

Form **990**

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2017

Open to Public Inspection

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990 for instructions and the latest information.

Department of the Treasury
Internal Revenue Service

A For the 2017 calendar year, or tax year beginning 2017, and ending 2017, and ending 20

B Check if applicable:
 Address change
 Name change
 Initial return
 Final return/terminated return
 Amended return
 Application pending

C Name of organization: **EL TESORO FOUNDATION**
 Doing business as: **CAMP FIRE FIRST TEXAS FOUNDATION**

D Employer identification number: **75-2779404**

E Telephone number: **(817) 831-2111**

F Name and address of principal officer: **ANN SHEETS**
2700 MEACHAM BLVD. FORT WORTH, TX 76137

G Gross receipts \$: **1,870,865.**

H(a) Is this a group return for subsidiaries? Yes No
H(b) Are all subsidiaries included? Yes No
 If "No," attach a list (see instructions)

I Tax-exempt status: 501(c)(3) 501(c) () (insert no.) 4947(a)(1) or 527

J Website: **N/A**

K Form of organization: Corporation Trust Association Other

L Year of formation: **1998** **M** State of legal domicile: **TX**

H(c) Group exemption number

Part I Summary		Prior Year	Current Year
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO HOLD, MANAGE, SOLICIT, RECEIVE, ADMINISTER AND INVEST PROPERTY FOR THE EXCLUSIVE BENEFIT AND SUPPORT OF CAMP FIRE FIRST TEXAS AND TO BE RESPONSIVE TO THEIR NEEDS.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	6
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	6
	5 Total number of individuals employed in calendar year 2017 (Part V, line 2a)	5	0
	6 Total number of volunteers (estimate if necessary)	6	6
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
7b Net unrelated business taxable income from Form 990-T, line 34	7b	0	
Revenue	8 Contributions and grants (Part VIII, line 1h)	22,122.	1,500.
	9 Program service revenue (Part VIII, line 2g)	0.	0.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	415,653.	438,243.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	88,505.	157,410.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	526,280.	597,153.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	777,806.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11a)	0.	0.
	16b Total fundraising expenses (Part IX, column (D), line 25)	0.	0.
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	935,307.	185,231.	
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	935,307.	963,037.	
19 Revenue less expenses. Subtract line 18 from line 12	-409,027.	-365,884.	
Net Assets or Fund Balances	20 Total assets (Part X, line 1e)	Beginning of Current Year: 5,434,137.	End of Year: 15,843,650.
	21 Total liabilities (Part X, line 2e)	525,721.	878,921.
	22 Net assets or fund balances. Subtract line 21 from line 20	4,908,416.	14,964,729.

Part II Signature Block

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.

Sign Here Signature of officer: *Ann Sheets* Date: **11-12-18**
 Type or print name and title: **Ann Sheets, CEO**

Paid Preparer Use Only

Print/Type preparer's name: **ALISON WILLIAMS** Preparer's signature: *Alison Williams* Date: **11/7/18** Check if self-employed PTIN: **P00509585**

Firm's name: **BKD, LLP** Firm's EIN: **44-0160260**

Firm's address: **3200 RIVERFRONT DRIVE, SUITE 200 FORT WORTH, TX 76107** Phone no.: **817-332-2301**

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

For Paperwork Reduction Act Notice, see the separate instructions. Form **990** (2017)

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission:
THE MISSION OF THE FOUNDATION IS TO HOLD, MANAGE, SOLICIT, RECEIVE,
ADMINISTER AND INVEST PROPERTY FOR THE EXCLUSIVE USE, BENEFIT AND
SUPPORT OF CAMP FIRE FIRST TEXAS AND TO BE RESPONSIVE TO THE NEEDS
AND DEMANDS OF CAMP FIRE FIRST TEXAS.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 777,806. including grants of \$ 777,806.) (Revenue \$)
THE PURPOSE OF EL TESORO FOUNDATION IS TO SUPPORT THE PROGRAMS OF
CAMP FIRE FIRST TEXAS. IN 2017 THE TRANSFER TO CAMP FIRE FIRST
TEXAS WAS \$777,806 IN SUPPORT OF ITS YOUTH DEVELOPMENT, OUTDOOR,
AND AND PROFESSIONAL GROWTH PROGRAMS.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O.)
(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ▶ 777,806.

Part IV Checklist of Required Schedules

Table with 3 columns: Question number, Yes, No. Rows 1-19 with various questions about organizational activities and financial reporting.

Part IV Checklist of Required Schedules (continued)

Table with columns for question number, question text, Yes, and No. Rows include questions 20a through 38 regarding organizational operations, financial statements, grants, compensation, tax-exempt bonds, and Schedule O completion.

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Table with columns for line numbers (1a-14b), descriptions of questions, and Yes/No checkboxes. Includes questions about Form 1096, Form W-2G, Form W-3, unrelated business gross income, foreign accounts, prohibited tax shelter transactions, and deductible contributions.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
1b Enter the number of voting members included in line 1a, above, who are independent		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	X	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?	X	
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	X	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		X
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13 Did the organization have a written whistleblower policy?	X	
14 Did the organization have a written document retention and destruction policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official		X
b Other officers or key employees of the organization		X
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed ▶ _____
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records: ▶
ANN SHEETS 2700 MEACHAM BLVD FORT WORTH, TX 76137 817-831-2111

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII.

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1)ADELAIDE LEAVENS DIRECTOR	1.00 0.	X						0.	0.	0.
(2)DREW SPRINGER DIRECTOR	1.00 0.	X						0.	0.	0.
(3)KEVIN GARMEN CHAIRMAN	1.00 0.	X		X				0.	0.	0.
(4)LINDA JACOBSON DIRECTOR	1.00 0.	X						0.	0.	0.
(5)NINA HUTTON VICE CHAIRMAN	1.00 0.	X		X				0.	0.	0.
(6)PAT VAUGHAN SECRETARY/TREASURER	1.00 0.	X		X				0.	0.	0.
(7)ANN SHEETS PRESIDENT/CEO	2.00 50.00			X				0.	172,533.	34,453.
(8)LINDA RAMOZ CFO	2.00 50.00			X				0.	91,679.	17,527.
(9)										
(10)										
(11)										
(12)										
(13)										
(14)										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

Table with 6 main columns: (A) Name and title, (B) Average hours per week, (C) Position, (D) Reportable compensation from the organization, (E) Reportable compensation from related organizations, (F) Estimated amount of other compensation. Includes sub-totals for lines 1b, 1c, and 1d.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization 0.

Table with 3 columns: Question number, Question text, and Yes/No columns. Contains questions 3, 4, and 5 regarding compensation reporting.

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

Table with 3 columns: (A) Name and business address, (B) Description of services, (C) Compensation. Includes a header row and several empty rows for data entry.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization 0.

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII.

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	1,500.				
	g	Noncash contributions included in lines 1a-1f: \$						
	h	Total. Add lines 1a-1f ▶		1,500.				
Program Service Revenue	2a		Business Code					
	b							
	c							
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f ▶		0.				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) ▶		84,272.			84,272.	
	4	Income from investment of tax-exempt bond proceeds ▶		0.				
	5	Royalties ▶		157,398.			157,398.	
	6a	Gross rents	(i) Real	(ii) Personal				
			Less: rental expenses					
			Net rental income or (loss) ▶		0.			
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
			Less: cost or other basis and sales expenses		1,273,712.			
			Net gain or (loss) ▶		353,971.			353,971.
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 a						
	b	Less: direct expenses b						
	c	Net income or (loss) from fundraising events ▶		0.				
	9a	Gross income from gaming activities. See Part IV, line 19 a						
	b	Less: direct expenses b						
	c	Net income or (loss) from gaming activities ▶		0.				
10a	Gross sales of inventory, less returns and allowances a							
		Less: cost of goods sold b						
		Net income or (loss) from sales of inventory ▶		0.				
Miscellaneous Revenue				Business Code				
11a	MISCELLANEOUS INCOME	900099		12.			12.	
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d ▶			12.				
12	Total revenue. See instructions ▶			597,153.			595,653.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	777,806.	777,806.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	0.			
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16	0.			
4 Benefits paid to or for members	0.			
5 Compensation of current officers, directors, trustees, and key employees	0.			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.			
7 Other salaries and wages	0.			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0.			
9 Other employee benefits	0.			
10 Payroll taxes	0.			
11 Fees for services (non-employees):				
a Management	0.			
b Legal	15,345.		15,345.	
c Accounting	0.			
d Lobbying	0.			
e Professional fundraising services. See Part IV, line 17.	0.			
f Investment management fees	33,081.		33,081.	
9 Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	0.			
12 Advertising and promotion	0.			
13 Office expenses	0.			
14 Information technology	0.			
15 Royalties	0.			
16 Occupancy	0.			
17 Travel	0.			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	0.			
20 Interest	0.			
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization	129,381.		129,381.	
23 Insurance	0.			
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a MISCELLANEOUS	7,424.		7,424.	
b _____				
c _____				
d _____				
e All other expenses _____				
25 Total functional expenses. Add lines 1 through 24e	963,037.	777,806.	185,231.	
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0.			

