

EXTENDED TO NOVEMBER 15, 2018

Form 990

Return of Organization Exempt From Income Tax

OMB No 1545-0047

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

2017

Department of the Treasury Internal Revenue Service

Do not enter social security numbers on this form as it may be made public. Go to www.irs.gov/Form990 for instructions and the latest information.

Open to Public Inspection

A For the 2017 calendar year, or tax year beginning and ending

Form 990 header section containing B (Check if applicable), C (Name of organization: GOOCHLAND CARES), D (Employer identification number: 54-1967650), E (Telephone number: 804-556-6260), F (Name and address of principal officer: VICKI SHARPS), G (Gross receipts: 5,221,880), H (Is this a group return?), I (Tax-exempt status: 501(c)(3)), J (Website: WWW.GOOCHLANDFREECLINICANDFAMILYSERVICES.ORG), K (Form of organization: Corporation), L (Year of formation: 1952), M (State of legal domicile: VA).

Part I Summary

Table with 3 columns: Line number, Description, and Amount. Rows include: 1. Mission statement; 2-7. Governance and revenue metrics; 8-12. Revenue breakdown (Total: 5,190,243); 13-19. Expenses breakdown (Total: 3,071,805); 20-22. Net assets or fund balances (Total: 9,799,890).

Part II Signature Block

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

Signature block section containing: Sign Here (VICKI SHARPS, PRESIDENT), Preparer (FABIOLA SANTANA, KIMBLE), and Firm information (6806 PARAGON PLACE, SUITE 250, RICHMOND, VA 23230).

May the IRS discuss this return with the preparer shown above? (see instructions) [X] Yes [] No

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Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

X

1 Briefly describe the organization's mission:

GOOCHLAND FREE CLINIC AND FAMILY SERVICES PROVIDES BASIC HUMAN SERVICES FOR LOCAL RESIDENTS WHO NEED HELP WITH HEALTHCARE, SHELTER, FOOD, CLOTHING, AND DOMESTIC VIOLENCE SERVICES.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes No X

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes No X

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

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

4a (Code) (Expenses \$ 651,140. including grants of \$) (Revenue \$)

HEALTH CARE SERVICES: THE CLINIC SEES PATIENTS EVERY WEEKDAY AND SEVERAL EVENINGS EACH WEEK. MEDICAL SERVICES INCLUDE TREATMENT AND FOLLOW-UP OF MINOR ACUTE ILLNESSES, DIAGNOSTIC TESTING, GYNECOLOGICAL SERVICES, EYE CARE, REFERRALS TO SPECIALISTS AS NEEDED. IN ADDITION, OUR CHRONIC DISEASE TREATMENT PROGRAM SEEKS TO IDENTIFY AND ADDRESS THE EDUCATION AND LIFESTYLE ISSUES THAT CONTRIBUTE TO DISEASES SUCH AS HYPERTENSION AND DIABETES. PATIENTS ARE MONITORED REGULARLY, AND THE MEDICAL PROVIDER ENCOURAGES SMOKING CESSATION, HEALTHY EATING, INCREASED ACTIVITY, AND PROPER USE OF PRESCRIPTION DRUGS, MOST OF WHICH ARE PROVIDED AT NO CHARGE TO THE PATIENTS OR FOR A \$5 COPAY.

DENTAL CARE IS PROVIDED BY A SMALL STAFF AUGMENTED BY APPROXIMATELY 18

4b (Code) (Expenses \$ 304,010. including grants of \$) (Revenue \$)

CASE MANAGEMENT, DOMESTIC VIOLENCE ASSISTANCE, LITERACY/GED TUTORING. DOMESTIC AND SEXUAL VIOLENCE SERVICES ASSISTED 91 INDIVIDUALS IN 2017 THROUGH ADVOCACY AND SAFE HOUSING.

4c (Code) (Expenses \$ 325,303. including grants of \$) (Revenue \$)

FOOD AND CLOTHING: GFCFS OPERATES A WEEKLY FOOD PANTRY THAT PROVIDES NUTRITIONAL SUPPORT FOR LOW-INCOME CLIENTS. DURING 2017, 500 FAMILIES RECEIVED NEARLY 360,000 POUNDS OF FOOD, 85% OF WHICH WAS DONATED BY THE COMMUNITY.

IN ADDITION, GFCFS PROVIDED VOUCHERS TO THE CLOTHES CLOSET THRIFT SHOP SO THAT 791 LOW-INCOME NEIGHBORS - INCLUDING 287 CHILDREN -- COULD ACCESS CLOTHING AND SMALL HOUSEHOLD ITEMS AT NO CHARGE.

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

(Expenses \$ 262,264. including grants of \$) (Revenue \$)

4e Total program service expenses 1,542,717.

3ADMO

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

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

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

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

| | | Yes | No |
|-----------|--|-----|----|
| 1a | Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O. | 21 | |
| 1b | Enter the number of voting members included in line 1a, above, who are independent | 21 | |
| 2 | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? | | X |
| 3 | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? | | X |
| 4 | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? | | X |
| 5 | Did the organization become aware during the year of a significant diversion of the organization's assets? | | X |
| 6 | Did the organization have members or stockholders? | | X |
| 7a | Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? | | X |
| 7b | Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? | | X |
| 8 | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: | | |
| 8a | The governing body? | X | |
| 8b | Each committee with authority to act on behalf of the governing body? | X | |
| 9 | Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O | | X |

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

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

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **VA**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website
 Another's website
 Upon request
 Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records. **MIRRIAM M. OMAN - 804-556-6260**
3001 RIVER ROAD W., GOOCHLAND, VA 23063

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|---|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (1) ALEXANDER GRAHAM (SANDY) DIRECTOR | 0.30 | X | | | | | | 0. | 0. | 0. |
| (2) CELIA RAFALKO DIRECTOR | 0.30 | X | | | | | | 0. | 0. | 0. |
| (3) JAMIE MARTIN MEMBER-AT-LARGE | 0.30 | X | | | | | | 0. | 0. | 0. |
| (4) KEITH REYNOLDS DIRECTOR | 0.30 | X | | | | | | 0. | 0. | 0. |
| (5) LISA LUCK DIRECTOR | 0.30 | X | | | | | | 0. | 0. | 0. |
| (6) LIZ RIDER PRESIDENT | 0.30 | X | | X | | | | 0. | 0. | 0. |
| (7) MARY MILLHISER DIRECTOR | 0.30 | X | | | | | | 0. | 0. | 0. |
| (8) PAT MADDOX SECRETARY | 0.30 | X | | X | | | | 0. | 0. | 0. |
| (9) PATRICIA D. BARDEN DIRECTOR | 0.30 | X | | | | | | 0. | 0. | 0. |
| (10) PAUL SPRINGMAN DIRECTOR | 0.30 | X | | | | | | 0. | 0. | 0. |
| (11) SANDRA TAYLOR-SMITH DIRECTOR | 0.30 | X | | | | | | 0. | 0. | 0. |
| (12) TED ARMSTRONG TREASURER | 0.30 | X | | X | | | | 0. | 0. | 0. |
| (13) VICKI SHARPS VICE PRESIDENT | 0.30 | X | | X | | | | 0. | 0. | 0. |
| (14) WENDY POPP DIRECTOR | 0.30 | X | | | | | | 0. | 0. | 0. |
| (15) ALLEN BAREHART DIRECTOR | 0.30 | X | | | | | | 0. | 0. | 0. |
| (16) JOHN L. BARNES, JR. DIRECTOR | 0.30 | X | | | | | | 0. | 0. | 0. |
| (17) PETE BOWELL DIRECTOR | 0.30 | X | | | | | | 0. | 0. | 0. |

