

# Return of Organization Exempt From Income Tax

**2003**

Department of the Treasury  
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Open to Public Inspection

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

**A For the 2003 calendar year, or tax year beginning** JUL 1, 2003 **and ending** JUN 30, 2004

<b>B</b> Check if applicable: <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type See Specific instructions	<b>C Name of organization</b> <b>AMERICAN FRIENDS OF THE LOUVRE, INC.</b>	<b>D Employer identification number</b> <b>52-2376786</b>	
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite <b>60 FIFTH AVENUE</b>	<b>E Telephone number</b> <b>212-620-2240</b>	<b>F Accounting method</b> <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) ▶	
	City or town, state or country, and ZIP + 4 <b>NEW YORK, NY 10011</b>		<b>H and I are not applicable to section 527 organizations.</b>	

**G Website:** ▶ N/A

**J Organization type** (check only one) ▶  501(c) ( 3 ) ◀ (insert no )  4947(a)(1) or  527

**K Check here**  if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS; but if the organization received a Form 990 Package in the mail, it should file a return without financial data. **Some states require a complete return.**

**H(a)** Is this a group return for affiliates?  Yes  No

**H(b)** If "Yes," enter number of affiliates ▶

**H(c)** Are all affiliates included? **N/A**  Yes  No (If "No," attach a list.)

**H(d)** Is this a separate return filed by an organization covered by a group ruling?  Yes  No

**I Group Exemption Number** ▶

**L Gross receipts:** Add lines 6b, 8b, 9b, and 10b to line 12 ▶ **837,484.**

**M Check**  if the organization is **not** required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances**

<b>1</b>	Contributions, gifts, grants, and similar amounts received:				
<b>a</b>	Direct public support	<b>1a</b>	<b>777,616.</b>		
<b>b</b>	Indirect public support	<b>1b</b>			
<b>c</b>	Government contributions (grants)	<b>1c</b>			
<b>d</b>	<b>Total</b> (add lines 1a through 1c) (cash \$ <b>777,616.</b> noncash \$ _____ )	<b>1d</b>		<b>777,616.</b>	
<b>2</b>	Program service revenue including government fees and contracts (from Part VII, line 93)	<b>2</b>			
<b>3</b>	Membership dues and assessments	<b>3</b>		<b>57,500.</b>	
<b>4</b>	Interest on savings and temporary cash investments	<b>4</b>		<b>2,368.</b>	
<b>5</b>	Dividends and interest from securities	<b>5</b>			
<b>6 a</b>	Gross rents	<b>6a</b>			
<b>b</b>	Less: rental expenses	<b>6b</b>			
<b>c</b>	Net rental income or (loss) (subtract line 6b from line 6a)	<b>6c</b>			
<b>7</b>	Other investment income (describe ▶ _____ )	<b>7</b>			
<b>8 a</b>	Gross amount from sales of assets other than inventory	(A) Securities		(B) Other	
<b>b</b>	Less: cost or other basis and sales expenses	<b>8a</b>			
<b>c</b>	Gain or (loss) (attach schedule)	<b>8b</b>			
<b>d</b>	Net gain or (loss) (combine line 8c, columns (A) and (B))	<b>8c</b>			
<b>8d</b>					
<b>9</b>	Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>				
<b>9a</b>	Gross revenue (not including \$ _____ of contributions reported on line 1a)	<b>9a</b>			
<b>9b</b>	Less: direct expenses other than fundraising expenses	<b>9b</b>			
<b>9c</b>	Net income or (loss) from special events (subtract line 9b from line 9a)				
<b>10 a</b>	Gross sales of inventory, less returns and allowances	<b>10a</b>			
<b>10b</b>	Less: cost of goods sold	<b>10b</b>			
<b>10c</b>	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)				
<b>11</b>	Other revenue (from Part VII, line 103)	<b>11</b>			
<b>12</b>	<b>Total revenue</b> (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	<b>12</b>		<b>837,484.</b>	
<b>13</b>	Program services (from line 44, column (B))	<b>13</b>		<b>43,586.</b>	
<b>14</b>	Management and general (from line 44, column (C))	<b>14</b>		<b>55,479.</b>	
<b>15</b>	Fundraising (from line 44, column (D))	<b>15</b>		<b>30,577.</b>	
<b>16</b>	Payments to affiliates (attach schedule)	<b>16</b>			
<b>17</b>	<b>Total expenses</b> (add lines 16 and 44, column (A))	<b>17</b>		<b>129,642.</b>	
<b>18</b>	Excess or (deficit) for the year (subtract line 17 from line 12)	<b>18</b>		<b>707,842.</b>	
<b>19</b>	Net assets or fund balances at beginning of year (from line 73, column (A))	<b>19</b>		<b>&lt;132,792.&gt;</b>	
<b>20</b>	Other changes in net assets or fund balances (attach explanation)	<b>20</b>		<b>0.</b>	
<b>21</b>	Net assets or fund balances at end of year (combine lines 18, 19, and 20)	<b>21</b>		<b>575,050.</b>	

