

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

For calendar year 2021, or tax year beginning 01-01-2021, and ending 12-31-2021

Name of foundation THE CHARLES BUTT FOUNDATION		<b>A Employer identification number</b> 90-1548640
Number and street (or P.O. box number if mail is not delivered to street address) 200 E BASSE RD STE 201	Room/suite	<b>B Telephone number</b> (see instructions) (210) 462-9991
City or town, state or province, country, and ZIP or foreign postal code SAN ANTONIO, TX 782094490		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here..... <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation ... <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ..... <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b> 5,543,261	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ..... <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	3,850,000			
	<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments	159	159		
	<b>4</b> Dividends and interest from securities				
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10				
	<b>b</b> Gross sales price for all assets on line 6a				
	<b>7</b> Capital gain net income (from Part IV, line 2)		0		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	7,337	0			
<b>12 Total.</b> Add lines 1 through 11	3,857,496	159			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc.	29,565	0		29,565
	<b>14</b> Other employee salaries and wages	594,751	0		594,751
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)	46,218	0		46,218
	<b>b</b> Accounting fees (attach schedule)	21,000	0		21,000
	<b>c</b> Other professional fees (attach schedule)	846,328	0		846,328
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)				
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings	3,538	0		3,538
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	17,147	0		17,147
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	1,558,547	0		1,558,547
	<b>25</b> Contributions, gifts, grants paid	7,452,700			7,452,700
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	9,011,247	0		9,011,247	
<b>27</b> Subtract line 26 from line 12:					
<b>a Excess of revenue over expenses and disbursements</b>	-5,153,751				
<b>b Net investment income</b> (if negative, enter -0-)		159			
<b>c Adjusted net income</b> (if negative, enter -0-)					

**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	5,276,136	4,875,503	4,875,503
	<b>2</b> Savings and temporary cash investments . . . . .	500,842	667,758	667,758
	<b>3</b> Accounts receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .			
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .			
	<b>14</b> Land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)				
<b>16 Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	5,776,978	5,543,261	5,543,261	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue. . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow FASB ASC 958, check here</b> <input type="checkbox"/> <b>and complete lines 24, 25, 29 and 30.</b>			
	<b>24</b> Net assets without donor restrictions . . . . .			
	<b>25</b> Net assets with donor restrictions . . . . .			
	<b>Foundations that do not follow FASB ASC 958, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 26 through 30.</b>			
	<b>26</b> Capital stock, trust principal, or current funds . . . . .	1,675,333	1,675,333	
	<b>27</b> Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .	0	0	
	<b>28</b> Retained earnings, accumulated income, endowment, or other funds . . . . .	4,101,645	3,867,928	
<b>29 Total net assets or fund balances</b> (see instructions) . . . . .	5,776,978	5,543,261		
<b>30 Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	5,776,978	5,543,261		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> Total net assets or fund balances at beginning of year—Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return) . . . . .	<b>1</b>	5,776,978
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	-5,153,751
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	4,920,034
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	5,543,261
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	0
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29 . . . . .	<b>6</b>	5,543,261

**Part IV Capital Gains and Losses for Tax on Investment Income**

<b>(a)</b> List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	<b>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
<b>1a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

<b>(i)</b> F.M.V. as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col. (i) over col. (j), if any	<b>(l)</b> Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Capital gain net income or (net capital loss)

{ If gain, also enter in Part I, line 7  
If (loss), enter -0- in Part I, line 7 }

**2**

**3** Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8

**3**

Part V Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

Exempt operating foundations described in section 4940(d)(2), check here [ ] and enter [ ] Bracket for line 1a
1a Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)
3 Add lines 1 and 2.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-
6 Credits/Payments:
6a 2021 estimated tax payments and 2020 overpayment credited to 2021
6b Exempt foreign organizations—tax withheld at source
6c Tax paid with application for extension of time to file (Form 8868)
6d Backup withholding erroneously withheld
7 Total credits and payments. Add lines 6a through 6d
8 Enter any penalty for underpayment of estimated tax. Check here [ ] if Form 2220 is attached.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.
11 Enter the amount of line 10 to be: Credited to 2022 estimated tax Refunded