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

| (A) Name and title | (B) Average hours per week (list any hours for related organizations below line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|---|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (18) LISA PUMPHREY DIRECTOR | 0.30 | X | | | | | | 0. | 0. | 0. |
| (19) MANUEL ALVAREZ DIRECTOR | 0.30 | X | | | | | | 0. | 0. | 0. |
| (20) HARTLEY ROBINS DIRECTOR | 0.30 | X | | | | | | 0. | 0. | 0. |
| (21) JARED WALL DIRECTOR | 0.30 | X | | | | | | 0. | 0. | 0. |
| (22) MIRRIAM M. OMAN DIRECTOR OF FINANACE | 40.00 | | | X | | | | 65,103. | 0. | 3,708. |
| (23) SALLY K. GRAHAM EXECUTIVE DIRECTOR | 40.00 | | | X | | | | 89,897. | 0. | 7,116. |
| 1b Sub-total | | | | | | | | 155,000. | 0. | 10,824. |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | 0. | 0. | 0. |
| d Total (add lines 1b and 1c) | | | | | | | | 155,000. | 0. | 10,824. |

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

| | Yes | No |
|--|-----|----|
| 3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual | | X |
| 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual | | X |
| 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person | | X |

Section B. Independent Contractors

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

| (A) Name and business address | (B) Description of services | (C) Compensation |
|----------------------------------|--------------------------------|---------------------|
| NONE | | |
| | | |
| | | |
| | | |
| | | |

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

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

| | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512-514 | |
|---|--|--|---|---|--|---------|
| Contributions, Gifts, Grants and Other Similar Amounts | 1 a Federated campaigns | 1a 23,783. | | | | |
| | b Membership dues | 1b | | | | |
| | c Fundraising events | 1c 14,253. | | | | |
| | d Related organizations | 1d | | | | |
| | e Government grants (contributions) | 1e 457,210. | | | | |
| | f All other contributions, gifts, grants, and similar amounts not included above | 1f 4,562,980. | | | | |
| | g Noncash contributions included in lines 1a-1f \$ | 68,952. | | | | |
| | h Total. Add lines 1a-1f | ▶ 5,058,226. | | | | |
| | Program Service Revenue | 2 a _____ | Business Code _____ | | | |
| b _____ | | | | | | |
| c _____ | | | | | | |
| d _____ | | | | | | |
| e _____ | | | | | | |
| f All other program service revenue | | | | | | |
| g Total. Add lines 2a-2f | | ▶ | | | | |
| Other Revenue | 3 Investment income (including dividends, interest, and other similar amounts) | ▶ 34,847. | | | 34,847. | |
| | 4 Income from investment of tax-exempt bond proceeds | ▶ | | | | |
| | 5 Royalties | ▶ | | | | |
| | 6 a Gross rents | (i) Real | 26,741. | | | |
| | | (ii) Personal | | | | |
| | | b Less: rental expenses | 3,599. | | | |
| | c Rental income or (loss) | ▶ 23,142. | | | 23,142. | |
| | d Net rental income or (loss) | ▶ | 23,142. | | | 23,142. |
| | 7 a Gross amount from sales of assets other than inventory | (i) Securities | | | | |
| | | (ii) Other | | | | |
| | | b Less: cost or other basis and sales expenses | 28,038. | | | |
| | | c Gain or (loss) | -28,038. | | | |
| | d Net gain or (loss) | ▶ | -28,038. | -28,038. | | |
| | 8 a Gross income from fundraising events (not including \$ 14,253. of contributions reported on line 1c). See Part IV, line 18 | a | 0. | | | |
| | | b Less: direct expenses | 0. | | | |
| c Net income or (loss) from fundraising events | | ▶ | 0. | | | |
| 9 a Gross income from gaming activities. See Part IV, line 19 | a | | | | | |
| | b Less: direct expenses | | | | | |
| | c Net income or (loss) from gaming activities | ▶ | | | | |
| 10 a Gross sales of inventory, less returns and allowances | a | 68,503. | | | | |
| | b Less: cost of goods sold | 0. | | | | |
| | c Net income or (loss) from sales of inventory | ▶ | 68,503. | | 68,503. | |
| Miscellaneous Revenue | | Business Code | | | | |
| 11 a MISCELLANEOUS INCOME | 900099 | 33,563. | | | 33,563. | |
| b _____ | | | | | | |
| c _____ | | | | | | |
| d All other revenue | | | | | | |
| e Total. Add lines 11a-11d | ▶ | 33,563. | | | | |
| 12 Total revenue. See instructions. | ▶ | 5,190,243. | -28,038. | 0. | 160,055. | |

Part IX Statement of Functional Expenses

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

Check if Schedule O contains a response or note to any line in this Part IX

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|---|-----------------------|---------------------------------|--|-----------------------------|
| 1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 | | | | |
| 2 Grants and other assistance to domestic individuals. See Part IV, line 22 | | | | |
| 3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16 | | | | |
| 4 Benefits paid to or for members | | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | 165,824. | | 42,607. | 123,217. |
| 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) | | | | |
| 7 Other salaries and wages | 928,024. | 742,399. | 52,984. | 132,641. |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | | | | |
| 9 Other employee benefits | 91,836. | 70,371. | 6,300. | 15,165. |
| 10 Payroll taxes | 88,676. | 60,787. | 7,620. | 20,269. |
| 11 Fees for services (non-employees): | | | | |
| a Management | | | | |
| b Legal | | | | |
| c Accounting | 16,500. | | 16,500. | |
| d Lobbying | | | | |
| e Professional fundraising services. See Part IV, line 17 | | | | |
| f Investment management fees | | | | |
| g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.) | 2,552. | 2,552. | | |
| 12 Advertising and promotion | | | | |
| 13 Office expenses | 26,040. | 21,919. | 2,029. | 2,092. |
| 14 Information technology | 47,160. | 32,804. | 11,374. | 2,982. |
| 15 Royalties | | | | |
| 16 Occupancy | 31,129. | 27,337. | 2,275. | 1,517. |
| 17 Travel | 5,188. | 5,188. | | |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | 6,881. | 4,226. | 1,760. | 895. |
| 20 Interest | | | | |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | 27,642. | 26,600. | 542. | 500. |
| 23 Insurance | 34,449. | 32,084. | 1,304. | 1,061. |
| 24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.) | | | | |
| a HEALTH, HOUSING, AND FO | 369,836. | 369,836. | | |
| b EXPANSION PLANNING | 222,392. | 146,614. | 11,278. | 64,500. |
| c OTHER EXPENSES | 36,271. | | 6,600. | 29,671. |
| d FUNDRAISING EXPENSES | 18,038. | | | 18,038. |
| e All other expenses | | | | |
| 25 Total functional expenses. Add lines 1 through 24e | 2,118,438. | 1,542,717. | 163,173. | 412,548. |
| 26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. | | | | |