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Expenses

Net Assets

**Part II Statement of Functional Expenses**

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others.

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule) cash \$ <u>7,200.</u> noncash \$ _____	22 7,200.	7,200.	STATEMENT 3	
23	Specific assistance to individuals (attach schedule)	23			
24	Benefits paid to or for members (attach schedule)	24			
25	Compensation of officers, directors, etc.	25 50,000.	16,667.	16,667.	16,666.
26	Other salaries and wages	26 8,180.	2,726.	2,727.	2,727.
27	Pension plan contributions	27			
28	Other employee benefits	28 3,479.	1,159.	1,160.	1,160.
29	Payroll taxes	29 4,450.	1,483.	1,483.	1,484.
30	Professional fundraising fees	30			
31	Accounting fees	31 5,000.		5,000.	
32	Legal fees	32 18,441.		18,441.	
33	Supplies	33 970.	323.	324.	323.
34	Telephone	34			
35	Postage and shipping	35 544.	181.	181.	182.
36	Occupancy	36			
37	Equipment rental and maintenance	37			
38	Printing and publications	38 1,354.	1,354.		
39	Travel	39 4,333.	1,445.	1,444.	1,444.
40	Conferences, conventions, and meetings	40			
41	Interest	41			
42	Depreciation, depletion, etc. (attach schedule)	42			
43	Other expenses not covered above (itemize):				
a	_____	43a			
b	_____	43b			
c	_____	43c			
d	_____	43d			
e	<b>SEE STATEMENT 1</b>	43e 25,691.	11,048.	8,052.	6,591.
44	<b>Total functional expenses</b> (add lines 22 through 43). Organizations completing columns (B)-(D), carry these totals to lines 13-15	44 129,642.	43,586.	55,479.	30,577.

Joint Costs. Check  if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services?  Yes  No

If "Yes," enter (i) the aggregate amount of these joint costs \$ \_\_\_\_\_; (ii) the amount allocated to Program services \$ \_\_\_\_\_; (iii) the amount allocated to Management and general \$ \_\_\_\_\_; and (iv) the amount allocated to Fundraising \$ \_\_\_\_\_.

**Part III Statement of Program Service Accomplishments**

What is the organization's primary exempt purpose? **SEE STATEMENT 2**

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

**Program Service Expenses**  
(Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts, but optional for others.)

a	<b>TO SOLICIT FUNDS FOR, MAKE GRANTS TO SUPPORT, AND RAISE PUBLIC AWARENESS IN THE UNITED STATES OF, THE LOUVRE MUSEUM AND ITS EXTENSIVE COLLECTION OF WORKS OF ART.</b> (Grants and allocations \$ 7,200.)	43,586.
b	_____ (Grants and allocations \$ _____)	
c	_____ (Grants and allocations \$ _____)	
d	_____ (Grants and allocations \$ _____)	
e	Other program services (attach schedule) (Grants and allocations \$ _____)	
f	<b>Total of Program Service Expenses</b> (should equal line 44, column (B), Program services)	<b>43,586.</b>

