Toward improving reproductive healthcare access so that all women can plan if and when to become pregnant	\$ 30 000
Healthy Futures Of Texas 2300 W Commerce St , #212 San Antonio, TX, 78207	N/A	PC	(Operating) Toward reproductive work	\$ 500
Higher Heights Leadership Fund 147 Prince Street St 34 Brooklyn, New York, 11201	N/A	PC	(Program) Towards increasing voter engagement among African American women	\$ 10 000
HISD Foundation - fiscal sponsor for Houston Independent School District Student Congress 4400 West 18th Street Houston, Texas, 77092	N/A	PC	(Program) Toward student-led public policy advocacy and leadership development	\$ 3 000
HISD Foundation - fiscal sponsor for Houston Independent School District Student Congress 4400 West 18th Street Houston, Texas, 77092	N/A	PC	(Program) Toward supporting the Institute of Engagement Civic Fellowship	\$ 10 000
HISD Foundation - fiscal sponsor for Las Americas Newcomer School HISD 4400 West 18th Street Houston, TX, 77092	N/A	PC	(Program) Toward strengthening a trauma informed school for newcomer students by enhancing culturally sensitive social emotional learning acculturation and staff support	\$ 25 000
HOPE Clinic 7001 Corporate Drive Suite 120 Houston, TX, 77036	N/A	PC	(Operating) Toward providing excellent and standardized women's health services in Southwest Houston	\$ 20 000
Hope Stone Inc 2726 Bissonnet , Suite 240-513 Houston, TX, 77005	N/A	PC	(Operating) Toward providing mindful arts education to children that unlocks their individual creativity and growth which betters the communities where they learn and live	\$ 25 000
Houston Galveston Institute 2990 Richmond Avenue , Suite 530 Houston, TX, 77098	N/A	PC	(Operating) Toward providing innovative and collaborative mental health services training and research to Houstonians	\$ 25 000
Houston Immigration Legal Services Collaborative 5120 Woodway Drive Ste 6000	N/A	SO I	(Operating) Toward an ongoing commitment to respond to urgent issues and to filling gaps in services for which other organizations lack capacity	\$ 100 000
Houston Immigration Legal Services Collaborative 515 Post Oak Blvd, #1000	N/A	SO I	(Program) Toward the Houston Coalition Against Hate (a recommendation of the Welcoming Houston Task Force) for capacity building training for grassroots organizations	\$ 3 000
Houston Immigration Legal Services Collaborative 515 Post Oak Blvd, #1000	N/A	SO I	(Program) Toward Oral Fixation (An Obsession with True Life Tales) to produce a weekend of storytelling on the immigrant experience	\$ 30 000
IGNITE 5201 N O'Conor Blvd Ste 100 Irving, Texas, 75039	N/A	PC	(Operating) Toward IGNITE's political leadership and civic education programs for young women of color in the greater Houston region	\$ 25 000

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Integrated Community PO Box 880587 Steamboat Springs, Colorado, 80488	N/A	PC	(Operating) Toward creating access and self sufficiency for low income under served limited English speaking refugee and immigrant families, youth and community members	\$ 20 000
Interface-Samaritan Counseling Centers (ISCC) 4803 San Felipe Houston, TX, 77056	N/A	PC	(Program) Toward expanding telebehavioral health services to an additional location to broaden our reach in providing critically needed services to our community's children and young adults	\$ 25 000
Interfaith Ministries for Greater Houston 3303 Main St Houston, Texas, 77002	N/A	PC	(Program) Toward "amMeals" on Wheels. Toward providing pet food to the pet companions of home-bound seniors receiving Meals on Wheels	\$ 2 500
Jewish Family Service 4131 South Braeswood Houston, TX, 77025	N/A	PC	(Program) Toward full-time psychiatry support	\$ 30 000
Lat Initiative P O Box 4185 Austin, TX, 78765	N/A	PC	(Program) Toward the "We Rise Leadership Institute"-- seeking to build a new generation of Latino/a leaders to make positive social change in Texas	\$ 25 000
Juma Ventures 9606 Hillcroft Street Houston, Texas, 77096	N/A	PC	(Program) Toward developing partnerships with employers and education providers as well as delivering job training to youth disconnect from school/work	\$ 25 000
