

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

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For calendar year 2024, or tax year beginning 01-01-2024, and ending 12-31-2024

Name of foundation THE CHARLES BUTT FOUNDATION
A Employer identification number 90-1548640
Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
B Telephone number (see instructions) (210) 462-9991
City or town, state or province, country, and ZIP or foreign postal code
C If exemption application is pending, check here
G Check all that apply: Initial return, Initial return of a former public charity, Final return, Amended return, Address change, Name change
D 1. Foreign organizations, check here, 2. Foreign organizations meeting the 85% test, check here and attach computation ...
H Check type of organization: Section 501(c)(3) exempt private foundation, Section 4947(a)(1) nonexempt charitable trust, Other taxable private foundation
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,522,749
J Accounting method: Cash, Accrual, Other (specify)
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), followed by summary rows 27-29.

**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 . . . . .	849,659	1,489,351	1,489,351
	<b>2</b> Savings and temporary cash investments . . . . .	241,843	1,000,549	1,000,549
	<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) . . . . .	300,000	0	0
	<b>14</b> Land, buildings, and equipment: basis ▶ _____ <u>48,183</u> Less: accumulated depreciation (attach schedule) ▶ _____ <u>15,334</u>	33,044	32,849	32,849
<b>15</b> Other assets (describe ▶ _____)				
<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,424,546	2,522,749	2,522,749	
<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 ▶ _____)	14,806	15,298	
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22) . . . . .	14,806	15,298	
<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 . . . . .	0	0	
	<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 . . . . .	1,409,740	2,507,451	
	<b>29</b> <b>Total net assets or fund balances</b> (see instructions) . . . . .	1,409,740	2,507,451	
<b>30</b> <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	1,424,546	2,522,749		

**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>	1,409,740
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	1,097,711
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	0
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	2,507,451
<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>	2,507,451

Part IV Capital Gains and Losses for Tax on Investment Income

Table with 4 columns: (a) List and describe the kind(s) of property sold, (b) How acquired, (c) Date acquired, (d) Date sold. Row 1: PUBLICLY TRADED SECURITIES - ST, P, [blank], [blank]. Row 2: BOOKMARKED INVESTMENT WRITE-OFF, P, [blank], [blank].

Table with 4 columns: (e) Gross sales price, (f) Depreciation allowed, (g) Cost or other basis plus expense of sale, (h) Gain or (loss). Row 1: 997,840, [blank], 997,691, 149. Row 2: [blank], [blank], 600,000, -600,000.

Table with 4 columns: (i) F.M.V. as of 12/31/69, (j) Adjusted basis as of 12/31/69, (k) Excess of col. (i) over col. (j), (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h)). Row 1: [blank], [blank], [blank], 149. Row 2: [blank], [blank], [blank], -600,000.

Summary rows for capital gain net income and net short-term capital gain. Row 2: Capital gain net income or (net capital loss) -599,851. Row 3: Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): -599,851.

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

Table for excise tax calculation. Rows 1-11 include: Exempt operating foundations (226), Tax under section 511 (0), Add lines 1 and 2 (226), Subtitle A (income) tax (0), Tax based on investment income (226), Credits/Payments (6a: 1,800; 6b: 0; 6c: 0; 6d: 0), Total credits and payments (1,800), Penalty (0), Tax due (0), Overpayment (1,574), Enter the amount of line 10 to be: Credited to 2025 estimated tax (1,574), Refunded (0).

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? . . . . .

**b** Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. . . . .  
*If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*

**c** Did the foundation file **Form 1120-POL** for this year? . . . . .

**d** Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:  
**(1)** On the foundation. ▶ \$ 0 **(2)** On foundation managers. ▶ \$ 0

**e** Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0

**2** Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .  
*If "Yes," attach a detailed description of the activities.*

**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? *If "Yes," attach a conformed copy of the changes* . . . . .

**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?  
*If "Yes," attach the statement required by General Instruction T.* . . . . .

**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? *If "Yes," complete Part II, col. (c), and Part XIV.* . . . . .

**8a** Enter the states to which the foundation reports or with which it is registered (see instructions)  
 ▶TX \_\_\_\_\_

**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? *If "No," attach explanation* . . . . .

**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 2024 or the taxable year beginning in 2024? See the instructions for Part XIII. *If "Yes," complete Part XIII* . . . . .

