

**Application for Recognition of Exemption**  
**Under Section 501(c)(3) of the Internal Revenue Code**

(00)

OMB No. 1545-0056

**Note:** If exempt status is approved, this application will be open for public inspection.

► (Use with the June 2006 revision of the Instructions for Form 1023 and the current Notice 1382)

Use the instructions to complete this application and for a definition of all **bold** items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at [www.irs.gov](http://www.irs.gov) for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

**Part I Identification of Applicant**

<b>1</b> Full name of organization (exactly as it appears in your organizing document)		<b>2</b> c/o Name (if applicable)	
Silverback Educational Foundation for the Arts, Dance and Athletics		SGB Events, LLC	
<b>3</b> Mailing address (Number and street) (see instructions)	Room/Suite	<b>4</b> Employer Identification Number (EIN)	
3811 West Chester Pike, Bldg 2	200	46-4902114	
City or town, state or country, and ZIP + 4		<b>5</b> Month the annual accounting period ends (01 - 12)	
Newtown Square, PA 19073		12	
<b>6</b> Primary contact (officer, director, trustee, or <b>authorized representative</b> )		<b>b</b> Phone: 215-988-2778	
a Name: William C. Bullitt		<b>c</b> Fax: (optional) 215-988-2757	
<b>7</b> Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative.			
<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
<b>8</b> Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role.			
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>9a</b> Organization's website:			
<b>b</b> Organization's email: (optional)			
<b>10</b> Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ.			
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>11</b> Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY) 11 / 14 / 2013			
<b>12</b> Were you formed under the laws of a <b>foreign country</b> ? If "Yes," state the country.			
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

**Part II Organizational Structure**

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1** Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing **certification of filing** with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification. ☒ **Yes** ☐ **No**
- 2** Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application. ☐ **Yes** ☒ **No**
- 3** Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments. ☐ **Yes** ☒ **No**
- 4a** Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments. ☐ **Yes** ☒ **No**
- b** Have you been funded? If "No," explain how you are formed without anything of value placed in trust. ☐ **Yes** ☐ **No**
- 5** Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected. ☒ **Yes** ☐ **No**

**Part III Required Provisions in Your Organizing Document**

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1** Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): **Page 1, Art. 3** ☒
- 2a** Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c. ☒
- 2b** If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. **Pages 2-3, Article 10**
- 2c** See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state: ☐

**Part IV Narrative Description of Your Activities**

Using an attachment, describe your *past*, *present*, and *planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors**

- 1a** List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual **compensation**, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
See rider attached			

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- b** List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
<b>None</b>			

- c** List the names, names of businesses, and mailing addresses of your five highest compensated **independent contractors** that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
<b>None</b>			

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

- 2a** Are any of your officers, directors, or trustees **related** to each other through **family** or **business relationships**? If "Yes," identify the individuals and explain the relationship. ☒ **Yes** ☐ **No**

- b** Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees. ☒ **Yes** ☐ **No**

- c** Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship. ☐ **Yes** ☒ **No**

- 3a** For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.

- b** Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through **common control**? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement. ☒ **Yes** ☐ **No**

- 4** In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.

- a** Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy? ☒ **Yes** ☐ **No**  
**b** Do you or will you approve compensation arrangements in advance of paying compensation? ☒ **Yes** ☐ **No**  
**c** Do you or will you document in writing the date and terms of approved compensation arrangements? ☒ **Yes** ☐ **No**

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

d	Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
e	Do you or will you approve compensation arrangements based on information about compensation paid by <b>similarly situated</b> taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
f	Do you or will you record in writing both the information on which you relied to base your decision and its source?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
g	If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is <b>reasonable</b> for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.	
5a	Have you adopted a <b>conflict of interest policy</b> consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?	
c	What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?	
	<b>Note:</b> A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.	
6a	Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through <b>non-fixed payments</b> , such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
7a	Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at <b>arm's length</b> , and explain how you determine or will determine that you pay no more than <b>fair market value</b> . Attach copies of any written contracts or other agreements relating to such purchases.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at <b>arm's length</b> , and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
8a	Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	Describe any written or oral arrangements that you made or intend to make.	
c	Identify with whom you have or will have such arrangements.	
d	Explain how the terms are or will be negotiated at arm's length.	
e	Explain how you determine you pay no more than fair market value or you are paid at least fair market value.	
f	Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.	
9a	Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- b Describe any written or oral arrangements you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

**Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You**

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- 1a In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals. ☒ Yes ☐ No
- b In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations. ☒ Yes ☐ No
- 2 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program. ☐ Yes ☒ No
- 3 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds. ☐ Yes ☒ No

**Part VII Your History**

The following "Yes" or "No" questions relate to your history. (See instructions.)

