

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. (See page 22 of the instructions.)

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 \$ _____ non-cash \$ _____)	22			
23	Specific assistance to individuals	23			
24	Benefits paid to or for members	24			
25	Compensation of officers, directors, etc.	25	183,936	183,936	
26	Other salaries and wages	26	5,615,502	4,715,520	132,962
27	Pension plan contributions	27	17,430	7,920	2,056
28	Other employee benefits	28	644,685	575,486	6,959
29	Payroll taxes	29	466,521	357,326	12,904
30	Professional fundraising fees	30			
31	Accounting fees	31			
32	Legal fees	32			
33	Supplies	33	371,044	324,722	9,195
34	Telephone	34	159,958	92,155	2,257
35	Postage and shipping	35	9,900	415	144
36	Occupancy	36	2,038,174	1,883,017	877
37	Equipment rental and maintenance	37	47,617	39,621	118
38	Printing and publications	38	13,486	10,348	1,540
39	Travel	39	39,878	17,391	1,482
40	Conferences, conventions, and meetings	40	26,900	8,334	754
41	Interest	41	25,408	2,073	
42	Depreciation, depletion, etc. (attach schedule)	42	488,177	376,616	3,145
43	Other expenses not covered above (itemize): a	43a			
	b See Statement 3	43b	2,361,991	1,776,597	86,285
	c	43c			
	d	43d			
	e	43e			
44	Total functional expenses (add lines 22 - 43). Organizations completing columns (B)-(D), carry these totals to lines 13-15	44	12,510,607	10,187,541	2,062,388

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 those 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 (See page 25 of the instructions)

What is the organization's primary exempt purpose?

▶ See Statement 4

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) & (4) orgs., & 4947(a)(1) trusts, but optional for others.)

a	See Statement 5				
		(Grants and allocations \$ _____)			10,187,541
b					
		(Grants and allocations \$ _____)			
c					
		(Grants and allocations \$ _____)			
d					
		(Grants and allocations \$ _____)			
e	Other program services (attach schedule)	(Grants and allocations \$ _____)			
f	Total of Program Service Expenses (should equal line 44, column (B), Program services)				10,187,541

Part IV Balance Sheets (See page 25 of the instructions.)

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
45	Cash-non-interest-bearing	243,642	45	543,585
46	Savings and temporary cash investments	301,705	46	215,365
47a	Accounts receivable	448,841		
b	Less: allowance for doubtful accounts	139,983	47c	308,858
48a	Notes receivable	62,962		
b	Less: allowance for doubtful accounts		48c	62,962
49	Grants receivable	123,279	49	223,314
50	Receivables from officers, directors, trustees, and key employees (attach schedule)		50	
51a	Other notes and loans receivable (attach schedule)			
b	Less: allowance for doubtful accounts		51c	
52	Inventories for sale or use	428,304	52	506,288
53	Prepaid expenses and deferred charges	210,022	53	188,800
54	Investments-securities See Statement 6 <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	295,891	54	310,206
55a	Investments-land, buildings, and equipment: basis			
b	Less: accumulated depreciation (attach schedule)		55c	
56	Investments-other (attach schedule)		56	
57a	Land, buildings, and equipment: basis	10,581,080		
b	Less: accumulated depreciation (attach schedule) See Statement 7	3,939,420	57c	6,641,660
58	Other assets (describe See Statement 8)	206,231	58	205,433
59	Total assets (add lines 45 through 58) (must equal line 74)	9,140,674	59	9,206,471
60	Accounts payable and accrued expenses	1,254,025	60	1,051,489
61	Grants payable		61	
62	Deferred revenue	34,530	62	84,480
63	Loans from officers, directors, trustees, and key employees (attach schedule)		63	
64a	Tax-exempt bond liabilities (attach schedule) See Worksheet	3,600,000	64a	3,600,000
b	Mortgages and other notes payable (attach schedule) See Worksheet	1,285,955	64b	941,194
65	Other liabilities (describe See Statement 9)	109,814	65	90,725
66	Total liabilities (add lines 60 through 65)	6,284,324	66	5,767,888
Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74				
67	Unrestricted	2,624,260	67	2,935,535
68	Temporarily restricted	232,090	68	503,048
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	Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72, column (A) must equal line 19, column (B) must equal line 21)	2,856,350	73	3,438,583
74	Total liabilities and net assets / fund balances (add lines 66 and 73)	9,140,674	74	9,206,471

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.

58-1249683

Page 4

Part IV-A

Part IV-B

Reconciliation of Expenses per Audited Financial Statements with Expenses per Return

Part I		Part II	
a	Total revenue, gains, and other support per audited financial statements ▶	a	13,243,561
b	Amounts included on line a but not on line 12, Form 990:		
(1)	Not unrealized gains on Investments \$ 4,791		
(2)	Donated services and use of facilities \$ 150,721		
(3)	Recoveries of prior year grants \$		
(4)	Other (specify):		
	\$		
	Add amounts on lines (1) through (4) ▶	b	155,512
c	Line a minus line b ▶	c	13,088,049
d	Amounts included on line 12, Form 990 but not on line a:		
(1)	Investment expenses not included on line 6b, Form 990 \$		
(2)	Other (specify):		
	\$		
	Add amounts on lines (1) and (2) ▶	d	
e	Total revenue per line 12, Form 990 (line c plus line d) ▶	e	13,088,049
a	Total expenses and losses per audited financial statements ▶	a	12,661,328
b	Amounts included on line a but not on line 17, Form 990:		
(1)	Donated services and use of facilities \$ 150,721		
(2)	Prior year adjustments reported on line 20, Form 990 \$		
(3)	Losses reported on line 20, Form 990 \$		
(4)	Other (specify):		
	\$		
	Add amounts on lines (1) through (4) ▶	b	150,721
c	Line a minus line b ▶	c	12,510,607
d	Amounts included on line 17, Form 990 but not on line a:		
(1)	Investment expenses not included on line 6b, Form 990 \$		
(2)	Other (specify):		
	\$		
	Add amounts on lines (1) and (2) ▶	d	
e	Total expenses per line 17, Form 990 (line c plus line d) ▶	e	12,510,607

Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated, see page 27 of the instructions.)