**10** Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.* . . . . .

**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 ▶CHARLESBUTTFDN.ORG

	Yes	No
<b>1a</b>		No
<b>1b</b>		No
<b>1c</b>		No
<b>2</b>		No
<b>3</b>		No
<b>4a</b>		No
<b>4b</b>		
<b>5</b>		No
<b>6</b>	Yes	
<b>7</b>	Yes	
<b>8b</b>	Yes	
<b>9</b>	Yes	
<b>10</b>		No
<b>11</b>		No
<b>12</b>		No
<b>13</b>	Yes	

**14** The books are in care of ▶AMANDA SIERRA Telephone no. ▶(210) 462-9991  
 Located at ▶200 E BASSE RD STE 201 SAN ANTONIO TX ZIP+4 ▶782094490

**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 2024, 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 country* ▶

	Yes	No
<b>16</b>		No

**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 exempted acts, that were not corrected before the first day of the tax year beginning in 2024? . . . . .
- 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 2024, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2024? . . . . .  
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 2024 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 2024.) . . . . .
- 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 2024?

	Yes	No
<b>1a(1)</b>		No
<b>1a(2)</b>		No
<b>1a(3)</b>	Yes	
<b>1a(4)</b>	Yes	
<b>1a(5)</b>		No
<b>1a(6)</b>		No
<b>1b</b>		No
<b>1d</b>		No
<b>2a</b>		No
<b>2b</b>		
<b>3a</b>		No
<b>3b</b>		
<b>4a</b>		No
<b>4b</b>		No

**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>Yes</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 <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? <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>	<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? <i>If "Yes" to 6b, file Form 8870.</i>	<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 - SEE STMT 14 PO BOX 90389 SAN ANTONIO, TX 78209	CHAIRMAN, DIRECTOR, MEMBER 0.50	0	0	0
CHARLES H CLINES - SEE STMT 14 PO BOX 90389 SAN ANTONIO, TX 78209	CEO (UNTIL 01/24), TREASURER, DIRECTOR 5.00	0	0	0
ELIZABETH LORENZ PO BOX 90389 SAN ANTONIO, TX 78209	SECRETARY, DIRECTOR (UNTIL 08/24) 1.00	0	0	0
SHARI ALBRIGHT PO BOX 90389 SAN ANTONIO, TX 78209	PRESIDENT, DIRECTOR (UNTIL 03/24) 40.00	440,821	48,314	0
CHRISTY BANAZEK PO BOX 90389 SAN ANTONIO, TX 78209	CEO OF BOARD (EFF. 01/24) 5.00	0	0	0
GEORGINA PODJENSKI PO BOX 90389 SAN ANTONIO, TX 78209	DIRECTOR 5.00	0	0	0
SARAH ELIZONDO PO BOX 90389 SAN ANTONIO, TX 78209	DIRECTOR 5.00	0	0	0
SCOTT MITCHELL PO BOX 90389 SAN ANTONIO, TX 78209	DIRECTOR (UNTIL 03/24) 5.00	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
PETRI DARBY PO BOX 90389 SAN ANTONIO, TX 78209	VP BRAND, CREATIVE & 40.00	220,109	90,458	1,200
TIMOTHY MILLER PO BOX 90389 SAN ANTONIO, TX 78209	DIRECTOR OF LEADERSH 40.00	221,646	79,548	1,200
AUDREY BOKLAGE PO BOX 90389 SAN ANTONIO, TX 78209	VP, LEARNING & IMPAC 40.00	150,233	83,569	1,200
BRION OAKS PO BOX 90389 SAN ANTONIO, TX 78209	DIRECTOR OF DIVERSIT 40.00	156,823	55,420	1,200
THEA ULRICH-LEWIS PO BOX 90389 SAN ANTONIO, TX 78209	VP PROGRAMS 40.00	140,631	49,657	1,200

**Total** number of other employees paid over \$50,000. ▶ 20

**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
BOSTON CONSULTING GROUP 2501 N HARWOOD STE 2200 DALLAS, TX 75201	CONSULTING	665,000
CA GROUP CONSULTING 801 BARTON SPRINGS RD AUSTIN, TX 78704	CONSULTING	558,500
AMERICAN INSTITUTES FOR RESEARCH PO BOX 3274 MCKINNEY, TX 75070	PROGRAM EVALUATION	295,203
WESTED 3020 OLD RANCH PARKWAY STE 220 SEAL BEACH, CA 90740	CONSULTING	255,333
LANGER RESEARCH ASSOCIATES 29 FAIR ST 1724 CARMEL, NY 10512	CONSULTING	144,109

