

Return of Organization Exempt From Income Tax

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

Department of the Treasury Internal Revenue Service

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

A For the 2007 calendar year, or tax year beginning JUL 01, 2007, and ending JUN 30, 2008

- B Check if applicable: Address change, Name change, Initial return, Termination, Amended return, Application pending

Please use IRS label or print or type See Specific Instructions

C Name of organization, number and street, city, town, state, and ZIP code: THE DEPOT FOUNDATION, 130 W SUPERIOR ST SUITE 302, DULUTH MN 55802

D Employer identification number: 41-1356072; E Telephone number: 218-279-9913; F Acctg. method: Cash, Accrual, Other (specify)

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

H and I are not applicable to section 527 organizations; H(a) Is this a group return for affiliates?; H(b) If "Yes," enter number of affiliates; H(c) Are all affiliates included?; H(d) Is this a separate return filed by an organization covered by a group ruling?; I Group Exemption Number

G Website:

J Organization type (check only one): 501(c)(3), 4947(a)(1) or 527

K Check here if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000

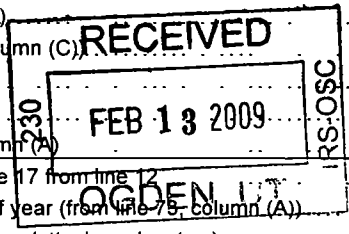
L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12: 2,259,485.

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 (See the instructions)

SCANNED FEB 24 2009

Table with 21 rows and 4 columns: Description, (A) Securities, (B) Other, Total. Includes sections for Contributions, Program service revenue, Dividends, Sales of assets, Special events, and 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. (See 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
<b>22a</b> Grants paid from donor advised funds (attach schedule) (cash \$ _____ noncash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	<b>22a</b>			
<b>22b</b> Other grants and allocations (attach schedule) (cash \$ 112104 noncash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	<b>22b</b> 112104.	112104.		
<b>23</b> Specific assistance to individuals (attach schedule)	<b>23</b>			
<b>24</b> Benefits paid to or for members (attach schedule)	<b>24</b>			
<b>25a</b> Compensation of current officers, directors, key employees, etc listed in Part V-A	<b>25a</b>			
<b>b</b> Compensation of former officers, directors, key employees, etc listed in Part V-B	<b>25b</b>			
<b>c</b> Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	<b>25c</b>			
<b>26</b> Salaries and wages of employees not included on lines 25a, b, and c	<b>26</b> 11025.	5310.	2756.	2959.
<b>27</b> Pension plan contributions not included on lines 25a, b, and c	<b>27</b>			
<b>28</b> Employee benefits not included on lines 25a - 27	<b>28</b>			
<b>29</b> Payroll taxes	<b>29</b> 1445.	696.	361.	388.
<b>30</b> Professional fundraising fees	<b>30</b>			
<b>31</b> Accounting fees	<b>31</b> 12488.		12488.	
<b>32</b> Legal fees	<b>32</b> 568.		568.	
<b>33</b> Supplies	<b>33</b>			
<b>34</b> Telephone	<b>34</b> 2334.	1134.	584.	616.
<b>35</b> Postage and shipping	<b>35</b> 1136.	320.	165.	651.
<b>36</b> Occupancy	<b>36</b> 6811.	1509.	4376.	926.
<b>37</b> Equipment rental and maintenance	<b>37</b>			
<b>38</b> Printing and publications	<b>38</b> 5381.			5381.
<b>39</b> Travel	<b>39</b>			
<b>40</b> Conferences, conventions, and meetings	<b>40</b> 1105.		1105.	
<b>41</b> Interest	<b>41</b>			
<b>42</b> Depreciation, depletion, etc (attach schedule)	<b>42</b> 5790.		5790.	
<b>43</b> Other expenses not covered above (itemize):				
<b>a</b> TEMPORARY LABOR	<b>43a</b> 4412.	2206.	1103.	1103.
<b>b</b> MISCELLANEOUS	<b>43b</b> 2269.		754.	1515.
<b>c</b> ARTS & CULTURE AWARDS	<b>43c</b> 900.	900.		
<b>d</b> INSURANCE	<b>43d</b> 1818.		1818.	
<b>e</b> DEVELOPMENT	<b>43e</b> 4574.			4574.
<b>f</b>	<b>43f</b>			
<b>g</b>	<b>43g</b>			
<b>44</b> Total functional expenses Add lines 22a through 43g (Organizations completing columns (B) - (D), carry these totals to lines 13 - 15)	<b>44</b> 174160.	124179.	31868.	18113.

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

Are any joint costs from a combined educational campaign and fundraising solicitation reported  (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 (See the instructions.)**

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.

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

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.)

	<b>Program Service Expenses</b> (Required for 501(c)(3) and (4) orgs, and 4947(a)(1) trusts, but optional for others.)
<b>a</b> GRANT-MAKING ACTIVITIES TO SUPPORT THE PRESERVATION AND PRESENTATION OF THE ARTS, CULTURE, AND THE HISTORY OF THE REGION OF NORTHEASTERN MINNESOTA  (Grants and allocations \$ 112104.) If this amount includes foreign grants, check here <input type="checkbox"/>	173260.
<b>b</b> THE DEPOT FOUNDATION ARTS & CULTURE AWARDS RECOGNIZE MEMBERS OF THE COMMUNITY IN THE AREAS OF THE ARTS, CULTURE AND HISTORICAL PRESERVATION  (Grants and allocations \$ ) If this amount includes foreign grants, check here <input type="checkbox"/>	900.
<b>c</b>  (Grants and allocations \$ ) If this amount includes foreign grants, check here <input type="checkbox"/>	
<b>d</b>  (Grants and allocations \$ ) If this amount includes foreign grants, check here <input type="checkbox"/>	
<b>e</b> Other program services (attach schedule) (Grants and allocations \$ ) If this amount includes foreign grants, check here <input type="checkbox"/>	
<b>f</b> Total of Program Service Expenses (should equal line 44, column (B), Program services)	174160.