[illegible]

► ☐ Yes ☒ No

Part VI Other Information (See page 28 of the instructions.)

	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	76	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.	77 X	
78a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	78a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	78b	
79 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79	X
80a 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?	80a X	
b If "Yes," enter the name of the organization Good Vocations, Inc. and check whether it is <input checked="" type="checkbox"/> exempt or <input type="checkbox"/> nonexempt.		
81a Enter direct and indirect political expenditures. See line 81 instructions	81a	
b Did the organization file Form 1120-POL for this year?	81b N/A	
82a 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?	82a 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.) See Stmt	82b 150,721	
83a Did the organization comply with the public inspection requirements for returns and exemption applications?	83a X	
b Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b X	
84a Did the organization solicit any contributions or gifts that were not tax deductible?	84a	X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b N/A	
85 501(c)(4), (5), or (6) organizations. Were substantially all dues nondeductible by members?	85a N/A	
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	85b N/A	
c Dues, assessments, and similar amounts from members	85c	
d Section 162(e) lobbying and political expenditures	85d	
e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	
f Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	
g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g N/A	
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?	85h N/A	
86 501(c)(7) orgs. Enter: a Initiation fees and capital contributions included on line 12	86a	
b Gross receipts, included on line 12, for public use of club facilities	86b	
87 501(c)(12) orgs. Enter: a Gross income from members or shareholders	87a	
b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	87b	
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	88	X
89a 501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under section 4911 0 , section 4912 0 , section 4955 0		
b 501(c)(3) and 501(c)(4) orgs. 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	89b	X
c Enter Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		0
d Enter Amount of tax on line 89c, above, reimbursed by the organization		0
90a List the states with which a copy of this return is filed GA		
b Number of employees employed in the pay period that includes March 12, 2004 (See instructions)	90b 361	
91 The books are in care of Laurie Tharpe Located at 5771 Eisenhower\Macon, GA	Telephone no 478-475-9995 ZIP + 4 31206	
92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here and enter the amount of tax-exempt interest received or accrued during the tax year	92	<input type="checkbox"/>

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 sec. 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue:					
a Program Service Revenue					4,948,436
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	6,721	
96 Dividends and interest from securities			14	9,527	
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			26	7,704	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue, a					
b See Statement 11				63,925	
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		0		87,877	4,948,436
105 Total (add line 104, columns (B), (D), and (E))					5,036,313

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).
93a	Fees from contract services and retail sales revenue were generated from activities that were directly related to client services by providing vocational evaluation work adjustment services and sheltered employment for clients.

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 <input type="checkbox"/>	No <input checked="" type="checkbox"/>
(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>

Note. If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Please Sign Here	Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	Signature of officer James K. Stiff		Date 2/13/06	
Paid Preparer's Use Only	Preparer's signature Georgia G. Shale		Date 1-26-06	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours if self-employed) Howard, Moore & McDuffie, P.C.		Preparer's SSN or PTIN (See Gen. Instr. W) P00083775	
	address, and ZIP + 4 P.O. Box 4547 Macon, GA 31208		EIN 58-1484212 Phone 478-742-5317	

SCHEDULE A
(Form 990 or 990-EZ)**Organization Exempt Under Section 501(c)(3)**(Except Private Foundation) and Section 501(c), 501(f), 501(k),
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545-0047

2004Department 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

**Goodwill Industries
of Middle Georgia, Inc.**

Employer identification number

58-1249683**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 empl ben, plans & deferred comp	(e) Expense account and other allowances
Morodith B. Vasquez 5171 Eisenhower Pkwy/Macon GA 31206 Macon GA 31206	VP Comm 40	108,368	2,568	0
David C. Becker 5171 Eisenhower Pkwy/Macon GA 31206 Macon GA 31206	VP Services 40	87,662	2,132	0
Henry Senn 5171 Eisenhower Pkwy/Macon GA 31206 Macon GA 31206	VP Contract Serv 40	87,184	2,084	0
Alvin Sills 5171 Eisenhower Pkwy/Macon GA 31206 Macon GA 31206	VP Sales 40	76,462	228	0
Kristina M. Taylor 5171 Eisenhower Pkwy/Macon GA 31206 Macon GA 31206	Accounting Director 40	73,620	1,514	0
Total number of other employees paid over \$50,000 ▶	6			

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
NONE		
Total number of others receiving over \$50,000 for professional services ▶		

For Paperwork Reduction Act Notice, see the Instructions for Form 990 and Form 990-EZ.

Schedule A (Form 990 or 990-EZ) 2004

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

Yes No

- 1 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.)

1 X

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.

- 2 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.)

- a Sale, exchange, or leasing of property?
 b Lending of money or other extension of credit?
 c Furnishing of goods, services, or facilities?
 d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?

See Statement 12

See Statement 13

2a X

2b X

2c X

2d X

- e Transfer of any part of its income or assets?

2e X

- 3a 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)

3a X

- b Do you have a section 403(b) annuity plan for your employees?

3b X

- 4a Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?

4a X

- b Do you provide credit counseling, debt management, credit repair, or debt negotiation services?