**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
<p><b>1</b> RAISING TEXAS TEACHERS - A STATEWIDE INITIATIVE AIMED AT ENSURING EVERY STUDENT IN TEXAS HAS ACCESS TO AN EFFECTIVE TEACHER BY ELEVATING THE STATUS OF THE TEACHING PROFESSION, IMPROVING TEACHER PREPARATION, AND PROVIDING SCHOLARSHIPS TO ASPIRING TEACHERS.</p>	5,232,486
<p><b>2</b> BLENDED LEARNING PROGRAM - AN INITIATIVE SHOWCASING BLENDED LEARNING STRATEGIES FOR IMPROVING STUDENT ACHIEVEMENT ACROSS DIVERSE STUDENT DEMOGRAPHICS AND GEOGRAPHIC REGIONS IN TEXAS, PARTICULARLY AMONG DISTRICTS WITH PERSISTENT ACHIEVEMENT GAPS. THROUGH A STATEWIDE COMPETITIVE APPLICATION PROCESS, TWENTY SCHOOL DISTRICT TEAMS HAVE BEEN SELECTED TO RECEIVE UP TO \$300,000 TO IMPLEMENT A BLENDED LEARNING PROGRAM. ADDITIONALLY, THE FOUNDATION WILL PROVIDE INTENSIVE TECHNICAL ASSISTANCE OVER THREE YEARS TO HELP IMPLEMENT THE BLENDED LEARNING PLANS.</p>	358,349
<p><b>3</b> LEARNING AND IMPACT - CONDUCTS ONGOING RESEARCH INITIATIVES, STRATEGY DEVELOPMENT ACROSS PROGRAMS, EVALUATION DESIGN AND MONITORING OF PROGRAMS. THIS INCLUDES CONDUCTING AND INTERPRETING PUBLIC OPINION POLLING DATA REGARDING EDUCATION IN TEXAS AND THE TEACHING PROFESSION.</p>	290,074
<p><b>4</b> RAISING SCHOOL LEADERS - A THREE-PRONGED PROGRAM THAT DEVELOPS SCHOOL-BASED LEADERS FROM ACROSS THE STATE OF TEXAS. EACH SUMMER IS SENDS A COHORT OF SCHOOL LEADERS TO AN INTENSE LEADERSHIP DEVELOPMENT PROGRAM AT HARVARD UNIVERSITY IN CAMBRIDGE, MA, ACCOMPANIED AND FACILITATED BY STAFF FROM THE FOUNDATION, WHICH IS THEN MAINTAINED AS A LEARNING COMMUNITY VIRTUALLY FOR THE FOLLOWING ACADEMIC YEAR. IT IS SUPPORTED BY A STATEWIDE LEARNING INTENSIVE CALLED THE LEADERSHIP SYMPOSIUM WHICH BRINGS TOGETHER SCHOOL AND DISTRICT LEADERS STATEWIDE FOR A 3-DAY CONFERENCE OF NEW LEARNING, NETWORKING, AND INNOVATION IN EDUCATION. ADDITIONALLY, IT SUPPORTS ONGOING CONNECTION AND NETWORKING BOTH DIGITALLY AND IN-PERSON THROUGH ALUMNI DEVELOPMENT ACTIVITIES THROUGHOUT THE YEAR FOR THOSE PARTICIPATING IN THE HARVARD PROGRAM.</p>	274,816

**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
<b>1</b> _____	
_____	
<b>2</b> _____	
_____	
All other program-related investments. See instructions.	
<b>3</b> _____	
_____	

**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>	1,551,376
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	197,260
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	1,748,636
<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>	1,748,636
<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>	26,230
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. . . . .	<b>5</b>	1,722,406
<b>6</b>	<b>Minimum investment return.</b> Enter 5% (0.05) of line 5. . . . .	<b>6</b>	86,120

**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>	
<b>2a</b>	Tax on investment income for 2024 from Part V, line 5. . . . .	<b>2a</b>	
<b>b</b>	Income tax for 2024. (This does not include the tax from Part V.). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1. . . . .	<b>3</b>	
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<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>	

**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>	16,219,602
<b>b</b>	Program-related investments—total from Part VIII-B	<b>1b</b>	0
<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>	16,219,602