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X.

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	79,321.	1	53,595.
	2 Savings and temporary cash investments	15,272.	2	446,835.
	3 Pledges and grants receivable, net	0.	3	0.
	4 Accounts receivable, net	2,856.	4	1.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0.	5	0.
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0.	6	0.
	7 Notes and loans receivable, net	0.	7	0.
	8 Inventories for sale or use	0.	8	0.
	9 Prepaid expenses and deferred charges	0.	9	0.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 10,010,001.		
	b Less: accumulated depreciation	10b 129,381.	0.	10c 9,880,620.
	11 Investments - publicly traded securities	5,336,688.	11	5,462,599.
	12 Investments - other securities. See Part IV, line 11	0.	12	0.
	13 Investments - program-related. See Part IV, line 11	0.	13	0.
	14 Intangible assets	0.	14	0.
	15 Other assets. See Part IV, line 11	0.	15	0.
16 Total assets. Add lines 1 through 15 (must equal line 34)	5,434,137.	16	15,843,650.	
Liabilities	17 Accounts payable and accrued expenses	0.	17	0.
	18 Grants payable	0.	18	0.
	19 Deferred revenue	0.	19	0.
	20 Tax-exempt bond liabilities	0.	20	0.
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0.	21	0.
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0.	22	0.
	23 Secured mortgages and notes payable to unrelated third parties	0.	23	0.
	24 Unsecured notes and loans payable to unrelated third parties	0.	24	0.
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	525,721.	25	878,921.
	26 Total liabilities. Add lines 17 through 25	525,721.	26	878,921.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	4,601,091.	27	14,633,510.
	28 Temporarily restricted net assets	159,129.	28	174,431.
	29 Permanently restricted net assets	148,196.	29	156,788.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	4,908,416.	33	14,964,729.	
34 Total liabilities and net assets/fund balances.	5,434,137.	34	15,843,650.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI. X

1	Total revenue (must equal Part VIII, column (A), line 12)	1	597,153.
2	Total expenses (must equal Part IX, column (A), line 25)	2	963,037.
3	Revenue less expenses. Subtract line 2 from line 1	3	-365,884.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	4,908,416.
5	Net unrealized gains (losses) on investments	5	412,194.
6	Donated services and use of facilities	6	0.
7	Investment expenses	7	0.
8	Prior period adjustments	8	0.
9	Other changes in net assets or fund balances (explain in Schedule O)	9	10,010,003.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	14,964,729.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

- 1 Accounting method used to prepare the Form 990: Cash Accrual Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- b Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

Name of the organization

EL TESORO FOUNDATION

Employer identification number

75-2779404

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ).)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: _____
- 10 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 exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 11 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. You must complete **Part IV, Sections A and B**.
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). You must complete **Part IV, Sections A and C**.
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). You must complete **Part IV, Sections A, D, and E**.
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). You must complete **Part IV, Sections A and D, and Part V**.
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
 - f Enter the number of supported organizations.
 - g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
ATTACHMENT 1						
(A)						
(B)						
(C)						
(D)						
(E)						
Total					777,806.	

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

Schedule A (Form 990 or 990-EZ) 2017

JSA
7E1210 1.000

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Table with 6 columns: (a) 2013, (b) 2014, (c) 2015, (d) 2016, (e) 2017, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f); 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 6 columns: (a) 2013, (b) 2014, (c) 2015, (d) 2016, (e) 2017, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources; 9 Net income from unrelated business activities, whether or not the business is regularly carried on; 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.); 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc. (see instructions); 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Description and percentage. Rows include: 14 Public support percentage for 2017 (line 6, column (f) divided by line 11, column (f)); 15 Public support percentage from 2016 Schedule A, Part II, line 14; 16a 33 1/3% support test - 2017; 16b 33 1/3% support test - 2016; 17a 10%-facts-and-circumstances test - 2017; 17b 10%-facts-and-circumstances test - 2016; 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions.

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Table with 7 columns: (a) 2013, (b) 2014, (c) 2015, (d) 2016, (e) 2017, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total. Add lines 1 through 5; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support. (Subtract line 7c from line 6.)

Section B. Total Support

Table with 7 columns: (a) 2013, (b) 2014, (c) 2015, (d) 2016, (e) 2017, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 13 Total support. (Add lines 9, 10c, 11, and 12.); 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, Line Number, Percentage. Rows: 15 Public support percentage for 2017 (line 8, column (f) divided by line 13, column (f)); 16 Public support percentage from 2016 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, Line Number, Percentage. Rows: 17 Investment income percentage for 2017 (line 10c, column (f) divided by line 13, column (f)); 18 Investment income percentage from 2016 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2017. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

b 33 1/3% support tests - 2016. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions.

Part IV Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.	X	
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).		X
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.		X
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.		
4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.		X
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).		X
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI.		X
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		X
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		X
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI.		X
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI.		X
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI.		X
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer 10b below.		X
b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		X
b A family member of a person described in (a) above?		X
c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.		X

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.	X	
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		X

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).		
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2 Activities Test. Answer (a) and (b) below.		
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.		
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.		
3 Parent of Supported Organizations. Answer (a) and (b) below.		
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI). See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3.	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4).	8	
Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1 Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):			
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e Discount claimed for blockage or other factors (explain in detail in Part VI):			
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d.	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035.	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	
Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1.	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3.	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions		Current Year
1	Amounts paid to supported organizations to accomplish exempt purposes	
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	
4	Amounts paid to acquire exempt-use assets	
5	Qualified set-aside amounts (prior IRS approval required)	
6	Other distributions (describe in Part VI). See instructions.	
7	Total annual distributions. Add lines 1 through 6.	
8	Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9	Distributable amount for 2017 from Section C, line 6	
10	Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2017	(iii) Distributable Amount for 2017
1	Distributable amount for 2017 from Section C, line 6		
2	Underdistributions, if any, for years prior to 2017 (reasonable cause required-explain in Part VI). See instructions.		
3	Excess distributions carryover, if any, to 2017		
a			
b	From 2013		
c	From 2014		
d	From 2015		
e	From 2016		
f	Total of lines 3a through e		
g	Applied to underdistributions of prior years		
h	Applied to 2017 distributable amount		
i	Carryover from 2012 not applied (see instructions)		
j	Remainder. Subtract lines 3g, 3h, and 3i from 3f.		
4	Distributions for 2017 from Section D, line 7: \$		
a	Applied to underdistributions of prior years		
b	Applied to 2017 distributable amount		
c	Remainder. Subtract lines 4a and 4b from 4.		
5	Remaining underdistributions for years prior to 2017, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions.		
6	Remaining underdistributions for 2017. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions.		
7	Excess distributions carryover to 2018. Add lines 3j and 4c.		
8	Breakdown of line 7:		
a	Excess from 2013		
b	Excess from 2014		
c	Excess from 2015		
d	Excess from 2016		
e	Excess from 2017		

Part VI Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

ATTACHMENT 1

SCHEDULE A, PART I - INFORMATION ABOUT SUPPORTED ORGANIZATIONS

(I) NAME OF SUPPORTED ORGANIZATION	(II) EIN	(III) TYPE OF	(IV)	(V) AMOUNT OF	(VI) OTHER	
		ORGANIZATION	YES		NO	SUPPORT AMOUNT
CAMP FIRE FIRST TEXAS	75-0851201	7		X	777,806.	0.
TOTAL AMOUNT OF SUPPORT					777,806.	0.

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

Complete if the organization answered "Yes" on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

2017

Attach to Form 990.

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Go to www.irs.gov/Form990 for instructions and the latest information.

Name of the organization

Employer identification number

EL TESORO FOUNDATION

75-2779404

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

Table with 3 columns: Line number, Description, (a) Donor advised funds, (b) Funds and other accounts. Includes questions 1-6 regarding donor advised funds.

