

# Form 1023 Checklist

(Revised June 2006)

## Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code

**Note.** Retain a copy of the completed Form 1023 in your permanent records. Refer to the General Instructions regarding Public Inspection of approved applications.

**Check each box to finish your application (Form 1023). Send this completed Checklist with your filled-in application. If you have not answered all the items below, your application may be returned to you as incomplete.**

- Assemble the application and materials in this order:
  - Form 1023 Checklist
  - Form 2848, *Power of Attorney and Declaration of Representative* (if filing)
  - Form 8821, *Tax Information Authorization* (if filing)
  - Expedite request (if requesting)
  - Application (Form 1023 and Schedules A through H, as required)
  - Articles of organization
  - Amendments to articles of organization in chronological order
  - Bylaws or other rules of operation and amendments
  - Documentation of nondiscriminatory policy for schools, as required by Schedule B
  - Form 5768, *Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation* (if filing)
  - All other attachments, including explanations, financial data, and printed materials or publications. Label each page with name and EIN.
- User fee payment placed in envelope on top of checklist. DO NOT STAPLE or otherwise attach your check or money order to your application. Instead, just place it in the envelope.
- Employer Identification Number (EIN)
- Completed Parts I through XI of the application, including any requested information and any required Schedules A through H.
  - You must provide specific details about your past, present, and planned activities.
  - Generalizations or failure to answer questions in the Form 1023 application will prevent us from recognizing you as tax exempt.
  - Describe your purposes and proposed activities in specific easily understood terms.
  - Financial information should correspond with proposed activities.
- Schedules. Submit only those schedules that apply to you and check either "Yes" or "No" below.

Schedule A	Yes ___ No <input checked="" type="checkbox"/>	Schedule E	Yes ___ No <input checked="" type="checkbox"/>
Schedule B	Yes ___ No <input checked="" type="checkbox"/>	Schedule F	Yes ___ No ___
Schedule C	Yes ___ No <input checked="" type="checkbox"/>	Schedule G	Yes ___ No <input checked="" type="checkbox"/>
Schedule D	Yes <input checked="" type="checkbox"/> No ___	Schedule H	Yes ___ No ___

An exact copy of your complete articles of organization (creating document). Absence of the proper purpose and dissolution clauses is the number one reason for delays in the issuance of determination letters.

- Location of Purpose Clause from Part III, line 1 (Page, Article and Paragraph Number) page 1 1<sup>st</sup> paragraph
- Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law NC

Signature of an officer, director, trustee, or other official who is authorized to sign the application.

- Signature at Part XI of Form 1023.

Your name on the application must be the same as your legal name as it appears in your articles of organization.

Send completed Form 1023, user fee payment, and all other required information, to:

Internal Revenue Service  
P.O. Box 192  
Covington, KY 41012-0192

If you are using express mail or a delivery service, send Form 1023, user fee payment, and attachments to:

Internal Revenue Service  
201 West Rivercenter Blvd.  
Attn: Extracting Stop 312  
Covington, KY 41011

# Form 1023 Attachments for HandsNFeet Foundation

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## Part II Section 1:

See the attached copy of articles of incorporation and certification of filling

## Part II Section 5:

See the attached copy of the adopted bylaws

## Part III Section 1:

See Attachment to Articles of Incorporation page 1 1<sup>st</sup> paragraph

## Part IV:

### HandsNfeet Activities Planned and Present

HandsNFeet Foundation exists to organize the energy of volunteers to gather and collect items such as gloves, socks, hats, scarves and such for the homeless families in the counties in an around Charlotte, NC or collect cash to be converted into efficient purchases of items such as gloves, socks, hats, scarves and such for the homeless families in the counties in an around Charlotte, NC. The foundation started with non-paid volunteers that worked for Flores & Associates. Instead of participating in another Christmas project, the company leadership decided to begin a foundation that can grow every year and energize more volunteers along the way. In the earliest days, word-of mouth with family, friends and business associates leads to donations of cash and in-kind donations such as gloves and socks. In the greater Charlotte area, there are already agencies capable of efficient distribution of items needed by homeless families. Initially 4 area agencies are targeted to receive gloves, socks, hats and scarves from HandsNFeet foundation. Crisis Assistance Ministry in Charlotte, NC, A Child's Place in Charlotte, NC, Urban Ministry Center in Charlotte, NC and As One Ministries in Gastonia, NC. Additionally, Flores & Associates employees have volunteered their time to work in the evening at the Crisis Assistance Ministry FREE Store sorting and folding donated items to be made available through their programs to serve the homeless.

HandsNFeet Foundation plans to conduct fund-raising and donation collection activities such as donation drives in area schools, churches, businesses and organizations where collection barrels are placed to gather in-kind donations. Many times people will want to donate money in the form of a cash/check donation or via an on-line payment portal on the foundation website. HandsNFeet will use the funds to make efficient purchases of gloves, socks and items for the homeless to be delivered to the distribution agencies mentioned earlier. The plan is to take on

more distribution agencies in the greater Charlotte are to reach more and more homeless neighbors.

A past event included a kick-off brunch where donated food items were provided to guests that came to learn about the foundation. Donated items and cash were collected through the event. An upcoming event involves a local jazzercise instructor donating her time and a space to conduct a fund-raising jazzercise class with the revenue generated going to HandsNFeet Foundation. Those funds will be used to purchase gloves and socks for the homeless.