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

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

| | | (A) Beginning of year | | (B) End of year |
|---|--|--------------------------|-------------|--------------------|
| Assets | 1 Cash - non-interest-bearing | 1,105,096. | 1 | 1,165,925. |
| | 2 Savings and temporary cash investments | 136,663. | 2 | 136,860. |
| | 3 Pledges and grants receivable, net | 2,740,345. | 3 | 2,940,192. |
| | 4 Accounts receivable, net | 4,165. | 4 | 9,393. |
| | 5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L | | 5 | |
| | 6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L | | 6 | |
| | 7 Notes and loans receivable, net | | 7 | |
| | 8 Inventories for sale or use | | 8 | |
| | 9 Prepaid expenses and deferred charges | 19,059. | 9 | 22,589. |
| | 10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D | 4,920,802. | | |
| | 10b Less: accumulated depreciation | 248,357. | | |
| | | 390,830. | 10c | 4,672,445. |
| | 11 Investments - publicly traded securities | | 11 | |
| | 12 Investments - other securities. See Part IV, line 11 | 2,296,550. | 12 | 1,401,108. |
| | 13 Investments - program-related. See Part IV, line 11 | | 13 | |
| | 14 Intangible assets | | 14 | |
| 15 Other assets. See Part IV, line 11 | | 15 | | |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | 6,692,708. | 16 | 10,348,512. | |
| Liabilities | 17 Accounts payable and accrued expenses | 27,327. | 17 | 548,622. |
| | 18 Grants payable | | 18 | |
| | 19 Deferred revenue | | 19 | |
| | 20 Tax-exempt bond liabilities | | 20 | |
| | 21 Escrow or custodial account liability. Complete Part IV of Schedule D | | 21 | |
| | 22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L | | 22 | |
| | 23 Secured mortgages and notes payable to unrelated third parties | | 23 | |
| | 24 Unsecured notes and loans payable to unrelated third parties | | 24 | |
| | 25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D | | 25 | |
| | 26 Total liabilities. Add lines 17 through 25 | 27,327. | 26 | 548,622. |
| Net Assets or Fund Balances | Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. | | | |
| | 27 Unrestricted net assets | 1,403,266. | 27 | 5,733,070. |
| | 28 Temporarily restricted net assets | 5,241,115. | 28 | 2,540,797. |
| | 29 Permanently restricted net assets | 21,000. | 29 | 1,526,023. |
| | Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34. | | | |
| | 30 Capital stock or trust principal, or current funds | | 30 | |
| | 31 Paid-in or capital surplus, or land, building, or equipment fund | | 31 | |
| | 32 Retained earnings, endowment, accumulated income, or other funds | | 32 | |
| 33 Total net assets or fund balances | 6,665,381. | 33 | 9,799,890. | |
| 34 Total liabilities and net assets/fund balances | 6,692,708. | 34 | 10,348,512. | |

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

| | | | |
|----|--|----|------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 5,190,243. |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 2,118,438. |
| 3 | Revenue less expenses Subtract line 2 from line 1 | 3 | 3,071,805. |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 6,665,381. |
| 5 | Net unrealized gains (losses) on investments | 5 | 62,707. |
| 6 | Donated services and use of facilities | 6 | |
| 7 | Investment expenses | 7 | |
| 8 | Prior period adjustments | 8 | |
| 9 | Other changes in net assets or fund balances (explain in Schedule O) | 9 | -3. |
| 10 | Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 9,799,890. |

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

- 1 Accounting method used to prepare the Form 990: Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
 If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- b Were the organization's financial statements audited by an independent accountant?
 If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both.
 Separate basis Consolidated basis Both consolidated and separate basis
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

| | Yes | No |
|----|-----|----|
| 2a | | X |
| 2b | X | |
| 2c | X | |
| 3a | | X |
| 3b | | |

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

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

Section A. Public Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2013 | (b) 2014 | (c) 2015 | (d) 2016 | (e) 2017 | (f) Total |
|--|------------|------------|------------|------------|------------|-------------|
| 1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.") | 2,578,097. | 1,300,696. | 2,235,208. | 3,840,494. | 5,058,226. | 15,012,721. |
| 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 3 The value of services or facilities furnished by a governmental unit to the organization without charge | 30,000. | 30,000. | 30,000. | 30,000. | 30,000. | 150,000. |
| 4 Total. Add lines 1 through 3 | 2,608,097. | 1,330,696. | 2,265,208. | 3,870,494. | 5,088,226. | 15,162,721. |
| 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) | | | | | | 1,027,520. |
| 6 Public support. Subtract line 5 from line 4 | | | | | | 14,135,201. |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2013 | (b) 2014 | (c) 2015 | (d) 2016 | (e) 2017 | (f) Total |
|--|------------|------------|------------|------------|------------|-------------|
| 7 Amounts from line 4 | 2,608,097. | 1,330,696. | 2,265,208. | 3,870,494. | 5,088,226. | 15,162,721. |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources | 42,952. | 63,794. | 54,993. | 50,303. | 61,588. | 273,630. |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on | | | | | | |
| 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) | 6,935. | 13,576. | 13,678. | 24,900. | 33,563. | 92,652. |
| 11 Total support. Add lines 7 through 10 | | | | | | 15,529,003. |
| 12 Gross receipts from related activities, etc. (see instructions) | | | | | 12 | 413,598. |
| 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/> | | | | | | |

Section C. Computation of Public Support Percentage

| | | |
|---|-----------|---------|
| 14 Public support percentage for 2017 (line 6, column (f) divided by line 11, column (f)) | 14 | 91.02 % |
| 15 Public support percentage from 2016 Schedule A, Part II, line 14 | 15 | 94.97 % |
| 16a 33 1/3% support test - 2017. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input checked="" type="checkbox"/> | | |
| b 33 1/3% support test - 2016. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/> | | |
| 17a 10% -facts-and-circumstances test - 2017. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/> | | |
| b 10% -facts-and-circumstances test - 2016. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/> | | |
| 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/> | | |