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

	(a) Corpus	(b) Years prior to 2023	(c) 2023	(d) 2024
<b>1</b> Distributable amount for 2024 from Part X, line 7				
<b>2</b> Undistributed income, if any, as of the end of 2024:				
<b>a</b> Enter amount for 2023 only. . . . .				
<b>b</b> Total for prior years: 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2024:				
<b>a</b> From 2019. . . . .				
<b>b</b> From 2020. . . . .				
<b>c</b> From 2021. . . . .				
<b>d</b> From 2022. . . . .				
<b>e</b> From 2023. . . . .				
<b>f</b> <b>Total</b> of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2024 from Part XI, line 4: ▶ \$ _____				
<b>a</b> Applied to 2023, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2024 distributable amount				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2024. (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b. . . . .				
<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				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions. . . . .				
<b>e</b> Undistributed income for 2023. Subtract line 4a from line 2a. Taxable amount—see instructions. . . . .				
<b>f</b> Undistributed income for 2024. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2025				
<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). . . . .				
<b>8</b> Excess distributions carryover from 2019 not applied on line 5 or line 7 (see instructions)				
<b>9</b> <b>Excess distributions carryover to 2025.</b> Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2020				
<b>b</b> Excess from 2021				
<b>c</b> Excess from 2022. . . . .				
<b>d</b> Excess from 2023				
<b>e</b> Excess from 2024				

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 2024, 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)

Table with columns: Tax year, (a) 2024, (b) 2023, (c) 2022, (d) 2021, (e) Total. Rows include: 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX 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; 3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test; b "Endowment" alternative test; c "Support" alternative test.

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 - SEE STMT 14

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	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</b> <i>Paid during the year</i> ALAMO COLLEGES FOUNDATION INC 2222 NORTH ALAMO STREET SAN ANTONIO, TX 78215	N/A	P C	ALAMOPROMISE: PARTNERING TO END POVERTY	300,000
CITY EDUCATION PARTNERS 155 CONCORD PLAZA DR STE 301 SAN ANTONIO, TX 78216	N/A	P C	TEACH SA	75,000
CLEBURNE ISD 505 NORTH RIDGEWAY DRIVE CLEBURNE, TX 76033	N/A	GOV	TEXAS TEACHERS COLLABORATIVE GRANT	50,000
EDITORIAL PROJECTS IN EDUCATION EDUCATION WEEK 6935 ARLINGTON ROAD BETHESDA, MD 208145233	N/A	P C	GENERAL SUPPORT	100,000
EDUCATION SERVICE CENTER REGION 13 5701 SPRINGDALE ROAD AUSTIN, TX 78723	N/A	GOV	RAISING BLENDED LEARNERS	100,000
EDUCATION SERVICE CENTER REGION 20 1314 HINES AVENUE SAN ANTONIO, TX 78208	N/A	GOV	RAISING BLENDED LEARNERS	100,000
EDUCATION SERVICE CENTER REGION 20 1314 HINES AVENUE SAN ANTONIO, TX 78208	N/A	GOV	RAISING BLENDED LEARNERS	100,000
EDUCATION SERVICE CENTER REGION 4 7145 WEST TIDWELL ROAD HOUSTON, TX 77092	N/A	GOV	RAISING BLENDED LEARNERS	100,000
EDUCATION SERVICE CENTER REGION 7 1909 NORTH LONGVIEW STREET KILGORE, TX 75662	N/A	GOV	RAISING BLENDED LEARNERS	25,000
FLORESVILLE ISD 1200 5TH ST FLORESVILLE, TX 78114	N/A	GOV	TEXAS TEACHERS COLLABORATIVE GRANT	72,500
HOLDSWORTH CENTER 4907 RANCH ROAD 2222 AUSTIN, TX 78731	N/A	P C	CHAMPIONS OF HOPE	10,000
KERRVILLE ISD 1009 BARNETT ST KERRVILLE, TX 78028	N/A	GOV	TEXAS TEACHERS COLLABORATIVE GRANT	72,500
MEADOWS MENTAL HEALTH POLICY INSTITUTE PO BOX 140836 DALLAS, TX 75214	N/A	P C	ELEVATE BEXAR COUNTY/DATA CONNECTION	250,000
MORGAN MILL ISD 295 E FM 1188 STEPHENVILLE, TX 76401	N/A	GOV	TEXAS TEACHERS COLLABORATIVE GRANT	35,000
	N/A	P C	SCHOLARSHIPS SUPPORT	9,800