Justice For Our Neighbors Houston 2220 Broadway St Houston, Texas 77012	N/A	PC	(Operating) Toward providing low-income individuals and families in the Greater Houston area with affordable high-quality immigration legal services and engagement in immigration education and advocacy	\$ 30 000
Juvenile and Capital Advocacy Project (JCAP) 4604 Calhoun Rd , University of Houston Law Center Houston, TX, 77204-6060	N/A	PC	(Program) Toward developing Dual Status Youth Representation Program (DSYRP) administrative support for DSYRP and support for existing Juvenile Record Expunction Program (JREP)	\$ 65 000
Kids in Need of Defense (KIND) 1201 L Street NW, Floor 2 Washington, DC, 20005	N/A	PC	(Program) Toward high-quality legal representation and social services for children who enter the U.S. immigration system alone in the Greater Houston area	\$ 25 000
Lesbian Health Initiative Of Houston Texas 401 Brianard St , 1st Floor Houston, TX, 77006	N/A	PC	(Operating) Toward empowering LGBT+ women to be healthy educated advocates for health	\$ 15 000
Lilith Fund P O Box 684949 Austin, TX, 78768	N/A	PC	(Operating) Toward reproductive work	\$ 500
Lilith Fund P O Box 684949 Austin, TX, 78768	N/A	PC	(Operating) Toward increasing access to abortion for low-income people and advocating for change through the movement for reproductive justice	\$ 20 000
Living Hope Wheelchair Association 9500 Westview Dr , Suite 104 Houston, TX, 77055	N/A	PC	(Operating) Toward improving the quality of life of individuals with spinal cord injuries through community education advocacy and civic engagement	\$ 4 000
Lone Star Family Health Center 605 South Conroe Medical Drive Conroe, TX, 77304	N/A	PC	(Operating) Toward hiring a Community Health Worker to provide outreach education navigation and advocacy in historically underserved East Montgomery County	\$ 50 000
Love146 1800 Camden Road, Suite 107-273 Charlotte, NC, 28203	N/A	PC	(Program) Toward "Not a Number" -- Love146's child trafficking and exploitation prevention curriculum training's and community awareness-raising in the Greater Houston area	\$ 30 000
Making it Better 14781 Memorial Drive #25 Houston Texas 77079	N/A	PC	(Operating) Toward literacy development programs targeting at-risk HISD students, grades K-5	\$ 25 000
Memorial Assistance Ministries 1625 Blalock Houston, TX, 77080	N/A	PC	(Operating) Toward utilizing programs and services to families living in poverty opening paths to improved housing stability, employment status, and financial independence	\$ 30 000
Mental Health America of Greater Houston 2211 Norfolk Suite 810 Houston, TX, 77098	N/A	PC	(Operating) Toward the implementation of mental health education and advocacy programming in the greater Houston area	\$ 50 000
Montgomery County Women's Center 1401 Airport Road Conroe, TX, 77301	N/A	PC	(Operating) Toward preventing and ending domestic and sexual violence through community outreach client-centered trauma-informed services and training	\$ 40 000
Montgomery County Youth Services 105 W Lewis Street Conroe, TX, 77301	N/A	PC	(Operating) Toward providing crisis counseling, skills training, shelter programs and prevention services to youth and families	\$ 50 000
Montrose Center The 401 Brianard Street 2nd Floor Houston, Texas, 77006	N/A	PC	(Operating) Toward empowering the LGBT community to live healthier and more fulfilling lives	\$ 25 000

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Montrose Grace Place INC 2515 Waugh Drive Houston, TX, 77006	N/A	PC	(Operating) Toward providing a safe space home cooked meals and healthy relationships to Houston's most vulnerable homeless and housing insecure youth	\$ 25 000
Nameless Sound 1458 Lawson Houston Texas 77023	N/A	PC	(Program) Toward the "Creative Music Education program"--in-school workshops and 19 year-round weekly after-school workshops and Artist-Facilitator training for at-risk youth	\$ 35 000