Part VI Other Information (continued)		Yes	No
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?	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).		
	82b 17,300.		
83a	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	
84a	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?		
85a	501(c)(4), (5), or (6). Were substantially all dues nondeductible by members?		
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.		
c	Dues, assessments, and similar amounts from members		
d	Section 162(e) lobbying and political expenditures		
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices		
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)		
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?		
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?		
86	501(c)(7) orgs. Enter a Initiation fees and capital contributions included on line 12		
b	Gross receipts, included on line 12, for public use of club facilities		
87	501(c)(12) orgs. Enter a Gross income from members or shareholders		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
88a	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
b	At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Part XI		X
89a	501(c)(3) organizations. Enter. Amount of tax imposed on the organization during the year under section 4911 ▶ _____, section 4912 ▶ _____; section 4955 ▶ _____		
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		X
c	Enter Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ _____		
d	Enter Amount of tax on line 89c, above, reimbursed by the organization ▶ _____		
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?		X
f	All organizations. Did the organization acquire a direct or indirect interest in any applicable insurance contract?		X
g	For supporting organizations and sponsoring organizations maintaining donor advised funds. Did the supporting organization or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?..		X
90a	List the states with which a copy of this return is filed ▶ MN		
b	Number of employees employed in the pay period that includes March 12, 2007 (See instructions).	90b	1
91a	The books are in care of ▶ DIANE REASOR Telephone no ▶ 218-279-9913 Located at ▶ 130 W SUPERIOR ST STE 302 DULUTH MN ZIP + 4 ▶ 55802		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country ▶ _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1 Report of Foreign Bank and Financial Accounts	91b	X

**Part VI Other Information** (continued)

c At any time during the calendar year, did the organization maintain an office outside of the United States? Yes No  
 If "Yes," enter the name of the foreign country 91c X

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

**Part VII Analysis of Income-Producing Activities** (See 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) Exclusion 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					
95 Interest on savings and temporary cash investments					
96 Dividends and interest from securities			14	224,305.	
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 INVEST MGMT FEES			3	1,291.	
c MISC INCOME			3	5,316.	
d					
e					
104 Subtotal (add columns (B), (D), & (E))				230,912.	
105 Total (add line 104, columns (B), (D), and (E))					230,912.

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

**Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes** (See 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)
▼	

**Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities** (See the instructions)

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

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

(a) Did the organization, during the yr, 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

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

**Part XI Information Regarding Transfers To and From Controlled Entities.**

Complete only if the organization is a

controlling organization as defined in section 512(b)(13)

**106** Did the reporting organization make any transfers to a controlled entity as defined in section 512(b)(13) of the Code?  
 If "Yes," complete the schedule below for each controlled entity.

Yes	No
	X

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
<b>Totals</b>				

**107** Did the reporting organization receive any transfers from a controlled entity as defined in section 512(b)(13) of the Code?  
 If "Yes," complete the schedule below for each controlled entity.

Yes	No
	X

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
<b>Totals</b>				

**108** Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?

Yes	No
	X

**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: Neale L. Roth | Date: 1-21-09

Type or print name and title: NEALE L. ROTH - PRES.

**Paid Preparer's Use Only**

Preparer's signature	Date	Check if self employed <input type="checkbox"/>	Preparer's SSN or PTIN (See Gen Inst X)
<u>David A. Hunt CPA</u>	<u>12/04/2008</u>		<u>P00105668</u>
Firm's name (or yours if self-employed), address, and ZIP + 4	EIN		Phone no
<u>ANDERSON KUITI &amp; ASUMA</u> <u>201 BEAL BLDG 5 N 3RD AVE W</u> <u>DULUTH MN 55802-1614</u>	<u>41-1289765</u>		<u>218-727-5066</u>

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

Department of the Treasury  
Internal Revenue Service

**Organization Exempt Under Section 501(c)(3)**  
(Except Private Foundation) and Section 501(e), 501(f), 501(k),  
501(n), or 4947(a)(1) Nonexempt Charitable Trust  
**Supplementary Information - (See separate instructions.)**

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

OMB No 1545-0047

**2007**

Name of the organization

THE DEPOT FOUNDATION

Employer identification number

41-1356072

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

(See 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
NONE				
Total number of other employees paid over \$50,000				

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

(See 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		

**Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services**

(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of other contractors receiving over \$50,000 for other services		

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

Schedule A (Form 990 or 990-EZ) 2007

**Part III Statements About Activities** (See the instructions )

	Yes	No
<p>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 1 of Part VI-B)</p>		X
<p>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</p>		
<p>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)</p>		
<p>a Sale, exchange, or leasing of property?</p>		X
<p>b Lending of money or other extension of credit?</p>		X
<p>c Furnishing of goods, services, or facilities?</p>		X
<p>d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?</p>		X
<p>e Transfer of any part of its income or assets?</p>		X
<p>3a Did the organization make grants for scholarships, fellowships, student loans, etc? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments)</p>		X
<p>b Did the organization have a section 403(b) annuity plan for its employees?</p>	X	
<p>c Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," attach a detailed statement</p>		X
<p>d Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?</p>		X
<p>4a Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g. If "No," complete lines 4f and 4g</p>		X
<p>b Did the organization make any taxable distributions under section 4966?</p>		
<p>c Did the organization make a distribution to a donor, donor advisor, or related person?</p>		
<p>d Enter the total number of donor advised funds owned at the end of the tax year ► _____</p>		
<p>e Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year ► _____</p>		
<p>f Enter the total number of separate funds or accounts owned at the end of the tax year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts ► _____</p>		
<p>g Enter the aggregate value of assets held in all funds or accounts included on line 4f at the end of the tax year ► _____</p>		

**Part IV Reason for Non-Private Foundation Status** (See the instructions )

I certify that the organization is not a private foundation because it is. (Please check **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)(i) **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, **a(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 otherwise meets the requirements of section 509(a)(3) Check the box that describes the type of supporting organization  
 Type I       Type II       Type III-Functionally Integrated       Type III-Other

**Provide the following information about the supported organization** (See the instructions.)

(a) Name(s) of supported organization(s)	(b) Employer identification number (EIN)	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?		(e) Amount of support
			Yes	No	
<b>Total</b> .....					