OUR LADY OF THE LAKE UNIVERSITY 411 SOUTHWEST 24TH ST SAN ANTONIO, TX 78207				
OUR LADY OF THE LAKE UNIVERSITY 411 SOUTHWEST 24TH ST SAN ANTONIO, TX 78207	N/A	P C	SCHOLARSHIPS	196,000
PHILANTHROPY ADVOCATES WACO FOUNDATION 1224 AUSTIN AVE STE 100 WACO, TX 76701	N/A	P C	RESEARCH & GENERAL SUPPORT	30,000
PLEASANTON ISD 831 STADIUM DRIVE PLEASANTON, TX 78064	N/A	GOV	TEXAS TEACHERS COLLABORATIVE GRANT	50,000
POTH ISD 510 TITCOMB POTH, TX 78147	N/A	GOV	TEXAS TEACHERS COLLABORATIVE GRANT	72,500
RICE UNIVERSITY PO BOX 1892 MS-550 HOUSTON, TX 77251	N/A	P C	SCHOLARSHIPS	68,000
RICE UNIVERSITY PO BOX 1892 MS-550 HOUSTON, TX 77251	N/A	P C	SCHOLARSHIPS SUPPORT	3,400
SA TALENT 112 E PECAN ST STE 2635 SAN ANTONIO, TX 78205	N/A	P C	SA WORKS	300,000
SA TALENT 112 E PECAN ST STE 2635 SAN ANTONIO, TX 78205	N/A	P C	SA/BEXAR DIGITAL EQUITY PLAN	100,000
SAISD EDUCATION FOUNDATION 2411 SAN PEDRO AVENUE SAN ANTONIO, TX 78212	N/A	P C	NATIONAL BOARD TEACHER RETENTION	150,000
SAISD EDUCATION FOUNDATION 2411 SAN PEDRO AVENUE SAN ANTONIO, TX 78212	N/A	P C	NATIONAL BOARD TEACHER RETENTION	140,000
SALADO ISD 601 NORTH MAIN ST SALADO, TX 76571	N/A	GOV	TEXAS TEACHERS COLLABORATIVE GRANT	80,000
SAM HOUSTON STATE UNIVERSITY BOX 2119 HUNTSVILLE, TX 773412119	N/A	GOV	SCHOLARSHIPS SUPPORT	14,150
SAM HOUSTON STATE UNIVERSITY BOX 2119 HUNTSVILLE, TX 773412119	N/A	GOV	SCHOLARSHIPS	283,000
SAMMINISTRIES 1919 NW LOOP 410 STE 100 SAN ANTONIO, TX 78213	N/A	P C	GENERAL SUPPORT	25,000
SAN ANTONIO BOOK FESTIVAL 1201 AVENUE B UNIT 1011 SAN ANTONIO, TX 78215	N/A	P C	BOOK FESTIVAL	75,000
SAN ANTONIO CHILDRENS MUSEUM 2800 BROADWAY SAN ANTONIO, TX 78209	N/A	P C	GENERAL SUPPORT	10,000
SAN ANTONIO REPORT 126 GONZALES STREET	N/A	P C	GENERAL SUPPORT	100,000

SAN ANTONIO, TX 78205	N/A	P C	EDUCATION FORUM	10,000
SAN ANTONIO REPORT 126 GONZALES STREET SAN ANTONIO, TX 78205	N/A	P C	GENERAL SUPPORT	50,000
SAN ANTONIO ZOO 3903 N ST MARYS STREET SAN ANTONIO, TX 78212	N/A	P C	ZOO BALL	10,000
SAN ANTONIO ZOO 3903 N ST MARYS STREET SAN ANTONIO, TX 78212	N/A	P C	GENERAL SUPPORT	15,000
SHAPE COMMUNITY CENTER 3903 ALMEDA RD HOUSTON, TX 77004	N/A	P C	SCHOLARSHIPS	37,285
SOUTHERN METHODIST UNIVERSITY PO BOX 750259 DALLAS, TX 752750259	N/A	P C	SCHOLARSHIPS SUPPORT	1,864
SOUTHERN METHODIST UNIVERSITY PO BOX 750259 DALLAS, TX 752750259	N/A	GOV	SCHOLARSHIPS	76,000
TARLETON STATE UNIVERSITY 1333 W WASHINGTON ST T-0290 STEPHENVILLE, TX 76401	N/A	GOV	SCHOLARSHIPS SUPPORT	3,400
TARLETON STATE UNIVERSITY 1333 W WASHINGTON ST T-0290 STEPHENVILLE, TX 76401	N/A	GOV	SCHOLARSHIPS	252,000
TEXAS A&M - COLLEGE STATION TAMU 4241 COLLEGE STATION, TX 778434241	N/A	GOV	RESEARCH	5,000
TEXAS A&M - COMMERCE PO BOX 3011 COMMERCE, TX 75429	N/A	GOV	SCHOLARSHIPS SUPPORT	4,000
TEXAS A&M - COMMERCE PO BOX 3011 COMMERCE, TX 75429	N/A	GOV	SCHOLARSHIPS	80,000
TEXAS A&M - SAN ANTONIO ONE UNIVERSITY WAY SAN ANTONIO, TX 78224	N/A	GOV	EARLY MATTERS	300,000
TEXAS A&M - TEXARKANA 7101 UNIVERSITY AVE TEXARKANA, TX 75503	N/A	GOV	SCHOLARSHIPS	48,000
TEXAS A&M - TEXARKANA 7101 UNIVERSITY AVE TEXARKANA, TX 75503	N/A	GOV	SCHOLARSHIPS SUPPORT	3,000
TEXAS A&M SAN ANTONIO FOUNDATION ONE UNIVERSITY WAY SAN ANTONIO, TX 78224	N/A	GOV	EDUCARE INITIATIVE	650,000
TEXAS HISPANIC POLICY FOUNDATION PO BOX 670368 DALLAS, TX 75367	N/A	P C	RESEARCH	10,000
	N/A	GOV	SCHOLARSHIPS	108,000