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

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

Section A. Public Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2013 | (b) 2014 | (c) 2015 | (d) 2016 | (e) 2017 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | | | | | | |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose | | | | | | |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513 | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 6 Total. Add lines 1 through 5 | | | | | | |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | | | | | | |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year | | | | | | |
| c Add lines 7a and 7b | | | | | | |
| 8 Public support. (Subtract line 7c from line 6.) | | | | | | |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2013 | (b) 2014 | (c) 2015 | (d) 2016 | (e) 2017 | (f) Total |
|--|----------|----------|----------|----------|----------|-----------|
| 9 Amounts from line 6 | | | | | | |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources | | | | | | |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | |
| c Add lines 10a and 10b | | | | | | |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on | | | | | | |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI) | | | | | | |
| 13 Total support. (Add lines 9, 10c, 11, and 12.) | | | | | | |

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

19a 33 1/3% support tests - 2017. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2016. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV Supporting Organizations

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

Section A. All Supporting Organizations

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

Part IV Supporting Organizations *(continued)*

| | Yes | No |
|--|-----|----|
| 11 Has the organization accepted a gift or contribution from any of the following persons? | | |
| a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization? | | |
| b A family member of a person described in (a) above? | | |
| c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI. | | |

Section B. Type I Supporting Organizations

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

Section C. Type II Supporting Organizations

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

Section D. All Type III Supporting Organizations

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

Section E. Type III Functionally Integrated Supporting Organizations

| | | |
|--|--|--|
| 1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions). | | |
| a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below. | | |
| b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below. | | |
| c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions). | | |
| 2 Activities Test. Answer (a) and (b) below. | | |
| a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities. | | |
| b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement. | | |
| 3 Parent of Supported Organizations. Answer (a) and (b) below. | | |
| a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI. | | |
| b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard. | | |

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

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

| Section A - Adjusted Net Income | | (A) Prior Year | (B) Current Year (optional) |
|----------------------------------|--|----------------|-----------------------------|
| 1 | Net short-term capital gain | 1 | |
| 2 | Recoveries of prior-year distributions | 2 | |
| 3 | Other gross income (see instructions) | 3 | |
| 4 | Add lines 1 through 3 | 4 | |
| 5 | Depreciation and depletion | 5 | |
| 6 | Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions) | 6 | |
| 7 | Other expenses (see instructions) | 7 | |
| 8 | Adjusted Net Income (subtract lines 5, 6, and 7 from line 4) | 8 | |
| Section B - Minimum Asset Amount | | (A) Prior Year | (B) Current Year (optional) |
| 1 | Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year) | | |
| a | Average monthly value of securities | 1a | |
| b | Average monthly cash balances | 1b | |
| c | Fair market value of other non-exempt-use assets | 1c | |
| d | Total (add lines 1a, 1b, and 1c) | 1d | |
| e | Discount claimed for blockage or other factors (explain in detail in Part VI): | | |
| 2 | Acquisition indebtedness applicable to non-exempt-use assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | |
| 4 | Cash deemed held for exempt use Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | |
| 5 | Net value of non-exempt-use assets (subtract line 4 from line 3) | 5 | |
| 6 | Multiply line 5 by .035 | 6 | |
| 7 | Recoveries of prior-year distributions | 7 | |
| 8 | Minimum Asset Amount (add line 7 to line 6) | 8 | |
| Section C - Distributable Amount | | | Current Year |
| 1 | Adjusted net income for prior year (from Section A, line 8, Column A) | 1 | |
| 2 | Enter 85% of line 1 | 2 | |
| 3 | Minimum asset amount for prior year (from Section B, line 8, Column A) | 3 | |
| 4 | Enter greater of line 2 or line 3 | 4 | |
| 5 | Income tax imposed in prior year | 5 | |
| 6 | Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions) | 6 | |
| 7 | <input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions) | | |

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

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

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

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047

2017

Open to Public Inspection

Name of the organization

GOOCHLANDCARES

Employer identification number

54-1967650

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

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

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

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

| | |
|--|---|
| <input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) | <input type="checkbox"/> Preservation of a historically important land area |
| <input type="checkbox"/> Protection of natural habitat | <input type="checkbox"/> Preservation of a certified historic structure |
| <input type="checkbox"/> Preservation of open space | |
- Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

| | Held at the End of the Tax Year |
|--|---------------------------------|
| a Total number of conservation easements | 2a |
| b Total acreage restricted by conservation easements | 2b |
| c Number of conservation easements on a certified historic structure included in (a) | 2c |
| d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register | 2d |
- Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____
- Number of states where property subject to conservation easement is located ▶ _____
- Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No
- Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ _____
- Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \$ _____
- Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No
- In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

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

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

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

| | |
|---|------------|
| (i) Revenue included on Form 990, Part VIII, line 1 | ▶ \$ _____ |
| (ii) Assets included in Form 990, Part X | ▶ \$ _____ |
- If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

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

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

Schedule D (Form 990) 2017

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

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

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

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

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

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

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

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

- c Beginning balance
- d Additions during the year
- e Distributions during the year
- f Ending balance

| | Amount |
|----|--------|
| 1c | |
| 1d | |
| 1e | |
| 1f | |

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

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

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

| | (a) Current year | (b) Prior year | (c) Two years back | (d) Three years back | (e) Four years back |
|--|------------------|----------------|--------------------|----------------------|---------------------|
| 1a Beginning of year balance | 83,758. | 83,417. | 83,421. | 83,072. | 81,080. |
| b Contributions | 1,505,023. | | | | |
| c Net investment earnings, gains, and losses | -62,758. | 341. | -4. | 349. | 1,992. |
| d Grants or scholarships | | | | | |
| e Other expenditures for facilities and programs | | | | | |
| f Administrative expenses | | | | | |
| g End of year balance | 1,526,023. | 83,758. | 83,417. | 83,421. | 83,072. |

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

- a Board designated or quasi-endowment _____ %
- b Permanent endowment 100.00 %
- c Temporarily restricted endowment _____ %

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

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

- (i) unrelated organizations
- (ii) related organizations

| | Yes | No |
|--------|-----|----|
| 3a(i) | | X |
| 3a(ii) | | X |
| 3b | | |

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

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

Part VI Land, Buildings, and Equipment.

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

| Description of property | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|--------------------------|--------------------------------------|---------------------------------|------------------------------|----------------|
| 1a Land | | 453,118. | | 453,118. |
| b Buildings | | 4,117,736. | 184,002. | 3,933,734. |
| c Leasehold improvements | | | | |
| d Equipment | | 349,948. | 64,355. | 285,593. |
| e Other | | | | |

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.) 4,672,445.