- 1 Are you a **successor** to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G. ☐ Yes ☒ No
- 2 Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E. ☐ Yes ☒ No

**Part VIII Your Specific Activities**

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- 1 Do you support or oppose candidates in **political campaigns** in any way? If "Yes," explain. ☐ Yes ☒ No
- 2a Do you attempt to **influence legislation**? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a. ☐ Yes ☒ No
- b Have you made or are you making an **election** to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities. ☐ Yes ☐ No
- 3a Do you or will you operate bingo or **gaming** activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. **Revenue and expenses** should be provided for the time periods specified in Part IX, Financial Data. ☐ Yes ☒ No
- b Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements. ☐ Yes ☒ No
- c List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct **gaming** or bingo.

**Part VIII Your Specific Activities (Continued)**

**4a** Do you or will you undertake **fundraising**? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.) ☒ **Yes** ☐ **No**

- |   |  |
|---|--|
| <input type="checkbox"/> mail solicitations                         | <input type="checkbox"/> phone solicitations                                   |
| <input type="checkbox"/> email solicitations                        | <input type="checkbox"/> accept donations on your website                      |
| <input checked="" type="checkbox"/> personal solicitations          | <input type="checkbox"/> receive donations from another organization's website |
| <input type="checkbox"/> vehicle, boat, plane, or similar donations | <input type="checkbox"/> government grant solicitations                        |
| <input type="checkbox"/> foundation grant solicitations             | <input checked="" type="checkbox"/> Other                                      |

Attach a description of each fundraising program.

**b** Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements. ☐ **Yes** ☒ **No**

**c** Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements. ☐ **Yes** ☒ **No**

**d** List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.

**e** Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors. ☐ **Yes** ☒ **No**

**5** Are you **affiliated** with a governmental unit? If "Yes," explain. ☐ **Yes** ☒ **No**

**6a** Do you or will you engage in **economic development**? If "Yes," describe your program. ☐ **Yes** ☒ **No**

**b** Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.

**7a** Do or will persons other than your employees or volunteers **develop** your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees. ☐ **Yes** ☒ **No**

**b** Do or will persons other than your employees or volunteers **manage** your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees. ☐ **Yes** ☒ **No**

**c** If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.

**8** Do you or will you enter into **joint ventures**, including partnerships or **limited liability companies** treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate. ☐ **Yes** ☒ **No**

**9a** Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10. ☐ **Yes** ☒ **No**

**b** Do you provide child care so that parents or caretakers of children you care for can be **gainfully employed** (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). ☐ **Yes** ☐ **No**

**c** Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). ☐ **Yes** ☐ **No**

**d** Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k). ☐ **Yes** ☐ **No**

**10** Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other **intellectual property**? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed. ☐ **Yes** ☒ **No**

**Part VIII Your Specific Activities (Continued)**

- 11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution. ☐ Yes ☒ No
- 
- 12a** Do you or will you operate in a **foreign country or countries**? If "Yes," answer lines 12b through 12d. If "No," go to line 13a. ☐ Yes ☒ No
- b** Name the foreign countries and regions within the countries in which you operate.
- c** Describe your operations in each country and region in which you operate.
- d** Describe how your operations in each country and region further your exempt purposes.
- 
- 13a** Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a. ☒ Yes ☐ No
- b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c** Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract. ☒ Yes ☐ No
- d** Identify each recipient organization and any **relationship** between you and the recipient organization.
- e** Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f** Describe your selection process, including whether you do any of the following:
- (i)** Do you require an application form? If "Yes," attach a copy of the form. ☐ Yes ☒ No
- (ii)** Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused. ☐ Yes ☒ No
- g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
- 
- 14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15. ☐ Yes ☒ No
- b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries. ☐ Yes ☐ No
- d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors. ☐ Yes ☐ No
- e** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information. ☐ Yes ☐ No
- f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately. ☐ Yes ☐ No