TEXAS STATE UNIVERSITY 601 UNIVERSITY DRIVE ED 2001 SAN MAROCS,TX 78666				
TEXAS STATE UNIVERSITY 601 UNIVERSITY DRIVE ED 2001 SAN MAROCS,TX 78666	N/A	GOV	SCHOLARSHIPS SUPPORT	5,400
TEXAS STATE UNIVERSITY COLLEGE OF EDUCATION 601 UNIVERSITY DRIVE ED 2001 SAN MARCOS,TX 78666	N/A	GOV	RESEARCH	5,000
TEXAS TECH UNIVERSITY PO BOX 41098 LUBBOCK,TX 794091098	N/A	GOV	SCHOLARSHIPS	406,000
TEXAS TECH UNIVERSITY PO BOX 41098 LUBBOCK,TX 794091098	N/A	GOV	SCHOLARSHIPS SUPPORT	18,500
TRINITY UNIVERSITY 1 TRINITY PLACE SAN ANTONIO,TX 78212	N/A	P C	SCHOLARSHIPS	186,000
TRINITY UNIVERSITY 1 TRINITY PLACE SAN ANTONIO,TX 78212	N/A	P C	SCHOLARSHIPS SUPPORT	9,300
TTARA RESEARCH FOUNDATION 400 WEST 15TH STREET SUITE 400 AUSTIN,TX 78701	N/A	P C	GENERAL SUPPORT	15,000
UNIVERSITY OF HOUSTON PO BOX 1426 HOUSTON,TX 772511426	N/A	GOV	SCHOLARSHIPS	84,000
UNIVERSITY OF HOUSTON PO BOX 1426 HOUSTON,TX 772511426	N/A	GOV	SCHOLARSHIPS SUPPORT	2,808
UNIVERSITY OF INCARNATE WORD 4301 BROADWAY SAN ANTONIO,TX 78209	N/A	P C	SCHOLARSHIPS SUPPORT	3,000
UNIVERSITY OF INCARNATE WORD 4301 BROADWAY SAN ANTONIO,TX 78209	N/A	P C	SCHOLARSHIPS	40,000
UNIVERSITY OF INCARNATE WORD 4301 BROADWAY SAN ANTONIO,TX 78209	N/A	P C	RESEARCH	5,000
UNIVERSITY OF NORTH TEXAS - DALLAS 7400 UNIVERSITY BLVD DALLAS,TX 75241	N/A	GOV	SCHOLARSHIPS	120,000
UNIVERSITY OF TEXAS - AUSTIN 1912 SPEEDWAY D5001 AUSTIN,TX 78712	N/A	GOV	SCHOLARSHIPS SUPPORT	23,400
UNIVERSITY OF TEXAS - AUSTIN 1912 SPEEDWAY D5001 AUSTIN,TX 78712	N/A	GOV	SCHOLARSHIPS	468,000
UNIVERSITY OF TEXAS - AUSTIN UTEACH 103 WEST 24TH ST STOP G2550 PAINTER HALL 402 AUSTIN,TX 787121255	N/A	GOV	SCHOLARSHIPS	160,000