4b X

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 5 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) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	6,623,139	6,146,436	5,244,198	6,388,783	24,402,556
16 Membership fees received					0
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	6,742,605	7,443,076	10,028,925	6,951,826	31,166,432
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	13,952	16,877	21,540	74,542	126,911
19 Net income from unrelated business activities not included in line 18					0
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					0
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					0
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets Stmt 14	136,597	188,232	117,164	126,752	568,745
23 Total of lines 15 through 22	13,516,293	13,794,621	15,411,827	13,541,903	56,264,644
24 Line 23 minus line 17	6,773,688	6,351,545	5,382,902	6,590,077	25,098,212
25 Enter 1% of line 23	135,163	137,946	154,118	135,419	
26 Organizations described on lines 10 or 11:					
a Enter 2% of amount in column (e), line 24					26a 501,964
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 2000 through 2003 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					26b
c Total support for section 508(a)(1) test: Enter line 24, column (e)					26c 25,098,212
d Add: Amounts from column (a) for lines: 18 126,911 19 _____					26d 695,656
22 568,745 26b _____					26e 24,402,556
e Public support (line 26c minus line 26d total)					26f 97.2283%
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					
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					N/A
(2003) (2002) (2001) (2000)					
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					N/A
(2003) (2002) (2001) (2000)					
c Add: Amounts from column (e) for lines 15 _____ 16 _____					27c
17 _____ 20 _____ 21 _____					27d
d Add: Line 27a total _____ and line 27b total _____					27e
e Public support (line 27c total minus line 27d total)					27f
f Total support for section 509(a)(2) test: Enter amount from line 23, column (e)					27g %
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					27h %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					
28 Unusual Grants For an organization described in line 10, 11, or 12 that received any unusual grants during 2000 through 2003, 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)
(To be completed ONLY by schools that checked the box on line 6 in Part IV)

	N/A	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?	29		
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?	30		
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.)	31		
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?	32d		
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)			
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?	33h		
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)			
34a 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.)(To be completed **ONLY** by an eligible organization that filed Form 5768) **N/A**Check ☐ **a** if the organization belongs to an affiliated group Check ☐ **b** if you checked "a" and "limited control" provisions apply**Limits on Lobbying Expenditures**

(The term "expenditures" means amounts paid or incurred.)

	(a) Affiliated group totals	(b) To be completed for ALL electing organizations
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38 Total lobbying expenditures (add lines 36 and 37)	38	
39 Other exempt purpose expenditures	39	
40 Total exempt purpose expenditures (add lines 38 and 39)	40	
41 Lobbying nontaxable amount. Enter the amount from the following table-		
If the amount on line 40 is-		
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	
42 Grassroots nontaxable amount (enter 25% of line 41)	42	
43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43	
44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44	

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				
	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots nontaxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

Part VI-B**Lobbying Activity by Nonelecting Public Charities**(For reporting only by organizations that did not complete Part VI-A) (See page 11 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

- a Volunteers
- b Paid staff or management (Include compensation in expenses reported on lines c through h.)
- c Media advertisements
- d Mailings to members, legislators, or the public
- e Publications, or published or broadcast statements
- f Grants to other organizations for lobbying purposes
- g Direct contact with legislators, their staffs, government officials, or a legislative body
- h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means
- i Total lobbying expenditures (Add lines c through h.)

Yes	No	Amount

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

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See page 11 of the instructions.)

- 51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527 relating to political organizations?

- a Transfers from the reporting organization to a noncharitable exempt organization of**

(1) Cash

(ii) Other assets

- b Other transactions:**

(i) Sales or exchanges of assets with a noncharitable exempt organization

(ii) **Purchases of assets from a noncharitable exempt organization**

(iii) Rental of facilities, equipment, or other assets

(iv) Reimbursement arrangements

(v) Loans or loan guarantees

(vi) Performance of services or membership or fundraising solicitations

- c. Sharing of facilities, equipment, mailing lists, other assets, or paid employees

- d** If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

	Yes	No
51a(i)		X
a(ii)		X
b(i)		X
b(ii)		X
b(iii)		X
b(iv)		X
b(v)		X
b(vi)		X
c		X

[illegible]

- 52a** Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

► ☒ Yes ☐ No

- b If "Yes," complete the following schedule

[illegible]

Forms

990 / 990-PF**Mortgages and Other Notes Payable****2004**

For calendar year 2004, or tax year beginning

7/01/04

and ending

6/30/05

Name

**Goodwill Industries
of Middle Georgia, Inc.**

Employer Identification Number

58-1249683**Form 990, Part IV, Line 64b - Additional Information**

Name of lender	Relationship to disqualified person
(1) New Southern Bank	
(2) SunTrust Bank	
(3) Branch Banking & Trust	
(4) Bank of America	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

	Original amount borrowed	Date of loan	Maturity date	Repayment terms	Interest rate
(1)	58,191	10/29/02	11/01/07	monthly installments	6.250
(2)	540,000	10/24/95	1/31/06	monthly installments	7.500
(3)	575,000	2/04/02	12/05/07	monthly installments	6.000
(4)	500,000	2/06/02	1/31/06	Open	5.000
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Security provided by borrower	Purpose of loan
(1) 2002 International 4300 4 x 2 truck	Truck purchase
(2) Land & buildings	Purchase facility
(3) Land and buildings	Refinance for permanent financing
(4) Signature	Line of credit
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Consideration furnished by lender	Balance due at beginning of year	Balance due at end of year
(1)	41,660	30,326
(2)	317,188	271,814
(3)	497,107	464,054
(4)	430,000	175,000
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Totals	1,285,955	941,194

Tax-Exempt Bond Liabilities

Form **990****2004**

For calendar year 2004, or tax year beginning

7/01/04, and ending

6/30/05

Name

Goodwill Industries
of Middle Georgia, Inc.