Part VI-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition.
1c Did the foundation file Form 1120-POL for this year?
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation. (2) On foundation managers.
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers.
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments?
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a tax return on Form 990-T for this year?
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
By language in the governing instrument, or
By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?
7 Did the foundation have at least \$5,000 in assets at any time during the year?
8a Enter the states to which the foundation reports or with which it is registered (see instructions)
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G?
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2021 or the taxable year beginning in 2021?
10 Did any persons become substantial contributors during the tax year?

Part VI-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of CHARLES H CLINES Telephone no. (210) 462-9991 Located at PO BOX 90389 SAN ANTONIO TX 78209 ZIP+4
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year. 15
16 At any time during calendar year 2021, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign

Part VI-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)
b If any answer is "Yes" to 1a(1)-(6); did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions
c Organizations relying on a current notice regarding disaster assistance check here.
d Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2021?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2021, did the foundation have any undistributed income (lines 6d and 6e, Part XII) for tax year(s) beginning before 2021? If "Yes," list the years 20, 20, 20, 20
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement-see instructions.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 20, 20, 20, 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2021 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period?(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2021.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2021?

**Part VI-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)

<b>5a</b>	During the year did the foundation pay or incur any amount to:		<b>Yes</b>	<b>No</b>
<b>(1)</b>	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<b>5a(1)</b>		<b>No</b>
<b>(2)</b>	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<b>5a(2)</b>		<b>No</b>
<b>(3)</b>	Provide a grant to an individual for travel, study, or other similar purposes?	<b>5a(3)</b>		<b>No</b>
<b>(4)</b>	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<b>5a(4)</b>		<b>No</b>
<b>(5)</b>	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<b>5a(5)</b>		<b>No</b>
<b>b</b>	If any answer is "Yes" to 5a(1)–(5); did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	<b>5b</b>		<b>No</b>
<b>c</b>	Organizations relying on a current notice regarding disaster assistance check here . . . . . <input type="checkbox"/>			
<b>d</b>	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . <input type="checkbox"/> If "Yes," attach the statement required by Regulations section 53.4945–5(d).	<b>5d</b>		
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<b>6a</b>		<b>No</b>
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . If "Yes" to 6b, file Form 8870.	<b>6b</b>		<b>No</b>
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<b>7a</b>		<b>No</b>
<b>b</b>	If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?	<b>7b</b>		
<b>8</b>	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	<b>8</b>		<b>No</b>

**Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1 List all officers, directors, trustees, foundation managers and their compensation. See instructions**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHARLES C BUTT PO BOX 90389 SAN ANTONIO, TX 78283	CHAIRMAN, DIRECTOR, MEMBER 0.50	0	0	0
CHARLES H CLINES - SEE STMT 8 PO BOX 90389 SAN ANTONIO, TX 78209	PRESIDENT, TREASURER, DIRECTOR 2.25	29,565	0	0
ELIZABETH LORENZ PO BOX 90389 SAN ANTONIO, TX 78209	VICE PRESIDENT, DIRECTOR 1.00	0	0	0
JUDITH A LINDQUIST PO BOX 90389 SAN ANTONIO, TX 78209	DIRECTOR 1.00	0	0	0

**2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If 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 and deferred compensation	(e) Expense account, other allowances
KATHRYN ROGERS - SEE STMT 8 PO BOX 90389 SAN ANTONIO, TX 78209	VP, COMMUNITY OUTREA 40.00	379,167	0	0
PAULINE VALDEZ PO BOX 90389 SAN ANTONIO, TX 78209	SPECIAL PROJECTS COO 40.00	77,673	20,391	0