**Part IV Balance Sheets**

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year	(B) End of year
<b>Assets</b>	45 Cash - non-interest-bearing		45
	46 Savings and temporary cash investments	13,295.	46 633,991.
	47 a Accounts receivable	47a	
	b Less: allowance for doubtful accounts	47b	47c
	48 a Pledges receivable	48a 91,250.	
	b Less: allowance for doubtful accounts	48b	48c 91,250.
	49 Grants receivable		49
	50 Receivables from officers, directors, trustees, and key employees		50
	51 a Other notes and loans receivable	51a	
	b Less: allowance for doubtful accounts	51b	51c
	52 Inventories for sale or use		52
	53 Prepaid expenses and deferred charges		53 3,752.
	54 Investments - securities <input type="checkbox"/> Cost <input type="checkbox"/> FMV		54
	55 a Investments - land, buildings, and equipment: basis	55a	
	b Less: accumulated depreciation	55b	55c
56 Investments - other		56	
57 a Land, buildings, and equipment: basis	57a		
b Less: accumulated depreciation	57b	57c	
58 Other assets (describe <input type="checkbox"/> )		58	
59 <b>Total assets</b> (add lines 45 through 58) (must equal line 74)	13,295.	59 728,993.	
<b>Liabilities</b>	60 Accounts payable and accrued expenses		60 7,856.
	61 Grants payable		61
	62 Deferred revenue		62
	63 Loans from officers, directors, trustees, and key employees		63
	64 a Tax-exempt bond liabilities		64a
	b Mortgages and other notes payable	146,087.	64b 146,087.
	65 Other liabilities (describe <input type="checkbox"/> )		65
66 <b>Total liabilities</b> (add lines 60 through 65)	146,087.	66 153,943.	
<b>Net Assets or Fund Balances</b>	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.		
	67 Unrestricted	<132,792.>	67 298,354.
	68 Temporarily restricted		68 276,696.
	69 Permanently restricted		69
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.		
	70 Capital stock, trust principal, or current funds		70
	71 Paid-in or capital surplus, or land, building, and equipment fund		71
	72 Retained earnings, endowment, accumulated income, or other funds		72
	73 <b>Total net assets or fund balances</b> (add lines 67 through 69 or lines 70 through 72; column (A) must equal line 19; column (B) must equal line 21)	<132,792.>	73 575,050.
74 <b>Total liabilities and net assets / fund balances</b> (add lines 66 and 73)	13,295.	74 728,993.	

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return	Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return
<p><b>a</b> Total revenue, gains, and other support per audited financial statements <span style="float: right;">▶ <b>a</b> <u>840,013.</u></span></p> <p><b>b</b> Amounts included on line <b>a</b> but not on line 12, Form 990:</p> <p>(1) Net unrealized gains on investments \$ _____</p> <p>(2) Donated services and use of facilities \$ <u>2,529.</u></p> <p>(3) Recoveries of prior year grants \$ _____</p> <p>(4) Other (specify): \$ _____</p> <p>Add amounts on lines (1) through (4) <span style="float: right;">▶ <b>b</b> <u>2,529.</u></span></p> <p><b>c</b> Line <b>a</b> minus line <b>b</b> <span style="float: right;">▶ <b>c</b> <u>837,484.</u></span></p> <p><b>d</b> Amounts included on line 12, Form 990 but not on line <b>a</b>:</p> <p>(1) Investment expenses not included on line 6b, Form 990 \$ _____</p> <p>(2) Other (specify): \$ _____</p> <p>Add amounts on lines (1) and (2) <span style="float: right;">▶ <b>d</b> <u>0.</u></span></p> <p><b>e</b> Total revenue per line 12, Form 990 (line <b>c</b> plus line <b>d</b>) <span style="float: right;">▶ <b>e</b> <u>837,484.</u></span></p>	<p><b>a</b> Total expenses and losses per audited financial statements <span style="float: right;">▶ <b>a</b> <u>132,171.</u></span></p> <p><b>b</b> Amounts included on line <b>a</b> but not on line 17, Form 990:</p> <p>(1) Donated services and use of facilities \$ <u>2,529.</u></p> <p>(2) Prior year adjustments reported on line 20, Form 990 \$ _____</p> <p>(3) Losses reported on line 20, Form 990 \$ _____</p> <p>(4) Other (specify): \$ _____</p> <p>Add amounts on lines (1) through (4) <span style="float: right;">▶ <b>b</b> <u>2,529.</u></span></p> <p><b>c</b> Line <b>a</b> minus line <b>b</b> <span style="float: right;">▶ <b>c</b> <u>129,642.</u></span></p> <p><b>d</b> Amounts included on line 17, Form 990 but not on line <b>a</b>:</p> <p>(1) Investment expenses not included on line 6b, Form 990 \$ _____</p> <p>(2) Other (specify): \$ _____</p> <p>Add amounts on lines (1) and (2) <span style="float: right;">▶ <b>d</b> <u>0.</u></span></p> <p><b>e</b> Total expenses per line 17, Form 990 (line <b>c</b> plus line <b>d</b>) <span style="float: right;">▶ <b>e</b> <u>129,642.</u></span></p>

Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated.)				
(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation	(E) Expense account and other allowances
SUE DEVINE 60 FIFTH AVENUE NEW YORK, NY 10011	EXECUTIVE DIRECTOR 40	50,000.	1,732.	0.
HENRI LOYRETTE PAVILLON MOLLIEU, 75058 PARIS, FRANCE	PRESIDENT AS NEEDED	0.	0.	0.
ROBERT DE ROTHSCHILD 130 EAST 63RD STREET NEW YORK, NY 10021	VICE PRESIDENT AS NEEDED	0.	0.	0.
PATRICK GERSCHEL 720 FIFTH AVENUE NEW YORK, NY 10019	TREASURER AS NEEDED	0.	0.	0.
VICTORIA B. BJORKLUND 425 LEXINGTON AVENUE NEW YORK, NY 10017	SECRETARY AS NEEDED	0.	0.	0.
CHRISTOPHER FORBES 60 FIFTH AVENUE NEW YORK, NY 10011	CHAIRMAN AND DIRECTOR AS NEEDED	0.	0.	0.
MABEL H. CABOT 1010 MEMORIAL DRIVE CAMBRIDGE, MA 02138	DIRECTOR AS NEEDED	0.	0.	0.
BECCA CASON THRASH 306 LONGWOODS LANE HOUSTON, TX 77024	DIRECTOR AS NEEDED	0.	0.	0.
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75 Did any officer, director, trustee, or key employee receive aggregate compensation of more than \$100,000 from your organization and all related organizations, of which more than \$10,000 was provided by the related organizations? If "Yes," attach schedule.  Yes  No

Part VI Other Information		Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes.	X	
78 a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
b	If "Yes," has it filed a tax return on Form 990-T for this year? <span style="float:right">N/A</span>		
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement		X
80 a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?		X
b	If "Yes," enter the name of the organization <span style="float:right">and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt.</span>		
81 a	Enter direct or indirect political expenditures. See line 81 instructions <span style="float:right">81a 0.</span>		
b	Did the organization file Form 1120-POL for this year?		X
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	X	
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.) <span style="float:right">82b 2,529.</span>		
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	X	
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? <span style="float:right">N/A</span>		
85	<b>501(c)(4), (5), or (6) organizations.</b> a Were substantially all dues nondeductible by members? <span style="float:right">N/A</span>		
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year. <span style="float:right">N/A</span>		
c	Dues, assessments, and similar amounts from members <span style="float:right">85c N/A</span>		
d	Section 162(e) lobbying and political expenditures <span style="float:right">85d N/A</span>		
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices <span style="float:right">85e N/A</span>		
f	Taxable amount of lobbying and political expenditures (line 85d less 85e) <span style="float:right">85f N/A</span>		
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f? <span style="float:right">N/A</span>		
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year? <span style="float:right">N/A</span>		
86	<b>501(c)(7) organizations.</b> Enter: a Initiation fees and capital contributions included on line 12 <span style="float:right">86a N/A</span>		
b	Gross receipts, included on line 12, for public use of club facilities <span style="float:right">86b N/A</span>		
87	<b>501(c)(12) organizations.</b> Enter: a Gross income from members or shareholders <span style="float:right">87a N/A</span>		
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.) <span style="float:right">87b N/A</span>		
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX		X
89 a	<b>501(c)(3) organizations.</b> Enter: Amount of tax imposed on the organization during the year under: section 4911 <span style="float:right">0.</span> ; section 4912 <span style="float:right">0.</span> ; section 4955 <span style="float:right">0.</span>		
b	<b>501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction		X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 <span style="float:right">0.</span>		
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization <span style="float:right">0.</span>		
90 a	List the states with which a copy of this return is filed <span style="float:right">NEW YORK</span>		
b	Number of employees employed in the pay period that includes March 12, 2003 <span style="float:right">90b 1</span>		
91	The books are in care of <span style="float:right">SUE DEVINE, EXECUTIVE DIRECTOR</span> Telephone no. <span style="float:right">(212) 367-2649</span>		
Located at <span style="float:right">60 FIFTH AVENUE, NEW YORK, NY</span> ZIP + 4 <span style="float:right">10011</span>			
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here <span style="float:right">and enter the amount of tax-exempt interest received or accrued during the tax year</span> <span style="float:right">92 N/A</span>		

**Part VII Analysis of Income-Producing Activities** (See page 33 of the instructions.)

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
93 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					57,500.
95 Interest on savings and temporary cash investments			14	2,368.	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E))		0.		2,368.	57,500.
105 Total (add line 104, columns (B), (D), and (E))					59,868.