Part II Conservation Easements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

Table with 3 columns: Line number, Description, Held at the End of the Tax Year. Includes questions 1-9 regarding conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

Table with 3 columns: Line number, Description, Amount. Includes questions 1a-2 regarding art and historical treasures.

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

Schedule D (Form 990) 2017

JSA 7E1288 2.000

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition
b Scholarly research
c Preservation for future generations
d Loan or exchange programs
e Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

Part IV Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

b If "Yes," explain the arrangement in Part XIII and complete the following table:

Table with 6 rows (1c-1f) and 1 column (Amount). Rows include Beginning balance, Additions during the year, Distributions during the year, and Ending balance.

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

Part V Endowment Funds.

Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

Table with 6 columns (a-e) and 7 rows (1a-1g). Columns represent years: Current year, Prior year, Two years back, Three years back, Four years back. Rows include Beginning of year balance, Contributions, Net investment earnings, Grants or scholarships, Other expenditures, Administrative expenses, and End of year balance.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment 93.4900 %
b Permanent endowment 3.0800 %
c Temporarily restricted endowment 3.4300 %

The percentages on lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
(ii) related organizations

Small table with 2 columns (Yes, No) and 3 rows (3a(i), 3a(ii), 3b).

b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Table with 4 columns (a-d) and 5 rows (1a-1e). Columns represent: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows include Land, Buildings, Leasehold improvements, Equipment, and Other.

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

Table with 3 columns: (a) Description of security or category, (b) Book value, (c) Method of valuation. Rows include Financial derivatives, Closely-held equity interests, and Other (A-H).

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

Table with 3 columns: (a) Description of investment, (b) Book value, (c) Method of valuation. Rows numbered (1) through (9).

Part IX Other Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

Table with 2 columns: (a) Description, (b) Book value. Rows numbered (1) through (9).

Part X Other Liabilities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

Table with 2 columns: (a) Description of liability, (b) Book value. Row 1 includes Federal income taxes and DUE TO AFFILIATE with a value of 878,921.

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI		Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.		
Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.				
1	Total revenue, gains, and other support per audited financial statements			1 238,633.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
	a Net unrealized gains (losses) on investments	2a	412,194.	
	b Donated services and use of facilities	2b	7,092.	
	c Recoveries of prior year grants	2c		
	d Other (Describe in Part XIII.)	2d	-777,806.	
	e Add lines 2a through 2d	2e		-358,520.
3	Subtract line 2e from line 1			3 597,153.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a		
	b Other (Describe in Part XIII.)	4b		
	c Add lines 4a and 4b	4c		
5	Total revenue. Add lines 3 and 4c. <i>(This must equal Form 990, Part I, line 12.)</i>			5 597,153.

Part XII		Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.		
Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.				
1	Total expenses and losses per audited financial statements			1 192,323.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
	a Donated services and use of facilities	2a	7,092.	
	b Prior year adjustments	2b		
	c Other losses	2c		
	d Other (Describe in Part XIII.)	2d		
	e Add lines 2a through 2d	2e		7,092.
3	Subtract line 2e from line 1			3 185,231.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a		
	b Other (Describe in Part XIII.)	4b	777,806.	
	c Add lines 4a and 4b	4c		777,806.
5	Total expenses. Add lines 3 and 4c. <i>(This must equal Form 990, Part I, line 18.)</i>			5 963,037.

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE PAGE 5

Part XIII Supplemental Information (continued)

SCHEDULE D, PART V, LINE 4

INTENDED USE OF ENDOWMENT FUNDS:

THE FUNDS ARE FOR THE BENEFIT AND SUPPORT OF CAMP FIRE FIRST TEXAS AND TO
BE RESPONSIVE TO THE NEEDS AND DEMANDS OF CAMP FIRE FIRST TEXAS.

SCHEDULE D, PART XI, LINE 2D

RECONCILIATION OF REVENUE PER AUDITED FINANCIAL STATEMENTS WITH RETURN:

PAYMENT TO SUPPORTED ORGANIZATION	(\$777,806)
-----------------------------------	-------------

SCHEDULE D, PART XII, LINE 4B

RECONCILIATION OF EXPENSES PER AUDITED FINANCIAL STATEMENTS WITH THE
RETURN:

PAYMENT TO SUPPORTED ORGANIZATION	\$777,806
-----------------------------------	-----------

SCHEDULE D, PART X, LINE 2

ASC 740 FOOTNOTE:

MANAGEMENT HAS EVALUATED THEIR INCOME TAX POSITIONS UNDER THE GUIDANCE
INCLUDED IN ASC 740. BASED ON THEIR REVIEW, MANAGEMENT HAS NOT IDENTIFIED
ANY MATERIAL UNCERTAIN TAX POSITIONS TO BE RECORDED OR DISCLOSED IN THE
FINANCIAL STATEMENTS.

**SCHEDULE I
(Form 990)**

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

Department of the Treasury
Internal Revenue Service

Name of the organization

EL TESORO FOUNDATION

Employer identification number

75-2779404

OMB No. 1545-0047

2017

**Open to Public
Inspection**

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. Yes No

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) CAMP FIRE, FIRST TEXAS 2700 MEACHAM BLVD., FORT WORTH, TX 76137	75-0851201	501(C)(3)	777,806.				YOUTH DEVELOPMENT, OUTDOOR & EDUCATION
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 1.
- 3 Enter total number of other organizations listed in the line 1 table 1.

For Paperwork Reduction Act Notice, see the Instructions for Form 990. **Schedule I (Form 990) (2017)**

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
2						
3						
4						
5						
6						
7						

Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

SCHEDULE I, PART I, LINE 2

PROCEDURES TO MONITOR USE OF FUNDS IN THE U.S.:

EL TESORO FOUNDATION ONLY PROVIDES GRANTS TO ITS SUPPORTED ORGANIZATION, CAMP FIRE FIRST TEXAS. DUE TO THE ORGANIZATION'S RELATIONSHIP WITH THE SUPPORTED ORGANIZATION, IT IS UNNECESSARY TO MONITOR THE USE OF FUNDS GIVEN. HOWEVER, EL TESORO FOUNDATION DOES REVIEW CAMP FIRE FIRST TEXAS AUDIT REPORT.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

EL TESORO FOUNDATION

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
- ▶ Attach to Form 990.
- ▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2017

Open to Public Inspection

Employer identification number

75-2779404

Part I Questions Regarding Compensation

		Yes	No								
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; border: none;"><input type="checkbox"/> First-class or charter travel</td> <td style="width: 50%; border: none;"><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Travel for companions</td> <td style="border: none;"><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td style="border: none;"><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Discretionary spending account</td> <td style="border: none;"><input type="checkbox"/> Personal services (such as, maid, chauffeur, chef)</td> </tr> </table>				<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (such as, maid, chauffeur, chef)
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use										
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence										
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees										
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (such as, maid, chauffeur, chef)										
<p>b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain</p>											
1b											
<p>2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?</p>											
2											
<p>3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; border: none;"><input type="checkbox"/> Compensation committee</td> <td style="width: 50%; border: none;"><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Independent compensation consultant</td> <td style="border: none;"><input type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Form 990 of other organizations</td> <td style="border: none;"><input type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>				<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract	<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study	<input type="checkbox"/> Form 990 of other organizations	<input type="checkbox"/> Approval by the board or compensation committee		
<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract										
<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study										
<input type="checkbox"/> Form 990 of other organizations	<input type="checkbox"/> Approval by the board or compensation committee										
<p>4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:</p>											
a Receive a severance payment or change-of-control payment?											
4a			X								
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?											
4b			X								
c Participate in, or receive payment from, an equity-based compensation arrangement?											
4c			X								
<p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>											
<p>Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.</p>											
<p>5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:</p>											
a The organization?											
5a			X								
b Any related organization?											
5b			X								
<p>If "Yes" on line 5a or 5b, describe in Part III.</p>											
<p>6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:</p>											
a The organization?											
6a			X								
b Any related organization?											
6b			X								
<p>If "Yes" on line 6a or 6b, describe in Part III.</p>											
<p>7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III.</p>											
7			X								
<p>8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III</p>											
8			X								
<p>9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</p>											
9											

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

Note: The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
ANN SHEETS	(i) 0.	(ii) 0.	(iii) 0.	0.	0.	0.	
1 PRESIDENT/CEO	(i) 172,533.	(ii) 0.	(iii) 0.	13,020.	21,433.	206,986.	
2							
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