NARAL Pro-Choice Texas Foundation PO Box 684602 Austin, TX, 78768	N/A	PC	(Operating) Toward reproductive work	\$ 500
NARAL Pro-Choice Texas Foundation PO Box 684602 Austin, TX, 78768	N/A	PC	(Operating) Toward protecting all Texans' freedom to make personal reproductive health decisions including timely and affordable access to abortion	\$ 30 000
National Latina Institute for Reproductive Health 50 Broad Street, Suite 1937 New York, NY, 10004	N/A	PC	(Operating) Toward deepening the efforts of the Texas Latina Advocacy Network in Houston in order to build a cadre of Latina/o leaders to advance a community-centered reproductive justice agenda	\$ 40 000
National Network of Abortion Funds P O Box 22457 Philadelphia, Pennsylvania, 19110	N/A	PC	(Operating) Toward building power and capacity with Texas-based member funds to remove financial and logistical barriers for people trying to access reproductive services	\$ 30 000
Neighborhood Recovery Community Development Corporation 5445 Almeda Road, Suite 505 Houston, TX, 77004	N/A	PC	(Operating) Toward community revitalization and improving the quality of life for families living in defined areas of Houston	\$ 25 000
Network of Behavioral Health Providers 9401 Southwest Fwy, Suite 1242 Houston, Texas, 77074	N/A	PC	(Program) Toward a Trauma Informed Care training program to help NBHP members implement TIC-based interventions across behavioral health and social services agencies	\$ 10 000
New Leaders Council 4005 Wisconsin Avenue NW, #39123, Washington, DC, 20016	N/A	PC	(Operating) Toward maximizing New Leaders Council-Houston's "Leadership Institute" -- a training program focused on community-building skills policy issues multi-sector network development and preparation to step into local leadership roles	\$ 10 000
North Pasadena Community Outreach 705 1/2 Williams Pasadena, TX, 77506-3639	N/A	PC	(Program) Towards public benefits enrollment and health navigation services to increase access for comprehensive care	\$ 20 000
Northwest Assistance Ministries 15555 Kuykendahl Road Houston, TX, 77090-3651	N/A	PC	(Operating) Toward helping people to self-sufficiency through services provided in northwest Harris County	\$ 30 000
Northwest Colorado Health 940 Central Park Dr, Ste 101 Steamboat Springs, CO, 80487	N/A	PC	(Operating) Access to high-quality integrated health care to all residents of Northwest Colorado, regardless of income	\$ 35 000
PACE Youth Programs Inc P O Box 924424 Houston, Texas, 77292	N/A	PC	(Program) Toward supporting holistic and equitable approaches to improve the lives of vulnerable youth	\$ 25 000
Patient Care Intervention Center 3701 Kirby Drive, Suite 1133 Houston, TX, 77098	N/A	PC	(Operating) Toward improving quality of life and costs for the most vulnerable in our community through data integration and care coordination	\$ 25 000
Physicians for Human Rights 256 West 38th Street, Floor 9 New York, New York, 10018	N/A	PC	(Program) Toward improving the effectiveness of legal advocacy on asylum claims. PHR will establish a medical school asylum clinic to document the physical and psychological aftereffects of persecution	\$ 35 000
Planned Parenthood Gulf Coast 4600 Gulf Freeway Houston, TX, 77023	N/A	PC	(Operating) Toward improving access to high quality comprehensive reproductive health services and preventive care	\$ 70 000
Praxis Project fiscal sponsor for UndocuBlack Network 1001 Connecticut Ave NW Suite 201 Washington, District of Columbia, 20036	N/A	PC	(Program) Toward organizing deportation defense and fighting for systemic change for Black undocumented and Black immigrants	\$ 37 500
Prison Entrepreneurship Program P O Box 926274 Houston, TX, 77292	N/A	PC	(Program) Toward harnessing the entrepreneurial spirit of incarcerated women to help them reshape their futures, heal their families and contribute to their communities	\$ 25 000
Project Row Houses P O Box 1011 Houston, Texas, 77251	N/A	PC	(Operating) Toward providing variety of community enriching initiatives art programs and neighborhood development activities in Houston's historic northern Third Ward	\$ 25 000