- 14  An organization organized and operated to test for public safety Section 509(a)(4) (See 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) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
<b>15</b> Gifts, grants, and contributions received (Do not include unusual grants. See line 28)	144245	164788	103179	139286	551498
<b>16</b> Membership fees received					
<b>17</b> 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					
<b>18</b> Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, income from similar sources, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	157785	86210	138282	129738	512015
<b>19</b> Net income from unrelated business activities not included in line 18					
<b>20</b> Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
<b>21</b> 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					
<b>22</b> Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets	8574	5629	1192	700	16095
<b>23</b> Total of lines 15 through 22	310604	256627	242653	269724	1079608
<b>24</b> Line 23 minus line 17	310604	256627	242653	269724	1079608
<b>25</b> Enter 1% of line 23	3106	2566	2427	2697	

<b>26</b> Organizations described on lines 10 or 11: Enter 2% of amount in column (e), line 24	<b>26a</b>	21592
<b>b</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 2002 through 2005 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts	<b>26b</b>	410071
<b>c</b> Total support for section 509(a)(1) test. Enter line 24, column (e)	<b>26c</b>	1079608
<b>d</b> Add: Amounts from column (e) for lines 18 _____ 512015 19 _____ 22 _____ 16095 26b _____ 410071	<b>26d</b>	938181
<b>e</b> Public support (line 26c minus line 26d total)	<b>26e</b>	141427
<b>f</b> Public support percentage (line 26e (numerator) divided by line 26c (denominator))	<b>26f</b>	13.10 %

**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  
 (2006) \_\_\_\_\_ (2005) \_\_\_\_\_ (2004) \_\_\_\_\_ (2003) \_\_\_\_\_

**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 11b, 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 (1) or (2), enter the sum of these differences (the excess amounts) for each year  
 (2006) \_\_\_\_\_ (2005) \_\_\_\_\_ (2004) \_\_\_\_\_ (2003) \_\_\_\_\_

<b>c</b> Add: Amounts from column (e) for lines 15 _____ 16 _____ 17 _____ 20 _____ 21 _____	<b>27c</b>	
<b>d</b> Add: Line 27a total _____ and line 27b total _____	<b>27d</b>	
<b>e</b> Public support (line 27c total minus line 27d total)	<b>27e</b>	
<b>f</b> Total support for section 509(a)(2) test. Enter amount from line 23, column (e)	<b>27f</b>	
<b>g</b> Public support percentage (line 27e (numerator) divided by line 27f (denominator))	<b>27g</b>	%
<b>h</b> Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))	<b>27h</b>	%

**28** Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2003 through 2006, 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 the instructions)  
**(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? . . . . .	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 the instructions )

(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

**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 -		
	<b>If the amount on line 40 is -</b>		
	Not over \$500,000 . . . . .		
	Over \$500,000 but not over \$1,000,000 . . . . .		
	Over \$1,000,000 but not over \$1,500,000 . . . . .		
	Over \$1,500,000 but not over \$17,000,000 . . . . .		
	Over \$17,000,000 . . . . .		
	<b>The lobbying nontaxable amount is -</b>		
	20% of the amount on line 40 . . . . .		
	\$100,000 plus 15% of the excess over \$500,000 . . . . .		
	\$175,000 plus 10% of the excess over \$1,000,000 . . . . .		
	\$225,000 plus 5% of the excess over \$1,500,000 . . . . .		
	\$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 )

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(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 the instructions )

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

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



**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).

OMB No. 1545-0092

**2007**

Name of estate or trust  
**THE DEPOT FOUNDATION**

Employer identification number  
**41-1356072**

**Note:** Form 5227 filers need to complete only Parts I and II

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
DODGE COX INTL S	VA/RI/OUS	03/07/2008	512505.	515020.	-2515.
FHLB 5375%	03/08/2007	02/22/2008	75000.	75094.	-94.
FID ADV DIVER IN	VA/RI/OUS	06/03/2008	116825.	119614.	-2789.
GOLD SACH HI YIE	VA/RI/OUS	04/07/2008	60174.	60648.	-474.
HUSS STRAT GWTH	VA/RI/OUS	02/21/2008	14523.	14688.	-165.
<b>b</b> Enter your short-term gain or loss, if any, from Schedule D-1, line 1b					<b>1b</b>
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					<b>2</b>
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					<b>3</b>
<b>4</b> Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2006 Capital Loss Carryover Worksheet					<b>4</b> ( )
<b>5</b> Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on page 2					<b>5</b> -2515.

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (Loss) for the entire year Subtract (e) from (d)
AMER INTL GROUP	03/13/2001	11/26/2007	1345451.	1305891.	39560.
AMGEN INC	11/05/1999	12/03/2007	100000.	98156.	1844.
BEST BUY INC	VA/RI/OUS	07/20/2007	2756.	2716.	40.
BOEING CO	07/05/2005	01/22/2008	1522.	1239.	283.
CARNIVAL CORP	07/05/2005	07/20/2007	3409.	3987.	-578.
CHEVRON CORP	01/03/2001	03/07/2008	7431.	3595.	3836.
<b>b</b> Enter your long-term gain or (loss), if any, from Schedule D-1, line 6b					<b>6b</b>
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					<b>7</b>
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					<b>8</b>
<b>9</b> Capital gain distributions					<b>9</b>
<b>10</b> Gain from Form 4797, Part I					<b>10</b>
<b>11</b> Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2006 Capital Loss Carryover Worksheet					<b>11</b> ( )
<b>12</b> Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on page 2					<b>12</b> 39560.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2007

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instructions)	(2) Estate's or trust's	(3) Total
<b>Caution:</b> Read the instructions before completing this part				
13	Net short-term gain or (loss)	13	-2515.	-2515.
14	Net long-term gain or (loss):			
a	Total for year	14a	39560.	39560.
b	Unrecaptured section 1250 gain (see the worksheet in the instructions)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14	15	37045.	37045.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet as necessary.

**Part IV Capital Loss Limitation**

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000	16	( )
----	--	----	-----

Note: If the loss on line 15, column (3), is more than \$3,000 or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet in the instructions to figure your capital loss carryover

**Part V Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2) and Form 1041, line 22 is more than zero

Caution: Skip this part and complete the worksheet on page 43 of the instructions if

- Either line 14b, column (2) or line 14c, column (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 43 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21	
22	Subtract line 21 from line 20 If zero or less, enter -0-	22	
23	Subtract line 22 from line 17 If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,150	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 through 27, go to line 28 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Multiply line 26 by 5% (.05)	27	
28	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 28 thru 31; go to line 32 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	28	
29	Enter the amount from line 26 (If line 26 is blank, enter -0-).	29	
30	Subtract line 29 from line 28	30	
31	Multiply line 30 by 15% (.15)	31	
32	Figure the tax on the amount on line 23 Use the 2007 Tax Rate Schedule in the instructions.	32	
33	Add lines 27, 31, and 32	33	
34	Figure the tax on the amount on line 17 Use the 2007 Tax Rate Schedule in the instructions	34	
35	Tax on all taxable income. Enter the smaller of line 33 or line 34 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T)	35	

# Depreciation and Amortization (Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return <b>THE DEPOT FOUNDATION</b>	Business or activity to which this form relates <b>FORM 990</b>	Identifying number <b>41-1356072</b>
--	--	---