**Part VIII Your Specific Activities (Continued)**

- |           |  |  |   |
|-----------|--|--|---|
| <b>15</b> | Do you have a <b>close connection</b> with any organizations? If "Yes," explain.   | <input checked="" type="checkbox"/> <b>Yes</b> | <input type="checkbox"/> <b>No</b>            |
| <b>16</b> | Are you applying for exemption as a <b>cooperative hospital service organization</b> under section 501(e)? If "Yes," explain.  | <input type="checkbox"/> <b>Yes</b>            | <input checked="" type="checkbox"/> <b>No</b> |
| <b>17</b> | Are you applying for exemption as a <b>cooperative service organization of operating educational organizations</b> under section 501(f)? If "Yes," explain.  | <input type="checkbox"/> <b>Yes</b>            | <input checked="" type="checkbox"/> <b>No</b> |
| <b>18</b> | Are you applying for exemption as a <b>charitable risk pool</b> under section 501(n)? If "Yes," explain.   | <input type="checkbox"/> <b>Yes</b>            | <input checked="" type="checkbox"/> <b>No</b> |
| <b>19</b> | Do you or will you operate a <b>school</b> ? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a <b>secondary activity</b> .                                   | <input type="checkbox"/> <b>Yes</b>            | <input checked="" type="checkbox"/> <b>No</b> |
| <b>20</b> | Is your main function to <b>provide hospital or medical care</b> ? If "Yes," complete Schedule C.  | <input type="checkbox"/> <b>Yes</b>            | <input checked="" type="checkbox"/> <b>No</b> |
| <b>21</b> | Do you or will you provide <b>low-income housing</b> or housing for the <b>elderly</b> or <b>handicapped</b> ? If "Yes," complete Schedule F.  | <input type="checkbox"/> <b>Yes</b>            | <input checked="" type="checkbox"/> <b>No</b> |
| <b>22</b> | Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H. | <input type="checkbox"/> <b>Yes</b>            | <input checked="" type="checkbox"/> <b>No</b> |

**Note:** Private foundations may use Schedule H to request advance approval of individual grant procedures.



**Part IX Financial Data**

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

**A. Statement of Revenues and Expenses**

Type of revenue or expense		Current tax year	3 prior tax years or 2 succeeding tax years		(e) Provide Total for (a) through (d)	
		(a) From 1/1/15 To 12/31/15	(b) From 1/1/16 To 12/31/16	(c) From 1/1/17 To 12/31/17		(d) From To
Revenues	1 Gifts, grants, and contributions received (do not include unusual grants)	16500	26500	31500	0	74500
	2 Membership fees received	0	0	0	0	
	3 Gross investment income	0	0	0	0	
	4 Net unrelated business income	0	0	0	0	
	5 Taxes levied for your benefit	0	0	0	0	
	6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)	0	0	0	0	
	7 Any revenue not otherwise listed above or in lines 9–12 below (attach an itemized list)	0	0	0	0	
	8 Total of lines 1 through 7	16500	26500	31500	0	74500
	9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)	0	0	0	0	
	10 Total of lines 8 and 9	16500	26500	31500	0	74500
Expenses	11 Net gain or loss on sale of capital assets (attach schedule and see instructions)	0	0	0	0	
	12 Unusual grants	0	0	0	0	
	13 Total Revenue Add lines 10 through 12	16500	26500	31500	0	74500
	14 Fundraising expenses				0	
	15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)	10000	20000	25000	0	
	16 Disbursements to or for the benefit of members (attach an itemized list)	0	0	0	0	
	17 Compensation of officers, directors, and trustees	0	0	0	0	
	18 Other salaries and wages	0	0	0	0	
	19 Interest expense	0	0	0	0	
	20 Occupancy (rent, utilities, etc.)	0	0	0	0	
	21 Depreciation and depletion	0	0	0	0	
	22 Professional fees	3500	3500	3500	0	
	23 Any expense not otherwise classified, such as program services (attach itemized list)	3000	3000	3000	0	
	24 Total Expenses Add lines 14 through 23	16500	26500	31500	0	

**Part IX Financial Data (Continued)****B. Balance Sheet (for your most recently completed tax year)**

Year End: 2014

(Whole dollars)