UNIVERSITY OF TEXAS - AUSTIN UTEACH  103 WEST 24TH ST STOP G2550 PAINTER HALL 402 AUSTIN,TX 787121255	N/A	GOV	SCHOLARSHIPS SUPPORT	8,000
UNIVERSITY OF TEXAS - AUSTIN UTEACH NATURAL SCIENCES  103 WEST 24TH ST MAIL STOP G2550 AUSTIN,TX 78712	N/A	GOV	RESEARCH	5,000
UNIVERSITY OF TEXAS - DALLAS  800 WEST CAMPBELL RD SP225 RICHARDSON,TX 75080	N/A	GOV	SCHOLARSHIPS	88,000
UNIVERSITY OF TEXAS - DALLAS  800 WEST CAMPBELL RD SP225 RICHARDSON,TX 75080	N/A	GOV	SCHOLARSHIPS SUPPORT	4,400
UNIVERSITY OF TEXAS - EL PASO  500 W UNIVERSITY AVE EL PASO,TX 79968	N/A	GOV	SCHOLARSHIPS	152,000
UNIVERSITY OF TEXAS - EL PASO  500 W UNIVERSITY AVE EL PASO,TX 79968	N/A	GOV	SCHOLARSHIPS SUPPORT	7,600
UNIVERSITY OF TEXAS - RIO GRANDE VALLEY  1201 WEST UNIVERSITY DRIVE EDINBURG,TX 78539	N/A	GOV	SCHOLARSHIPS	180,000
UNIVERSITY OF TEXAS - RIO GRANDE VALLEY  1201 WEST UNIVERSITY DRIVE EDINBURG,TX 78539	N/A	GOV	SCHOLARSHIPS SUPPORT	2,350
UNIVERSITY OF TEXAS - SAN ANTONIO  1 UTSA CIRCLE SAN ANTONIO,TX 78249	N/A	GOV	SCHOLARSHIPS	88,000
UNIVERSITY OF TEXAS - SAN ANTONIO  1 UTSA CIRCLE SAN ANTONIO,TX 78249	N/A	GOV	SCHOLARSHIPS SUPPORT	4,400
UP PARTNERSHIP  11103 V AVE STE 2101 SAN ANTONIO,TX 78213	N/A	P C	ELEVATE BEXAR COUNTY/DATA CONNECTION	200,000
VARIOUS CHARLES BUTT SCHOLARS GRANT  1005 CONGRESS AVE STE 100 AUSTIN,TX 78701	N/A	I	CHARLES BUTT SCHOLAR GRANT	11,420
VENUS ISD  PO BOX 364 VENUS,TX 76084	N/A	GOV	TEXAS TEACHERS COLLABORATIVE GRANT	57,500
YOUTH ORCHESTRAS OF SAN ANTONIO  106 AUDITORIUM CIRCLE STE 130 SAN ANTONIO,TX 78205	N/A	P C	GENERAL SUPPORT	15,000
<b>Total . . . . .</b>			<b>3a</b>	<b>7,135,477</b>
<b>b</b> <i>Approved for future payment</i>				

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**Total** . . . . . ▶ **3b**

**0**





## **Additional Data**

**Return to Form**

**Software ID:**

**Software Version:**

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

**Special Condition Description**

**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.  
 ▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

Name of the organization THE CHARLES BUTT FOUNDATION	<b>Employer identification number</b> 90-1548640
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**Organization type** (check one):

**Filers of:**

**Section:**

- Form 990 or 990-EZ
  - 501(c)( ) (enter number) organization
  - 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
  - 527 political organization
- Form 990-PF
  - 501(c)(3) exempt private foundation
  - 4947(a)(1) nonexempt charitable trust treated as a private foundation
  - 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.  
**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33<sup>1</sup>/<sub>3</sub>% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

**Caution:** An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization  
THE CHARLES BUTT FOUNDATION

Employer identification number  
90-1548640

**Part I**

**Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CHARLES BUTT 200 E BASSE RD STE 201 SAN ANTONIO, TX 78209	\$ 14,200,000	<input checked="" type="checkbox"/> <b>Person</b> <input type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> (Complete Part II for noncash contributions.)
2	MOODY FOUNDATION 2302 POST OFFICE ST STE 704 GALVESTON, TX 77550	\$ 1,863,500	<input checked="" type="checkbox"/> <b>Person</b> <input type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> (Complete Part II for noncash contributions.)
3	CHARLES BUTT PHILANTHROPIES 200 E BASSE RD STE 201 SAN ANTONIO, TX 78209	\$ 1,000,000	<input checked="" type="checkbox"/> <b>Person</b> <input type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> (Complete Part II for noncash contributions.)
4	BILL AND MELINDA GATES FOUNDATION 440 5TH AVENUE NORTH SEATTLE, WA 98109	\$ 894,690	<input checked="" type="checkbox"/> <b>Person</b> <input type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> (Complete Part II for noncash contributions.)
5	HOUSTON ENDOWMENT 3683 WILLIA STREET HOUSTON, TX 77007	\$ 100,000	<input checked="" type="checkbox"/> <b>Person</b> <input type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> (Complete Part II for noncash contributions.)
-		\$	<input type="checkbox"/> <b>Person</b> <input type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> (Complete Part II for noncash contributions.)