**Part I Election To Expense Certain Property Under Section 179**

Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount See the instructions for a higher limit for certain businesses	1	\$125,000
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation	3	\$500,000
4 Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately, see instructions	5	

(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
6			
7 Listed property Enter the amount from line 29			7
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7			8
9 Tentative deduction Enter the smaller of line 5 or line 8			9
10 Carryover of disallowed deduction from line 13 of your 2006 Form 4562			10
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)			11
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11			12
13 Carryover of disallowed deduction to 2008 Add lines 9 and 10, less line 12			▶ 13

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)**

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

**Part III MACRS Depreciation (Do not include listed property) (See instructions)**

**Section A**

17 MACRS deductions for assets placed in service in tax years beginning before 2007	17	5,790.
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	<input type="checkbox"/>	

**Section B-Assets Placed in Service During 2007 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depr (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

**Section C-Assets Placed in Service During 2007 Tax Year Using the Alternative Depreciation System**

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

**Part IV Summary (see instructions)**

21 Listed property Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instructions	22	5,790.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	▶ 23	

For Paperwork Reduction Act Notice, see separate instructions.

## Other Grants and Allocations

US 990

990: Page 2, Line 22b; 990-EZ: Page 1, Line 10

2007

Class of Activity	Donee's Name and Address	Relationship	Amount
GRANTS - 4	DULUTH ART INSTITUTE	NONPROFIT	13,852.
GRANTS - 3	DULUTH CHILDRENS MUSEUM	NONPROFIT	16,240.
GRANTS - 3	DULUTH PLAYHOUSE	NONPROFIT	33,604.
GRANTS - 2	LAKE SUP RAILROAD MUSEUM	NONPROFIT	18,556.
GRANTS - 1	MATINEE MUSICALE	NONPROFIT	2,000.
GRANTS - 3	MINNESOTA BALLET	NONPROFIT	18,912.
GRANTS - 1	ARROWHEAD CHORALE	NONPROFIT	3,600.
GRANTS - 1	ST LOUIS CTY HISTORICAL SOC	NONPROFIT	5,340.
			112,104.

## Land, Buildings and Equipment

US 990

990: Page 4, Line 57; 990-PF: Page 2, Line 14

2007

Description	Cost / Basis	Accumulated Depreciation	Book Value
LEASEHOLD IMPROVEMENTS	13,025.	626.	12,399.
OFFICE EQUIPMENT & FURNITURE	51,708.	29,435.	22,273.
	64,733.	30,061.	34,672.

**List of Officers, Directors, Trustees and Key Employees**

**US 990      990: Page 5, Part V; 990EZ: Page 2 Part IV; 990-PF: Page 6, Part VIII      2007**

Name and Address	Title/Average Hours Per Week Devoted to Position	Amount Paid	Amount for Employee Benefit Plan	Expense Account and Other Allowances
NEALE ROTH      DULUTH MN	CHAIR			
ROBERT WAHMAN      DULUTH MN	VICE-CHAIR			
DOLLY SCHNELL      DULUTH MN	SECRETARY			
DAVID POLLARD      DULUTH MN	TREASURER			
CAROLINE BYE      DULUTH MN	DIRECTOR			
RICH FISCHER      DULUTH MN	DIRECTOR			
GARY HALGREN      DULUTH MN	DIRECTOR			
SHERYL HOMAN      DULUTH MN	DIRECTOR			
DEXTER LARSEN      DULUTH MN	DIRECTOR			
JEAN OLSON      DULUTH MN	DIRECTOR			
KEN SCHOEN      DULUTH MN	DIRECTOR			
JAY STOFFEL      DULUTH MN	DIRECTOR			
TOM WHITTAKER      DULUTH MN	DIRECTOR			

ATTACHMENTS TO 2007 FORM 990

FORM 990, PART I, LINE 20, OTHER CHANGES IN NET ASSETS OR FUND BALANCES

NET ADJUSTMENT TO CHANGE FORM 990 NET ASSETS TO  
AUDITED FINANCIAL STATEMENTS  
(CUMULATIVE TOTAL DIFFERENCE FROM FORM 990, PART IV-A & IV-B)

\$432,853

FORM 990, PART III, ORGANIZATION'S PRIMARY EXEMPT PURPOSE

The Depot Foundation is dedicated to furthering the identity of the Depot as a vital and thriving cultural, arts, and heritage center through the management of endowment assets, and the distribution of endowment fund earnings.

ATTACHMENT TO 2007 FORM 990, SCHEDULE A

FORM 990, SCHEDULE A, PART IV-A, LINE 26F

PUBLIC SUPPORT TEST UNDER IRC SECTIONS 170(b)(1)(A)(vi) AND 509(a)(1)

\*THE DEPOT FOUNDATION IS A PUBLICALLY SUPPORTED ORGANIZATION UNDER THE 10% FACTS AND CIRCUMSTANCES TEST AS FOLLOWS:

\*THE ACTUAL PERCENTAGE OF PUBLIC SUPPORT, AS MEASURED BY THE SUPPORT SCHEDULE OF FORM 990, IS OVER 10% FOR THE FOUR-YEAR TEST PERIOD OF JULY 1, 2003 THROUGH JUNE 30, 200 (fiscal years 2003 - 2006)  
(FY2003 - 25%; FY2004 - 22%; FY2005 - 21%; FY2006 - 22%; FY2007 - 13%)

\*THE DEPOT FOUNDATION'S PUBLIC SUPPORT IS DERIVED FROM A REPRESENTATIVE NUMBER OF PERSONS, RATHER THAN FROM MEMBERS OF A SINGLE FAMILY.

\*THE DEPOT FOUNDATION'S GOVERNING BOARD IS COMPRISED OF COMMUNITY LEADERS AND PERSONS WITH EXPERTISE IN THE ORGANIZATION'S FIELD OF OPERATION; ALL OF WHICH ARE ELECTED TO SERVE ON THE BOARD.

\*THE DEPOT FOUNDATION PROVIDES SUPPORT FOR ARTS ORGANIZATIONS WHICH FURNISH SERVICES AND FACILITIES DIRECTLY TO THE PUBLIC. HERE IS A LIST OF THOSE ORGANIZATIONS:

HISTORIC UNION DEPOT  
ST. LOUIS COUNTY HISTORICAL SOCIETY  
MINNESOTA BALLET  
LAKE SUPERIOR RAILROAD MUSEUM  
DULUTH-SUPERIOR SYMPHONY ORCHESTRA

MATINEE MUSICALE  
DULUTH PLAYHOUSE  
DULUTH ART INSTITUTE  
DULUTH CHILDREN'S MUSEUM  
ARROWHEAD CHORALE

\*THE ACTIVITIES OF THE DEPOT FOUNDATION WILL APPEAL TO PERSONS HAVING BROAD COMMON INTEREST IN THE ART, CULTURE, AND HISTORY OF NORTHEASTERN MINNESOTA.