Flores & Associates is blessed to have some clients willing to get involved in the HandsNFeet Foundation. Thorlo is a maker of high quality socks. They have donated 1200 pairs of irregular socks to help kick off the foundation and pledges 300 pairs per month moving forward. Those first 1200 pairs of socks were immediately delivered from Thorlo to Crisis Assistance Ministry and A Child's Place for distribution to the homeless. Although we started the foundation as we were thinking about the coldest months of the year as being our prime distribution months, we have come to learn that the need for socks is a year-round need in the homeless community. Therefore our sock distribution efforts will continue year round. We plan network with area businesses and corporate clients to request their monetary contributions via calls and contacts from the foundation leadership and board of directors. We hope to see area companies supporting a non-profit organization that has no paid employees with only volunteers working to put a significant amount of resources to work for the homeless. Corporate sponsorships will be solicited by HandsNFeet leaders and volunteers directly.

Knowing that the foundation can enter into meaningful wholesale purchasing relationships, the foundation will be positioned to turn a dollar into more gloves and socks than if a person or organization makes purchases individually at full retail prices or even on-sale prices and then make donations to the foundation.

To get the word out regarding the foundation, volunteers will speak to local schools, churches and businesses to raise awareness about the mission. Informational booths will be set-up at other local events, like a local sporting event, fun-run, street festival usually featuring a table and banner offering information to the events attendees. Social media such as Facebook and Twitter are used to share the good news about foundation events and accomplishments.

Plans for Donor Cards are underway for 2012 and beyond to allow donors to make a donation to HandsNFeet Foundation in honor of a person that will receive a holiday greeting card addressed from the donor. HandsNFeet Foundation can prepare and send the greeting cards on behalf of the donor.

Following receiving the letter of determination from the IRS, HandsNFeet Foundation will begin to allow donations to be made via a secure portal from the foundation website. People that become familiar with the organization can be instructed to use the convenient site instead of needing to make a cash donation at a local event. People will be able to set up reoccurring donation frequencies if they wish.

The foundation is not interested in becoming a distribution point because the agencies we have selected and plan to select have very specific rules and processes for proper and equitable distribution. The intention is to use volunteers as the engine to help the homeless to warm their hands and feet.

Due to the anticipation of cash donations and sensing a growing need, we do see opportunities to donate actual cash to Crisis Assistance Ministry to help with their emergency activities to prevent homelessness by helping to keep utilities activated and rent current for their "at risk of becoming homeless" cases.

#### **Part V Section 2 a,b,c**

Michael Flores is the son of Mario Flores. Michael was chosen to be the unpaid treasurer of the foundation due to his qualifications as a Level III CFA candidate and his financial background. Michael will not be accepting compensation for his services.

#### **Part V Section 5a**

See the attached sample conflict of interest policy statement. The policy was adopted and signed by each board member and executive member prior to their acceptance and was deemed necessary agreement by the executive committee at the first board meeting.

#### **Part V Section 7a**

Initial legal services will be provided by Robert D. Lyerly, Jr. of Nexsen Pruet. Robert specializes in Non-Profit law. While, board member, Joseph McCullough does work for Nexsen Pruet he does not specialize in Non-Profit law. The rate charged by Nexsen Pruet was a standard market rate for Robert's services. Please See the attached bill from Nexsen Pruet as verification that Robert's services were billed to the HandsNFeet foundation at a standard market rate.

#### **Part VI Section 1 b**

As the HandsNFeet Foundation concept was being developed the leaders wanted to see volunteers handing items directly to the homeless individuals and families. Knowing that there needed to be a safe and secure time, place and method for these activities, we became familiar with the local organization that have already built the distribution infrastructure, and also have tremendous needs. The foundation leadership contacted some targeted organizations, speaking to organization leaders by telephone and in person. It became clear that the organizations have decreasing funds flowing their way and in-kind donations such as gloves and socks are needed but the flow is unpredictable. For example an organization may have too many coats but very few gloves or socks. We like the structure of the organizations we selected in the early days because distribution is controlled and orderly. The homeless are identified and become exposed to other meaningful benefits beyond just gloves and socks.

The initial agencies benefiting from donations of gloves, socks, hats, scarves and such are the following:

**Crisis Assistance Ministry**

500-A Spratt Street

Charlotte, NC 28206

Phone: 704.371.3001

Contact: Pete Heuberger, Program and Operations Manager

E-mail [pheuberger@crisisassistance.org](mailto:pheuberger@crisisassistance.org)

Website [www.crisisassitance.org](http://www.crisisassitance.org)

Serving as much as 30,000 homeless families representing nearly 50,000 individuals.

Urban Ministry Center of Charlotte is a targeted agency, however they are managing their clothing donations and distribution through Crisis Assistance Ministry.

**A Child's Place**

P.O.Box 33302

Charlotte, NC 28233

Phone: 704.343.3790

Contact: Aimee Brunton, Partnership Manager

E-mail: [abrunton@achildsplace.org](mailto:abrunton@achildsplace.org)

Webiste: [www.achildsplace.org](http://www.achildsplace.org)

Serving homeless children identified in the Charlotte/Mecklenburg school system. Believed to be 4700 to 6000 active cases

**As One Ministries**

805 W Airline Ave.

Gastonia, NC 28052

Phone: 704.862.6079

Contact: Angela Dreher, Executive Director

E-mail: [adreher@aomofgastonia.org](mailto:adreher@aomofgastonia.org)

Website: [www.aomofgastonia.org](http://www.aomofgastonia.org)

AOM has helped over 3,000 homeless individuals since 2003 in Gaston County. Works with Cleveland and Lincoln counties as well.

The selection process for identifying appropriate agencies to receive items from HandsNFeet Foundation is tightly managed, because we want to see organization that have a definite structure in place with a firm standing in the community. Physical visits to the facilities and connecting with program management is important to the HandsNFeet leadership to assure that our donated items and purchased items reach the intended neighbors in need.