Assets		
1	Cash . . . . .	1
2	Accounts receivable, net . . . . .	2
3	Inventories . . . . .	3
4	Bonds and notes receivable (attach an itemized list) . . . . .	4
5	Corporate stocks (attach an itemized list) . . . . .	5
6	Loans receivable (attach an itemized list) . . . . .	6
7	Other investments (attach an itemized list) . . . . .	7
8	Depreciable and depletable assets (attach an itemized list) . . . . .	8
9	Land . . . . .	9
10	Other assets (attach an itemized list) . . . . .	10
11	Total Assets (add lines 1 through 10) . . . . .	11
Liabilities		
12	Accounts payable . . . . .	12
13	Contributions, gifts, grants, etc. payable . . . . .	13
14	Mortgages and notes payable (attach an itemized list) . . . . .	14
15	Other liabilities (attach an itemized list) . . . . .	15
16	Total Liabilities (add lines 12 through 15) . . . . .	16
Fund Balances or Net Assets		
17	Total fund balances or net assets . . . . .	17
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17) . . . . .	18
19	Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

**Part X Public Charity Status**

Part X is designed to classify you as an organization that is either a **private foundation** or a **public charity**. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a **private operating foundation**. (See instructions.)

1a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. ☒ Yes ☐ No  
If you are unsure, see the instructions.

b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2. ☐

2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI. ☐ Yes ☒ No

3 Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4. ☐ Yes ☐ No

4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation? ☐ Yes ☐ No

5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.

The organization is not a private foundation because it is:

a 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A. ☐

b 509(a)(1) and 170(b)(1)(A)(ii)—a **school**. Complete and attach Schedule B. ☐

c 509(a)(1) and 170(b)(1)(A)(iii)—a **hospital**, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C. ☐

d 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D. ☐

**Part X Public Charity Status (Continued)**

- e 509(a)(4)—an organization organized and operated exclusively for testing for public safety. ☐
- f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit. ☐
- g 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public. ☐
- h 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross **investment income** and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions). ☐
- i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status. ☐

6 If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

- a **Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at [www.irs.gov](http://www.irs.gov) or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling.

**Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code**

For Organization

(Signature of Officer, Director, Trustee, or other authorized official)

(Type or print name of signer)

(Date)

(Type or print title or authority of signer)

For IRS Use Only

IRS Director, Exempt Organizations

(Date)

- b **Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii). ☐

(i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. ☐

(b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box. ☐

(ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box. ☐

(b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box. ☐

- 7 Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual. ☐ Yes ☐ No


**Part XI User Fee Information**

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$850. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$400. See instructions for Part XI, for a definition of **gross receipts** over a 4-year period. Your check or money order must be made payable to the United States Treasury. *User fees are subject to change. Check our website at [www.irs.gov](http://www.irs.gov) and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.*

- 1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000? ☐ Yes ☒ No  
If "Yes," check the box on line 2 and enclose a user fee payment of \$400 (Subject to change—see above).  
If "No," check the box on line 3 and enclose a user fee payment of \$850 (Subject to change—see above).
- 2 Check the box if you have enclosed the reduced user fee payment of \$400 (Subject to change). ☐
- 3 Check the box if you have enclosed the user fee payment of \$850 (Subject to change). ☒

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please  
Sign  
Here

  
(Signature of Officer, Director, Trustee, or other  
authorized official)

William J. Romanelli, Jr. 7-7-15  
(Type or print name of signer) (Date)

President  
(Type or print title or authority of signer)

**Reminder:** Send the completed Form 1023 Checklist with your filled-in-application.

Form **1023** (Rev. 12-2013)

**Schedule H. Organizations Providing Scholarships, Fellowships, Educational Loans, or Other Educational Grants to Individuals and Private Foundations Requesting Advance Approval of Individual Grant Procedures****Section I** *Names of individual recipients are not required to be listed in Schedule H.*

**Public charities and private foundations complete lines 1a through 7 of this section. See the instructions to Part X if you are not sure whether you are a public charity or a private foundation.**