**Total** number of other employees paid over \$50,000. . . . .  0

**Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
FAIRWINDS MANAGEMENT LLC 200 E BASSE RD STE 201 SAN ANTONIO, TX 78209	SALARY AND OVERHEAD EXPENSES	431,116
BECCA NORTH 110 JACOB FONTAINE UNIT 339 AUSTIN, TX 78752	CONSULTING	121,016
WYATT KROOPF 1955 CHESTNUT ST 205 BERKELEY, CA 94702	CONSULTING	111,343
JFF BOOKS LLC 143 JEFFERSON RD PRINCETON, NJ 08540	CONSULTING	108,272
MCS VENTURES LLC 13501 RANCH 12 STE 103 WIMBERLEY, TX 78746	CONSULTING	89,224

**Total** number of others receiving over \$50,000 for professional services. . . . . ▶

**Part VIII- Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1	
2	
3	
4	

**Part VIII- Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1	
2	
All other program-related investments. See instructions.	
3	

**Total.** Add lines 1 through 3 . . . . . ▶ 0

**Part IX Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	0
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	925,838
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	925,838
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	925,838
<b>4</b>	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	13,888
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3.	<b>5</b>	911,950
<b>6</b>	<b>Minimum investment return.</b> Enter 5% (0.05) of line 5. . . . .	<b>6</b>	45,598

**Part X Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part IX, line 6. . . . .	<b>1</b>	45,598
<b>2a</b>	Tax on investment income for 2021 from Part V, line 5. . . . .	<b>2a</b>	2
<b>b</b>	Income tax for 2021. (This does not include the tax from Part V.). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	2
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1. . . . .	<b>3</b>	45,596
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	45,596
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1. . . . .	<b>7</b>	45,596

**Part XI Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26. . . . .	<b>1a</b>	
<b>b</b>	Program-related investments—total from Part VIII-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part XII, line 4.	<b>4</b>	

**Part XII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2020	(c) 2020	(d) 2021
<b>1</b> Distributable amount for 2021 from Part X, line 7				45,596
<b>2</b> Undistributed income, if any, as of the end of 2021:				
<b>a</b> Enter amount for 2020 only. . . . .			0	
<b>b</b> Total for prior years: 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2021:				
<b>a</b> From 2016. . . . .				2,039,837
<b>b</b> From 2017. . . . .				23,283,939
<b>c</b> From 2018. . . . .				21,454,418
<b>d</b> From 2019. . . . .				23,773,863
<b>e</b> From 2020. . . . .				6,011,115
<b>f</b> <b>Total</b> of lines 3a through e . . . . .	76,563,172			
<b>4</b> Qualifying distributions for 2021 from Part XI, line 4: ▶ \$ <u>9,011,247</u>				
<b>a</b> Applied to 2020, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2021 distributable amount				45,596
<b>e</b> Remaining amount distributed out of corpus	8,965,651			
<b>5</b> Excess distributions carryover applied to 2021. (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	85,528,823			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2019. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2021. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2022				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .	0			
<b>8</b> Excess distributions carryover from 2016 not applied on line 5 or line 7 (see instructions)	2,039,837			
<b>9</b> <b>Excess distributions carryover to 2022.</b> Subtract lines 7 and 8 from line 6a	83,488,986			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2017	23,283,939			
<b>b</b> Excess from 2018	21,454,418			
<b>c</b> Excess from 2019. . . . .	23,773,863			
<b>d</b> Excess from 2020	6,011,115			
<b>e</b> Excess from 2021	8,965,651			

Part XIII Private Operating Foundations (see instructions and Part VI-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2021, enter the date of the ruling

b. Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed
b 85% (0.85) of line 2a
c Qualifying distributions from Part XI, line 4 for each year listed
d Amounts included in line 2c not used directly for active conduct of exempt activities
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

Table with 5 columns: (a) 2021, (b) 2020, (c) 2019, (d) 2018, (e) Total. Rows correspond to items 2a through 2e.