**THE DEPOT FOUNDATION**  
**FEIN 41-1356072**  
**2007 FORM 990**

**ATTACHMENT TO SCHEDULE A, PART IV-A, SUPPORT SCHEDULE, LINE 22, OTHER INCOME**

<u>Type</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>	<u>2003</u>
Investment Management Fees	\$1,235	\$1,163	\$1,162	\$66
Circle of Friends Dinner	7,200	4,455	-0-	-0-
Miscellaneous Income	<u>139</u>	<u>11</u>	<u>30</u>	<u>33</u>
<b>Total</b>	<b><u>\$8,574</u></b>	<b><u>\$5,629</u></b>	<b><u>\$1,192</u></b>	<b><u>\$700</u></b>

**Short Term Capital Gains and Losses -  
Assets Held One Year or Less**

**US** **2007**

(a) Describe property	(b) Date acquired	(c) Date sold	(d) Sales price	(e) Cost or basis	(f) Gain or loss
DODGE COX INTL STK	VA/RI/OUS	03/07/2008	111438.	105648.	5790.
FHLB 5375%	03/08/2007	02/22/2008	75000.	75094.	-94.
FID ADV DIVER INTL	VA/RI/OUS	06/03/2008	116825.	119614.	-2789.
GOLD SACH HI YIELD	VA/RI/OUS	04/07/2008	60174.	60648.	-474.
HUSS STRAT GWTH	VA/RI/OUS	02/21/2008	14523.	14688.	-165.
LEHMAN BROS HOLD	03/07/2007	02/01/2008	100000.	101546.	-1546.
OPP DEV MKT FD	12/10/2007	06/03/2008	25812.	26845.	-1033.
PRAXAIR INC	10/27/2006	08/03/2007	2324.	1778.	546.
SUNRISE SR LIVING	04/03/2007	12/20/2007	3308.	4769.	-1461.
TRACTOR SUPPLY CO	04/03/2007	11/06/2007	1475.	1876.	-401.
UNITEDHEALTH GRP	11/05/2007	05/21/2008	1626.	2514.	-888.
			512505.	515020.	-2515.

**Long Term Capital Gains and Losses -  
Assets Held More Than One Year**

**US****2007**

(a)	Describe property	(b) Date acquired	(c) Date sold	(d) Sales price	(e) Cost or basis	(f) Gain or loss
	AMER INTL GROUP	03/13/2001	11/26/2007	6976.	8985.	-2009.
	AMGEN INC	11/05/1999	12/03/2007	100000.	98156.	1844.
	BEST BUY INC	VA/RI/OUS	07/20/2007	2756.	2716.	40.
	BOEING CO	07/05/2005	01/22/2008	1522.	1239.	283.
	CARNIVAL CORP	07/05/2005	07/20/2007	3409.	3987.	-578.
	CHEVRON CORP	01/03/2001	10/30/2008	7431.	3595.	3836.
	COMCAST CORP	07/05/2005	11/08/2007	10006.	9957.	49.
	DODGE COX INTL STK	12/28/2006	06/03/2008	8562.	8391.	171.
	EBAY INC	VA/RI/OUS	03/07/2008	10753.	12917.	-2164.
	FHLB 4650%	06/03/2004	11/09/2007	25000.	25001.	-1.
	FHLB 5000%	03/15/2005	01/28/2008	50000.	49876.	124.
	FHLB 5150%	03/28/2005	01/28/2008	25000.	25002.	-2.
	FHLB 5200%	11/23/2004	02/05/2008	10000.	10001.	-1.
	FHLB 5200%	11/23/2004	02/12/2008	15000.	15001.	-1.
	FHLB 5450%	10/24/2006	11/02/2007	100000.	99875.	125.
	FHLB 5750%	03/13/2006	04/15/2008	100000.	101429.	-1429.
	FID ADV DIVER INTL	12/08/2006	06/03/2008	28175.	30826.	-2651.
	GENERAL DYNAMICS	07/05/2005	04/25/2008	3255.	2048.	1207.
	GENERAL ELECTRIC	07/14/1987	12/07/2007	6679.	1012.	5667.
	GENERAL ELECTRIC	07/14/1987	04/25/2008	8300.	1419.	6881.
	GOLD SACH HI YIELD	VA/RI/OUS	04/07/2008	116317.	128352.	-12035.
	HARLEY DAVIDSON	07/05/2005	11/06/2007	3437.	3458.	-21.
	HARLEY DAVIDSON	07/05/2005	03/07/2008	7191.	10022.	-2831.
	HUSS STRAT GWTH	VA/RI/OUS	02/21/2008	313502.	322025.	-8523.
	ITT CORPORATION	07/05/2005	05/21/2008	3350.	2542.	808.
	JOHNSON & JOHNSON	01/17/1992	08/03/2007	3300.	725.	2575.
	LEGG MASON INC	04/04/2006	09/21/2007	8605.	12965.	-4360.
	OPP DEV MKT FD	12/08/2006	06/03/2008	14188.	11860.	2328.
	PEABODY ENERGY	03/07/2006	08/21/2007	2359.	2929.	-570.
	PEABODY ENERGY	03/07/2006	10/12/2007	8293.	7828.	465.
	PRAXAIR INC	VA/RI/OUS	05/21/2008	2995.	1716.	1279.
	S&P DEP RECEIPTS	07/06/2005	08/01/2007	300132.	244141.	55991.
	SCHEIN HENRY INC	07/05/2005	08/03/2007	7170.	5411.	1759.
	SUNRISE SR LIVING	11/08/2006	12/20/2007	5541.	6183.	-642.
	TARGET CORP	07/05/2005	11/06/2007	3457.	3251.	206.
	TARGET CORP	07/05/2005	12/07/2007	3377.	3195.	182.
	TRACTOR SUPPLY CO	07/05/2005	11/06/2007	245.	297.	-52.
	UNITEDHEALTH GRP	07/05/2005	10/12/2007	1981.	2187.	-206.
	UNITEDHEALTH GRP	07/05/2005	05/21/2008	6694.	11204.	-4510.
	WALMART STORES INC	VA/RI/OUS	09/21/2007	7266.	7704.	-438.
	WALGREEN CO	07/05/2005	04/25/2008	3227.	4300.	-1073.
	LESS TO MANAGED FD				2163.	-2163.
				1345451.	1305891.	39560.