- 1a Describe the types of educational grants you provide to individuals, such as scholarships, fellowships, loans, etc.  
 b Describe the purpose and amount of your scholarships, fellowships, and other educational grants and loans that you award.  
 c If you award educational loans, explain the terms of the loans (interest rate, length, forgiveness, etc.).  
 d Specify how your program is publicized.  
 e Provide copies of any solicitation or announcement materials.  
 f Provide a sample copy of the application used.
- 2 Do you maintain case histories showing recipients of your scholarships, fellowships, educational loans, or other educational grants, including names, addresses, purposes of awards, amount of each grant, manner of selection, and relationship (if any) to officers, trustees, or donors of funds to you? If "No," refer to the instructions. ☒ **Yes** ☐ **No**
- 3 Describe the specific criteria you use to determine who is eligible for your program. (For example, eligibility selection criteria could consist of graduating high school students from a particular high school who will attend college, writers of scholarly works about American history, etc.)
- 4a Describe the specific criteria you use to select recipients. (For example, specific selection criteria could consist of prior academic performance, financial need, etc.)  
 b Describe how you determine the number of grants that will be made annually.  
 c Describe how you determine the amount of each of your grants.  
 d Describe any requirement or condition that you impose on recipients to obtain, maintain, or qualify for renewal of a grant. (For example, specific requirements or conditions could consist of attendance at a four-year college, maintaining a certain grade point average, teaching in public school after graduation from college, etc.)
- 5 Describe your procedures for supervising the scholarships, fellowships, educational loans, or other educational grants. Describe whether you obtain reports and grade transcripts from recipients, or you pay grants directly to a school under an arrangement whereby the school will apply the grant funds only for enrolled students who are in good standing. Also, describe your procedures for taking action if the terms of the award are violated.
- 6 Who is on the selection committee for the awards made under your program, including names of current committee members, criteria for committee membership, and the method of replacing committee members?
- 7 Are relatives of members of the selection committee, or of your officers, directors, or **substantial contributors** eligible for awards made under your program? If "Yes," what measures are taken to ensure unbiased selections? ☐ **Yes** ☒ **No**

**Note.** If you are a private foundation, you are not permitted to provide educational grants to **disqualified persons**. Disqualified persons include your substantial contributors and foundation managers and certain family members of disqualified persons.

**Section II** **Private foundations complete lines 1a through 4f of this section. Public charities do not complete this section.**

- 1a If we determine that you are a private foundation, do you want this application to be considered as a request for advance approval of grant making procedures? ☒ **Yes** ☐ **No** ☐ **N/A**
- b For which section(s) do you wish to be considered?  
 • 4945(g)(1)—Scholarship or fellowship grant to an individual for study at an educational institution ☒  
 • 4945(g)(3)—Other grants, including loans, to an individual for travel, study, or other similar purposes, to enhance a particular skill of the grantee or to produce a specific product ☒
- 2 Do you represent that you will (1) arrange to receive and review grantee reports annually and upon completion of the purpose for which the grant was awarded, (2) investigate diversions of funds from their intended purposes, and (3) take all reasonable and appropriate steps to recover diverted funds, ensure other grant funds held by a grantee are used for their intended purposes, and withhold further payments to grantees until you obtain grantees' assurances that future diversions will not occur and that grantees will take extraordinary precautions to prevent future diversions from occurring? ☒ **Yes** ☐ **No**
- 3 Do you represent that you will maintain all records relating to individual grants, including information obtained to evaluate grantees, identify whether a grantee is a disqualified person, establish the amount and purpose of each grant, and establish that you undertook the supervision and investigation of grants described in line 2? ☒ **Yes** ☐ **No**

**Schedule H. Organizations Providing Scholarships, Fellowships, Educational Loans, or Other Educational Grants to Individuals and Private Foundations Requesting Advance Approval of Individual Grant Procedures**  
(Continued)

**Section II** Private foundations complete lines 1a through 4f of this section. Public charities do not complete this section. (Continued)