ProjectCurate - fiscal sponsor for ImagiNori/BLMHTX 5501 Main Street Houston, TX, 77004	N/A	PC	(Operating) Toward attending the Facing Race 2018 Conference	\$ 5 000

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ProjectCurate - fiscal sponsor for ImagiNou/BLMHTX 5501 Main Street, Houston, TX, 77004	N/A	PC	(Program) Toward coordinated and sustained strategic action for social justice and equity in Houston	\$ 3 000
ProjectCurate fiscal sponsor for ImagiNou/BLMHTX 5501 Main Street Houston, TX, 77004	N/A	PC	(Program) Toward providing training for community organizers and advocates focused on skill building, relationship development and emergent strategy	\$ 15 000
ProUnitas Inc 2007 Commerce St Houston, Texas, 77002	N/A	PC	(Operating) Toward strengthening the social safety net for all students by facilitating the effective entity coordination and implementation of existing educational, health and social services	\$ 50 000
Refugee Services of Texas Inc 7211 Regency Square Blvd, Suite 203 Houston, Texas, 77036	N/A	PC	(Operating) Toward advancing advocacy and community engagement efforts that result in supportive refugee policies and empowered immigrant communities	\$ 30 000
Rice University - Center for Philanthropy and Nonprofit Leadership, P O Box 1892, Houston, Texas, 77251	N/A	PC	(Operating) Toward educating and preparing nonprofit professionals, board members and volunteers to serve as leaders in their respective roles equipped to improve the capacity and strength of nonprofits	\$ 37 500
Salvation Army Metropolitan Houston Area Command The 1500 Austin Street Houston TX 77002	N/A	PC	(Program) Toward the "Young Adult Resource Center" - a day shelter and housing program that empowers homeless young adults by offering them access to housing, education and employment opportunities	\$ 37 500
Santa Maria Hostel Inc 2605 Parker Rd Houston, Texas, 77093	N/A	PC	(Operating) Toward peer recovery support services for justice involved women to improve recovery and reintegration outcomes	\$ 25 000
SEARCH 2015 Congress Ave Houston, Texas, 77002	N/A	PC	(Operating) Toward ending homelessness in Houston by helping individuals and families experiencing homelessness move from the streets into safe homes and stable, self-sufficient lives	\$ 35 000
SER - Jobs for Progress - Fiscal Sponsor for 8 Million Stories 6500 Chimney Rock Road, Building 5 Houston TX 77081	N/A	PC	(Program) Toward improving the lives of juvenile justice system-involved youth and their families via education, training, employment and empowerment services	\$ 30 000
Service Dogs Inc 4803 Rutheiglen Austin, TX, 78749-3744	N/A	PC	(Program) Toward continuing to pair specially selected incarcerated youth with rescued shelter dogs to train them in the beginning stages of becoming Service Dogs	\$ 25 000
Small Steps Nurturing Center 2902 Jensen Drive Houston Texas 77026	N/A	PC	(Operating) Toward expenses to help provide an exemplary early childhood program for economically at-risk children ages 2 through 6 and toward a collaborative professional development event	\$ 20 000
Social Good Fund - fiscal sponsor for South Asian Youth in Houston Unite 3822 Luca St Houston, TX, 77021	N/A	PC	(Program) Toward creating an environment for community learning and networking for young South Asian Houstonians interested in justice advocacy, leadership and community building	\$ 30 000
Steamboat Springs Discovery Learning Center dba Family Development Center PO Box 773982 2875 Village Dr Steamboat Springs, CO, 80477	N/A	PC	(Operating) Toward equitable exemplary early care and education for at-risk young children and their families	\$ 25 000
SUPERGirls SHINE Foundation 2800 E Broadway Ste C PMB 318 Pearland, Texas, 77581	N/A	PC	(Operating) Toward support to hire and train professionals to develop a defined system for monitoring, managing data and follow-up/recruitment for girls STEM and self awareness initiatives	\$ 10 000