Part VII Investments - Other Securities.

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

| (a) Description of security or category (including name of security) | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|---|-------------------|---|
| (1) Financial derivatives | | |
| (2) Closely-held equity interests | | |
| (3) Other | | |
| (A) MUTUAL FUNDS | 401,533. | END-OF-YEAR MARKET VALUE |
| (B) US TREASURIES | 999,575. | END-OF-YEAR MARKET VALUE |
| (C) | | |
| (D) | | |
| (E) | | |
| (F) | | |
| (G) | | |
| (H) | | |
| Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶ | 1,401,108. | |

Part VIII Investments - Program Related.

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

| (a) Description of investment | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|---|----------------|---|
| (1) | | |
| (2) | | |
| (3) | | |
| (4) | | |
| (5) | | |
| (6) | | |
| (7) | | |
| (8) | | |
| (9) | | |
| Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶ | | |

Part IX Other Assets.

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

| (a) Description | (b) Book value |
|---|----------------|
| (1) | |
| (2) | |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶ | |

Part X Other Liabilities.

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

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

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

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

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

| | | | | |
|---|---|----|----------|------------|
| 1 | Total revenue, gains, and other support per audited financial statements | | 1 | 5,912,517. |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12: | | | |
| a | Net unrealized gains (losses) on investments | 2a | 62,707. | |
| b | Donated services and use of facilities | 2b | 677,605. | |
| c | Recoveries of prior year grants | 2c | | |
| d | Other (Describe in Part XIII.) | 2d | | |
| e | Add lines 2a through 2d | | 2e | 740,312. |
| 3 | Subtract line 2e from line 1 | | 3 | 5,172,205. |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1: | | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | | |
| b | Other (Describe in Part XIII.) | 4b | 18,038. | |
| c | Add lines 4a and 4b | | 4c | 18,038. |
| 5 | Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.) | | 5 | 5,190,243. |

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

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

| | | | | |
|---|--|----|----------|------------|
| 1 | Total expenses and losses per audited financial statements | | 1 | 2,778,005. |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25: | | | |
| a | Donated services and use of facilities | 2a | 677,605. | |
| b | Prior year adjustments | 2b | | |
| c | Other losses | 2c | | |
| d | Other (Describe in Part XIII.) | 2d | | |
| e | Add lines 2a through 2d | | 2e | 677,605. |
| 3 | Subtract line 2e from line 1 | | 3 | 2,100,400. |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1: | | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | | |
| b | Other (Describe in Part XIII.) | 4b | 18,038. | |
| c | Add lines 4a and 4b | | 4c | 18,038. |
| 5 | Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.) | | 5 | 2,118,438. |

Part XIII Supplemental Information.

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

PART V, LINE 4:

THE ENDOWMENT FUNDS ARE RESTRICTED AND WERE CREATED BY DONORS TO PROVIDE A SOURCE OF EARNINGS THAT ARE AVAILABLE FOR USE AT THE BOARD'S DISCRETION.

PART X, LINE 2:

THE ORGANIZATION IS A QUALIFYING NONPROFIT ORGANIZATION AS DEFINED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND THE TAX STATUTES OF THE COMMONWEALTH OF VIRGINIA, AND THEREFORE IS EXEMPT FROM FEDERAL AND STATE INCOME TAXES. ACCORDINGLY, THE ACCOMPANYING FINANCIAL STATEMENTS DO NOT REFLECT A PROVISION OR LIABILITY FOR FEDERAL AND STATE INCOME TAXES. THE ORGANIZATION HAS DETERMINED THAT IT DOES NOT HAVE ANY MATERIAL UNRECOGNIZED TAX BENEFITS OR OBLIGATIONS AS OF DECEMBER 31, 2017. FISCAL

Part XIII Supplemental Information (continued)

YEARS ENDING ON OR AFTER 2014 REMAIN SUBJECT TO EXAMINATION BY FEDERAL AND STATE TAX AUTHORITIES.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

SPECIAL EVENT EXPENSES 18,038.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

SPECIAL EVENT EXPENSES 18,038.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No 1545-0047

2017

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Go to www.irs.gov/Form990 for the latest information.

Open To Public
Inspection

Name of the organization **GOOCHLANDCARES** Employer identification number **54-1967650**

| Part I | Types of Property | (a) Check if applicable | (b) Number of contributions or items contributed | (c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g | (d) Method of determining noncash contribution amounts |
|--------|---|----------------------------|---|--|---|
| 1 | Art - Works of art | | | | |
| 2 | Art - Historical treasures | | | | |
| 3 | Art - Fractional interests | | | | |
| 4 | Books and publications | | | | |
| 5 | Clothing and household goods | | | | |
| 6 | Cars and other vehicles | | | | |
| 7 | Boats and planes | | | | |
| 8 | Intellectual property | | | | |
| 9 | Securities - Publicly traded | | | | |
| 10 | Securities - Closely held stock | | | | |
| 11 | Securities - Partnership, LLC, or trust interests | | | | |
| 12 | Securities - Miscellaneous | | | | |
| 13 | Qualified conservation contribution - Historic structures | | | | |
| 14 | Qualified conservation contribution - Other | | | | |
| 15 | Real estate - Residential | | | | |
| 16 | Real estate - Commercial | | | | |
| 17 | Real estate - Other | | | | |
| 18 | Collectibles | | | | |
| 19 | Food inventory | X | 282,245 | 56,449 | FAIR MARKET VALUE |
| 20 | Drugs and medical supplies | | | | |
| 21 | Taxidermy | | | | |
| 22 | Historical artifacts | | | | |
| 23 | Scientific specimens | | | | |
| 24 | Archeological artifacts | | | | |
| 25 | Other ▶ (<u>TRANSPORTATIO</u>) | X | 1 | 12,000 | FAIR MARKET VALUE |
| 26 | Other ▶ (<u>OTHER GIFTS</u>) | X | 1 | 503 | FAIR MARKET VALUE |
| 27 | Other ▶ (_____) | | | | |
| 28 | Other ▶ (_____) | | | | |

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

| | Yes | No |
|---|-----|----|
| 30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which isn't required to be used for exempt purposes for the entire holding period? b If "Yes," describe the arrangement in Part II. | | X |
| 31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions? | X | |
| 32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? b If "Yes," describe in Part II. | | X |
| 33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II. | | |

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

Schedule M (Form 990) 2017

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

Open to Public
Inspection

Name of the organization

GOOCHLANDCARES

Employer identification number
54-1967650

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

HELP WITH HEALTHCARE, SHELTER, FOOD, CLOTHING, AND DOMESTIC VIOLENCE
SERVICES, PROVIDING A SAFETY NET FOR 1,111 GOOCHLAND RESIDENTS AND
THEIR FAMILIES IN 2017.