# DEPOT FOUNDATION

DEPRECIATION SCHEDULE

EQUIPMENT

ASSET DESCRIPTION	DATE IN SVC	DEPR LIFE	METH/ CONV	ORIGINAL COST	30/50% SPECIAL	SEC 179 CREDIT	DEPR BASIS	ACCUM. DEPR.	DEPRECIATION FOR THE YEAR ENDED:					
									06/30/07	06/30/08	06/30/09			
Office Equipment	09/30/98			2,109.56			2,109.56	2,109.56						
Office Furniture, Files, etc.	02/09/01			4,802.93			4,802.93	4,802.93						
Quickbooks Software	02/13/01			173.03			173.03	173.03						
Brother All-in-One Printer	02/13/01			362.79			362.79	362.79						
Blackbaud Software	09/30/98			8,035.00			8,035.00	8,035.00						
Panasonic Cordless Phones (2)	07/20/01	5 yrs	S/L	384.97			384.97	378.54	6.43	XXXXXXXXXX				
Office Drapes	07/31/01	5 yrs	S/L	237.60			237.60	233.64	3.96	XXXXXXXXXX				
File Cabinet & Console Table	09/05/01	5 yrs	S/L	150.48			150.48	145.48	5.00	XXXXXXXXXX				
Executive Chairs (2)	11/15/01	5 yrs	S/L	374.00			374.00	349.07	24.93	XXXXXXXXXX				
Phone & Office Set-up	09/05/01	5 yrs	S/L	475.59			475.59	459.75	15.84	XXXXXXXXXX				
Telephones	09/17/03	5 yrs	S/L	399.98			399.98	193.39	80.00	XXXXXXXXXX				
Office Furniture (Desk/Chair/Cabinets)	08/06/04	5 yrs	S/L	1,715.00			1,715.00	514.50	343.00	XXXXXXXXXX				
Microwave/Refrigerator	02/01/04	5 yrs	S/L	182.47			182.47	88.17	36.49	XXXXXXXXXX				
Photocopier	09/29/04	5 yrs	S/L	519.98			519.98	156.00	104.00	XXXXXXXXXX				
Computers (2)/HP1150 Printer	02/06/04	5 yrs	S/L	2,249.95			2,249.95	1,087.50	450.00	XXXXXXXXXX				
Computers/Server	08/20/04	5 yrs	S/L	2,702.52			2,702.52	810.78	540.52	XXXXXXXXXX				
File Cabinets	01/06/06	7 yrs	S/L	715.00			715.00	51.00	102.17	XXXXXXXXXX				
AMD-3000 Laptop Computer	09/29/05	5 yrs	S/L	899.99			899.99	90.00	180.00	XXXXXXXXXX				
40GB Hard Drive	06/27/06	5 yrs	S/L	139.99			139.99	14.00	28.00	XXXXXXXXXX				
Online Donation Webpage	06/30/06	36 mos	S/L	650.00			650.00	18.00	216.65	XXXXXXXXXX				
D'Autremont Boat House Print	05/24/06	Artwork Not Depr.		421.31			421.31	0.00	0.00	XXXXXXXXXX				
In-Kind Workstations (Furniture)	07/01/06	7 yrs	S/L	23,256.05			23,256.05	0.00	1,660.48	XXXXXXXXXX				
In-Kind Conference Table	07/01/06	7 yrs	S/L	750.00			750.00	0.00	53.55	XXXXXXXXXX				
<b>TOTAL</b>				<b>\$51,708.29</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$51,708.29</b>	<b>20,073.13</b>	<b>\$3,851.02</b>	<b>\$5,511.30</b>	<b>\$5,257.22</b>	<b>\$4,234.40</b>	<b>\$3,636.62</b>	<b>\$3,532.64</b>



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

**Adopted 4/5/00  
Implemented 9/14/00  
Amended 4/2/02  
Amended June 2008 – Approved 9/17/08**

**ARTICLE I**

**Mission**

- 1.1 The Depot Foundation is dedicated to furthering the identity of the Depot as a vital and thriving cultural, arts, and heritage center through the management of endowment assets and the distribution of endowment fund earnings.

**ARTICLE II**

**Location**

- 2.1 The Principal office of the Corporation, for transacting business of the Corporation and maintaining records of the Corporation, shall be such place in Duluth, Minnesota, as may be fixed from time to time by the Board of Directors.

**ARTICLE III**

**Members; Duties; Meetings**

- 3.1 There shall be four categories of membership in the Corporation: the Founders Circle, the Heritage Circle, the Magic Circle, and the members of the Board of Directors.

- 3.1.1 The following persons are members in the Founders Circle:

- 3.1.1.1 Persons who contribute \$50,000 or more to the Corporation.
- 3.1.1.2 Persons who pledge \$50,000 or more to the Corporation to be paid over a period of not more than ten (10) years.
- 3.1.1.3 Persons making a deferred gift to the Corporation of \$100,000 or more.

- 3.1.2 The following persons are members in the Heritage Circle:

- 3.1.2.1 Persons who contribute at least \$10,000, but less than \$50,000, to the Corporation.
- 3.1.2.2 Persons who pledge at least \$10,000, but less than \$50,000, to the Corporation to be paid over a period of not more than ten (10) years.
- 3.1.2.3 Persons making a deferred gift to the Corporation of at least \$20,000, but less than \$100,000.

3.1.3 The following persons are members in the Magic Circle:

3.1.3.1 Persons who contribute at least \$1,000, but less than \$10,000, to the Corporation.

3.1.3.2 Persons who pledge at least \$1,000, but less than \$10,000 to the Corporation, to be paid over a period of not more than five (5) years.

3.1.4 Contributions may be outright or by way of an Irrevocable Trust. Deferred gifts may be made under a person's Will or Revocable Trust, by designating the Corporation as beneficiary of a life insurance policy, or by any other manner acceptable to the Corporation. All of a member's contributions shall be aggregated in determining membership category. Members may be individuals, corporations, partnerships, trusts or any other business organization. All contributions by a husband and wife shall be aggregated and recognized as one membership unless otherwise directed by the individuals. In the event of dissolution of the marriage, the membership shall be allocated as directed by the individuals.