Tahirih Justice Center Houston Office 1717 St. James Place, Suite 450 Houston, TX, 77056	N/A	PC	(Operating) Toward protection of courageous immigrant women and girls who refuse to be victims of violence through holistic, expert, free legal and social services, education, outreach and training, and advocacy	\$ 30 000
Texans Care for Children 1106 Clayton Lane, Suite 111W Austin, Texas, 78723	N/A	PC	(Operating) Toward reproductive work	\$ 500
Texans Care for Children 1106 Clayton Lane, Suite 111W Austin, Texas, 78723	N/A	PC	(Operating) Toward building an effective policy case for ensuring vulnerable Texas families have access to coverage and quality care for their mental health and health needs through CHIP and Medicaid	\$ 45 000
Texans Care for Children 1106 Clayton Lane, Suite 111W Austin, Texas, 78723	N/A	PC	(Operating) Toward collaborative efforts and coordination around school discipline	\$ 16 000
Texas Appleseed 1609 Shoal Creek Blvd Suite 201 Austin Texas 78701	N/A	PC	(Operating) Toward reducing the number of youth sent to Harris County's juvenile detention center and improving the outcomes of these youth and youth who run away from care	\$ 30 000

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Texas Appleseed 1609 Shoal Creek Blvd, Suite 201 Austin, Texas, 78701	N/A	PC	(Operating) Toward collaborative efforts and coordination around school discipline	\$ 16 000
Texas Civil Rights Project 1405 Montopolis Drive Austin, TX, 78741	N/A	PC	(Operating) Toward legal advocacy challenging systemic injustices created by current immigration laws and policies	\$ 25 000
Texas Freedom Network Education Fund P O Box 1624 Austin, Texas, 78767	N/A	PC	(Operating) Toward expanding the leadership pipeline of young activists through the Texas Rising initiative on leadership development, civic engagement and community advocacy	\$ 40 000
Texas Jail Project 1712 E Riverside Dr Box 190 Austin, Texas, 78741	N/A	PC	(Operating) Toward assisting individuals and families in navigating the systems of county jails and public mental health services to improve care of people with mental disorders	\$ 15 000
Texas Low Income Housing Information Service (Texas Houses) 1800 West Sixth Street Austin, TX, 78703	N/A	PC	(Operating) Toward advocating decent homes in neighborhoods of opportunity for Houstonians living in dangerous apartments and low-income communities that struggle with inequality	\$ 30 000
Texas Network of Youth Services (TNOYS) P O Box 26855 Austin TX 78755	N/A	PC	(Program) Toward providing at-risk youth innovative educational opportunities in leadership and career development training youth services professionals and building partnerships	\$ 25 000
Texas Observer, The 54 Chicon Street Austin, TX, 78702	N/A	PC	(Program) Toward uplifting diversity in the newsroom	\$ 34 000
Texas Tribune The 919 Congress Ave Sixth Floor Austin, TX, 78701	N/A	PC	(Program) Toward solutions-based journalism coverage on immigration, women's health care, child welfare, equity, criminal justice and LGBTQ issues in Texas	\$ 50 000
The University of Texas Foundation Inc - fiscal sponsor for UTMB 301 University Blvd Galveston, TX, 77555-0156	N/A	PC	Toward developing trauma-informed educational policy and practices that promote healthy relationships and decreases violence for all Galveston youth	\$ 50 000
True Colors United 311 W 43rd St, 12th FL New York, NY, 10036	N/A	PC	(Program) Toward the National forum on Youth Homelessness - the only national homelessness council comprised entirely of youth and young adults (aged 21-27) who have experienced homelessness	\$ 1 500
True Colors United 311 W 43rd St, 12th FL New York, NY, 10036	N/A	PC	(Program) Toward making youth homelessness rare, brief and one-time	\$ 25 000
TrueChild, ATT Nan Miller 2450 Virginia Ave NW, Suite E309 Washington, DC, 20037	N/A	PC	(Program) This Initiative is to partner with Simmons grantees and staff to integrate a gender analysis into their work	\$ 100 500
TSNE MissionWorks - fiscal sponsor for A Way Home America Third Sector New England 89 South Street, Suite 700 Boston, MA, 02111	N/A	PC	(Operating) Toward strengthening the movement to prevent and end homelessness among young people	\$ 1 500