Employer Identification Number

58-1249683

Form 990, Part IV, Line 64a - Additional Information

Name of lender	Purpose of issue
(1) Bank of America	construction educational facilities
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Issue date	Original amount of issue	Form 8038 filed Y/N Date filed	Date retired	Completion date of project	Unexpended bond proceeds
(1) 10/01/03	3,600,000	Y 10/15/03	10/01/23	4/01/04	
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Third party use percent	Maturity date	Repayment terms	Interest rate
(1)	10/01/23	Annual installments	2.300
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			

Security provided by borrower	Amount outstanding at beginning of year	Amount outstanding at end of year
(1) Letter of credit	3,600,000	3,600,000
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Totals	3,600,000	3,600,000

379 Goodwill Industries
58-1249683
FYE: 6/30/2005

Federal Statements

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Statement 1 - Form 990, Part I, Line 8c - Sale of Assets Other Than Inventory - Other

Desc		How Rec'd	Whom Sold	Date Acquired	Date Sold	Sale Price	Cost & Expense	Deprec	Gain/ -Loss
99 Ford Taurus	SN#XA149630	Purchase		11/09/98	3/31/05	\$ 2,704	\$		\$ 2,704
1999 Ford E350	15 pass van SN#A35343	Purchase		10/19/98	1/03/05	5,000			5,000
Total						\$ 7,704	\$ 0	\$ 0	\$ 7,704

Federal Statements

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Statement 2 - Form 990, Line 20 - Other Changes in Net Assets or Fund Balances

Description	Amount
Net Unrealized Gains on Investments	\$ 4,791
Total	\$ 4,791

Statement 3 - Form 990, Part II, Line 43 - Other Functional Expenses

Description	Total Expenses	Program Service	Mgt & General	Fund-Raising
Expenses	\$	\$	\$	\$
Goods purchased for resale	899,687	899,687		
Professional fees & services	327,684	243,985	82,050	1,649
Client transportation	3,174	3,174		
Dues and subscriptions	124,579	4,254	118,476	1,849
Pre-employment screening	31,475	30,917	433	125
Employee relations	51,198	1,588	49,585	25
Employee uniforms	9,425	9,135	281	9
Donated vehicle expense	22,690	22,575	115	
Bad debt	37,824	15,031	22,793	
Miscellaneous expenses	22,196	789	21,407	
Bank charges	149,840	104,424	45,416	
Computer expenses	27,177	13,347	8,538	5,292
Vehicle expense	194,350	177,944	16,295	111
Commercial insurance	229,764	193,748	36,016	
Advertising - recruiting	4,346	2,237	2,109	
Advertising - promotion	135,481	53,762	4,494	77,225
Bond amortization	41,101		41,101	
Loss on unexercised purchase option	50,000		50,000	
Total	\$ 2,361,991	\$ 1,776,597	\$ 499,109	\$ 86,285

Statement 4 - Form 990, Part III - Organization's Primary Exempt Purpose

To serve individuals with disabilities and other special needs by providing rehabilitation services, training, employment, and other opportunities to those individuals.

Statement 5 - Form 990, Part III, Line a - Statement of Program Service Accomplishments

During the year, the Organization reported on the number of individuals that:

Received Vocational Assessment	45
Participated in Work Adjustment Training	87
Served in Transitional Sheltered Employment	17
Were served by Career Development Services	25,137
Obtained employment through Job Placement Services	710

Federal Statements

Statement 6 - Form 990, Part IV, Line 54 - Investments in Securities

Description	Beginning of Year	End of Year	Basis of Valuation
Corporate Stock			
Mutual funds-equity securities	135,029	138,726	Market
Mutual funds-bonds	160,862	171,480	Market
	<u>295,891</u>	<u>310,206</u>	

Statement 7 - Form 990, Part IV, Line 57 - Land, Buildings, and Equipment

Description	Beginning of Year	Accum Deprec	End of Year	Accum Deprec
Buildings & Improvements	\$ 4,684,539	\$ 372,666	\$ 4,812,186	\$ 533,886
Computers	629,495	611,347	629,494	623,206
Furniture & Fixtures	974,192	496,998	1,091,931	593,887
Leasehold improvements	989,961	491,924	1,003,207	581,599
Machinery & Equipment	1,021,967	758,017	1,077,918	840,340
Vehicles	928,154	765,528	895,897	766,502
Total	<u>\$ 9,228,308</u>	<u>\$ 3,496,480</u>	<u>\$ 9,510,633</u>	<u>\$ 3,939,420</u>

Statement 8 - Form 990, Part IV, Line 58 - Other Assets

Description	Beginning of Year	End of Year
Pledges receivable-long term	\$ 48,422	\$ 54,473
Assets held in deferred comp plan	34,530	32,528
Cost of bond issuance	123,279	118,432
Total	<u>\$ 206,231</u>	<u>\$ 205,433</u>

Statement 9 - Form 990, Part IV, Line 65 - Other Liabilities

Description	Beginning of Year	End of Year
Payable to affiliate	\$ 109,814	\$ 90,725
Total	<u>\$ 109,814</u>	<u>\$ 90,725</u>

Federal Statements**Statement 10 - Form 990, Part VI, Line 82b - Donated Services**

Description	Amount
Donated advertising	\$ 150,721
Total	\$ 150,721

Statement 11 - Form 990, Part VII, Line 103 - Other Revenue

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
Career Fair		\$	7	\$ 4,300	\$
Instructional fees-career services & comp. training			3	7,987	
Rental income			16	8,100	
Consulting			1	20,515	
Proceeds - insurance claim			1	14,400	
Sale of scrap metal			1	7,835	
Misc. reimbursements			1	788	
Total		\$ 0		\$ 63,925	\$ 0

Statement 12 - Schedule A, Part III, Line 2c - Furnishing Goods, Services, or Facilities

A member of the Board of Directors has an equity interest in an entity which assists the Organization with its investment transactions. The investment transactions were approved in accordance with the bylaws of the Organization.