Grants will become a part of what we do in future years. It makes sense that while our effort to physically collect socks and gloves creates important volunteer experiences for people, that we will see a significant amount of cash contributions. In addition to making purchases for gloves and socks, we see the foundation becoming willing to receive requests for grants in writing, followed by a site visit and meeting with the requesting organization. In the short-term we could see grants going to Crisis Assistance Ministries

#### **Part VIII Section 4a**

HandsNFeet Foundation exists to organize the energy of volunteers to gather and collect items such as gloves, socks, hats, scarves and such for the homeless families in the counties in an around Charlotte, NC or collect cash to be converted into efficient purchases of items such as gloves, socks, hats, scarves and such for the homeless families in the counties in an around Charlotte, NC. The foundation started with non-paid volunteers that worked for Flores & Associates. Instead of participating in another Christmas project, the company leadership decided to begin a foundation that can grow every year and energize more volunteers along the way. In the earliest days, word-of mouth with family, friends and business associates leads to donations of cash and in-kind donations such as gloves and socks. In the greater Charlotte area, there are already agencies capable of efficient distribution of items needed by homeless families. Initially 3 area agencies are targeted to receive gloves, socks, hats and scarves from HandsNFeet foundation. Crisis Assistance Ministry in Charlotte, NC, A Child's Place in Charlotte, NC, NC and As One Ministries in Gastonia, NC. Additionally, Flores & Associates employees have volunteered their time to work in the evening at the Crisis Assistance Ministry FREE Store sorting and folding donated items to be made available through their programs to serve the homeless.

HandsNFeet Foundation plans to conduct fund-raising and donation collection activities such as donation drives in area schools, churches, businesses and organizations where collection barrels are placed to gather in-kind donations. Many times people will want to donate money in the form of a cash/check donation or via an on-line payment portal on the foundation website. HandsNFeet will use the funds to make efficient purchases of gloves, socks and items for the homeless to be delivered to the distribution agencies mentioned earlier. The plan is to take on more distribution agencies in the greater Charlotte area to reach more and more homeless neighbors.

A past event included a kick-off brunch where donated food items were provided to guests that came to learn about the foundation. Donated items and cash were collected through the event. An upcoming event involves a local jazzercise instructor donating her time and a space to conduct a fund-raising jazzercise class with the revenue generated going to HandsNFeet Foundation. Those funds will be used to purchase gloves and socks for the homeless.

Flores & Associates is blessed to have some clients willing to get involved in the HandsNFeet Foundation. Thorlo is a maker of high quality socks. They have donated 1200 pairs of irregular socks to help kick off the foundation and pledges 300 pairs per month moving forward. Those first 1200 pairs of socks were immediately delivered from Thorlo to Crisis Assistance Ministry and A Child's Place for distribution to the homeless. Although we started the foundation as we were thinking about the coldest months of the year as being our prime distribution months, we have come to learn that the need for socks is a year-round need in the homeless community. Therefore our sock distribution efforts will continue year round. We plan network with area businesses and corporate clients to request their monetary contributions via calls and contacts from the foundation leadership and board of directors. We hope to see area companies supporting a non-profit organization that has no paid employees with only volunteers working to put a significant amount of resources to work for the homeless. Corporate sponsorships will be solicited by HandsNFeet leaders and volunteers directly.

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Due to the anticipation of cash donations and sensing a growing need, we do see opportunities to donate actual cash to Crisis Assistance Ministry to help with their emergency activities to



prevent homelessness by helping to keep utilities activated and rent current for their "at risk of becoming homeless" cases.

### **Part VIII Section 13**

The selection process for identifying appropriate agencies to receive items from HandsNFeet Foundation is tightly managed, because we want to see organization that have a definite structure in place with a firm standing in the community. Physical visits to the facilities and connecting with program management is important to the HandsNFeet leadership to assure that our donated items and purchased items reach the intended neighbors in need.

Grants will become a part of what we do in future years. It makes sense that while our effort to physically collect socks and gloves creates important volunteer experiences for people, that we will see a significant amount of cash contributions. In addition to making purchases for gloves and socks, we see the foundation becoming willing to receive requests for grants in writing, followed by a site visit and meeting with the requesting organization. In the short-term we could see grants going to Crisis Assistance Ministries

We plan to monitor the companies we partner with through on site visits, staying in communication with the directors of the organizations, and through reviews of their 990 filings. We have no written contracts with the organizations we partner with nor money earmarked for specific organizations. We intend to use organizations to help in the distribution of items to fulfill our mission. We also will be given receipts for goods or money donated to any charitable organization and will maintain the records both in hard copy and in scanned form.

### **Part IX**

Line 12 – Unusual Grants:

- We received several start up grants for the foundation which we do not expect to receive in future years
  - o \$2,500 from Jeff Howard for initial purchases
  - o \$1,000 from Joe McCullough for initial purchase
  - o \$2,344.90 from Flores & Associates for Legal Fees
  - o \$780 Fair Market Value of Socks donated by Thorlo

Line 14 – Fundraising expenses

- We under incurred expenses for initial fundraising campaigns to help kick off our foundation. We plan to do an annual fundraiser with similar expenses
  - o \$296.12 for food, fliers, sign and barrels for collection. All labor was done by volunteers

Line 15 – Contributions paid out

- We distributed out a number of items to the organization we selected for distribution of the gloves and socks

- Crisis Assistance - \$1035.55 of gloves and socks
- A Child's Place – \$503.25 of gloves and socks
- As One Ministries - \$145.50 of gloves and socks
- We intend to use cash donations to purchase gloves and socks at a reduced rate to help further benefit our goal and expect to increase our distributions in year 2012. After 2012 we intend to distribute out all collected contribution less legal and fundraising expenses in the future years

**Line 23 – Other expenses**

- In 2011 we spent \$252.80 on signage and web marketing material.
- In 2011 we purchased \$232.47 of gloves from Eros Hoisery for distribution.
- For Tax year 2 from 1/1/2012 to 12/31/2012 we expect to incur a filling fee of \$850 for form 1023