UltraViolet PO Box 92592 Washington, DC, 20090	N/A	PC	(Operating) Toward reproductive work	\$ 500
UltraViolet PO Box 92592 Washington, DC, 20090	N/A	PC	(Operating) Toward advancing and protecting reproductive rights and access in Texas by following the lead of state partners to shine a national spotlight on local fights and onboard new advocates	\$ 30 000
University of Houston Downtown Division of Advancement and Ext Relations One Main Street Suite 990-S Houston, Texas, 77002-1001	N/A	GOV	(Program) Toward preparing justice-involved women in confinement for successful reentry and family reunification by piloting a family curriculum and increasing family contact through technology	\$ 40 000
University of Houston Graduate College of Social Work 237 Social Work Building Houston TX 77204-4013	N/A	GOV	(Program) Toward a strategic plan to ensure all homeless youth have access to comprehensive healthcare by identifying community capacity and barriers and incorporating national best practice models	\$ 40 000
University of Houston Graduate College of Social Work 3511 Cullen Blvd Room 110HA Houston, TX, 77204-4013	N/A	GOV	(Program) Toward a conversation on race with Rene Brown and Angela Davis at the UH Graduate College of Social Work	\$ 5 000
University of Texas Health Science Center at Houston School of Public Health Department of Management, Policy and Community Health 7000 Fannin Street, UCT 1000 Houston, Texas, 77030-5401	N/A	GOV	(Program) Toward convening diverse stakeholders to develop a white paper highlighting systemic issues and promising practices, the promotion of the health and safety of those engaged in sex work due to socioeconomic constraints	\$ 60 000

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University of Texas Health Science Center at Houston The 7000 Fannin, Suite 1200 Houston, TX, 77030	N/A	GOV	(Program) Toward developing and piloting a theory-based systems- and individual-level motivational interviewing-based pregnancy prevention and support intervention for youth experiencing homelessness	\$ 30 000
Upbring 8305 Cross Park Drive Austin, Texas, 78754	N/A	PC	(Program) Towards conducting the Texas Youth Permanency Study the first longitudinal cohort study to track outcomes for youth involved with Texas's foster care system	\$ 25 000
Wesley Community Center 1300 S 10th Street Phoenix, AZ, 85034	N/A	PC	(Program) Toward leading community "change" through positive empowerment and leadership among our youth and their families	\$ 10 000
Women's Health and Family Planning Association of Texas 1114 Springdale Rd #11 Austin, TX, 78721	N/A	PC	(Operating) Toward improving access to high-quality reproductive healthcare for uninsured and underinsured Texans by building capacity for client-centered reproductive health services	\$ 40 000
Women's Health and Family Planning Association of Texas 1114 Springdale Rd #11 Austin, TX, 78721	N/A	PC	(Operating) Toward reproductive work	\$ 500
Women's Resource of Greater Houston The 730 N Post Oak Road Suite 204 Houston, Texas, 77024	N/A	PC	(Program) Toward the financial independence and long-term security of justice involved women who are reentering society	\$ 15 000
Writers in the Schools 1523 West Main Street Houston, TX, 77006	N/A	PC	(Program) Toward expanding literacy programs for low-income schools providing academic equity while empowering engaging and ensuring students have access to the tools they need for future success	\$ 30 000
Yampatika 925 Weiss Drive Steamboat Springs, CO, 80487	N/A	PC	(Operating) Toward supporting Yampatika's mission of inspiring environmental stewardship through education	\$ 10 000
Young Center for Immigrant Children's Rights The 1303 San Jacinto Street, 9th Floor Houston, Texas, 77002	N/A	PC	(Operating) Toward promoting and protecting the best interests of unaccompanied and separated immigrant children in custody in Houston or living in the communities in or around Houston	\$ 37 500

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