Members of the Board of Directors provide legal services to the Organization and received \$6,465 for legal services during the year ended 6/30/05.

Statement 13 - Schedule A, Part III, Line 2d - Payment of Compensation / Reimbursement of Exp

See Part V, Form 990

Statement 14 - Schedule A, Part IV-A, Line 22 - Other Income

Description	2003	2002	2001	2000
Career Fair	\$ 9,183	\$ 28,108	\$ 25,912	\$
Instructional fees-career services & computer training	14,685	29,838	72,856	
Miscellaneous reimbursements & sales tax vendors' compensation	13,811	20,647	18,396	126,752
Rental income	1,000	35,889		
Pension plan forfeitures		58,750		
Performance award	5,000	15,000		
Consulting	32,918			
Proceeds from insurance claim	60,000			
Total	\$ 136,597	\$ 188,232	\$ 117,164	\$ 126,752

Goodwill Industries, Inc
58-1249683
Part V, Board of Directors Listing
FYE 6/30/05

Name and Address	Title and Estimated Hours Per Week	Compensation	Contribution to Employee Benefit Plan	Expense Account Or Allowance
SISTER MARY ROSINA BAYLISS, R.S.M. <i>Retired (Formerly Pres./Principal - Mt De Sales)</i> 1633 Wesleyan Drive # 111 Macon, GA 31210-0841	Director 0 75	0	0	0
DR. BOB MOON <i>Senior Pastor</i> Martha Bowman Memorial United Methodist Church 500 Bass Road Macon, GA 31210	Director 0 75	0	0	0
MILTON HEARD, IV President / Funeral Director Hart's Mortuary 765 Cherry Street P O Box 6197 Macon, GA 31208	Director 0 75	0	0	0
L. ROBERT LOVETT Lovett, Cowart and Ayerbe, L L C 3608 Vineville Avenue Macon, GA 31204	Past Chair 0 75	0	0	0
GEORGE W. McCOMMON, A.V.M. Fort Valley State University 6885 Colaparchee Road* Macon, GA 31210	Director 0 75	0	0	0
ANDREW R. ROGERS <i>President</i> Lowe Plumbing Supply 3900 Lake Street Macon, GA 31204	Director 0 75	0	0	0
RAYMOND SMITH, JR. Smith, Brown and Groover 4001 Vineville Avenue Macon, GA 31210	Treasurer 0 75	0	0	0
JIM BOSSERMAN <i>Retired (Former Plant Manager at Armstrong)</i> 108 Saddle Run Court Macon, GA 31210	Director 0 75	0	0	0

Goodwill Industries, Inc
58-1249683
Part V, Board of Directors Listing
FYE 6/30/05

Name and Address	Title and Estimated Hours Per Week	Compensation	Contribution to Employee Benefit Plan	Expense Account Or Allowance
DR. ANNE V. GORMLY Vice President and Dean of Faculties Georgia College and State University 231 West Hancock St. Parks 210 Campus Box 24 Milledgeville, GA 31061	Vice Chair 0 75	0	0	0
DR. JO ANN JONES Dean Emeritis, School of Business Georgia College and State University 378 Seabrook Lane* Milledgeville, GA 31061	Vice Chair 0 75	0	0	0
W. JONATHAN MARTIN II Constangy, Brooks and Smith, L L C 577 Mulberry Street Suite 710 Macon, GA 31210	Chair 0 75	0	0	0
EDWIN S. PRESNELL <i>Vice President of Administrative Services</i> Savannah River Plant Federal Credit Union P O Box 6730 North Augusta, SC 29861	Director 0 75	0	0	0
J. DAVID ROPER <i>Attorney</i> Wilhelms Haynes, L.L.C 237 Davis Road Augusta, GA 30907	Director 0 75	0	0	0
BROTHER STEWART <i>President/CEO</i> Bibb Distributing Company 6401 Hawkinsville Road Macon, GA 31216	Director 0 75	0	0	0
FRED (CAB) STITT <i>President</i> Portable Services, Inc P O Box 889 Evans, GA 30809	Director 0 75	0	0	0

BYLAWS OF GOODWILL INDUSTRIES OF MIDDLE GEORGIA, INC.

ARTICLE II

NAME

- Section 1. These bylaws have been adopted pursuant to authority evidenced by the Articles of Incorporation of the State of Georgia and the membership agreement with Goodwill Industries International, Inc.
- Section 2. This Corporation has been authorized to use the name, Goodwill Industries of Middle Georgia, Inc. The emblem of the national organization shall be displayed at all times in prominent places.
- Section 3. The territory assigned to this Corporation by Goodwill Industries International, Inc includes Baldwin, Bibb, Bleckley, Burke, Columbia, Crawford, Dooly, Glascock, Greene, Hancock, Houston, Jefferson, Johnson, Jones, Lamar, Laurens, Lincoln, McDuffie, Monroe, Peach, Pike, Pulaski, Putnam, Richmond, Taliaferro, Twiggs, Upson, Warren, Washington, Wilkes, Wilkinson (counties of Georgia) Aiken, Barnwell, Edgefield, McCormick (counties of South Carolina) with such changes therein as may from time to time be made by Goodwill Industries International, Inc any territorial dispute between Goodwill Industries of Middle Georgia, Inc and any other Goodwill Industries is to be submitted to Goodwill Industries International, Inc for arbitration
- Section 4 The principal office of the Corporation shall be located in the City of Macon, County of Bibb and State of Georgia. The Corporation may also have offices at other places within or without Georgia and South Carolina as the Board of Directors may from time to time determine.

ARTICLE III

PURPOSE

This Corporation is organized and to be operated exclusively for religious, charitable, community and economic development, human service, and educational purposes. It is not organized for profit nor shall any of its earnings inure in whole or part to the benefit of private stockholders, members or individuals.