**Part X Section 7 – Unusual Grants**

We received several start up grants for the foundation which we do not expect to receive in future years

- 11/17/2011 a \$2,500 from Jeff Howard for initial purchases and help for the start up of the foundation.
- 12/22/2011 a \$1,000 from Joe McCullough for initial purchase and help for the start up of the foundation.
- 12/26/2011 a \$2,344.90 from Flores & Associates for Legal Fees
- 12/14/2011 a contribution of irregular socks donated by Thorlo with an estimated Fair Market Value of \$780

**Schedule D**

**Section 1 part 1–**

Name	Address	EIN
Crisis Assistance Ministry	500-A Spratt Street Charlotte, NC 28206	56-1416719
A Child's Place	P.O.Box 33302 Charlotte, NC 28233	58-1911741
As One Ministries	805 W Airline Ave. Gastonia, NC 28052	56-2180931

**Section 1 part 2 & 3 –**

See the attached Statements of Revenues and Expenses and Form 990 for the above organizations.

#### **Section 2 Part 4c**

HandsNFeet Foundation exists to organize the energy of volunteers to gather and collect items such as gloves, socks, hats, scarves and such for the homeless families in the counties in an around Charlotte, NC or collect cash to be converted into efficient purchases of items such as gloves, socks, hats, scarves and such for the homeless families in the counties in an around Charlotte, NC. The foundation started with non-paid volunteers that worked for Flores & Associates. Instead of participating in another Christmas project, the company leadership decided to begin a foundation that can grow every year and energize more volunteers along the way. In the earliest days, word-of mouth with family, friends and business associates leads to donations of cash and in-kind donations such as gloves and socks. In the greater Charlotte area, there are already agencies capable of efficient distribution of items needed by homeless families. Initially 3 area agencies are targeted to receive gloves, socks, hats and scarves from HandsNFeet foundation. Crisis Assistance Ministry in Charlotte, NC, A Child's Place in Charlotte, NC, NC and As One Ministries in Gastonia, NC. Additionally, Flores & Associates employees have volunteered their time to work in the evening at the Crisis Assistance Ministry FREE Store sorting and folding donated items to be made available through their programs to serve the homeless.

We plan to stay in constant communication with the organization we have targeted to provide support. We will work with them to help meet the needs of keeping the homeless in Charlotte and the surrounding areas warm. We plan to contact the organizations to make sure that we are provide items of need be it gloves during the winter or socks during the summer.

#### **Section 2 Part 5**

While we do collect items that would otherwise be collected by the above organization, HandsNFeet foundation recognized that through a more targeted approach on specific items typically not donated to the above organization we could help meet our goals and help the target organization better meet their goals as well.

**Application for Recognition of Exemption  
 Under Section 501(c)(3) of the Internal Revenue Code**

Use the instructions to complete this application and for a definition of all bold items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at [www.irs.gov](http://www.irs.gov) for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

**Part I Identification of Applicant**

<b>1</b> Full name of organization (exactly as it appears in your organizing document) <i>HandsNFeet Foundation</i>		<b>2</b> c/o Name (if applicable)	
<b>3</b> Mailing address (Number and street) (see instructions) <i>1218 South Church Street</i>	Room/Suite	<b>4</b> Employer Identification Number (EIN) <i>45-364472</i>	
City or town, state or country, and ZIP + 4 <i>Charlotte NC 28203</i>		<b>5</b> Month the annual accounting period ends (01 - 12) <i>December</i>	
<b>6</b> Primary contact (officer, director, trustee, or authorized representative) a Name: <i>Mario Jose Flores, Jr.</i>		b Phone: <i>704 335 0818</i>	
		c Fax: (optional)	
<b>7</b> Are you represented by an authorized representative, such as an attorney or accountant? If Yes, provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>8</b> Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If Yes, provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>9a</b> Organization's website: <i>www.handsnfeetfoundation.org</i>			
<b>b</b> Organization's email: (optional) <i>info@handsnfeetfoundation.org</i>			
<b>10</b> Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If Yes, explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>11</b> Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY) <i>10/5/2011</i>			
<b>12</b> Were you formed under the laws of a foreign country? If Yes, state the country.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

**Application for Recognition of Exemption  
 Under Section 501(c)(3) of the Internal Revenue Code**

OMB No. 1545-0056

Note: If exempt status is approved, this application will be open for public inspection.

Use the instructions to complete this application and for a definition of all bold items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at [www.irs.gov](http://www.irs.gov) for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

**Part I Identification of Applicant**

1 Full name of organization (exactly as it appears in your organizing document)		2 c/o Name (if applicable)	
Hands n Feet Foundation			
3 Mailing address (Number and street) (see instructions)	Room/Suite	4 Employer Identification Number (EIN)	
1218 South Church Street		45-364472	
City or town, state or country, and ZIP + 4		5 Month the annual accounting period ends (01 - 12)	
Charlotte, NC 28203		December	
6 Primary contact (officer, director, trustee, or authorized representative)		b Phone: 704 335 0818	
a Name: Mario Jose Flores, Jr.		c Fax: (optional)	
7 Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
8 Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
9a Organization's website: <u>www.handsnfeetfoundation.org</u>			
b Organization's email: (optional) <u>info@handsnfeetfoundation.org</u>			
10 Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
11 Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY) <u>10/5/2011</u>			
12 Were you formed under the laws of a foreign country? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the country.			