BECAUSE CURRENT FACILITIES ARE NO LONGER ADEQUATE, GFCFS HAS EMBARKED
ON A CAPITAL CAMPAIGN VALUED AT \$7,100,000. THE PROJECT INCLUDES A NEW
20,000 SQUARE FOOT BUILDING ON LAND GFCFS OWNS, CONVERTING AN EXISTING
BUILDING INTO THREE EMERGENCY APARTMENTS, AND FUNDING A \$1,500,000
ENDOWMENT. CONSTRUCTION BEGAN IN MARCH, 2017, AND ALL SERVICES MOVED
TO THE NEW FACILITY IN THE FIRST QUARTER 2018.

ALONG WITH OCCUPYING ITS NEW FACILITY, THE ORGANIZATION HAS CHANGED ITS
NAME TO GOOCHLANDCARES.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

BECAUSE CURRENT FACILITIES ARE NO LONGER ADEQUATE, GFCFS HAS EMBARKED
ON A CAPITAL CAMPAIGN VALUED AT \$7,100,000. THE PROJECT INCLUDES A NEW
20,000 SQUARE FOOT BUILDING ON LAND GFCFS OWNS, CONVERTING AN EXISTING
BUILDING INTO THREE EMERGENCY APARTMENTS, AND FUNDING A \$1,500,000
ENDOWMENT. CONSTRUCTION BEGAN IN MARCH, 2017, AND ALL SERVICES MOVED
TO THE NEW FACILITY IN THE FIRST QUARTER 2018.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

VOLUNTEER DENTISTS AND SEVERAL HYGIENISTS AND ASSISTANTS. SERVICES
INCLUDE CLEANING, RESTORATIONS, EXAMS, X-RAYS, EXTRACTIONS, AND
DENTURES. IN ADDITION, GFCFS PROVIDES MENTORS AND A PRACTICE SITE FOR

Name of the organization

GOOCHLANDCARES

Employer identification number

54-1967650

DENTAL STUDENTS AND DENTAL HYGIENE STUDENTS FROM VIRGINIA COMMONWEALTH UNIVERSITY.

MENTAL HEALTH CARE PROVIDES ACCESS TO AND MONITORING OF MEDICATION, AS WELL AS PSYCHOLOGICAL COUNSELING AS NEEDED.

IN 2017 HEALTH CARE PROGRAMS SERVED APPROXIMATELY 800 PATIENTS IN 5100 VISITS AND PROVIDED 7200 PRESCRIPTIONS VALUED AT \$1.2 MILLION.

GFCFS MEDICAL TRANSPORTATION VEHICLES DROVE OVER 40,000 MILES AND PROVIDED NEARLY 2000 RIDES FOR PATIENTS TO VISIT HEALTH CARE PROVIDERS IN GOOCHLAND COUNTY, HENRICO COUNTY, AND RICHMOND.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

HOUSING SERVICES: PROGRAMS INCLUDE CRITICAL HOME REPAIRS TO RETURN CLIENTS' HOMES TO SAFE CONDITIONS, EMERGENCY TEMPORARY HOUSING, AND EMERGENCY FINANCIAL ASSISTANCE FOR HEAT OR UTILITIES IN ORDER TO PREVENT HOMELESSNESS. REPAIRS INCLUDE ROOF REPAIRS OR REPLACEMENTS, HEATING SYSTEM REPAIRS OR REPLACEMENTS, WHEELCHAIR RAMPS, PLUMBING REPAIRS, WINDOW AND DOOR REPAIRS, NEW WELLS AND/OR SEPTIC SYSTEMS, AND CARPENTRY REPAIRS. NINETY-SEVEN LOW-INCOME GOOCHLAND FAMILIES RECEIVED REPAIRS IN 2017, 41 NEIGHBORS OCCUPIED OUR EMERGENCY HOUSING, AND EMERGENCY FINANCIAL ASSISTANCE KEPT 219 NEIGHBORS IN THEIR HOMES. EXPENSES \$ 262,264. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

FORM 990, PART VI, SECTION B, LINE 11B:

THE 990 IS REVIEWED BY THE ORGANIZATION'S ACCOUNTING STAFF AND THEN GIVEN TO THE PRESIDENT FOR REVIEW, APPROVAL AND SIGNATURE. COPIES OF FORM 990

Name of the organization

GOOCHLANDCARES

Employer identification number

54-1967650

ARE DELIVERED TO EACH MEMBER OF THE FINANCE COMMITTEE PRIOR TO FILING AND TO ANY OTHER BOARD MEMBERS WHO REQUEST IT.

FORM 990, PART VI, SECTION B, LINE 12C:

THE CONFLICT OF INTEREST POLICY IS PART OF THE BYLAWS OF THE ORGANIZATION. BOARD MEMBERS ARE REQUIRED TO REPORT ANY CONFLICTS AT ANY TIME WITH TOPICS BEFORE THE BOARD AND ARE REQUIRED TO ABSTAIN FROM VOTING ON ANY OF THOSE ITEMS. THE BOARD DEVELOPMENT COMMITTEE IS RESPONSIBLE FOR MONITORING COMPLIANCE AND DOES SO BY INTERVIEWING BOARD MEMBERS ANNUALLY.

FORM 990, PART VI, SECTION B, LINE 15:

THE EXECUTIVE COMMITTEE OF THE BOARD REVIEWS COMPENSATION DATA FOR EXECUTIVE DIRECTORS OF OTHER FREE CLINICS IN VIRGINIA AND OF OTHER NON-PROFITS IN THE AREA, ALL OF WHICH IS PUBLISHED AND READILY AVAILABLE. A MEMBER OF THE EXECUTIVE COMMITTEE ALSO INTERVIEWS EXECUTIVE DIRECTORS OF OTHER NON-PROFITS TO DETERMINE WHETHER DUTIES AND RESPONSIBILITIES ARE COMPARABLE.

THE EXECUTIVE DIRECTOR OF GOOCHLAND FREE CLINIC AND FAMILY SERVICES REVIEWS RELEVANT COMPENSATION DATA OF OTHER FREE CLINICS AND OTHER AREA NON-PROFITS TO DETERMINE APPROPRIATENESS OF COMPENSATION FOR OTHER KEY EMPLOYEES.

FORM 990, PART VI, SECTION C, LINE 19:

GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY ARE AVAILABLE UPON REQUEST FROM THE ORGANIZATION. AUDITED FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST FROM THE ORGANIZATION.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

Name of the organization

GOOCHLANDCARES

Employer identification number

54-1967650

ROUNDING

-3.