3 Complete 3a, b, or c for the alternative test relied upon:
a "Assets" alternative test—enter:
(1) Value of all assets
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part IX, line 6 for each year listed
c "Support" alternative test—enter:
(1) Total support other than gross investment income
(2) Support from general public and 5 or more exempt organizations
(3) Largest amount of support from an exempt organization
(4) Gross investment income

Part Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).) CHARLES C BUTT

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

**Part** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
ALAMO COLLEGES FOUNDATION 2222 N ALAMO SAN ANTONIO, TX 78215	N/A	P C	ALAMOPROMISE: PARTNERING TO END POVERTY	300,000
CRIME STOPPERS PO BOX 700463 SAN ANTONIO, TX 78270	N/A	P C	CONTRIBUTION	50,000
GIRLS INC 2214 BASSE ROAD SAN ANTONIO, TX 78213	N/A	P C	SPONSORSHIP	5,000
MEADOWS MENTAL HEALTH POLICY INSTITUTE 2800 SWISS AVENUE DALLAS, TX 75204	N/A	P C	CONTRIBUTION	250,000
NATIONAL POSTSECONDARY INS 50 EAST WASHINGTON ST STE 410 CHICAGO, IL 60602	N/A	P C	NPSI CONFERENCE	112,000
RIVARD REPORT 110 E HOUSTON ST STE 207 SAN ANTONIO, TX 78205	N/A	P C	GRANT	100,000
RIVARD REPORT 110 E HOUSTON ST STE 207 SAN ANTONIO, TX 78205	N/A	P C	SPONSORSHIP	5,000
ROCKPORT CENTER OF ARTS 638 E MARKET ST ROCKPORT, TX 78382	N/A	P C	CONTRIBUTION	125,000
SA TALENT 112 E PECAN ST SAN ANTONIO, TX 78205	N/A	P C	SA WORKS	300,000
SAISD FOUNDATION 2411 SAN PEDRO SAN ANTONIO, TX 78212	N/A	P C	CONTRIBUTION	170,000
SAISD FOUNDATION 2411 SAN PEDRO SAN ANTONIO, TX 78212	N/A	P C	10TH SAISD INSPIRE AWARDS	5,000
SAISD FOUNDATION 2411 SAN PEDRO SAN ANTONIO, TX 78212	N/A	P C	SPONSORSHIP	3,000
SAN ANTONIO LIBRARY FOUNDATION 625 SHOOK AVE SAN ANTONIO, TX 78212	N/A	P C	DIGITAL DIVIDE	150,000
SAN ANTONIO MUSEUM OF ART 200 W JONES AVE SAN ANTONIO, TX 78215	N/A	P C	2021 CELEBRATION SPONSORSHIP	10,000
SAN ANTONIO ZOO 3903 N ST MARYS ST SAN ANTONIO, TX 78212	N/A	P C	CONTRIBUTION	25,000
ST LUKE'S EPISCOPAL SCHOOL 15 ST LUKES LANE SAN ANTONIO, TX 78209	N/A	P C	GENERAL FUND	10,000
TEACH FOR AMERICA 700 N SAINT MARYS ST STE 200 SAN ANTONIO, TX 78205	N/A	P C	GRANT	200,000
TEXAS A&M SAN ANTONIO FOUNDATION ONE UNIVERSITY WAY SAN ANTONIO, TX 78224	N/A	P C	AUTISM RISE CENTER	250,000
TEXAS BIOMEDICAL FORUM PO BOX 6648 SAN ANTONIO, TX 78209	N/A	P C	TEXAS BIOMED DISCOVERY & LEARNING INITIATIVE	50,000
TEXAS PUBLIC RADIO 8401 DATAPOINT STE 800 SAN ANTONIO, TX 78229	N/A	P C	TPR CAMPAIGN FOR EXCELLENCE	150,000
THE SCHOOL BOARD PROJECT 122 LEWIS ST STE 2 SAN ANTONIO, TX 78212	N/A	P C	CONTRIBUTION	50,000
TTARA RESEARCH FOUNDATION 400 WEST 15TH ST STE 400 AUSTIN, TX 78701	N/A	P C	2020 SCHOOL FINANCE REPORT	15,000
UNITED WAY SAN ANTONIO PO BOX 898 SAN ANTONIO, TX 78293	N/A	P C	EARLY MATTERS	150,000
UP PARTNERSHIP 454 SOLEDAD ST STE 101 SAN ANTONIO, TX 78205	N/A	P C	ELEVATE BEXAR COUNTY: EQUIPPING OUR FUTURE THROUGH DATA COORDINATION	100,000
WORLD AFFAIRS COUNCIL	N/A	P C	CONTRIBUTION	7,700