**Part II Organizational Structure**

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1 Are you a corporation? If "Yes," attach a copy of your articles of incorporation showing certification of filing with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification.  Yes  No
- 2 Are you a limited liability company (LLC)? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application.  Yes  No
- 3 Are you an unincorporated association? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments.  Yes  No
- 4a Are you a trust? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments.  Yes  No
- b Have you been funded? If "No," explain how you are formed without anything of value placed in trust.  Yes  No
- 5 Have you adopted bylaws? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected.  Yes  No

**Part III Required Provisions in Your Organizing Document**

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1 Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): Page 2, 3rd Paragraph
- 2a Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c.
- 2b If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. \_\_\_\_\_
- 2c See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state: NC

**Part IV Narrative Description of Your Activities**

Using an attachment, describe your *past, present, and planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors**

1a List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual compensation, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Clay Peddycord	Executive VP	1466 White Hall Place Gastonia NC 28056	NONE
Renee Pennigton	Secretary	516 Village Park Dr. Belmont NC 28012	NONE
Michael Flores	Treasurer	232 South Tryon St. #1002 Charlotte NC 28202	NONE
Maris Flores, Jr.	President	3809 Mooreland Farms Rd Charlotte NC 28226	NONE

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

**b** List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Joseph McCullough	Board Member	4210 Chevington Rd Charlotte NC 28226	NONE
Jeff Howard	Board Member	9812 Chatham Oaks Trail Charlotte NC 28210	NONE
Joshua Mayor	Board Member	17010 Turtle Point Rd Charlotte NC 28278	NONE

**c** List the names, names of businesses, and mailing addresses of your five highest compensated independent contractors that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

**2a** Are any of your officers, directors, or trustees related to each other through family or business relationships? If "Yes," identify the individuals and explain the relationship.  Yes  No

**b** Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees.  Yes  No

**c** Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship.  Yes  No

**3a** For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.

**b** Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through common control? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement.  Yes  No

**4** In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.

**a** Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy?  Yes  No

**b** Do you or will you approve compensation arrangements in advance of paying compensation?  Yes  No

**c** Do you or will you document in writing the date and terms of approved compensation arrangements?  Yes  No

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- d Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements?  Yes  No
- e Do you or will you approve compensation arrangements based on information about compensation paid by similarly situated taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.  Yes  No
- f Do you or will you record in writing both the information on which you relied to base your decision and its source?  Yes  No
- g If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is reasonable for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.

- 5a Have you adopted a conflict of interest policy consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c.  Yes  No
- b What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?
- c What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?

Note: A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.

- 6a Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.  Yes  No
- b Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.  Yes  No

- 7a Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at arm's length, and explain how you determine or will determine that you pay no more than fair market value. Attach copies of any written contracts or other agreements relating to such purchases.  Yes  No
- b Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales.  Yes  No

- 8a Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f.  Yes  No
- b Describe any written or oral arrangements that you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine you pay no more than fair market value or you are paid at least fair market value.
- f Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.

- 9a Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f.  Yes  No



**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- b Describe any written or oral arrangements you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

**Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You**

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past, present, and planned* activities. (See instructions.)

- 1a In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals.  Yes  No
- b In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations.  Yes  No
- 2 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program.  Yes  No
- 3 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds.  Yes  No

**Part VII Your History**

The following "Yes" or "No" questions relate to your history. (See instructions.)

- 1 Are you a successor to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G.  Yes  No
- 2 Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E.  Yes  No

**Part VIII Your Specific Activities**

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past, present, and planned* activities. (See instructions.)

- 1 Do you support or oppose candidates in political campaigns in any way? If "Yes," explain.  Yes  No
- 2a Do you attempt to influence legislation? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a.  Yes  No
- b Have you made or are you making an election to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities.  Yes  No
- 3a Do you or will you operate bingo or gaming activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data.  Yes  No
- b Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements.  Yes  No
- c List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

**Part VIII Your Specific Activities (Continued)**

4a Do you or will you undertake fundraising? If Yes, check all the fundraising programs you do or will conduct. (See instructions.)  Yes  No

- mail solicitations
- email solicitations
- personal solicitations
- vehicle, boat, plane, or similar donations
- foundation grant solicitations
- phone solicitations
- accept donations on your website
- receive donations from another organization's website
- government grant solicitations
- Other

Attach a description of each fundraising program.

b Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If Yes, describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements.  Yes  No

c Do you or will you engage in fundraising activities for other organizations? If Yes, describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements.  Yes  No

d List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.

e Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer Yes if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If Yes, describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors.  Yes  No

5 Are you affiliated with a governmental unit? If Yes, explain.  Yes  No

6a Do you or will you engage in economic development? If Yes, describe your program.  Yes  No

b Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.

7a Do or will persons other than your employees or volunteers develop your facilities? If Yes, describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees.  Yes  No

b Do or will persons other than your employees or volunteers manage your activities or facilities? If Yes, describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees.  Yes  No

c If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.

8 Do you or will you enter into joint ventures, including partnerships or limited liability companies treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If Yes, describe the activities of these joint ventures in which you participate.  Yes  No

9a Are you applying for exemption as a childcare organization under section 501(k)? If Yes, answer lines 9b through 9d. If No, go to line 10.  Yes  No

b Do you provide child care so that parents or caretakers of children you care for can be gainfully employed (see instructions)? If No, explain how you qualify as a childcare organization described in section 501(k).  Yes  No

c Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If No, explain how you qualify as a childcare organization described in section 501(k).  Yes  No

d Are your services available to the general public? If No, describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k).  Yes  No

10 Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other intellectual property? If Yes, explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed.  Yes  No