SCHEDULE J, PART I, LINE 3

PROCESS TO ESTABLISH CEO COMPENSATION:

CAMP FIRE FIRST TEXAS, A RELATED ORGANIZATION, PROVIDES COMPENSATION TO THE CEO. THE EXECUTIVE COMMITTEE OF CAMP FIRE FIRST TEXAS SERVES AS THE COMPENSATION COMMITTEE AND IS CHARGED WITH SETTING COMPENSATION FOR THE PRESIDENT/CEO ON AN ANNUAL BASIS. THEY ARE PROVIDED WITH A HISTORY OF THE CEO'S COMPENSATION AND BENEFITS ON AN ANNUAL BASIS WHEN REVIEWING PROPOSED COMPENSATION FOR THE FOLLOWING YEAR. IN ADDITION, THEY ARE ALSO PROVIDED INFORMATION DERIVED FROM IRS 990 FORMS ABOUT THE COMPENSATION OF COMPARABLE LOCAL NON-PROFIT CEOS AND COMPARABLE CEOS OF OTHER CAMPIRE COUNCILS OF SIMILAR SIZE AND SCOPE WITHIN THE UNITED STATES. INFORMATION DERIVED FROM SALARY STUDIES OF NON-PROFIT PROFESSIONALS IN THE DALLAS/FORT WORTH AREA IS ALSO USED TO ASSIST IN DETERMING COMPENSATION. THE COMPENSATION PACKAGE IS APPROVED THROUGH THE BUDGETING PROCESS BY THE BOARD OF DIRECTORS OF CAMP FIRE.

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

Department of the Treasury
Internal Revenue Service

Name of the organization

EL TESORO FOUNDATION

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2017

Open to Public
Inspection

Employer identification number

75-2779404

FORM 990, PART VI, SECTION A, LINE 4

CHANGES TO GOVERNING DOCUMENTS:

BOTH THE CERTIFICATE OF FORMATION AND THE BYLAWS WERE AMENDED DURING
2017. ONE OF THE CHANGES MADE TO THESE DOCUMENTS WAS CHANGING THE NAME OF
THE FOUNDATION TO "EL TESORO FOUNDATION". THE NAME CHANGE IS INTENDED TO
CREATE A UNIQUE BRAND FOR THE FOUNDATION AND PREPARE THE FOUNDATION FOR
ANY CESSATION OF OR CHANGE IN THE RELATIONSHIP BETWEEN THE COUNCIL AND
CAMP FIRE NATIONAL.

THERE WAS ALSO WORDING ADDED FOR THE QUALIFICATION AND DISQUALIFICATION
OF THE SOLE MEMBER. THE REMOVAL OF DIRECTORS WAS AN ADDITIONAL CHANGE TO
THE BYLAWS, ALONG WITH THE ADDITION OF MISCELLANEOUS PROVISIONS.

FORM 990, PART VI, SECTION A, LINE 6

MEMBERS OR STOCKHOLDERS:

CAMP FIRE FIRST TEXAS, THE FOUNDATION'S SUPPORTED ORGANIZATION, IS THE
SOLE MEMBER.

FORM 990, PART VI, SECTION A, LINE 7A

MEMBERS WITH POWER TO APPOINT ONE OR MORE MEMBERS OF THE BOARD:

CAMP FIRE FIRST TEXAS' BOARD OF DIRECTORS ELECTS THE FOUNDATION'S BOARD.
THE FOUNDATION'S BOARD OF DIRECTORS THEN ELECTS ITS OFFICERS.

FORM 990, PART VI, SECTION B, LINE 11B

REVIEW OF FORM 990:

Name of the organization EL TESORO FOUNDATION	Employer identification number 75-2779404
--------------------------------------------------	----------------------------------------------

THE IRS FORM 990 IS EMAILED TO THE BOARD OF DIRECTORS FOR REVIEW AND COMMENTS PRIOR TO FILING. THE BOARD IS SCHEDULED TO MEET WITH MANAGEMENT FOR FURTHER REVIEW OF THE IRS 990 AFTER IT IS FILED. EACH PAGE WILL BE REVIEWED AND QUESTIONS ANSWERED BY MANAGEMENT. IF NECESSARY, QUESTIONS MAY BE REFERRED TO THE CAMP FIRE FIRST TEXAS' ACCOUNTING FIRM, WHO PREPARED THE FORM 990 WITH THE INFORMATION PROVIDED BY MANAGEMENT.

FORM 990, PART VI, SECTION B, LINE 12C

PROCESS TO MONITOR AND ENFORCE CONFLICT OF INTEREST POLICY:

THE BOARD OF DIRECTORS ARE REQUIRED TO ANNUALLY DISCLOSE ANY CONFLICT OF INTEREST IN A WRITTEN STATEMENT TO THE BOARD. FURTHER, WHERE THERE IS A CONFLICT OR POTENTIAL CONFLICT, THE BOARD MEMBER IS REQUIRED TO ABSTAIN FROM ANY VOTE RELATED TO SUCH CONFLICT.

FORM 990, PART VI, SECTION C, LINE 19

AVAILABILITY OF DOCUMENTS:

THE FOUNDATION'S IRS FORM 990 IS MADE AVAILABLE UPON REQUEST. AUDITED FINANCIAL STATEMENTS, GOVERNING DOCUMENTS, INCLUDING THE ARTICLES OF INCORPORATION, BYLAWS, AND COUNCIL POLICIES, ARE ALSO AVAILABLE UPON REQUEST.

FORM 990, PART I, LINE 1

DESCRIPTION OF ORGANIZATION:

(CONTINUED FROM PAGE 1) ... SUPPORT OF ITS YOUTH DEVELOPMENT, OUTDOOR AND PROFESSIONAL GROWTH PROGRAMS.

Name of the organization EL TESORO FOUNDATION	Employer identification number 75-2779404
--------------------------------------------------	----------------------------------------------

FORM 990, PART XI, LINE 9

TRANSFER BETWEEN RELATED PARTIES:

THE FOUNDATION RECEIVED LAND, BUILDINGS, AND IMPROVEMENTS FROM CAMP FIRE
FIRST TEXAS. AT THE DATE OF THE RECEIPT, THE VALUE NET OF ACCUMULATED
DEPRECIATION, OF THE LAND, BUILDINGS AND IMPROVEMENTS WAS \$10,010,003.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990.
▶ Go to www.irs.gov/Form990 for instructions and the latest information.

2017

Open to Public
Inspection

Name of the organization

EL TESORO FOUNDATION

Employer identification number

75-2779404

Part I Identification of Disregarded Entities. Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

	(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						

Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year.

	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
							Yes	No
(1)	CAMP FIRE FIRST TEXAS 2700 MEACHAM BLVD FORT WORTH, TX 76137 75-0851201	YOUTH ORG	TX	501 (C) (3)	7	N/A		X
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								

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

Schedule R (Form 990) 2017

Part III Identification of Related Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512 - 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V - UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note: Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

Table with columns: (a) Name of related organization, (b) Transaction type (a-s), (c) Amount involved, (d) Method of determining amount involved. Rows 1-19 with 'Yes/No' checkboxes.

Table with columns: (1) through (6) for additional information or calculations.

Part VI Unrelated Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(1) Name, address, and EIN of entity	(2) Primary activity	(3) Legal domicile (state or foreign country)	(4) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(5) Are all partners section 501(c)(3) organizations?		(6) Share of total income	(7) Share of end-of-year assets	(8) Disproportionate allocations?		(9) Code V - UBI amount in box 20 of Schedule K-1 (Form 1065)	(10) General or managing partner?		(11) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													
(8)													
(9)													
(10)													
(11)													
(12)													
(13)													
(14)													
(15)													
(16)													

JSA

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R. See instructions.

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Rolando B. Pablos
Secretary of State

Office of the Secretary of State

August 04, 2017

Attn: Cory Halliburton

Weycer, Kaplan, Pulaski & Zuber, P.C.
3030 Matlock Road, Suite 201
Arlington, TX 76015 USA

RE: EL TESORO FOUNDATION
File Number: 150185101

It has been our pleasure to file the Restated Certificate of Formation for the referenced entity. Enclosed is the certificate evidencing filing. Payment of the filing fee is acknowledged by this letter.