816 CAMARON ST STE 215 SAN ANTONIO, TX 78212				
YOUTH ORCHESTRAS OF SAN ANTONIO 106 AUDITORIUM CIRCLE STE 130 SAN ANTONIO, TX 78205	N/A	PC	CONCERT SUPPORT	20,000
CITY OF SAN ANTONIO PO BOX 839966 SAN ANTONIO, TX 78283	N/A	GOV	ASPEN INSTITUTE'S OPPORTUNITY YOUTH FORUM FEE FOR NXT LEVEL	40,000
EDITORIAL PROJECTS IN EDUCATION INC 6935 ARLINGTON RD STE 100 BETHESDA, MD 20814	N/A	PC	GENERAL SUPPORT	200,000
NEW YORK YACHT CLUB 37 WEST 44TH ST NEW YORK, NY 10036	N/A	PC	PRESERVATION OF HISTORIC CLUBHOUSE/MEMORABILIA	100,000
ORGANIZATION FOR ECONOMIC CO-OP & DEVELOPMENT 1776 EYE STREET NW STE 450 WASHINGTON, DC 20009	N/A	GOV	GLOBAL VIDEO LIBRARY FOR EFFECTIVE TEACHING PRACTICES	500,000
CAMBRIDGE IN AMERICA 1120 AVENUE OF THE AMERICAS 17TH FLOOR NEW YORK, NY 10036	N/A	PC	MEDICAL RESEARCH	4,000,000
<b>Total</b> . . . . .			<b>3a</b>	<b>7,452,700</b>
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			<b>3b</b>	<b>0</b>

Part XV-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

- 1 Program service revenue:
a
b
c
d
e
f
g Fees and contracts from government agencies
2 Membership dues and assessments
3 Interest on savings and temporary cash investments
4 Dividends and interest from securities
5 Net rental income or (loss) from real estate:
a Debt-financed property.
b Not debt-financed property.
6 Net rental income or (loss) from personal property
7 Other investment income
8 Gain or (loss) from sales of assets other than inventory
9 Net income or (loss) from special events:
10 Gross profit or (loss) from sales of inventory
11 Other revenue:
a EXCISE TAXES REFUND
b
c
d
e

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Includes rows for various income categories and a total row at the bottom.

Part XV-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XV-A contributed importantly to the accomplishment of the foundation's exempt purposes.



## **Additional Data**

[Return to Form](#)