No substantial part of the activities of this Corporation is attempting to influence legislation by propaganda or otherwise, nor by participating in any political campaign on behalf of any candidate for public office.

It shall provide career services, training, employment, and opportunities for personal growth as an interim step in the career development process for persons with disabling and disadvantaging conditions who cannot be readily absorbed in the competitive labor market or during such time as employment opportunities for them in the competitive labor market do not exist. By the inspiration of religion and through the skillful use of recognized techniques of career development such as, to assist persons with disabling, and disadvantaging conditions to attain the fullest potential of which they are capable.

Community development and the selling of articles reconditioned, assembled, or made by such persons as a part of their career development shall be part of the religious, social and educational service program of the Corporation.

ARTICLE III MEMBERSHIP

The membership of the organization shall consist of the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

- Section 1. The Board of Directors shall consist of the Officers and other Directors who are elected in accordance with the provisions in Section 2 of this Article. The Board of Directors shall consist of not less than 15 nor more than 24 Directors
- Section 2 Not more than 24 Directors shall be elected by the Members of the Corporation at the first Annual Meeting thereafter as follows: one-third for a term of three years; one-third of a term for two years; one-third of a term for one year. Thereafter, it is the goal that one-third of the Directors shall be elected by the Board of Directors by ballot at each Annual Meeting of the Directors, to fill the vacancies of the Directors whose terms expire in that year. All aforesaid Directors shall hold their office until others are chosen and qualified in their stead.
- Section 3 Board members shall be eligible to serve two consecutive, three-year terms but shall be ineligible for further reelection until one year has elapsed.
- Section 4 In case of a vacancy or temporary absence of any Officer or Director, the Board of Directors may appoint a Director to perform the duties of such Officer or Director during such vacancy or absence.
- Section 5 In case of a permanent vacancy from death, resignation, or removal of a Director from an increase in the number of Directors by amendment to the Bylaws, the remaining Board of Directors may, by majority vote of a quorum (calculated based upon the remaining Board Members) at any Board meeting, elect new Directors to replace Director vacancies, said new Directors to fill the unexpired terms as set out in Section 2 of this Article. Nominations shall come from the Nominating Committee or from any Director from the floor. If the vacancy occurs within 3 months of the Annual Meeting, the regular procedures shall be followed. If the number of Directors falls below the minimum number in Section 1 of this article, then this procedure must be followed. New Directors may be elected prior to the effective date of a resignation to take office after that date.

ARTICLE V DUTIES OF THE BOARD

- Section 1 Except as may otherwise be provided by law or by the Articles of Incorporation, all corporate powers shall be exercised by and under the authority of the Board of Directors and business and affairs of the Corporation shall be managed under the direction of the Board of Directors. The Directors shall serve without compensation (except for President/CEO), but when so authorized by the Board of Directors, the corporation may pay or reimburse reasonable expenses actually incurred by the Director in the performance of his/her duties as Director
- Section 2 The Board shall have power to purchase, to lease, to pledge, to sell all personal and real property, to make such contracts and agreements on behalf of the Corporation as are

deemed needed or convenient for its purposes, objectives, and operations, and to administer donations and bequests.

- Section 3. Adequate bond from any Officer or employee of Goodwill Industries of Middle Georgia, Inc. may be required by the Board.
- Section 4. The Board shall appoint and remove all committees and prescribe their duties, but no committee, except the Executive Committee, shall have the power to obligate Goodwill Industries of Middle Georgia, Inc. to any financial outlay or to commit any social programs unless authorized by the entire Board of Directors
- Section 5. Board Members shall provide annual support for the mission and objectives of Goodwill's fundraising efforts through personal donations, business donations, or helping secure the donation of outside individuals and/or corporations.
- Section 6 Any Director who, without an advanced excused absence, fails to attend three (3) consecutive regular meetings of the Board of Directors, beginning at the meeting subsequent to the meeting at which he/she was elected, if so determined by the Chair of the Board, may be considered for all purposes as having resigned his/her position, and the vacancy thus created shall be filled as herein above provided

ARTICLE VI

OFFICERS

- Section 1 The principal Officers of the Corporation shall be Chair of the Board, the President/CEO of the Corporation, two Vice Chairs, Treasurer and Secretary
- Section 2 The Nominating Committee shall make a recommendation to the Board at the Annual Meeting of the Corporation, nominating a Director for each office to be filled After the Nominating Committee has reported its nominations, any Director may also nominate any other Director for any office to be filled
- Section 3 If there are no nominations from the individual Directors for any given office, the presiding Officer shall declare that the slate as presented by the Nominating Committee as the slate to be voted upon.
- Section 4. If there is more than one nomination for a given office, a preliminary vote will be taken among those Directors present, by ballot, on the nominees for such office The nominee receiving the highest number of votes will be added to the Nominating Committee's slate to be voted upon at the Annual Meeting Ballots containing more than one vote for any nominee shall be rejected
- Section 5 All Officers shall be elected by the Board of Directors at the Annual Meeting of the Corporation for a term of one year and shall hold office until a successor is duly chosen and qualified

ARTICLE VII

DUTIES OF OFFICERS

- Section 1 Chair The Chair shall preside at all meetings of Directors and the Executive Committee, He/She shall, by virtue of their office, be a member, ex-officio, of all committees He/She shall sign all legal papers of the corporation together with the Secretary or any other proper Officer of the Corporation authorized by the Board of Directors He/She shall,

subject to the approval of the Board of Directors, establish all committees and designate the members and chairpersons thereof. They shall coordinate the work of the Officers and committees of the Corporation in order that the objectives may be promoted.

Section 2 Vice Chair: A Vice Chair shall perform the duties of the Chair in the absence of the Chair.