**Part VIII Your Specific Activities (Continued)**

- 11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution.  Yes  No
- 
- 12a** Do you or will you operate in a foreign country or countries? If Yes," answer lines 12b through 12d. If No," go to line 13a.  Yes  No
- b** Name the foreign countries and regions within the countries in which you operate.
- c** Describe your operations in each country and region in which you operate.
- d** Describe how your operations in each country and region further your exempt purposes.
- 
- 13a** Do you or will you make grants, loans, or other distributions to organization(s)? If Yes," answer lines 13b through 13g. If No," go to line 14a.  Yes  No
- b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c** Do you have written contracts with each of these organizations? If Yes," attach a copy of each contract.  Yes  No
- d** Identify each recipient organization and any relationship between you and the recipient organization.
- e** Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f** Describe your selection process, including whether you do any of the following:
- (i)** Do you require an application form? If Yes," attach a copy of the form.  Yes  No
- (ii)** Do you require a grant proposal? If Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused.  Yes  No
- g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
- 
- 14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If Yes," answer lines 14b through 14f. If No," go to line 15.  Yes  No
- b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If Yes," list all earmarked organizations or countries.  Yes  No
- d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If Yes," describe how you relay this information to contributors.  Yes  No
- e** Do you or will you make pre-grant inquiries about the recipient organization? If Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information.  Yes  No
- f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately.  Yes  No

**Part VIII Your Specific Activities (Continued)**

- 15 Do you have a close connection with any organizations? If Yes, explain.  Yes  No
- 16 Are you applying for exemption as a cooperative hospital service organization under section 501(e)? If Yes, explain.  Yes  No
- 17 Are you applying for exemption as a cooperative service organization of operating educational organizations under section 501(f)? If Yes, explain.  Yes  No
- 18 Are you applying for exemption as a charitable risk pool under section 501(n)? If Yes, explain.  Yes  No
- 19 Do you or will you operate a school? If Yes, complete Schedule B. Answer Yes, whether you operate a school as your main function or as a secondary activity.  Yes  No
- 20 Is your main function to provide hospital or medical care? If Yes, complete Schedule C.  Yes  No
- 21 Do you or will you provide low-income housing or housing for the elderly or handicapped? If Yes, complete Schedule F.  Yes  No
- 22 Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If Yes, complete Schedule H.  Yes  No

**Note:** Private foundations may use Schedule H to request advance approval of individual grant procedures.

**Part IX Financial Data**

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

**A. Statement of Revenues and Expenses**

Type of revenue or expense	Current tax year	3 prior tax years or 2 succeeding tax years			(e) Provide Total for (a) through (d)
	(a) From <u>10/15/11</u> To <u>12/31/11</u>	(b) From <u>1/1/12</u> To <u>12/31/12</u>	(c) From <u>1/1/13</u> To <u>12/31/13</u>	(d) From <u>1/1/14</u> To <u>12/31/14</u>	
<b>Revenues</b>					
1 Gifts, grants, and contributions received (do not include unusual grants)	8833.95	10159.04	11682.90	13435.33	32428.32
2 Membership fees received	0	0	0	0	0
3 Gross investment income	0	0	0	0	0
4 Net unrelated business income	0	0	0	0	0
5 Taxes levied for your benefit	0	0	0	0	0
6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)	0	0	0	0	0
7 Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)	0	0	0	0	0
8 Total of lines 1 through 7	8833.95	10159.04	11682.90	13435.33	32428.32
9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)	0	0	0	0	0
10 Total of lines 8 and 9	8833.95	10159.04	11682.90	13435.33	32428.32
11 Net gain or loss on sale of capital assets (attach schedule and see instructions)	0	0	0	0	0
12 Unusual grants	6224.90	0	0	0	6224.90
13 Total Revenue Add lines 10 through 12	15058.85	10159.04	11682.90	13435.33	38653.22
<b>Expenses</b>					
14 Fundraising expenses	296.12	500	500	500	1796.12
15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)	1696.30	12696.04	10682.90	12435.33	37500.57
16 Disbursements to or for the benefit of members (attach an itemized list)	0	0	0	0	0
17 Compensation of officers, directors, and trustees	0	0	0	0	0
18 Other salaries and wages	0	0	0	0	0
19 Interest expense	0	0	0	0	0
20 Occupancy (rent, utilities, etc.)	0	0	0	0	0
21 Depreciation and depletion	0	0	0	0	0
22 Professional fees	2344.90	750.00	500.00	500.00	4094.90
23 Any expense not otherwise classified, such as program services (attach itemized list)	495.27	850.00	0	0	1335.27
24 Total Expenses Add lines 14 through 23	4822.59	14,786.04	11682.90	13435.33	44726.86

**Part IX Financial Data (Continued)**

**B. Balance Sheet (for your most recently completed tax year)**

		Year End:
		(Whole dollars)
<b>Assets</b>		
1	Cash . . . . .	9627.86
2	Accounts receivable, net . . . . .	0
3	Inventories . . . . .	553.15
4	Bonds and notes receivable (attach an itemized list) . . . . .	0
5	Corporate stocks (attach an itemized list) . . . . .	0
6	Loans receivable (attach an itemized list) . . . . .	0
7	Other investments (attach an itemized list) . . . . .	0
8	Depreciable and depletable assets (attach an itemized list) . . . . .	0
9	Land . . . . .	0
10	Other assets (attach an itemized list) . . . . .	0
11	<b>Total Assets (add lines 1 through 10)</b> . . . . .	10181.01
<b>Liabilities</b>		
12	Accounts payable . . . . .	0
13	Contributions, gifts, grants, etc. payable . . . . .	0
14	Mortgages and notes payable (attach an itemized list) . . . . .	0
15	Other liabilities (attach an itemized list) . . . . .	0
16	<b>Total Liabilities (add lines 12 through 15)</b> . . . . .	0
<b>Fund Balances or Net Assets</b>		
17	<b>Total fund balances or net assets</b> . . . . .	10181.01
18	<b>Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)</b> . . . . .	10181.01
19	Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

**Part X Public Charity Status**

Part X is designed to classify you as an organization that is either a **private foundation** or a **public charity**. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a **private operating foundation**. (See instructions.)