- 4a** Do you or will you award scholarships, fellowships, and educational loans to attend an educational institution based on the status of an individual being an *employee of a particular employer*? If "Yes," complete lines 4b through 4f. ☐ Yes ☒ No
- b** Will you comply with the seven conditions and either the percentage tests or facts and circumstances test for scholarships, fellowships, and educational loans to attend an educational institution as set forth in Revenue Procedures 76-47, 1976-2 C.B. 670, and 80-39, 1980-2 C.B. 772, which apply to inducement, selection committee, eligibility requirements, objective basis of selection, employment, **course of study**, and other objectives? (See lines 4c, 4d, and 4e, regarding the percentage tests.) ☐ Yes ☐ No
- c** Do you or will you provide scholarships, fellowships, or educational loans to attend an educational institution to employees of a particular employer? ☐ Yes ☐ No ☐ N/A
- If "Yes," will you award grants to 10% or fewer of the eligible applicants who were actually considered by the selection committee in selecting recipients of grants in that year as provided by Revenue Procedures 76-47 and 80-39? ☐ Yes ☐ No
- d** Do you provide scholarships, fellowships, or educational loans to attend an educational institution to children of employees of a particular employer? ☐ Yes ☐ No ☐ N/A
- If "Yes," will you award grants to 25% or fewer of the eligible applicants who were actually considered by the selection committee in selecting recipients of grants in that year as provided by Revenue Procedures 76-47 and 80-39? If "No," go to line 4e. ☐ Yes ☐ No
- e** If you provide scholarships, fellowships, or educational loans to attend an educational institution to children of employees of a particular employer, will you award grants to 10% or fewer of the number of employees' children who can be shown to be eligible for grants (whether or not they submitted an application) in that year, as provided by Revenue Procedures 76-47 and 80-39? ☐ Yes ☐ No ☐ N/A
- If "Yes," describe how you will determine who can be shown to be eligible for grants without submitting an application, such as by obtaining written statements or other information about the expectations of employees' children to attend an educational institution. If "No," go to line 4f.
- Note.** Statistical or sampling techniques are not acceptable. See Revenue Procedure 85-51, 1985-2 C.B. 717, for additional information.
- f** If you provide scholarships, fellowships, or educational loans to attend an educational institution to *children of employees of a particular employer* without regard to either the 25% limitation described in line 4d, or the 10% limitation described in line 4e, will you award grants based on facts and circumstances that demonstrate that the grants will not be considered compensation for past, present, or future services or otherwise provide a significant benefit to the particular employer? If "Yes," describe the facts and circumstances that you believe will demonstrate that the grants are neither compensatory nor a significant benefit to the particular employer. In your explanation, describe why you cannot satisfy either the 25% test described in line 4d or the 10% test described in line 4e. ☐ Yes ☐ No

**Exhibit II.A**  
**Articles of Incorporation**

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU

ARTICLES OF INCORPORATION

NONPROFIT CORPORATION

In compliance with the requirements of 15 Pa. C.S. §5306 (relating to articles of incorporation), the undersigned, desiring to be incorporated as a nonprofit corporation, hereby certifies that:

1. Name. The name of the corporation is: **Silverback Educational Foundation for the Arts, Dance and Athletics.**

2. Address. The location and post office address of the initial registered office of the corporation in this Commonwealth is:

c/o SGB Events, LLC  
3811 W Chester Pike #200  
Newtown Square, PA 19073  
Delaware County

3. Purposes and Operation. The corporation is organized under the Pennsylvania Nonprofit Corporation Law of 1988 (as amended) exclusively for religious, charitable, scientific, literary, educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law (hereinafter referred to as the "Code"), and, in particular, , to advance the physical expression, intellectual understanding and educational and teaching programs of the urban arts, dance, fitness and athletics, through participation, performances, camps, seminars, work-shops, competitive events, tours and series, additionally supporting inner-city environments and centers for young people to learn and benefit from educational programs offered in a structured environment with teachers and coaches.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, members, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from

Commonwealth of Pennsylvania  
ARTICLES OF INCORPORATION-NON-PROFIT 5 Page(s)

- 1 -

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Federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or (b) by a corporation contributions to which are deductible under Section 170(a) of the Code as being to an organization referred to in Section 170(c)(2) of the Code.

4. Nonprofit. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

5. Private Foundation. Notwithstanding any other provisions in these articles, at all times when the corporation is a private foundation within the meaning of Section 509 of the Code, it shall be subject to the following additional restrictions:

(a) It shall distribute its income at such times and in such manner as not to subject it to any tax under Section 4942 of the Code.

(b) It shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(c) It shall not retain excess business holdings as defined in Section 4943(c) of the Code.

(d) It shall not make any investments as would subject it to tax under Section 4944 of the Code.

(e) It shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

6. Term. The term for which the corporation is to exist is perpetual.

7. Nonstock. The corporation is organized upon a nonstock basis.

8. Members. The corporation shall have one or more classes of members as determined by the Board of Directors and adopted in the Bylaws of the corporation from time to time. Members shall have only such rights as are conferred upon the members by the Bylaws of the corporation or by law.