**Software ID:**

**Software Version:**

**Form 990PF - Special Condition Description:**

**Special Condition Description**

# TY 2021 IRS 990 e-File Render

**Name:** THE CHARLES BUTT FOUNDATION

**EIN:** 90-1548640

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	21,000	0		21,000

# TY 2021 IRS 990 e-File Render

**Name:** THE CHARLES BUTT FOUNDATION

**EIN:** 90-1548640

Identifier	Return Reference	Explanation
	PART VIII, LINES 1 AND 2: INFO ABOUT DIRECTORS AND HIGHLY PAID EMPLOYEES:	DIRECTOR CHARLES CLINES IS NOT DIRECTLY COMPENSATED, HOWEVER, HIS WHOLLY OWNED COMPANY FAIRWINDS MANAGEMENT, LLC (FWM) PROVIDES ADMINISTRATIVE SUPPORT TO THE FOUNDATION AND IS PAID UNDER A SERVICES AGREEMENT. ALL COMPENSATION REPORTED ON PART I LINES 13 AND 14 REPRESENTS THE REIMBURSEMENT OF EMPLOYEE COSTS TO FWM. AMOUNTS PAID TO FWM ARE BASED ON TIME SPENT BY FWM EMPLOYEES ON THE CHARLES BUTT FOUNDATION MATTERS. FWM IS ALSO REIMBURSED FOR DIRECT OUT OF POCKET COSTS INCURRED ON BEHALF OF THE FOUNDATION, WHICH ARE INCLUDED ON PART I, LINES 16 TO 23. ALL AMOUNTS CHARGED TO FWM ARE BASED ON ACTUAL COSTS TO FWM AND DO NOT INCLUDE ANY PREMIUM OR MARK-UP.PURSUANT TO THE FORM 990-PF INSTRUCTIONS, THE PORTION OF THE COMPENSATION PAID BY FWM THAT RELATES TO SERVICES PROVIDED BY DIRECTORS, OFFICERS, AND HIGHEST COMPENSATED EMPLOYEES OF THE FOUNDATION ARE REPORTED IN PART VIII, LINES 1 AND 2, AS IF THE FOUNDATION HAD PAID THE INDIVIDUALS DIRECTLY. THE TOTAL AMOUNT OF COMPENSATION AND OTHER OVERHEAD COSTS REIMBURSED TO FWM BY THE FOUNDATION IS REPORTED IN PART VIII, LINE 3, HIGHLY PAID CONTRACTORS.
	PART III LINE III: CHANGES IN NET ASSETS	IN ACCORDANCE WITH SECTION 507(B)(2), THE CHARLES BUTT FOUNDATION'S (THE FOUNDATION'S) RELATED ORGANIZATION, RAISE YOUR HAND FOR TEXAS EDUCATION FUND (RYHTEF) (EIN: 20-3918577), A SECTION 501(C)(3) PRIVATE OPERATING FOUNDATION, MERGED WITH CHARLES BUTT FOUNDATION EFFECTIVE DECEMBER 31, 2021. ACCORDINGLY, PART III LINE III REFLECTS THE NET ASSETS OF RYHTEF WHICH WERE TRANSFERRED TO THE CHARLES BUTT FOUNDATION AS OF DECEMBER 31, 2021.BEGINNING IN TAX YEAR 2022, THE CHARLES BUTT FOUNDATION WILL CONTINUE CARRYING OUT THE DIRECT CHARITABLE ACTIVITIES WHICH WERE PREVIOUSLY CONDUCTED BY RYHTEF. AS SUCH, THE FOUNDATION INTENDS TO QUALIFY AS A PRIVATE OPERATING FOUNDATION AS OF JANUARY 1, 2022.

# TY 2021 IRS 990 e-File Render

**Name:** THE CHARLES BUTT FOUNDATION

**EIN:** 90-1548640

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	46,218	0		46,218

## TY 2021 IRS 990 e-File Render

**Name:** THE CHARLES BUTT FOUNDATION

**EIN:** 90-1548640

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
IT MAINTENANCE	620	0		620
PROFESSIONAL DEVELOPMENT	11,150	0		11,150
OFFICE SUPPLIES	171	0		171
PROGRAM EXPENSE - SEMINAR	5,206	0		5,206

# TY 2021 IRS 990 e-File Render

**Name:** THE CHARLES BUTT FOUNDATION

**EIN:** 90-1548640

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
EXCISE TAXES REFUND	7,337		7,337

## TY 2021 IRS 990 e-File Render

**Name:** THE CHARLES BUTT FOUNDATION

**EIN:** 90-1548640

Description	Amount
NET ASSET TRANSFER FROM RYHTEF - SEE STMT 10	4,920,034

# TY 2021 IRS 990 e-File Render

**Name:** THE CHARLES BUTT FOUNDATION

**EIN:** 90-1548640

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER PROFESSIONAL FEES	846,328	0		846,328