FORM 990, PART XII, LINE 2C

NO CHANGES TO AUDIT OVERSIGHT PROCESS OR INDEPENDENT ACCOUNTANT

SELECTION PROCESS DURING THE TAX YEAR.

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, APRIL 3, 2018

The State Corporation Commission has found the accompanying articles submitted on behalf of
GoochlandCares (formerly Goochland Free Clinic and Family Services, Inc.
)

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the
Commission, effective April 3, 2018.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By 

Mark C. Christie
Commissioner

18-03-15-0042
AMENACPT
CIS0362



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

Office of the Clerk

April 3, 2018

JOY R NICHOLS
WILLIAMS MULLEN
200 SOUTH 10TH STREET
STE 1600
RICHMOND, VA 23219

RECEIPT

RE: GoochlandCares

ID: 0529420 - 2

DCN: 18-03-15-0042

Dear Customer:

This is your receipt for \$25.00 to cover the fee(s) for filing articles of amendment for a corporation with this office.

The effective date of the amendment is April 3, 2018.

Note: Prior to the effective date of this filing, the name of the above-referenced corporation was Goochland Free Clinic and Family Services, Inc .

Thank you for contacting our office. If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

AMENACPT
CIS0362

ARTICLES OF RESTATEMENT
OF
GOOCHLAND FREE CLINIC AND FAMILY SERVICES, INC.

Pursuant to Section 13.1-889 of the Code of Virginia (1950), as amended, the undersigned submits the following Articles of Restatement as follows:

1. The name of the Corporation is "Goochland Free Clinic and Family Services, Inc."
2. The Articles of Incorporation of the Corporation (the "Articles of Incorporation") are amended and restated by deleting the Articles of Incorporation in their entirety and substituting therefor the Restated Articles of Incorporation attached hereto as Exhibit A (the "Restated Articles").
3. The Restated Articles contain amendments to the Articles of Incorporation that require approval of the Board of Directors.
4. The foregoing amendments were adopted on October 3, 2007 by a vote of more than two-thirds of the members of the Board of Directors. A member vote was not required because the Corporation has no members.
5. The Restated Articles shall become effective upon issuance by the State Corporation Commission of a Certificate of Restatement and, at that time, the Restated Articles will supersede the original Articles of Incorporation and all amendments thereto.

These Articles of Restatement are executed this 3rd day of October, 2007, in the name of the Corporation by the undersigned officer, who declares under the penalties of perjury that the facts stated herein are true.

**GOOCHLAND FREE CLINIC AND FAMILY
SERVICES, INC.**

By: 
Name: J. Rand Baggesen
Title: President

RESTATED
ARTICLES OF INCORPORATION
OF
GOOCHLAND FREE CLINIC AND FAMILY SERVICES, INC.

ARTICLE I.

NAME

The name of the corporation is Goochland Free Clinic and Family Services, Inc. (hereinafter, the "Corporation").

ARTICLE II.

PURPOSES

Section 1. **General Purposes:**

A. The Corporation shall be organized and operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), as amended, including, without limitation: soliciting funds from the public; and acquiring, holding, managing and disposing of real and personal property (tangible and intangible), transferring or distributing such property, and mortgaging or otherwise issuing notes or obligations secured by such property. All proceeds or income earned on such property shall be used for religious, charitable, scientific and/or educational purposes in order to establish and maintain (i) a clinic to provide primary healthcare to persons who are uninsured or underinsured and who cannot reasonably be expected to pay for such care, and (ii) to provide other types of aid, assistance, and relief to indigent and impoverished persons residing in Goochland County, Virginia. Subject to the limitations set forth above, the Corporation may conduct any or all lawful affairs, not required to be stated specifically in these Articles, for which corporations may be incorporated under the Virginia Nonstock Corporation Act.

B. The Corporation shall not be operated for profit. It may engage only in activities that may be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code and by a corporation to which contributions are deductible under Sections 170(c), 2055 and 2522 of the Code.

Section 2. **No Private Inurement.** No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for

services rendered to or for the Corporation affecting one or more of its purposes, and benefits may be conferred that are in conformity with said purpose), and no director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation.

Section 3. Prohibited Activities. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4. Dissolution. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner as the Board of Directors may determine or to an organization or organizations organized and operated exclusively for religious, charitable, or educational purposes within the meaning of Section 501(c)(3) of the Code and exempt from federal taxation under Section 501(a) of the Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of pursuant to the order of any court of competent jurisdiction in the city or county of the Commonwealth of Virginia where the registered office of the Corporation is then located, exclusively for such purposes or to such organization or organizations which are organized or operated exclusively for such purposes as such court shall determine.

ARTICLE III.

MEMBERS

The Corporation shall have no members.

ARTICLE IV.

DIRECTORS

Section 1. Number. The Board of Directors shall consist of a minimum of thirteen (13) and a maximum of twenty-four (24) individuals.

Section 2. Election. Directors shall be elected by the affirmative vote of a majority of the directors of the Corporation irrespective of whether such directors are elected to fill vacancies occurring on the Board of Directors or are elected at an annual meeting of the Board of Directors.

Section 3. Term. The initial Board of Directors shall be comprised of members serving one-year terms and members serving two-year terms. Board Members who serve for one year are eligible to be re-elected for two additional terms of two years each for a total of five years, and Board members who serve an initial term of two years shall be eligible to be re-elected for two additional terms of two-years each. No Board member may serve more than six years unless the Board member is absent from the Board for one or more years and then is re-

elected Except for those Board members whose terms begin in October 2007, all Board terms are two years and commence in January at the annual meeting of the Board of Directors.

Section 4. Resignation. Directors may resign at any time by written notice delivered to the Board of Directors, the Chairman, or the Secretary. A notice of resignation shall be effective when delivered unless the notice specifies a later effective date.

Section 5. Removal. Directors may be removed, with or without cause, at any time by the affirmative vote of two-thirds of the directors of the Corporation at any regular or special meeting of the directors. The director subject to removal must receive notification in writing of a motion to have the individual removed at least thirty (30) days prior to a vote.

Section 6. Attendance. Upon the failure of any member of the Board to attend three consecutive Board meetings on an unexcused basis, the Board shall remove such director and fill the vacancy as provided herein.

ARTICLE V.

INDEMNIFICATION AND ELIMINATION OR LIMITATION OF LIABILITY

Section 1. Definitions. In this Article:

“Director” and “officer” shall mean every director or officer or former director or officer of the Corporation, any predecessor corporation or any corporation which shall have been merged into or consolidated with the Corporation and every person who may have seized at the request of the Corporation as a director or officer or in a similar capacity of another corporation, partnership, joint venture, trust, or other enterprise and, in all such cases, the estate, heirs, executors, and administrators of such director or officer.

“Individual” includes, unless the context requires otherwise, the estate, heirs, executors, personal representatives, and administrators of an individual.