If we may be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Rolando B. Pablos
Secretary of State

Office of the Secretary of State

**CERTIFICATE OF FILING
OF**

**EL TESORO FOUNDATION
150185101**

[formerly: Camp Fire First Texas Foundation]

The undersigned, as Secretary of State of Texas, hereby certifies that a Restated Certificate of Formation for the above named domestic nonprofit corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 07/31/2017

Effective: 07/31/2017



A handwritten signature in black ink, appearing to read "R. Pablos".

Rolando B. Pablos
Secretary of State

**RESTATED AND AMENDED CERTIFICATE OF FORMATION
OF
CAMP FIRE FIRST TEXAS FOUNDATION
(INCLUDING NAME CHANGE)**

FILED
In the Office of the
Secretary of State of Texas
JUL 31 2017
Corporations Section

ARTICLE 1

CAMP FIRE FIRST TEXAS FOUNDATION (referred to at times as the "Corporation"), a Texas nonprofit corporation subject to the Texas Business Organizations Code, Chapter 22, by and through its Board of Directors and Sole Member, adopted the following Restated and Amended Certificate of Formation of Camp Fire First Texas Foundation pursuant to the provisions of the Texas Business Organizations Code, Chapter 22 (referred to as the "Act"). This Restated Certificate of Formation accurately copies the previous Articles of Incorporation and all prior amendments that are in effect to date and also include further amendments described in Article 4 hereof.

ARTICLE 2

PROCEDURE OF ADOPTION OF AMENDMENTS AND NAME CHANGE

The Restated and Amended Certificate of Formation was adopted in the following manner:

The Corporation's Board of Directors approved the Restated and Amended Certificate of Formation by a unanimous written consent of the Board of Directors, effective May 2, 2017 and made pursuant to Chapter 22 of the Act and the Corporation's governing documents. The Restated and Amended Certificate of Formation was approved by all of the members of the Board of Directors.

Thereafter, the Corporation presented the Restated and Amended Certificate of Formation for approval to the Corporation's voting members at a properly called meeting of the members of the Corporation held on May 18, 2017 at which a quorum of the members of the Corporation was present. The Restated and Amended Certificate of Formation of this Corporation received at least a two-thirds vote of approval of the Corporation's voting members at said meeting. The Restated and Amended Certificate of Formation was approved by the Board of Directors of this Corporation and the members of this Corporation according to the Corporation's governing documents and the Act. The Corporation has no one else eligible to vote on these amendments or this Restated and Amended Certificate of Formation.

Effective immediately, the name of the Corporation is changed from Camp Fire First Texas Foundation to **EL TESORO FOUNDATION**.

ARTICLE 3

RESTATED ARTICLES

The Certificate of Formation (and Articles of Incorporation) and all amendments and other changes to those articles of amendment are hereby superseded by the Restated and Amended Certificate of Formation set forth as Exhibit A, attached and incorporated herein for all purposes.

ARTICLE 4

AMENDMENT OF CERTIFICATE OF FORMATION

The Restated and Amended Certificate of Formation includes the following amendments:

All existing Articles of Incorporation were deleted and replaced with the provisions in the Restated and Amended Certificate of Formation attached hereto as Exhibit A. Each new amendment (i) has been made in accordance with the Texas Business Organizations Code, (ii) has been approved in the manner required by the Texas Business Organizations Code and the Corporation's governing documents, and (iii) does not contain any other change in the Certificate of Formation other than omissions allowed by the Texas Business Organizations Code section 3.059.

The undersigned affirms that the organization designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute this filing instrument. I am an authorized officer of the Corporation and I hereby execute this Restated and Amended Certificate of Formation on behalf of the Corporation.

Camp Fire First Texas Foundation, now known as
El Tesoro Foundation

By: Ann Sheets

Print: ANN SHEETS
Authorized Representative

Date: 5/22/2017

EXHIBIT A

**RESTATED AND AMENDED CERTIFICATE OF FORMATION
OF
EL TESORO FOUNDATION
(A NONPROFIT CORPORATION)**

EL TESORO FOUNDATION (referred to at times as the "Corporation"), by and through its Board of Directors and Sole Member (as defined herein below), adopted the following Restated and Amended Certificate of Formation of El Tesoro Foundation pursuant to the provisions of the Texas Business Organizations Code, Chapter 22 (referred to as the "Act"):

ARTICLE 1
NAME

The filing entity is a nonprofit corporation. The name of the Corporation is **EL TESORO FOUNDATION**.

ARTICLE 2
DISSOLUTION

The Corporation is a nonprofit corporation under Chapter 22 of the Texas Business Organizations Code.

Upon dissolution, and except as otherwise provided herein, all assets of the Corporation shall be distributed to Camp Fire First Texas, a Texas nonprofit corporation having Texas Secretary of State File Number 6330601; provided, however, that Camp Fire First Texas shall be, at the time of this Corporation's dissolution and distribution of assets according to law, an organization qualified as a public charity exempt from taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code").

If, at the time of this Corporation's dissolution, (1) Camp Fire First Texas is not qualified as described above, (2) Camp Fire First Texas has dissolved, liquidated or otherwise permanently ceased operations, or (3) Camp Fire First Texas' charter contract with Camp Fire National Headquarters, a Missouri nonprofit corporation having Missouri Secretary of State File Number 00019024, its successors or assigns, has been revoked or terminated in any manner such that the assets of this Corporation may be placed in legitimate jeopardy of seizure or control by Camp Fire National Headquarters, evidenced by overt act of Camp Fire National Headquarters – as may be determined in good faith by this Corporation's Board of Directors – all assets of the Corporation shall be distributed to one or more organizations qualified as exempt from taxes under Section 501(c)(3) of the Code that serves similar purposes as the Corporation as the Board of Directors of this Corporation shall determine in its sole discretion.

Any such assets not disposed of as required above shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then

located, exclusively for such purposes or to such organization or organizations (or to the federal government, or to a state or local government, for a public purpose), as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 3
DURATION

The Corporation shall continue in perpetuity.

ARTICLE 4
PURPOSES

The purposes for which the Corporation is organized are exclusively to perform charitable, educational, and other exempt activities defined in and within the meaning of Section 501(c)(3) of the Code, including, for such purposes, the making of distributions to organizations formed and existing under Section 501(c)(3) of the Code.

Specifically, and except as provided herein, the Corporation is organized exclusively to hold, manage, solicit, receive, administer and invest property for the exclusive use, benefit and support of the Corporation's Sole Member, Camp Fire First Texas (the "Sole Member"), a Texas nonprofit corporation having Texas Secretary of State File Number 6330601 and which is organized and operated for the purpose of improving conditions of society that affect youth, including through the promotion of the athletic development of boys and girls under the age of 18 years and through the organized solicitation and collection for distributions through gifts, grants, and agreements to and/or for the benefit of the Sole Member; provided, however, the Sole Member must be qualified as a tax-exempt, public charity pursuant to Section 501(c)(3) of the Code and not otherwise disqualified as Sole Member of this Corporation as hereinafter set forth.

In the event the Sole Member is not qualified as a tax-exempt, public charity under Section 501(c)(3) of the Code or is not otherwise qualified as Sole Member of this Corporation as hereinafter set forth, the Corporation pledges that it shall be organized exclusively to hold, manage, solicit, receive, administer and invest property for the exclusive use, benefit and support of one or more organizations organized and operated as exempt, public charities under Section 501(c)(3) of the Code as determined and selected by this Corporation's Board of Directors, and for the purpose of improving conditions of society that affect youth, including through the promotion of the athletic development of boys and girls under the age of 18 years and through the organized solicitation and collection for distributions through gifts, grants, and agreements to and/or for the benefit of such qualified tax-exempt, public charity organizations.

Further, the ancillary purposes of the Corporation are to receive and maintain a fund or funds of real personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the above-described exempt, charitable, and educational purposes under Section 501(c)(3) of the Code, either directly or by contributions to the Sole Member, or, in the event the Sole Member is disqualified as provided herein, to such other organizations that qualify as exempt

organizations under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended.

References herein to the Code mean the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

The Corporation pledges that all its assets will be used exclusively for its exempt purposes.

ARTICLE 5 POWERS

Except as otherwise provided in this Restated and Amended Certificate of Formation, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may pay reasonable compensation to officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above.

ARTICLE 6 RESTRICTIONS AND REQUIREMENTS

The Corporation shall not pay dividends or other corporate income to its officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in this Certificate of Formation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Code, the Treasury Regulations promulgated thereunder, and/or any related IRS pronouncements, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote any substantial part of its activities to attempting to influence legislation by propaganda or otherwise.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.