Name of organization  
THE CHARLES BUTT FOUNDATION

Employer identification number  
90-1548640

**Part II** **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-	_____ _____ _____	_____ \$	_____
-	_____ _____ _____	_____ \$	_____
-	_____ _____ _____	_____ \$	_____
-	_____ _____ _____	_____ \$	_____
-	_____ _____ _____	_____ \$	_____
-	_____ _____ _____	_____ \$	_____
-	_____ _____ _____	_____ \$	_____
-	_____ _____ _____	_____ \$	_____
-	_____ _____ _____	_____ \$	_____
-	_____ _____ _____	_____ \$	_____

Name of organization THE CHARLES BUTT FOUNDATION	Employer identification number 90-1548640
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**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c) (7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	

## **Additional Data**

**Return to Form**

**Software ID:**

**Software Version:**

# TY 2024 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	18,375	0	0	18,375

# TY 2024 IRS 990 e-File Render

**Name:** THE CHARLES BUTT FOUNDATION

**EIN:** 90-1548640

Identifier	Return Reference	Explanation
	PART VII, 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. FWM IS NOW WHOLLY OWNED BY CHARLES BUTT. MR. BUTT IS NOT DIRECTLY COMPENSATED AND THE SERVICES AGREEMENT BETWEEN FWM AND THE FOUNDATION IS STILL IN PLACE.THE CHARLES BUTT FOUNDATION HAD A PROFESSIONAL EMPLOYER ORGANIZATION (PEO) LEASING ARRANGEMENT WITH OASIS OUTSOURCING HOLDINGS, INC THROUGH SEPTEMBER 2024. A NEW PEO LEASING AGREEMENT STARTED IN SEPTEMBER 2024 WITH G&A PARTNERS. ALL COMPENSATION REPORTED ON PART I LINES 13 AND 14 REPRESENTS AMOUNTS PAID TO OASIS OUTSOURCING HOLDINGS, INC. AND G&A PARTNERS FOR FOUNDATION EMPLOYEES' COMPENSATION, BENEFITS, AND EXPENSES.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 OASIS OUTSOURCING HOLDINGS, INC AND G&A PARTNERS THAT RELATES TO SERVICES PROVIDED BY DIRECTORS, OFFICERS, AND HIGHEST COMPENSATED EMPLOYEES OF THE FOUNDATION ARE REPORTED IN PART VII, LINES 1 AND 2, AS IF THE FOUNDATION HAD PAID THE INDIVIDUALS DIRECTLY. THE ULTIMATE RECIPIENTS OF PAYMENTS MADE BY FWM ON BEHALF OF THE FOUNDATION ARE REPORTED ON PART VII LINES 1-3, AS APPLICABLE.
	FORM 990-PF, PART XIV, LINE 3A:	2024 CHARLES BUTT SCHOLARS GRANT RECIPIENTS:ALYSSA FARINA - \$2,570GLORIEL KAZADI - \$1,550JUSTICE MASTERS - \$2,000ARTURO MARTINEZ - \$2,800REBECA ALDABA RUIZ - \$2,500

# TY 2024 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	20,795	0	0	20,795

# TY 2024 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
ADVERTISING	127,681	0	0	127,681
OFFICE EXPENSES	93,255	0	0	93,255
INFORMATION TECHNOLOGY	364,116	0	0	364,116
STIPENDS	13,100	0	0	13,100
OTHER EXPENSES	40,398	0	0	40,398

# TY 2024 IRS 990 e-File Render

**Name:** THE CHARLES BUTT FOUNDATION

**EIN:** 90-1548640

Description	Beginning of Year - Book Value	End of Year - Book Value
CREDIT CARD	14,806	15,298

# TY 2024 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
CONSULTANTS	1,894,335	0	0	1,894,335
EXTERNAL EVALUATORS	295,203	0	0	295,203
HONORARIUM	8,005	0	0	8,005
PAYROLL SERVICES	35,444	0	0	35,444
ADMIN SUPPORT SERVICES	192,079	0	0	192,079
OTHER PROFESSIONAL SERVICES	41,231	0	0	41,231

# TY 2024 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
EXCISE TAX - NET INVESTMENT INCOME	3,500	0	0	0