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.

**Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes** (See page 34 of the instructions.)

Line No. Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).

94 MEMBERSHIP DUES USED TO PROMOTE PUBLIC AWARENESS OF THE LOUVRE MUSEUM AND ITS EXTENSIVE COLLECTION OF WORKS OF ART.

**Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities** (See page 34 of the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

**Part X Information Regarding Transfers Associated with Personal Benefit Contracts** (See page 34 of the instructions.)

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No
- (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

accompanying schedules and statements, and to the best of my knowledge and belief, it is true, information of which preparer has any knowledge

2/14/04 Christopher Forbes, Chairman  
 Date Type or print name and title.

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

**Organization Exempt Under Section 501(c)(3)**

OMB No 1545-0047

(Except Private Foundation) and Section 501(e), 501(f), 501(k),  
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

**2003**

Department of the Treasury  
Internal Revenue Service

**Supplementary Information-(See separate instructions.)**

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

Name of the organization

**AMERICAN FRIENDS OF THE LOUVRE, INC.**

Employer identification number

**52 2376786**

**Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees**

(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
<b>NONE</b> -----				
-----				
-----				
-----				
-----				
Total number of other employees paid over \$50,000 ▶	0			

**Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services**

(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
<b>NONE</b> -----		
-----		
-----		
-----		
-----		
Total number of others receiving over \$50,000 for professional services ▶	0	

**Part III Statements About Activities** (See page 2 of the instructions.)

	Yes	No
<b>1</b> During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ _____ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes," must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.		<b>X</b>
<b>2</b> During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)		
<b>a</b> Sale, exchange, or leasing of property?		<b>X</b>
<b>b</b> Lending of money or other extension of credit?		<b>X</b>
<b>c</b> Furnishing of goods, services, or facilities?		<b>X</b>
<b>d</b> Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? <b>SEE PART V, FORM 990</b>	<b>X</b>	
<b>e</b> Transfer of any part of its income or assets?		<b>X</b>
<b>3 a</b> Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments.)		<b>X</b>
<b>b</b> Do you have a section 403(b) annuity plan for your employees?		<b>X</b>
<b>4</b> Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?		<b>X</b>

**Part IV Reason for Non-Private Foundation Status** (See pages 3 through 6 of the instructions.)

The organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

- 5**  A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6**  A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7**  A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8**  A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9**  A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ► \_\_\_\_\_
- 10**  An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11a**  An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b**  A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12**  An organization that normally receives: **(1) more than 33 1/3%** of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and **(2) no more than 33 1/3%** of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
- 13**  An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: **(1) lines 5 through 12 above; or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). (See section 509(a)(3).)**

Provide the following information about the supported organizations. (See page 5 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14**  An organization organized and operated to test for public safety. Section 509(a)(4). (See page 6 of the instructions.)

**Part IV-A Support Schedule** (Complete only if you checked a box on line 10, 11, or 12.) Use cash method of accounting.  
 Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2002	(b) 2001	(c) 2000	(d) 1999	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	246,000.				246,000.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	8,000.				8,000.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	850.				850.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					
23 Total of lines 15 through 22	254,850.	0.	0.	0.	254,850.
24 Line 23 minus line 17	246,850.				246,850.
25 Enter 1% of line 23	2,549.				
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24					26a 4,937.
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 1999 through 2002 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					26b 226,252.
c Total support for section 509(a)(1) test: Enter line 24, column (e)					26c 246,850.
d Add: Amounts from column (e) for lines: 18 850. 19 _____ 22 _____ 26b 226,252.					26d 227,102.
e Public support (line 26c minus line 26d total)					26e 19,748.
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					26f 8.0000%
27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year: (2002) (2001) (2000) (1999)					N/A
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: (2002) (2001) (2000) (1999)					N/A
c Add: Amounts from column (e) for lines: 15 _____ 16 _____ 17 _____ 20 _____ 21 _____					27c N/A
d Add: Line 27a total _____ and line 27b total _____					27d N/A
e Public support (line 27c total minus line 27d total)					27e N/A
f Total support for section 509(a)(2) test: Enter amount on line 23, column (e)					27f N/A
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					27g N/A %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					27h N/A %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 1999 through 2002, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