5. Have objectives that characterize it as an "action organization" as defined by the Code, the Treasury Regulations promulgated thereunder, and/or any related IRS pronouncements.
6. Distribute its assets on dissolution other than described herein.
7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private individual.
8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt purposes.

ARTICLE 7
MEMBERS

Camp Fire First Texas (the "Sole Member"), a Texas nonprofit corporation having Texas Secretary of State File Number 6330601, shall be the sole member of the Corporation. The voting and other rights and privileges of the Sole Member shall be vested exclusively in the Sole Member's Board of Directors such that the act of said Board of Directors, acting in its capacity as Sole Member of this Corporation, shall be the act of the Sole Member. Except as provided in this Certificate of Formation, the other rights and classifications of the Sole Member are defined in the Bylaws of the Corporation and the Act.

If the Sole Member has dissolved, liquidated or otherwise permanently ceased operations as an exempt organization under Section 501(c)(3) of the Code, or if the Sole Member's charter contract with Camp Fire National Headquarters, a Missouri nonprofit corporation having Missouri Secretary of State File Number 00019024, its successors or assigns, is revoked or terminated in any manner such that the assets of this Corporation may be placed in legitimate jeopardy of seizure or control by Camp Fire National Headquarters, evidenced by overt act of Camp Fire National Headquarters – as may be determined in good faith by this Corporation's Board of Directors – the Sole Member shall cease to be a member of this Corporation.

ARTICLE 8
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 2700 Meacham Blvd., Fort Worth, Texas 76137-4699. The name of the registered agent at this office is Ann Sheets. The Board of Directors may change the registered office and registered agent in its discretion and in accordance with the Act.

ARTICLE 9
MANAGEMENT VESTED IN A BOARD OF DIRECTORS

The management of this Corporation is vested in a board of directors. The Board of Directors may elect officers as allowed in the Bylaws.

ARTICLE 10
LIMITATION ON LIABILITY

A member, director or officer is not liable to the Corporation for monetary damages for an Act or omission in the member's, director's or officer's capacity except to the extent otherwise provided by a statute of the State of Texas.

ARTICLE 11
INDEMNIFICATION

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was an officer or other person related to the Corporation as provided by the provisions in the Act and/or common law governing indemnification. As provided in the Bylaws, the directors shall have the power to define the requirements and limitations for the Corporation to indemnify officers or others related to the Corporation.

ARTICLE 12
CONSTRUCTION

All references in this Restated and Amended Certificate of Formation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. This document becomes effective when the document is filed with the Texas Secretary of State.

ARTICLE 13
DIRECTORS AND OFFICERS

The name and address of each of the current directors and officers of the Corporation are as follow:

Kevin Garman 2700 Meacham Blvd. Fort Worth, Texas 76137-4699	President and Director
--------------------------------------------------------------------	------------------------

Nina Hutton 2700 Meacham Blvd. Fort Worth, Texas 76137-4699	Vice-President and Director
-------------------------------------------------------------------	-----------------------------

Patricia Vaughan 2700 Meacham Blvd. Fort Worth, Texas 76137-4699	Secretary/Treasurer and Director
------------------------------------------------------------------------	----------------------------------

Adelaide Leavens Director
2700 Meacham Blvd.
Fort Worth, Texas 76137-4699

Linda Jacobson Director
2700 Meacham Blvd.
Fort Worth, Texas 76137-4699

Drew Springer Director
2700 Meacham Blvd.
Fort Worth, Texas 76137-4699

All future members of the Board of Directors and officers will be elected in the manner described in the Bylaws.

ARTICLE 14
ACTION BY WRITTEN CONSENT

Action may be taken by use of signed written consents by the number of officers, committee members, or other such persons entitled to vote as though they were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all of the officers, committee members, or other such persons entitled to vote is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within 60 days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by email, facsimile, by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who did not sign consents but were eligible to vote on that matter. If the action taken requires documents to be filed with the Secretary of State, the filed documents will indicate that the written consent procedures have been properly followed.

A telegram, telex, cablegram, email, or similar transmission by an officer, committee member, or other such person entitled to vote, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the officer, committee member, or other such person entitled to vote.

ARTICLE 15

AMENDMENTS TO THE CERTIFICATE OF FORMATION

To amend or modify the Certificate of Formation of the Corporation in any way (including an amendment required for the cancellation of an event requiring winding up in accordance with Section 11.152(b) of the Texas Business Organizations Code), and provided that the Sole Member has not been disqualified as provided hereinabove, this Corporation's Board of Directors shall first adopt a resolution specifying the proposed amendment and directing that the proposed amendment be submitted to the Board of Directors of the Sole Member for consent and approval, which consent and approval shall be required for the adoption of the amendment.

If the Sole Member has dissolved, liquidated or otherwise permanently ceased operations as an exempt organization under Section 501(c)(3) of the Code, or if the Sole Member's charter contract with Camp Fire National Headquarters, a Missouri nonprofit corporation having Missouri Secretary of State File Number 00019024, its successors or assigns, is revoked or terminated in any manner – as may be determined in good faith by this Corporation's Board of Directors – then the Corporation's Board of Directors may amend the Certificate of Formation by a majority vote of the Board of Directors, without a vote of the Sole Member, or in any manner authorized by the Texas Business Organization Code, Chapter 22.

**RESTATED AND AMENDED BYLAWS OF
EL TESORO FOUNDATION
(formerly known as CAMP FIRE FIRST TEXAS FOUNDATION)**

These Restated and Amended Bylaws (referred to as the "Bylaws") govern the affairs of El Tesoro Foundation (formerly known as Camp Fire First Texas Foundation) (referred to as the "Corporation" or the "Foundation"), a non-profit corporation organized under the Texas Business Organizations Code, Chapter 22 (referred to as the "Act"), and repeal and replace all former Bylaws of the Corporation.

**ARTICLE ONE
PURPOSES AND POWERS**

1.01. Purposes. The purposes of the Corporation are set forth in the Corporation's Restated and Amended Certificate of Formation, as may be amended from time to time (referred to as the "Certificate of Formation"), on file with the Secretary of State of the State of Texas.

1.02. Powers. The Corporation shall have all of the powers of a non-profit corporation organized under the Act, subject to the limitations set forth in the Corporation's Certificate of Formation.

**ARTICLE TWO
OFFICES**

2.01. Principal Office. The principal office of the Corporation in the State of Texas shall be located at 2700 Meacham Boulevard, Fort Worth, Texas 76137-4699. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

2.02. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Act. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE THREE
MEMBERS**

3.01. Qualification. Camp Fire First Texas (the "Sole Member"), a Texas nonprofit corporation having Texas Secretary of State File Number 6330601, shall be the sole member of the Corporation. The voting and other rights and privileges of the Sole Member shall be vested exclusively in the Sole Member's Board of Directors such that the act of said Board of Directors, acting in its capacity as Sole Member of this Corporation, shall be the act of the Sole Member. Except as provided in this Certificate of Formation of this Corporation, the other rights and classifications of the Sole Member are defined in these Bylaws and the Act.

3.02. Disqualification. If the Sole Member has dissolved, liquidated or otherwise permanently ceased operations as an exempt organization under Section 501(c)(3) of the Code, or if the Sole Member's charter contract with Camp Fire National Headquarters, a Missouri nonprofit corporation having Missouri Secretary of State File Number 00019024, its successors or assigns, is revoked or terminated in any manner such that the assets of this Corporation may be placed in legitimate jeopardy of seizure or control by Camp Fire National Headquarters, evidenced by overt act of Camp Fire National Headquarters – as may be determined in good faith by this Corporation's Board of Directors – the Sole Member shall be disqualified as a member of this Corporation and shall cease to be a member of this Corporation.

3.03. Annual Meetings. An annual meeting of the Sole Member shall be held in January of each year, or as soon thereafter as is practical. At each annual meeting, the Sole Member shall elect the Board of Directors of this Corporation and shall transact such other business as may properly be brought before the meeting. Written notice of the place, date and time of each annual meeting of the Sole Member shall be delivered not less than ten (10), nor more than sixty (60), days in advance of the date of such meeting, either personally, by electronic mail (e-mail), facsimile (fax), or by first-class, registered or certified mail, by or at the direction of the President or the Secretary, to the Sole Member at the Sole Member's address for such notice as it appears on the books of the Corporation at the time such notice is given.