- 1a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed.  Yes  No  
If you are unsure, see the instructions.
- b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2.
- 2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI.  Yes  No
- 3 Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4.  Yes  No
- 4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation?  Yes  No
- 5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.  
The organization is not a private foundation because it is:
  - a 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A.
  - b 509(a)(1) and 170(b)(1)(A)(ii)—a school. Complete and attach Schedule B.
  - c 509(a)(1) and 170(b)(1)(A)(iii)—a hospital, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C.
  - d 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D.

**Part X Public Charity Status (Continued)**

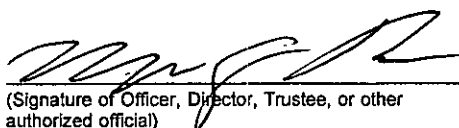
- e 509(a)(4)—an organization organized and operated exclusively for testing for public safety.
- f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.
- g 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.
- h 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross investment income and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).
- i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status.

6 If you checked box g, h, or i in question 5 above, you must request either an advance or a definitive ruling by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

- a **Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at [www.irs.gov](http://www.irs.gov) or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling.

**Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code**

For Organization

  
(Signature of Officer, Director, Trustee, or other authorized official)

Michael Flores  
(Type or print name of signer)

11/16/12  
(Date)

Treasurer  
(Type or print title or authority of signer)

For IRS Use Only

IRS Director, Exempt Organizations

(Date)

b **Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii).

- (i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. \_\_\_\_\_
- (b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box.
- (ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each disqualified person. If the answer is "None," check this box.
- (b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box.

7 Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual.  Yes  No


**Part XI** User Fee Information

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$750. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$300. See instructions for Part XI, for a definition of gross receipts over a 4-year period. Your check or money order must be made payable to the United States Treasury. User fees are subject to change. Check our website at [www.irs.gov](http://www.irs.gov) and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.

- 1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000?  Yes  No  
If "Yes," check the box on line 2 and enclose a user fee payment of \$300 (Subject to change—see above).  
If "No," check the box on line 3 and enclose a user fee payment of \$750 (Subject to change—see above).
- 2 Check the box if you have enclosed the reduced user fee payment of \$300 (Subject to change).
- 3 Check the box if you have enclosed the user fee payment of \$750 (Subject to change).

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here

  
(Signature of Officer, Director, Trustee, or other authorized official)

Michael Flores  
(Type or print name of signer)  
Treasurer  
(Type or print title or authority of signer)

1/16/12  
(Date)

**Reminder:** Send the completed Form 1023 Checklist with your filled-in-application.



**Schedule D. Section 509(a)(3) Supporting Organizations**

**Section I Identifying Information About the Supported Organization(s)**

1 State the names, addresses, and EINs of the supported organizations. If additional space is needed, attach a separate sheet.

Name	Address	EIN
<u>see attached</u>	-----	-
	-----	-

2 Are all supported organizations listed in line 1 public charities under section 509(a)(1) or (2)? If "Yes," go to Section II. If "No," go to line 3.  Yes  No

3 Do the supported organizations have tax-exempt status under section 501(c)(4), 501(c)(5), or 501(c)(6)?  Yes  No

If "Yes," for each 501(c)(4), (5), or (6) organization supported, provide the following financial information:

- Part IX-A. Statement of Revenues and Expenses, lines 1-13 and
- Part X, lines 6b(ii)(a), 6b(ii)(b), and 7.

If "No," attach a statement describing how each organization you support is a public charity under section 509(a)(1) or (2).

**Section II Relationship with Supported Organization(s)—Three Tests**

To be classified as a supporting organization, an organization must meet one of three relationship tests:

- Test 1: "Operated, supervised, or controlled by" one or more publicly supported organizations, or
- Test 2: "Supervised or controlled in connection with" one or more publicly supported organizations, or
- Test 3: "Operated in connection with" one or more publicly supported organizations.

1 Information to establish the "operated, supervised, or controlled by" relationship (Test 1)  
Is a majority of your governing board or officers elected or appointed by the supported organization(s)? If "Yes," describe the process by which your governing board is appointed and elected; go to Section III. If "No," continue to line 2.  Yes  No

2 Information to establish the "supervised or controlled in connection with" relationship (Test 2)  
Does a majority of your governing board consist of individuals who also serve on the governing board of the supported organization(s)? If "Yes," describe the process by which your governing board is appointed and elected; go to Section III. If "No," go to line 3.  Yes  No

3 Information to establish the "operated in connection with" responsiveness test (Test 3)  
Are you a trust from which the named supported organization(s) can enforce and compel an accounting under state law? If "Yes," explain whether you advised the supported organization(s) in writing of these rights and provide a copy of the written communication documenting this; go to Section II, line 5. If "No," go to line 4a.  Yes  No

4 Information to establish the alternative "operated in connection with" responsiveness test (Test 3)  
a Do the officers, directors, trustees, or members of the supported organization(s) elect or appoint one or more of your officers, directors, or trustees? If "Yes," explain and provide documentation; go to line 4d, below. If "No," go to line 4b.  Yes  No

b Do one or more members of the governing body of the supported organization(s) also serve as your officers, directors, or trustees or hold other important offices with respect to you? If "Yes," explain and provide documentation; go to line 4d, below. If "No," go to line 4c.  Yes  No

c Do your officers, directors, or trustees maintain a close and continuous working relationship with the officers, directors, or trustees of the supported organization(s)? If "Yes," explain and provide documentation.  Yes  No

d Do the supported organization(s) have a significant voice in your investment policies, in the making and timing of grants, and in otherwise directing the use of your income or assets? If "Yes," explain and provide documentation.  Yes  No

e Describe and provide copies of written communications documenting how you made the supported organization(s) aware of your supporting activities.