Section 3. Treasurer: The Treasurer shall have the care and custody of all funds and securities of the corporation and deposit the same in the name of the Corporation in such bank or banks as the directors may elect. Specific duties of the Treasurer may be delegated to the President/CEO and staff. The Treasurer shall be subject to all other conditions and restrictions as may be made and shall perform such duties specified by the Board of Directors. The Treasurer's accounts shall be audited annually by a Certified Public Accountant employed by the Board of Directors.

Section 4. Secretary: The Secretary shall attend the meetings of the Directors and Executive Committee, and shall record upon the books of records of the Corporation the proceedings of their respective meetings. The Secretary shall notify all Directors of all meetings and shall perform such other duties as the Directors of the Corporation shall from time to time prescribe. Specific duties of the Secretary may be delegated to the President/CEO and staff. A senior staff member may be appointed as an Assistant Secretary.

Section 5 President/CEO: The President/CEO shall be elected by the Board of Directors of the Goodwill Industries of Middle Georgia, Inc. The President/CEO shall not be hired or dismissed without consultation with Goodwill Industries International, Inc. The President/CEO shall be the executive agent of the Board of Directors of the Goodwill Industries of Middle Georgia, Inc., and be an ex-officio member of all committees and a voting member of the Board of Directors. The President/CEO shall have active direction and management of the business and affairs of the Corporation, and shall perform such duties as may be assigned them from time to time by the Board. He/She shall sign such drafts and checks as designated by the Board of Directors. He/She shall be responsible to the Board of Directors, and shall report to them at regular intervals.

Section 6 In the event of a vacancy in the position of President/CEO, members of the Goodwill Board of Directors within the past 3 years from the term of the vacancy shall not be eligible to apply for the position of President/CEO.

ARTICLE VIII COMMITTEES

Section 1 Executive Committee The Executive Committee shall consist of the Chair, two Vice Chairs, Treasurer and Secretary to be elected by the Board of Directors for a term of one year. The immediate Past Chair shall also be a Member of the Executive Committee as will the President/CEO. This Executive Committee shall meet between Board meetings and shall carry out decisions of the Board of Directors and perform all duties of the Board of Directors except the purchase and sale of real estate. A majority of the members of the Executive Committee shall be necessary to constitute a quorum for the transaction of business. The Executive Committee will be responsible for reviewing the President/CEO's performance/compensation package at the conclusion of each fiscal year.

Section 2 Standing Committees At the Annual Meeting, the Chair of the Board shall appoint a Chair to all standing and special committees. Such Chair shall draw upon the Board of Advisors, or other interested persons to accomplish the work of the Committee. It shall be

the duty of the Committee Chair to call committee meetings when required, and to report on departmental activities to the Board of Directors

Section 3 Finance Committee: This committee shall be responsible for reviewing the financial condition of the Corporation and making known its findings and recommendations to the Board of Directors. It shall work with the Treasurer and staff in developing policies and practices designed to keep the Corporation on a sound financial basis and in presenting, for Board of Directors approval, an annual budget. This committee shall meet monthly.

Section 4. Nominating Committee: The purpose of the Nominating Committee is to further the organizational and fundraising goals of the Corporation by selecting and nominating individuals who have the experience, contacts, skills and capacity to further enable Goodwill to achieve its strategic goals. The Nominating Committee will be responsible for Board Development. The Nominating Committee shall be composed of a former Board Chair and at least two current Board members appointed by the current Chair

ARTICLE IX

BOARD OF ADVISORS

Section 1. There shall be a Board of Advisors with a maximum of 50 members.

Section 2 The duties of the Board of Advisors will be principally of an advisory nature.

Section 3 The Board of Advisors shall consist of former Board of Director members plus selected members of the community elected at the Annual Meeting or any regular Board of Directors meeting.

Section 4. An Advisor must serve on a committee if asked or have some other advisory responsibility.

Section 5. The Board of Advisors shall act as a Goodwill ambassador to the community at large, interpreting Goodwill to the community and reflecting the community's understanding of and attitude toward Goodwill.

Section 6 An Advisor shall serve for a term of three years. It is the goal that one-third of the Advisors shall be elected by the Members of the Board of Directors by ballot at each Annual Meeting, to fill the vacancies of the Advisors whose terms expire in that year. All aforesaid Advisors shall hold their office until others are chosen and qualified in their stead.

ARTICLE X

CONFLICTS OF INTEREST

Members of the Board of Directors shall not conduct private business in a manner which places them at a special advantage because of their association with Goodwill Industries

The following guidelines shall prevail concerning duality and conflict of interest

- 1 Any duality or possible conflict of interest on the part of the governing Board Member should be disclosed to the other Members of the Board and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action

2. Board Members should inform the President/CEO in advance if any goods or services extended to the Corporation are not of a probono nature, so as to enable the appropriate bid process to evolve.
3. Any governing Board Member having a duality of interest or possible conflict of interest on any matter should not vote or use his personal influence on the matter, and they should not be counted in determining the quorum for the meeting, even when permitted by law. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting, and the quorum situation.
4. The foregoing requirements should not be construed as preventing the governing Board Member from stating briefly their position in the matter, nor from answering pertinent questions of other Board Members, since their knowledge may be of great assistance.
5. These principles and procedures also apply to any committee