3.1.5 Persons duly elected to serve on the Board of Directors are members of the Corporation for the length of their term.

3.2 Members of the Corporation shall meet annually in September or October on a date and at a location to be determined by the Chair. The Chair shall preside at the annual meeting of the Corporation. Members of the Corporation shall elect Directors to replace those Directors whose terms have expired and to fill any vacancies that have occurred during the year.

3.3 Special meetings of the Corporation may be called by the Chair, any four members of the Board of Directors or ten (10%) percent of the membership of the Corporation. A person or persons entitled to call a special meeting of the members of the Corporation may make a written request to the Chair to call the meeting. The Chair shall schedule the date and location of the meeting to be held between ten (10) and sixty (60) days after receiving the request. If the Chair fails to schedule the meeting within fifteen (15) days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting.

3.4 Written notice of meetings of the members of the Corporation stating the time and place of such meeting, and with respect to special meetings the purpose of the meeting, shall be mailed not less than five (5) days nor more than thirty (30) days before the meeting, excluding the day of the meeting, to each member at his or her address according to the last available corporate records. Any member may waive notice of a meeting before, at or after a meeting. Such waiver shall be filed with the person who has been designated to act as Secretary of the meeting, who shall enter it upon the records of the meeting. A member's attendance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting and such purpose is attested to by a writing signed by such member and filed with the Secretary of the meeting.

3.5 A quorum shall consist of at least 10 members of the Corporation. Each member shall have one vote. Members may vote in person or by written proxy.

3.6 A member may resign from the Corporation by providing a written notice of resignation to the Chair, the Executive Director, or the full Board. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance by the Board of Directors. Upon the effective date of resignation, the resigned member shall be removed from the membership role. Deceased members shall be removed from the membership role.

#### ARTICLE IV Directors

4.1 The property, affairs and business of this Corporation shall be managed by the Board of Directors.

4.2 The Board of Directors shall be comprised of not less than nine (9) persons nor more than fifteen (15) persons. The number of Directors may be changed at any time by a 2/3 vote of all members of the Board of Directors. The majority of the Board shall, at all times, be Founders, Heritage or Magic Circle members. No member of the Board of Directors shall be a director or officer of any organization which receives funding from the Depot Foundation.

4.3 The term of each Director shall be three years, provided that the terms are staggered so that no more than 2/5ths of the Directors' terms expire each year. As the term of each Director expires, the Director's successor shall be elected by members of the Corporation at their annual meeting. Directors shall be eligible to serve three consecutive 3-year terms and shall be eligible for re-election after an absence of one year from the Board. All terms shall expire upon: (1) election of a successor; and (2) adjournment of the Corporation's annual meeting held in the year designated for expiration.

4.4 In the event a Director has resigned, died or been removed, the Board may fill any vacancy occurring in the Board of Directors until the next meeting of the Corporation. At its next annual meeting, members of the Corporation shall elect Directors for all vacancies occurring on the Board.

4.5 A Director may resign at any time by giving written notice to the Chair, Executive Director, or the full Board of Directors. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance by the Board. Any member of the Board of Directors may be removed from the board, with or without cause, by a 2/3 vote of all members of the Board of Directors.

4.6 The Board of Directors may appoint an Executive Director to serve at the pleasure of the Board and to perform such duties as directed by the Board. The Executive Director shall be an ex-officio member of the Board without vote and shall not be counted in determining the total number of directors.

**ARTICLE V**  
**Meetings of the Board of Directors**

5.1 The annual meeting of the Board of Directors shall be held in September or October for the purpose of electing Officers and for the transaction of such other business as shall come before the meeting.

5.2 Regular meetings of the Board of Directors shall be held at least quarterly at a time and place to be determined by the Chair.

5.3 Special meetings of the Board of Directors may be called at any time by (a) the Chair, or in his or her absence, by the Vice Chair, or (b) by four or more members of the Board of Directors. A person or persons entitled to call a special meeting of the Board of Directors may make a written request to the Chair to call the meeting. The Chair shall schedule the date and location of the meeting to be held between ten (10) and forty-five (45) *days* after receiving the request. If the Chair fails to schedule the meeting within fifteen (15) days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting.

5.4 Written notice of meetings of the Board of Directors stating the time and place of such meeting and, with respect to special meetings the purpose of the meeting, shall be mailed not less than five (5) days nor more than thirty (30) days before the meeting, excluding the day of the meeting, to each director at his or her address according to the last available corporate records. Any director may waive notice of a meeting before, at or after a meeting. Such waiver shall be filed with the person who has been designated to act as Secretary of the meeting, who shall enter it upon the records of the meeting. A Director's attendance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting and such purpose is attested to by a writing signed by such Director and filed with the Secretary of the meeting.

5.5 At all meetings of the Board of Directors, each Director shall be entitled to cast one vote on any question coming before the meeting. The presence of at least one-half of the membership of the Board of Directors shall constitute a quorum at any meeting, but the Directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the Directors present at any meeting, if there be a quorum, shall, except as otherwise provided in these By-Laws, be sufficient to transact any business.

5.6 Any action which may be taken at a meeting of the Board of Directors or the Executive Committee may be taken without a meeting when authorized in writing signed by all of the Directors or by all of the members of the Executive Committee as the case may be.

**ARTICLE VI**  
**Officers**

6.1 The Officers of the Corporation shall be a Chair, a Vice Chair, a Secretary, a Treasurer and such other Officers as the Board of Directors may from time to time designate. Such officers must be duly elected members of the Board of Directors and shall serve a one-year term except for officers elected to fill vacancies. As the term of each officer expires, the Officer's successor shall be elected by the Board of Directors. No Officer shall be eligible to serve more than two (2) consecutive terms in the same office. Vacancies may be filled by the Board of Directors at any regular or special meeting. Officer terms expire upon: (1) election of a successor; and (2) adjournment of the Board of Director's annual meeting held in the year designated for expiration.

6.2 The Chair shall be the chief executive officer of the Corporation. The duties of the Chair are those customary to the position of Chair, including presiding at all meetings of the Board of Directors, the Executive Committee, and all meetings of the members of the Corporation. The Chair shall execute, on behalf of the Corporation, all contracts, deeds, conveyances and other instruments in writing that may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the Corporation. The Chair shall be an ex-officio member of all committees without vote except as otherwise provided herein. The Chair shall perform such other duties as are necessary incident to the office of Chair or as may be prescribed by the Board.