**Schedule D. Section 509(a)(3) Supporting Organizations (Continued)****Section II Relationship with Supported Organization(s)—Three Tests (Continued)**

- 5** Information to establish the "operated in connection with" integral part test (Test 3)  
Do you conduct activities that would otherwise be carried out by the supported organization(s)? If "Yes," explain and go to Section III. If "No," continue to line 6a.  Yes  No
- 6** Information to establish the alternative "operated in connection with" integral part test (Test 3)  
**a** Do you distribute at least 85% of your annual **net income** to the supported organization(s)? If "Yes," go to line 6b. (See instructions.)  Yes  No  
If "No," state the percentage of your income that you distribute to each supported organization. Also explain how you ensure that the supported organization(s) are attentive to your operations.  
**b** How much do you contribute annually to each supported organization? Attach a schedule.  
**c** What is the total annual revenue of each supported organization? If you need additional space, attach a list.  
**d** Do you or the supported organization(s) **earmark** your funds for support of a particular program or activity? If "Yes," explain.  Yes  No
- 7a** Does your organizing document specify the supported organization(s) by name? If "Yes," state the article and paragraph number and go to Section III. If "No," answer line 7b.  Yes  No  
**b** Attach a statement describing whether there has been an historic and continuing relationship between you and the supported organization(s).

**Section III Organizational Test**

- 1a** If you met relationship Test 1 or Test 2 in Section II, your organizing document must specify the supported organization(s) by name, or by naming a similar purpose or charitable class of beneficiaries. If your organizing document complies with this requirement, answer "Yes." If your organizing document does not comply with this requirement, answer "No," and see the instructions.  Yes  No
- b** If you met relationship Test 3 in Section II, your organizing document must generally specify the supported organization(s) by name. If your organizing document complies with this requirement, answer "Yes," and go to Section IV. If your organizing document does not comply with this requirement, answer "No," and see the instructions.  Yes  No

**Section IV Disqualified Person Test**

You do not qualify as a supporting organization if you are **controlled** directly or indirectly by one or more **disqualified persons** (as defined in section 4946) other than **foundation managers** or one or more organizations that you support. Foundation managers who are also disqualified persons for another reason are disqualified persons with respect to you.

- 1a** Do any persons who are disqualified persons with respect to you, (except individuals who are disqualified persons only because they are foundation managers), appoint any of your foundation managers? If "Yes," (1) describe the process by which disqualified persons appoint any of your foundation managers, (2) provide the names of these disqualified persons and the foundation managers they appoint, and (3) explain how control is vested over your operations (including assets and activities) by persons other than disqualified persons.  Yes  No
- b** Do any persons who have a family or business relationship with any disqualified persons with respect to you, (except individuals who are disqualified persons only because they are foundation managers), appoint any of your foundation managers? If "Yes," (1) describe the process by which individuals with a family or business relationship with disqualified persons appoint any of your foundation managers, (2) provide the names of these disqualified persons, the individuals with a family or business relationship with disqualified persons, and the foundation managers appointed, and (3) explain how control is vested over your operations (including assets and activities) in individuals other than disqualified persons.  Yes  No
- c** Do any persons who are disqualified persons, (except individuals who are disqualified persons only because they are foundation managers), have any influence regarding your operations, including your assets or activities? If "Yes," (1) provide the names of these disqualified persons, (2) explain how influence is exerted over your operations (including assets and activities), and (3) explain how control is vested over your operations (including assets and activities) by individuals other than disqualified persons.  Yes  No



# NORTH CAROLINA

## Department of the Secretary of State

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To all whom these presents shall come, Greetings:

I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

### ARTICLES OF INCORPORATION

OF

### HANDSNFEET FOUNDATION

the original of which was filed in this office on the 5th day of October, 2011.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 5th day of October, 2011.

*Elaine F. Marshall*

Secretary of State

SOSID: 1224449  
 Date Filed: 10/5/2011 3:01:00 PM  
 Elaine F. Marshall  
 North Carolina Secretary of State  
 C201127700300

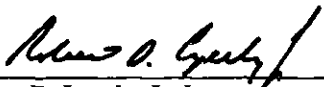
State of North Carolina  
 Department of the Secretary of State

ARTICLES OF INCORPORATION  
 NONPROFIT CORPORATION

Pursuant to §55A-2-02 of the General Statutes of North Carolina, the undersigned corporation does hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

1. The name of the Corporation is: HandsnFeet Foundation
2.  (Check only if applicable.) The Corporation is a charitable or religious corporation as defined in NCGS §55A-1-40(4).
3. The street address and county of the initial registered office of the Corporation is:  
 Number and Street: 1218 South Church Street  
 City, State, Zip Code: Charlotte, NC 28203 County: Mecklenburg
4. The mailing address *if different from the street address* of the initial registered office is:
5. The name of the initial registered agent is: Mario J. Flores, Jr.
6. The name and address of each incorporator is as follows: Robert D. Lyerly, Jr., Nexsen Pruet, PLLC, 227 West Trade Street, Suite 1550, Charlotte, NC 28202.
7. Check either a or b below:
  - a.  The corporation will have members.
  - b.  The corporation will not have members.
8. Attached are provisions regarding the distribution of the Corporation's assets upon its dissolution.
9. Any other provisions which the corporation elects to include are attached.
10. The street address and county of the principal office of the Corporation is:  
 Number and Street: 1218 Church Street  
 City, State, Zip Code: Charlotte, NC 28203 County: Mecklenburg
11. These articles will be effective upon filing, unless a later time and/or date is specified:

IN WITNESS WHEREOF, I have hereunto set my hand this 30<sup>th</sup> day of September, 2011.

 (SEAL)  
 Robert D. Lyerly, Jr. Incorporator

## **Attachment to Articles of Incorporation**

### **Purpose of the Corporation**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **Prohibited Activities**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **Distributions Upon Dissolution**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.