MEETINGS

- Section 1. Annual Meeting: The Annual Meeting of the Board of Directors shall be held within five months after the last day of the fiscal year, at a time and place established by the Board of Directors. Special meetings can be called at any time by the Chair or the President/CEO, or on written request of seven Directors stating the object of the meeting
- Section 2 Regular Meetings: Regular meetings of the Board of Directors shall be held at least quarterly at such time and place as may be designated by the Chair by prior written notice, the same as that hereinafter required for a special meeting of the Board of Directors. The date, time and place of the holding of the regular meetings without notice may be changed by resolution of the Board at any meeting without the formality of amending this section.
- Section 3 Executive Committee Meetings The Executive Committee shall meet between Board meetings at the time and place established by the committee. The Executive Committee may hold its meetings with another committee. Special meetings shall be called by the Chair or the President/CEO or upon the written request of three Directors
- Section 4. Notices: Notices of meetings of Directors and the Executive Committee shall be in writing and sent electronically (fax or email) or mailed at least 48 hours prior to meetings of Directors, and 24 hours prior to Executive Committee meetings, addressed to each Director, or Executive Committee Member at his/her usual place of business or abode, provided, however, that notices of meetings that bylaws are to be changed and notice of the Annual Meeting shall be in writing 15 days before the meeting

Waiver A Director may waive any notice required by the Articles of Incorporation of these bylaws before or after the date and time of required notice. The waiver must be in writing, signed by the Director entitled to the notice, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A Director's attendance at or participation in a meeting waives any required notice unless the Director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meetings

- Section 5. At all meetings of the Board of Directors, one-third of the Directors shall be necessary to constitute a quorum for the transaction of business. The act of a majority of the Directors present at the meeting at which there is a quorum shall constitute the action of the Board of Directors. Any Director may be considered in attendance if by any means, such as conference call, Board Member can simultaneously hear each other vote. Such attendance should be noted in the minutes of the meeting.
- Section 6. Adjournment: All meetings of Directors or the Executive Committee may be adjourned to said other time and place as may be decided by those present and represented.
- Section 7. Parliamentary procedures set forth in the current edition of Robert's Rules of Order Revised shall govern the conduct of meetings when not in conflict with the provisions of these bylaws. A copy shall be present at each meeting.
- Section 8. Action Without Meeting: Unless the Articles of Incorporation or a provision of these bylaws provides otherwise, any action required to be taken at a Board of Directors meeting may be taken without a meeting if the action is taken by a majority of Members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each Director, and delivered to the Corporation (email or facsimile transmissions may be accepted) for inclusion in the minutes or filing with the Corporate records.

ARTICLE XII
SEAL

This Corporation shall have a common seal, being a circular seal of the following description, Goodwill Industries of Middle Georgia, Inc. around the circle. The seal shall be in the custody of the President/CEO, or his/her designee.

ARTICLE XIII
INDEMNIFICATION

- Section 1. Indemnification: The Corporation shall indemnify any person who is or was a Director or Officer of the Corporation and who is or was a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he/she is or was a Director or Officer of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding to the fullest extent permitted by applicable law.
- Section 2. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or another enterprise against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under the provisions of this Article.


RELATION TO GOODWILL INDUSTRIES INTERNATIONAL, INC.

- Section 1. In return for the general supervision and cooperative helpfulness afforded by Goodwill Industries International, Inc., this Corporation shall pay the Treasurer of Goodwill Industries International, Inc., monthly a fee determined by that organization of which Goodwill Industries of Middle Georgia is a member. This fee is to be used in providing services and improving the program and efficiency of all Goodwill Industries, including the further expansion of career services in areas not now served. It is not in liquidation of any loans, supplies, or contributions provided by the Goodwill Industries International, Inc.
- Section 2. In case the work of this Corporation should be abandoned, all title to real and personal property of this Corporation remaining after the debts of this Corporation have been paid shall immediately be vested in the Goodwill Industries International, Inc., as trustee for the purpose of reestablishing Goodwill Industries in the following counties of Georgia and South Carolina: Baldwin, Bibb, Bleckley, Burke, Columbia, Crawford, Dooly, Glascock, Greene, Hancock, Houston, Jefferson, Johnson, Jones, Lamar, Laurens, Lincoln, McDuffie, Monroe, Peach, Pike, Pulaski, Putnam, Richmond, Taliaferro, Twiggs, Upson, Warren, Washington, Wilkes, Wilkinson (counties of Georgia), and Aiken, Barnwell, Edgefield, McCormick (counties of South Carolina)
- Section 3. In case this Corporation shall cease to become a member of Goodwill Industries International, Inc., the certificate of recognition issued by Goodwill Industries International, Inc., shall become null and void. The Corporation's right to use the name, "Goodwill Industries", shall terminate immediately, and it shall delete, destroy or repaint signs, symbols and other media employed for its use and display. All donations or loans made to said corporation by the said Goodwill Industries International, Inc., shall immediately be returnable in full, with interest from the date of such donations or loans, at an interest rate set by the Board of Directors of Goodwill Industries International, Inc.

CHANGE OF BYLAWS

- Section 1. These bylaws may be amended, added to or repealed only by a two-thirds vote of the number of Directors present at any meeting of the Directors, a quorum being present, provided, that a notice of the proposed amendment, addition, or repeal shall have been given to Directors by a written notice sent by mail, email or fax to all Directors at least 15 days before the meeting at which such amendment, addition, or repeal shall be brought to vote.

ADOPTED THIS 4th DAY OF November 2004


SECRETARY

Form **8868**
(Rev. December 2004)**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

► 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 ☒ **X**
- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only Part II (on page 2 of this form)

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)****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.

Electronic Filing (e-file). Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension. Instead, you must submit the fully completed signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization Goodwill Industries of Middle Georgia, Inc.	Employer identification number 58-1249683
	Number, street, and room or suite no. If a P.O. box, see instructions 5171 Eisenhower Parkway	
	City, town, or post office, state, and ZIP code. For a foreign address, see instructions. Macon GA 31206	

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 |

- The books are in the care of ►

Telephone No. ►

FAX No. ►

- 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-months for a **Form 990-T corporation**) extension of time until **2/15/06**, 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 **7/01/04**, and ending **6/30/05**

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.

\$ _____

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 12-2004)