3.04. Place of Meetings. Meetings of the Sole Member shall be held at such places, within or without the State of Texas, as may from time to time be determined by the Sole Member or the Board of Directors of this Corporation or as may be specified in the respective notices or waivers of notice thereof.

3.05. Voting. The Sole Member shall be entitled to the only vote on each matter submitted to a vote at any meeting of the Sole Member, except as otherwise provided by statute, the Certificate of Formation of this Corporation or these Bylaws. The Sole Member may vote in person, by written proxy, or as otherwise provided in these Bylaws and permitted by the Act.

3.06. Consent of Sole Member. Any action required or permitted to be taken at any meeting of the Sole Member may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by each member of the Board of Directors of the Sole Member. Such consent may be given individually or collectively. Such consent shall have the same force and effect as the vote taken at a meeting of the Sole Member and may be stated as such in any document.

ARTICLE FOUR BOARD OF DIRECTORS

4.01. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

4.02. Reserved.

4.03. Board of Directors. The Board of Directors shall consist of such number of Directors as shall be determined from time to time by resolution of the Sole Member; provided, however, that at no time the Board of Directors shall consist of not less than three (3) persons. The Sole Member will elect all of the members of the Corporation's Board of Directors. The Board of Directors will be divided into three (3) classes. There will be an equal number of Directors in each class, unless the number of Directors is not divisible by three (3), in which case the number of Directors in each class will be as nearly equal as possible to the number of Directors in the other two classes. The terms and election of each class of Directors shall be staggered as may be determined by the Board of Directors. Directors may be elected to successive terms, and nothing shall be construed to prohibit a member from being reappointed or re-elected to succeed himself or herself as a Director. A Director shall be limited, however, to two (2) consecutive three-year terms of office.

4.04. Nominations. The Executive Committee of the Sole Member shall serve as the Nominating Committee and will make nominations by written report to the Sole Member for each election of Directors. Such report will be sent to the Sole Member with the notice of the meeting of the Sole Member at which the election is to be held. The names of nominee(s) will be included in the notice of the meeting of the Sole Member at which the election is to occur.

4.05. Vacancies. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Sole Member in the same manner in which the Sole Member appoints Directors to this Corporation's Board of Directors. If the Sole Member is disqualified as provided in these Bylaws or the Certificate of Formation, any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by this Corporation's Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

4.06. Annual Meetings. An annual meeting of the Board of Directors of this Corporation shall be held each calendar year prior to March 31, or as soon thereafter as is practical. At such annual meeting, the Board of Directors shall elect officers and shall transact any and all other business as may properly come before the meeting. Written notice stating the place, day and hour of each annual meeting of the Board of Directors shall be given at least three (3) days in advance of such meeting, either personally or by mail, electronic mail (e-mail), telegram or fax, by or at the direction of the President or the Secretary of the Corporation, to each Director entitled to vote at such meeting at his or her address for such manner of delivery as shown by the records of the Corporation.

4.07. Regular Meetings. The Board of Directors, by resolution, may provide by resolution the time and place, either within or without the State of Texas, for the holding of regular meetings of the Board. Notice other than such resolution to each Director is not required.

4.08. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, any two Directors, or the Sole Member. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

4.09. Notice. Notice of any special meeting of the Board of Directors shall be given not less than three (3) days prior to the meeting thereto by written notice delivered personally or sent by mail, electronic mail (e-mail), fax, or telegram to each Director at his or her address for such manner of delivery as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed as above, with postage thereon prepaid. If notice is given by fax, such notice shall be deemed to be delivered on successful transmission of the fax. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice is served by e-mail, the person giving notice shall retain records sufficient to prove actual delivery to the appropriate e-mail address. A person may designate his or her preferred notice method and shall provide all necessary information regarding the same by giving written notice to the Secretary of the Corporation. Without a preference designation, the person serving the notice shall give notice by electronic mail or mail to the address given by the person for receipt of information from this Corporation. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

4.10. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Certificate of Formation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is now lawfully called or convened.

4.11. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

4.12. Proxies. At any meeting of the Board of Directors, a Director may vote by proxy executed in writing by the Director. No such proxy shall be valid after one (1) month from the date of its execution.

4.13. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Act or by these Bylaws.

4.14. Reimbursement. Directors, as such, shall not receive any stated compensation for their services, but by resolution of the Board of Directors, reasonable expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. This section, however, shall not be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation in a reasonable amount therefore.

4.15. Informal Action by Directors and Committees. Except as otherwise expressly provided by statute, by the Certificate of Formation, or by these Bylaws, any action required or permitted to be taken at a meeting of the Board of Directors (or of any committee designated by

the Board of Directors) may be taken without a meeting if a written consent setting forth the action so taken is signed by all the members of the Board of Directors (or committee). Such consent shall have the same force and effect as a unanimous vote at a meeting.

4.16. Meetings by Conference Telephone or other Means. Except as otherwise expressly provided by statute, by the Certificate of Formation, or by these Bylaws, members of the Board of Directors (and members of any committee designated by the Board of Directors) may participate in and hold a meeting of such Board of Directors (or committee) by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can concurrently communicate with each other, and participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. In addition, (a) each person entitled to participate in such meeting must consent to the meeting being held by means of that system; and (b) the system must provide access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. The notice of a meeting by electronic means must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice.

4.17. Removal. Any Director may be removed from office with or without cause by a two-thirds (2/3) vote of the Board of Directors of the Sole Member present in person or by proxy at any duly called regular or special meeting of the Sole Member at which a quorum is present in person or by proxy; provided that, unless notice of that meeting is duly waived in writing by each person entitled to such notice, the notice shall state that removal of that specific Director is a purpose of the meeting. If the Sole Member is disqualified as provided in these Bylaws or the Certificate of Formation, any Director may be removed from office with or without cause by a two-thirds (2/3) vote of the Board of Directors of this Corporation present in person or by proxy at any duly called regular or special meeting of the Board of Directors at which a quorum is present in person or by proxy; provided that, unless notice of that meeting is duly waived in writing by each person entitled to such notice, the notice shall state that removal of that specific Director is a purpose of the meeting.

4.18. Limit on Liability of Directors. No director of the Corporation or Sole Member shall be liable to the Corporation or its Sole Member or any of them for monetary damages for an act or omission in the Director's capacity as a director, except as otherwise expressly provided by statute or the Certificate of Formation; and, unless permitted under the applicable statutes and the Certificate of Formation, this paragraph shall not eliminate or limit the liability of any former or current Director for:

- i. A breach of a Director's duty of loyalty to the Corporation;
- ii. An act or omission not in good faith that constitutes a breach of duty of the Director to the Corporation;
- iii. An act or omission that involves intentional misconduct or knowing violation.

of the law;

- iv. A transaction from which a Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office; or
- v. An act or omission for which the liability of a Director is expressly provided by statute.

ARTICLE FIVE OFFICERS

5.01. Officers. The officers of the Corporation shall include a President, a Secretary, and a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Vice Presidents, Assistant Secretaries, and one or more Assistant Treasurers, as the Board deems desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary may not be simultaneously held by the same person.

5.02. Election and Term of Office. The officers of the Corporation shall be elected annually by the Directors at the regular annual meeting of the Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

5.03. Removal and Resignation. Any officer, whether elected or appointed by the Board of Directors, may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Any officer may resign at any time by filing his or her written resignation with either the President or the Secretary of the Corporation.

5.04. Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

5.05. Duties. The officers shall have such authority and shall perform such duties as are hereinafter specified for a particular office. In the discharge of any such duty, however, the officer may, in good faith and applying ordinary care, delegate the performance of specific tasks in carrying out the officer's duties to one or more employees of the Corporation or its Sole Member and/or their agents.

5.06. President. The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has

authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, or by statute to some other officer or agent of the corporation; and, in general, he or she shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

5.07. Vice President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President (or in the event there is more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or Board of Directors.

5.08. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article Seven of these Bylaws, and in general, perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

5.09. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose, give all notices in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records and of the seal of the Corporation, and shall affix the seal (if any) of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws, keep a register of the post-office address of the Sole Member, which shall be furnished to the Secretary by the member, and, in general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

5.10. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, any Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. Any Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE SIX COMMITTEES

6.01. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors; provided, however, if a committee is vested with any authority of the Board of Directors, a majority of such committee shall be Directors. The committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. However, no such committee shall

have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws, electing, appointing, or removing any member of any such committee or any Director or officer of the Corporation, amending the Certificate of Formation, adopting a plan of merger or adopting a plan of consolidation with another corporation, authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation, authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore, adopting a plan for the distribution of the assets of the Corporation, or amending, altering, or repealing any resolution of the Board of Directors, which, by its terms, provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, nor any individual Director, of any responsibility imposed on it or him or her by law.