“Corporation” means the Corporation and any domestic or foreign predecessor entity of the Corporation in a merger or other transaction in which the predecessor’s existence ceased upon the consummation of the transaction.

“Expenses” includes, but is not limited to, counsel fees.

“Liability” means the obligation to pay a judgment, settlement, penalty, fine, including any excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

“Official capacity” means: (i) when used with respect to a director, the office of director in the Corporation; (ii) when used with respect to an officer, the office in the Corporation held by that individual; or (iii) when used with respect to an employee or agent, the employment or agency relationship undertaken by the individual on behalf of the Corporation. “Official

capacity" does not include service for any foreign or domestic Corporation or other partnership, joint venture, trust, employee benefit plan, or other enterprise.

"Party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

"Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal and whether or not by or in the right of the Corporation.

Section 2. Indemnification of Directors and Officers. Except as provided in Section 3 of this Article, the Corporation shall indemnify every individual made a party to a proceeding because he or she is or was a director or officer against liability incurred in the proceeding, and if (i) the individual conducted himself or herself in good faith; and (ii) in the case of conduct in the individual's official capacity with the Corporation, the individual believed that the conduct was in the Corporation's best interests, and in all other cases, that the conduct was at least not opposed to its best interests; and (iii) in the case of any criminal proceeding, the individual had no reasonable cause to believe that the conduct was unlawful.

Section 3. Indemnification Not Permitted. The Corporation shall not indemnify any individual against willful misconduct or a knowing violation of criminal law or against any liability incurred by the individual in any proceeding charging improper personal benefit to the individual, whether or not by or in the right of the Corporation or involving action in the individual's official capacity, in which the individual was adjudged liable by a court of competent jurisdiction on the basis that personal benefit was improperly received.

Section 4. Effect of Judgment or Conviction. The termination of a proceeding by judgment, order, settlement, or conviction is not, of itself, determinative that an individual did not meet the standard of conduct set forth in Section 1 of this Article or that the conduct of such individual constituted willful misconduct or a knowing violation of criminal law.

Section 5. Determination and Authorization. Unless ordered by a court of competent jurisdiction, any indemnification under Section 1 of this Article shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the individual is permissible in the circumstances because: (i) the individual met the standard of conduct set forth in Section 1 of this Article and, with respect to a proceeding by or in the right of the Corporation in which such individual was adjudged liable to the Corporation, the individual is fairly and reasonably entitled to indemnification in view of all of the relevant circumstances even though he was adjudged liable; and (ii) the conduct of such individual did not constitute willful misconduct or a knowing violation of the criminal law.

Such determination shall be made: (i) by the Board of Directors by a majority vote of a quorum consisting of directors not at the time parties to the proceeding; or (ii) if such a quorum cannot be obtained, by a majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; or (iii) by special legal counsel selected by the

Board of Directors or its committee in the manner heretofore provided or, if such a quorum of the Board of Directors cannot be obtained and such a committee cannot be designated, selected by a majority vote of the Board of Directors (in which selection directors who are parties may participate). Authorization of indemnification, evaluation as to reasonableness of expenses and determination, and authorization of advancements for expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those selecting such counsel.

Section 6. Advance for Expenses. If a director or officer provides the Corporation a written statement that such director or officer in good faith believes that his or her conduct permits indemnification hereunder, and a written agreement that such director or officer will repay any amount advanced by the Corporation unless it shall ultimately be determined that the individual is entitled to indemnification under this Article, then the Corporation shall advance expenses incurred in defending any proceeding in advance of the final disposition of such proceeding, if authorized in the manner set forth in Section 4 of this Article.

Section 7. Indemnification of Employees and Agents. The Corporation may, but shall not be required to, indemnify and advance expenses to employees and agents of the Corporation to the same extent as provided in this Article with respect to directors and officers.

Section 8. Elimination or Limitation of Liability of Directors and Officers. Except as provided in Section 9 of this Article, in any proceeding brought by or in the right of the Corporation, the liability of and damages assessed against a director or officer of the Corporation arising out of or resulting from a single transaction, occurrence or course of conduct shall be limited and shall not exceed the lesser of (i) the amount of cash compensation, if any, paid to such person, or (ii) the sum of One Hundred Dollars (\$100.00). In addition, so long as the Corporation is exempt from income taxes under § 501(c) of the Code, as amended, in any proceeding against a director or officer of the Corporation, the damages assessed arising out of any single transaction, occurrence, or course of conduct shall not exceed the compensation (even if such compensation is zero) received by such person from the Corporation during the twelve (12) months immediately preceding the act or omission for which liability was imposed.

Section 9. Liability of Directors and Officers Not Eliminated or Limited. The liability of a director or officer shall not be eliminated or limited in accordance with the provisions of Section 8 of this Article if the director or officer engaged in willful misconduct or a knowing violation of criminal law.

Section 10. Special Provisions. Expenses of an individual in pursuing court-ordered indemnification or advancement of expenses under this provision shall also be treated as an indemnified expense, if such individual prevails. An individual may seek de novo judicial review of any denial of indemnification or advancement of expenses by the Corporation. There shall be no presumption of correctness of the result arising from the following of proper procedures by the Board of Directors, a committee, or special counsel. Special counsel shall be counsel which does not represent, and has not represented for at least ten (10) years, either the Corporation, any of its directors or officers, or the individual seeking indemnification or

advancement of expenses, and there shall be a written engagement agreement in which special counsel acknowledges that the interest of the Corporation and the individual seeking indemnification or advancement of expenses shall be treated as equal, irrespective of the source of payment of the fees of special counsel.

Section 11. Provisions Not Exclusive. As authorized by the Virginia Nonstock Corporation Act, Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, the provisions of this Article are in addition to and not in limitation of the specific powers of a Corporation to indemnify directors and officers set forth therein. If any provisions of this Article shall be adjudicated invalid or unenforceable by a court of competent jurisdiction, such adjudication shall not be deemed to invalidate or otherwise affect any other provision hereof or any power of indemnity that the Corporation may have under the Virginia Nonstock Corporation Act or other laws of the Commonwealth of Virginia.

Section 12. Insurance. The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article V and may also procure insurance, in such amount as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other profit or nonprofit enterprise, against any liability asserted against or incurred by any such person in any such capacity arising from his or her status as such, whether or not the Corporation would have power to indemnify him or her against liability under the provisions of this Article V.

ARTICLE VI.

REGISTERED OFFICE AND AGENT

The post office address of the registered office is 1021 East Cary Street, 16th Floor, Richmond, Virginia 23219. The name of the City in which the initial registered office is located is the City of Richmond, Virginia. The name of the registered agent is Alexander C. Graham, Jr., whose business address is the same as the registered office and who is a resident of Virginia and a member of the Virginia State Bar.