**Part V Private School Questionnaire** (See page 7 of the instructions.)

N/A

**(To be completed ONLY by schools that checked the box on line 6 in Part IV)**

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)		
<hr/> <hr/> <hr/>			
32	Does the organization maintain the following:		
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a	
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b	
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c	
d	Copies of all material used by the organization or on its behalf to solicit contributions? If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)	32d	
<hr/> <hr/> <hr/>			
33	Does the organization discriminate by race in any way with respect to:		
a	Students' rights or privileges?	33a	
b	Admissions policies?	33b	
c	Employment of faculty or administrative staff?	33c	
d	Scholarships or other financial assistance?	33d	
e	Educational policies?	33e	
f	Use of facilities?	33f	
g	Athletic programs?	33g	
h	Other extracurricular activities? If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)	33h	
<hr/> <hr/> <hr/>			
34 a	Does the organization receive any financial aid or assistance from a governmental agency?	34a	
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement.	34b	
35	Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation	35	

**Part VI-A Lobbying Expenditures by Electing Public Charities** (See page 9 of the instructions.) N/A  
 (To be completed ONLY by an eligible organization that filed Form 5768)

Check  **a** if the organization belongs to an affiliated group. Check  **b** if you checked "a" and "limited control" provisions apply.

<b>Limits on Lobbying Expenditures</b> (The term "expenditures" means amounts paid or incurred.)	(a) Affiliated group totals	(b) To be completed for ALL electing organizations												
	<b>N/A</b>													
<b>36</b> Total lobbying expenditures to influence public opinion (grassroots lobbying)	<b>36</b>													
<b>37</b> Total lobbying expenditures to influence a legislative body (direct lobbying)	<b>37</b>													
<b>38</b> Total lobbying expenditures (add lines 36 and 37)	<b>38</b>													
<b>39</b> Other exempt purpose expenditures	<b>39</b>													
<b>40</b> Total exempt purpose expenditures (add lines 38 and 39)	<b>40</b>													
<b>41</b> Lobbying nontaxable amount. Enter the amount from the following table -														
<table style="width: 100%; border: none;"> <tr> <td style="width: 50%;"><b>If the amount on line 40 is -</b></td> <td style="width: 50%;"><b>The lobbying nontaxable amount is -</b></td> </tr> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 40</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </table>	<b>If the amount on line 40 is -</b>	<b>The lobbying nontaxable amount is -</b>	Not over \$500,000	20% of the amount on line 40	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000	<b>41</b>	
<b>If the amount on line 40 is -</b>	<b>The lobbying nontaxable amount is -</b>													
Not over \$500,000	20% of the amount on line 40													
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000													
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000													
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000													
Over \$17,000,000	\$1,000,000													
<b>42</b> Grassroots nontaxable amount (enter 25% of line 41)	<b>42</b>													
<b>43</b> Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	<b>43</b>													
<b>44</b> Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	<b>44</b>													

**Caution:** If there is an amount on either line 43 or line 44, you must file Form 4720.

**4-Year Averaging Period Under Section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 45 through 50 on page 11 of the instructions.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				N/A
	(a) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
<b>45</b> Lobbying nontaxable amount					0.
<b>46</b> Lobbying ceiling amount (150% of line 45(e))					0.
<b>47</b> Total lobbying expenditures					0.
<b>48</b> Grassroots nontaxable amount					0.
<b>49</b> Grassroots ceiling amount (150% of line 48(e))					0.
<b>50</b> Grassroots lobbying expenditures					0.

**Part VI-B Lobbying Activity by Nonelecting Public Charities** (For reporting only by organizations that did not complete Part VI-A) (See page 12 of the instructions.) N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
<b>a</b> Volunteers			
<b>b</b> Paid staff or management (Include compensation in expenses reported on lines c through h.)			
<b>c</b> Media advertisements			
<b>d</b> Mailings to members, legislators, or the public			
<b>e</b> Publications, or published or broadcast statements			
<b>f</b> Grants to other organizations for lobbying purposes			
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body			
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
<b>i</b> Total lobbying expenditures (Add lines c through h.)			0.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.



# Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box
- If you are filing for an Additional (not automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Note: Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

## Part I Automatic 3-Month Extension of Time - Only submit original (no copies needed)

Note: Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

Type or print  File by the due date for filing your return. See instructions	Name of Exempt Organization <b>AMERICAN FRIENDS OF THE LOUVRE, INC.</b>	Employer identification number <b>52-2376786</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>60 FIFTH AVENUE</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>NEW YORK, NY 10011</b>	

Check type of return to be filed (file a separate application for each return):

- |  |   |                                    |
|--|---|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL         | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ         | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF         | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box  . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-month, for 990-T corporation) extension of time until **FEBRUARY 15, 2005** to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶  calendar year \_\_\_\_\_ or

▶  tax year beginning **JUL 1, 2003** and ending **JUN 30, 2004**

2 If this tax year is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$ \_\_\_\_\_

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit \$ \_\_\_\_\_

c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions \$ \_\_\_\_\_ **N/A**

### Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Kevin McBurnin Title ▶ CPA Date ▶ 11/11/04

LHA For Paperwork Reduction Act Notice, see instruction Form 8868 (12-2000)

FORM 990 OTHER EXPENSES STATEMENT 1

DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING
COMPUTER	500.	167.	167.	166.
INSURANCE	5,079.		5,079.	
BUSINESS				
ENTERTAINMENT	494.	165.	165.	164.
CULTIVATION	4,099.			4,099.
SPECIAL EVENT				
EXPENSE	8,554.	8,554.		
DEVELOPMENT	359.	120.	119.	120.
DUES & SUBSCRIPTIONS	480.		480.	
STATIONERY &				
PRINTING	5,517.	1,839.	1,839.	1,839.
PAYROLL SERVICE FEES	358.	119.	119.	120.
BANK FEES	251.	84.	84.	83.
<b>TOTAL TO FM 990, LN 43</b>	<b>25,691.</b>	<b>11,048.</b>	<b>8,052.</b>	<b>6,591.</b>

FORM 990 STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE STATEMENT 2  
PART III

EXPLANATION

TO SOLICIT FUNDS FOR, MAKE GRANTS TO SUPPORT AND RAISE PUBLIC AWARENESS IN THE UNITED STATES OF, THE LOUVRE MUSEUM AND ITS EXTENSIVE COLLECTION OF ART.

FORM 990 CASH GRANTS AND ALLOCATIONS STATEMENT 3

CLASSIFICATION	DONEE'S NAME	DONEE'S ADDRESS	DONEE'S RELATIONSHIP	AMOUNT
GRANT	ELIZABETH BURKE	NEW YORK, NEW YORK 10024	NONE	7,200.
<b>TOTAL INCLUDED ON FORM 990, PART II, LINE 22</b>				<b>7,200.</b>

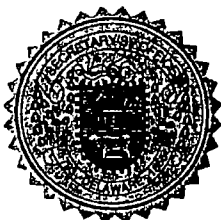
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "AMERICAN FRIENDS OF THE LOUVRE, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF MARCH, A.D. 2004, AT 1:28 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



3567097 8100

040161722

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2967815

DATE: 03-03-04

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION

OF

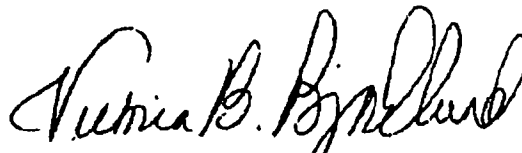
AMERICAN FRIENDS OF THE LOUVRE, INC.

(Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware)

The undersigned, being the Secretary of American Friends of the Louvre, Inc. (the "Corporation"), a non-stock, not-for-profit corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify as follows:

1. The name of the Corporation is American Friends of the Louvre, Inc. This name has never been changed.
2. The original Certificate of Incorporation of the Corporation was filed with the Delaware Secretary of State on September 10, 2002.
3. This Amended and Restated Certificate of Incorporation of the Corporation was duly adopted by the Corporation's Board of Directors in accordance with the applicable provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware. The Corporation has no members so action by the Corporation's Board of Directors is sufficient.
4. This Amended and Restated Certificate of Incorporation restates, integrates and amends the provisions of the Certificate of Incorporation of the Corporation.
5. The text of the Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety to read as set forth in Attachment A hereto.

IN WITNESS WHEREOF, the undersigned has subscribed this document on the date set forth below and does hereby affirm, under penalties of perjury, that the statements contained herein have been examined by her and are true and correct to the best of her knowledge.



---

By: Victoria B. Bjorklund  
Title: Secretary

Dated: March 2, 2004

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
AMERICAN FRIENDS OF THE LOUVRE, INC.**

**ARTICLE I**

**NAME**

The name of the corporation is **AMERICAN FRIENDS OF THE LOUVRE, INC.** (the "Corporation").