6.3 The Vice Chair shall perform the duties of the Chair in the case of the latter's temporary absence or disability. The execution by the Vice Chair on behalf of the Corporation of any instrument shall have the same force and effect as if it were executed on behalf of the Corporation by the Chair.

6.4 The Secretary shall be responsible for recording all proceedings of the meetings of the Board of Directors and all meetings of the members of the Corporation in a book to be kept for that purpose; shall give or cause to be given all notices of meetings of the Board of Directors and all meetings of the Corporation and all other notices required by law or by these By-Laws, and in the case of absence, refusal or neglect to do so, any such notice may be given by the Chair or the Vice Chair. The Secretary shall be the custodian of Corporate books, correspondence and papers relating to the business of the Corporation and shall join with the Chair in the execution on behalf of the Corporation of all contracts, deeds, conveyances and other instruments in writing which may be required or authorized to be so executed by the Board of Directors for the proper and necessary transaction of the business of the Corporation.

6.5 The Treasurer shall be the chief financial officer of the Corporation and shall have the custody of all the funds and securities of the Corporation, and shall deposit the same in the name of the Corporation in banks and trust companies to be designated by the Board of

Directors. The Treasurer shall keep full and accurate account of all receipts and disbursements of the Corporation in books belonging to the Corporation, which shall be open at all times to inspection by the Board of Directors. The Treasurer shall present to the Board of Directors at its annual meeting a report as Treasurer of the Corporation and shall make such other reports as the of Board of Directors may require.

6.6 Any Officer of the Corporation, in addition to the powers conferred by these By-Laws, shall have such additional powers and perform such additional duties as may be prescribed by the Board of Directors.

## **ARTICLE VII**

### **Committees**

7.1 There shall be an Executive Committee comprised of the Chair, Vice Chair, Secretary and Treasurer. The Executive Committee shall have the authority of the Board of Directors in the management of the business of the Corporation in the interval between meetings of the Board of Directors and shall at all times be subject to the control and direction of the Board of Directors.

7.2 There shall be a Development Committee that shall be appointed by the Chair. It shall be the responsibility of the Development Committee to encourage contributions to the Corporation.

7.3 There shall be a Finance and Investment Committee that shall be appointed by the Chair. No representative of any fiscal agent of the Corporation shall serve on the Finance and Investment Committee. The Finance and Investment Committee shall recommend to the Board the selection of a fiscal agent and policies, procedures and practices for the investment of funds by the Corporation. These policies, procedures and practices shall be reviewed and approved by the Board of Directors and amended, if necessary, to comply with the Board's fiduciary responsibility.

7.4 There shall be an Audit Committee that shall consist of the same members as the Executive Committee. The Audit Committee shall recommend to the Board of Directors for approval a firm of CPAs to prepare annual audited financial statements in accordance with generally accepted accounting principles. The Audit Committee shall report its findings to the Board of Directors at such times as the Board may direct, but at least annually.

7.5 There shall be a Personnel Committee that shall consist of the same members as the Executive Committee. The Personnel Committee shall recommend personnel policies to the Board of Directors for approval. The Personnel Committee shall annually conduct a performance review of the Executive Director.

7.6 There shall be a Nominating Committee that shall be appointed by the Chair. The Nominating Committee shall be responsible for preparing and presenting, in accordance with

the criteria set out in Section 3.2, a list of nominees for election to the Board of Directors and for election of the officers of the Corporation in accordance with Section 5.1 as well as presenting replacements for resigned, deceased or removed Directors.

7.7 There shall be a Grants Committee that shall be appointed by the Chair. It shall be the duty of the Grants Committee to develop the focus for the grant making process, conduct the process to identify and evaluate potential recipients of the funds of the Corporation, and submit recommendations to the Board of Directors for approval. The Committee will also monitor the progress of each grant award and provide regular reports to the Board of Directors.

7.8 The Board of Directors may act by and through such other committees as may be specified in a resolution duly adopted by the Directors. Such committees shall have duties and responsibilities as granted them by the Board of Directors and be subject to its direction.

7.9 Each Committee shall include at least three members of the Board of Directors. Except for the Executive Committee, Audit Committee, and Personnel Committee, the Chair may appoint individuals who are not directors to serve on committees; however, a majority of each committee shall be Directors. The appointed members will serve one-year terms and may be reappointed by the Chair. The Chair of the Board shall appoint the Chair of each committee. The Chair of each committee shall be a member of the Board of Directors.

7.9.1 The presence of one-half (1/2) of the membership of any committee shall constitute a quorum at any meeting, but the members of a committee present at any of such committee meetings, although less than a quorum, may adjourn the meeting from time to time. At all meetings of a committee, each member shall be entitled to cast one vote on any questions coming before such meeting. A majority vote of the members of a committee present at any meeting, if there be a quorum, shall be sufficient for the transaction of the business of such committee.

## **ARTICLE VIII** **Fiscal Agents**

8.1 The Corporation may designate such fiscal agents, investment advisors and custodians as the Board of Directors deems appropriate, and the Board of Directors may at any time discontinue use of the services of any such fiscal agent, investment advisor or custodian.

## **ARTICLE IX** **Fiscal Year**

9.1 The fiscal year of the Corporation shall be July 1 to June 30.

**ARTICLE X**  
**Management of Funds**

10.1 The Board of Directors shall at all times manage and distribute funds to carry out the purposes of the Corporation.

10.2 Prior to accepting any gift or bequest which may be subject to a restriction, and prior to entering into any agreement respecting funds title to which will not be vested in the Corporation, the Board shall thoroughly investigate and determine whether the restriction is consistent with the purposes of the Corporation and does not jeopardize its status as a tax-exempt organization. The Board shall not accept any funds or enter into any agreement which contains restrictions which the Board determines to be inconsistent with the purposes of the Corporation. In managing and distributing funds, the Board of Directors shall adhere to all restrictions accepted by the Corporation.

**ARTICLE XI**  
**Corporate Seal**

11.1 The Corporation shall have no corporate seal.

**ARTICLE XII**  
**Amendment**

12.1 The Board of Directors may amend these By-Laws to include or omit any provision that could be lawfully included or omitted at the time such amendment is made. Any amendment of these By-Laws may be submitted and voted upon at a single meeting of the Board of Directors if notice has been given in accordance with Section 3.4 and shall be adopted at such meeting upon receiving two-thirds (2/3) vote of all of the Directors. No amendment of any provision of these By-laws requiring a specific vote may be made unless such amendment receives the support of at least that number of Directors required in such provision to take action.