6.02. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee may be Directors of the Corporation or other individuals, and the President of the Corporation shall appoint the members of each such committee. Any members thereof may be removed by the Board of Directors or the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

6.03. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Directors of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee or unless such member shall cease to qualify as a member thereof.

6.04. Chair. One member of each committee shall be appointed chair of the committee by the person or persons authorized to appoint the members thereof, subject to any appointment by the Board of Directors.

6.05. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

6.06. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws nor with rules adopted by the Board of Directors.

ARTICLE SEVEN

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

7.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

7.02. Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by two officers of the Corporation.

7.03. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

7.04. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

7.05. Affiliated Transactions. No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership or association or other organization in which one or more of its Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, if:

- a. The material facts concerning the financial interests are disclosed to the Board of Directors and the Board of Directors authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Board members.
- b. The contract or transaction is fair to the Corporation at the time of the approval. Nothing herein shall prevent retroactive approval of a transaction.
- c. The interested person that is present may be counted towards a quorum for purposes of voting on the contract or transaction. The interested person may participate in the discussion of the matter (unless determined otherwise by the Board), but may not vote.

ARTICLE EIGHT DIVIDENDS AND OTHER PAYMENTS

8.01. No Dividends Payable. No dividend shall be paid, and no part of the income of the Corporation shall be distributed, to any of its Directors or officers.

8.02. Reimbursement Permissible. Notwithstanding the provision of Paragraph 8.01 above, the Corporation may reimburse its Directors or officers for reasonable expenditures incurred in accordance with paragraph 4.14 above.

ARTICLE NINE INDEMNIFICATION

The Corporation, with advance approval by the Board of Directors, supported by

independent legal counsel on the subject, shall indemnify any current or former Director, officer, agent or employee, or any person who may have served at the Corporation's request as a director, trustee, officer, agent or employee of another Corporation or other entity, pursuant to the procedures of and to the fullest extent permitted under the Act.

ARTICLE TEN BOOKS AND RECORDS

10.01. Books and Records of Account. The Corporation shall keep correct and complete books and records of account as required by the Act and shall also keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Sole Member and Directors entitled to vote on matters within their respective purview.

10.02. Right to Inspect. Subject to the protections that may be required pursuant to section 10.02(b), the Sole Member, any member of the Board of Directors and any officer of the Corporation may inspect and receive copies of all books and records of the Corporation and those required to be kept by the Bylaws and/or the Act. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing. Any person entitled to inspect and copy the Corporation's books and records may do so through his or her attorney or other duly authorized representative. A person entitled to inspect the Corporation's books and records may do so at a reasonable time no later than five working days after the Corporation's receipt of a proper written request, unless the Corporation is unable to produce the records in that time period due to the scope of the documents requested or other legitimate reasons. The Board of Directors may, at any time, establish reasonable fees for copying the Corporation's books and records by members. The fees may cover the cost of materials and labor, but may not exceed 10 cents per page.

(b) Protection of Proprietary Information. Pursuant to applicable law, and to protect the interests of the Corporation, the Board of Directors may require, as a condition precedent to any inspection or copying of confidential, proprietary, or trade secret books and records, that the individual requesting the records execute a Nondisclosure or Confidentiality Agreement providing for the nondisclosure and/or unauthorized use of the books and records inspected or copied.

(c) Public Information. The Corporation shall maintain a file at the principal office containing all documents required by the Internal Revenue Service ("IRS") to be made available to the public. All requests from the public for copies of the Corporation's Form 1023 and Form 990, if required by the IRS to be filed by the Corporation, shall be honored and provided as required by the IRS.

ARTICLE ELEVEN FISCAL YEAR

The Board of Directors shall determine from time to time the fiscal year of the Corporation.

**ARTICLE TWELVE
SEAL**

The Board of Directors may provide for a corporate seal in such form as it may determine, but shall not be required to provide for a corporate seal.

**ARTICLE THIRTEEN
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Act, or under the provisions of the Certificate of Formation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE FOURTEEN
AMENDMENT TO BYLAWS**

Except as provided below, these Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by an 80% majority of the Directors of the Sole Member present at any regular meeting or at any special meeting, if at least three (3) days written notice is given of an intention to alter, amend, or repeal these Bylaws or to adopt new bylaws at such meeting; provided that the Sole Member has not been disqualified as provided below. The Sole Member shall promptly inform this Corporation of any alteration, amendment or repeal of any Bylaw.

If the Sole Member has dissolved, liquidated or otherwise permanently ceased operations as an exempt organization under Section 501(c)(3) of the Code, or if the Sole Member's charter contract with Camp Fire National Headquarters, a Missouri nonprofit corporation having Missouri Secretary of State File Number 00019024, its successors or assigns, is revoked or terminated in any manner – as may be determined in good faith by this Corporation's Board of Directors – then the Corporation's Board of Directors may alter, amend or repeal any Bylaw provision by a majority vote of the Board of Directors, without a vote of the Sole Member, or in any manner authorized by the Texas Business Organization Code, Chapter 22.

**ARTICLE FIFTEEN
MISCELLANEOUS PROVISIONS**

15.01. Legal Authorities Governing Construction of Bylaws. The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

15.02. Legal Construction. If any Bylaws provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

15.03. Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

15.04. Gender. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

15.05. Power of Attorney. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Corporation to be kept with the Corporation records.

15.06. Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Sole Member, the Board of Directors, Directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

15.07. Electronic Communications. To the fullest extent permitted by the Act and other law, electronic signatures (such as by e-mail) of the Sole Member and members of the Boards of Directors of this Corporation and the Sole Member, as well as officers, agents, and committee members, as between each other or each of them and the Corporation, shall constitute the valid signature of the person for purposes of obtaining consents or other matters prescribed by these Bylaws, unless the individual member or officer submits a written refusal to conduct any or certain transactions by electronic means.

15.08. Voting by Proxy. A person who is authorized to exercise a proxy may not exercise the proxy unless the proxy is delivered to the person presiding at the meeting before the business of the meeting begins. The Secretary or other person taking the minutes of the meeting shall record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy shall not be effective for that meeting. A proxy filed with the Secretary or other designated person presiding at the meeting shall remain in force and effect until the first of the following occurs:

- a. An instrument revoking the proxy is delivered to the secretary or other person presiding.
- b. The proxy authority expires under the terms of the proxy.
- c. The proxy authority expires under the terms of the Bylaws.

ARTICLE SIXTEEN EMERGENCY POWERS AND BYLAWS

An "emergency" exists for the purposes of this section if a quorum of the Board of Directors cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Board of Directors may: (i) modify lines of succession to accommodate the

incapacity of any member of the Board of Directors, officer, employee or agent, and (ii) relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so. During an emergency, notice of a meeting of the Board of Directors only needs to be given to those members whom it is practicable manner including by publication or radio. One or more officers of the Corporation present at a meeting of the Board of Directors may be deemed Directors for the meeting, in order of rank and within the same rank and order of seniority, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Corporation and may not be the basis for imposing liability on any member of the Board of Directors, officer, employee or agent of the Corporation on the ground that the action was not authorized. The Board of Directors may also adopt emergency bylaws, subject to amendments or repeal by the full Board of Directors, which may include provisions necessary for managing the Corporation during an emergency including: (i) procedures for calling a meeting of the Board of Directors; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Directors. The emergency bylaws shall remain in effect during the emergency and shall be revoked after the Board of Directors has deemed that the emergency has ended.

CERTIFICATE OF SECRETARY

I hereby certify that I am duly elected and acting Secretary of said Corporation and that the foregoing Restated and Amended Bylaws, comprised of thirteen (13) pages, constitute the Bylaws of said Corporation as duly adopted by the Sole Member at a meeting held on May 18, 2017 and by a unanimous written consent of the Board of Directors, effective May 2, 2017 and made pursuant to Chapter 22 of the Act and the Corporation's governing documents.

DATED: *May 18, 2017*

Patricia A. Vaughan
Secretary of the Corporation