**ARTICLE II**

**REGISTERED OFFICE AND AGENT**

The address, including street, number, city and county, of the registered office of the Corporation in the State of Delaware is National Registered Agents, Inc., 9 East Loockerman Street, Suite 1B, in the City of Dover, County of Kent, 19901. The name of the registered agent of the Corporation in the State of Delaware at that address is National Registered Agents, Inc.

**ARTICLE III**

**PURPOSE**

The purposes for which the Corporation is formed are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall include but shall not be limited to:

- (a) conducting activities that support or benefit the Musée du Louvre, a French organization that meets the requirements of an organization described in Code section 501(c)(3), including
  - (i) making grants to support programs, projects and activities of the Musée du Louvre, including programs, projects and activities to conserve and enhance display of the Musée du Louvre's extensive collection of works of art;

(ii) making grants to support other cultural and artistic programs, projects and activities sponsored, initiated or approved by the Musée du Louvre;

(iii) participating in and/or conducting seminars, meetings and lectures, and disseminating information about the Musée du Louvre and its extensive collection of works of art;

(iv) conducting activities to conserve the Musée du Louvre's extensive collection of works of art;

(b) fostering a public appreciation and understanding of art in general and raising public awareness about the Musée du Louvre and its extensive collection of works of art in particular;

(c) cooperating with other charitable organizations whether local, national, or international, for any of the foregoing purposes; and

(d) conducting any other activities that may be necessary, useful, or desirable for the furtherance or accomplishment of the foregoing purposes, provided that those activities would not endanger the Corporation's not-for-profit or tax-exempt status.

#### **ARTICLE IV**

##### **POWERS**

The Corporation shall have the authority to exercise all of the powers conferred upon corporations organized not-for-profit and without authority to issue capital stock under the provisions of the General Corporation Law of the State of Delaware together with the power to solicit grants and contributions for any corporate purpose. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code.

#### **ARTICLE V**

##### **DURATION**

The duration of the Corporation is to be perpetual.

#### **ARTICLE VI**

##### **NO CAPITAL STOCK**

The Corporation shall not have authority to issue capital stock.

**ARTICLE VII****INCORPORATOR**

The name and the mailing address of the incorporator is:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Jennifer L. Franklin	c/o Simpson Thacher & Bartlett 425 Lexington Avenue New York, New York 10017-3909

**ARTICLE VIII****NO MEMBERS**

The Corporation shall have no members.

**ARTICLE IX****MANAGEMENT**

Except as otherwise provided by law, or in any By-Laws of the Corporation, the activities and affairs of the Corporation shall be managed and all the powers of the Corporation shall be exercised by the Board of Directors.

**ARTICLE X****DIRECTORS' LIABILITY**

The personal liability of the directors and of any persons performing any of the duties of directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended or supplemented.

**ARTICLE XI****NO PRIVATE INUREMENT**

The Corporation is not formed for pecuniary profit or financial gain, and no part of its assets, income, or profit shall be distributed to, or inure to the benefit of, any private

individual. However, reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes.

## ARTICLE XII

### LOBBYING AND PARTICIPATION IN POLITICAL CAMPAIGNS

No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda or otherwise attempting to influence legislation (except to the extent authorized by Section 501(h) of the Code, during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by that statutory provision). The Corporation shall not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

## ARTICLE XIII

### FEDERAL EXCISE TAXES

If the Corporation is at any time deemed to be a private foundation within the meaning of Section 509 of the Code, then for the period in which the Corporation is so deemed, it shall distribute its income for each taxable year in such manner and at such times as not to be subject to tax under Section 4942 of the Code. In addition, if the Corporation is at any time deemed to be a private foundation within the meaning of Section 509 of the Code, the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or make any taxable expenditures (as defined in Section 4945(d) of the Code).

## ARTICLE XIV

### DISSOLUTION

In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed as determined by the Board of Directors to charitable organizations then described in Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose. Any assets of the Corporation not so disposed of shall be disposed of by the Court of Common Pleas (or a Court of equivalent or comparable 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.

**ARTICLE XV**  
**AMENDMENTS**

From time to time, and in furtherance of the exempt purposes for which the Corporation is being organized, any of the provisions of this Certificate of Incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner and at the time prescribed by those laws.