9. Incorporators. The name and address of the incorporator is:

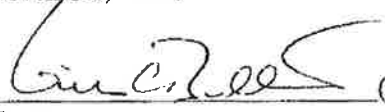
William C. Bullitt  
Drinker Biddle & Reath LLP  
One Logan Square, Suite 2000  
Philadelphia, PA 19103-6996

10. Dissolution. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such

manner, and to such organization or organizations, organized and operated exclusively for religious, charitable, scientific, literary or educational purposes which at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

Signature Page Follows

IN TESTIMONY WHEREOF, the incorporator has signed and sealed these  
Articles of Incorporation this 14<sup>th</sup> day of November, 2013.

  
\_\_\_\_\_  
Incorporator (SEAL)

**Exhibit II.B**

**Bylaws**

**BYLAWS**  
**OF**  
**SILVERBACK EDUCATIONAL FOUNDATION FOR THE ARTS, DANCE AND ATHLETICS**  
**(A Pennsylvania Non-Profit Corporation)**

**ARTICLE 1**

**OFFICES**

Section 1.01 Offices. The Corporation may have offices at such places either within or without the Commonwealth of Pennsylvania as the Board of Directors may from time to time determine or the business of the Corporation may require.

**ARTICLE 2**

**MEMBERS**

Section 2.01 Voting Members. The Members of the Corporation entitled to vote on matters that come before the Members shall be the Directors of the Corporation serving from time to time.

Section 2.02 Meetings of Members: Meetings of Members shall be governed by the provisions of Article 3 regarding meetings of Directors.

Section 2.03 Additional Members. The Corporation shall have such additional classes of members without voting rights as the Board of Directors may, from time to time, determine. The Board of Directors may establish minimum qualifications for each class of members, including (without limitation) minimum annual dues payable by members of each class, which may be changed from time to time by the Board of Directors. Any change in the minimum qualifications for membership shall be effective upon the beginning of the next fiscal year of the Corporation after such change, and notice thereof shall be given to all members affected thereby at least 30 days before becoming effective.

**ARTICLE 3**

**DIRECTORS**

Section 3.01 Direction of Management. The business of the Corporation shall be managed under the direction of its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these bylaws directed or required to be exercised or done by the Members.

Section 3.02 Number and Term of Office.

(a) The number of Directors of the Corporation shall be such number as shall be designated from time to time by resolution of the Board of Directors and initially shall be one.

(b) A Director shall serve for a term of one year and until his or her successor is elected and qualified or until his or her earlier death, resignation or removal.

Section 3.03 Vacancies. Vacancies and newly-created Directorships resulting from any increase in the authorized number of Directors may be filled by a majority of the Directors then in office, though less than a quorum, or by a sole remaining Director, and the Directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualify. If there are no Directors in office, then an election of Directors may be held in the manner provided by statute.

Section 3.04 Resignations. Any Director may resign at any time by giving written notice to the Board of Directors, the Chairman of the Board, the President, or the Secretary. Such resignation shall take effect at the time of receipt thereof or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.05 Place of Meetings. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the Commonwealth of Pennsylvania.

Section 3.06 Annual Meeting. Immediately after each election of Directors, the Board shall meet for the purpose of organization, election of officers, and the transaction of other business, at the place where such election of Directors was held or, if notice of such meeting is given, at the place specified in such notice. Notice of such meeting need not be given. In the absence of a quorum at the said meeting, the same may be held at any other time and place specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver signed by the Directors, if any, not attending and participating in the meeting.

Section 3.07 Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by the Board and publicized among the Directors. A notice of each regular meeting shall not be required.

Section 3.08 Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board or the President on five days' notice to each Director; either personally (including telephone), or in the manner specified in Section 4.01.

Section 3.09 Quorum; Voting. At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business; and at all meetings of any Committee of the Board, a majority of the members of such Committee shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting of the Board or any Committee thereof at which there is a quorum present shall be the act of the Board of Directors or such Committee, as the case may be, except as may be otherwise specifically provided by statute, the Certificate of Incorporation or these bylaws. If a quorum shall not be present at any meeting of the Board of Directors or Committee thereof, the Directors who are present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 3.10 Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board or Committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or Committee.

Section 3.11 Participation in Meetings. One or more Directors or members of a Committee may participate in any meeting of the Board or Committee thereof by means of conference telephone or similar communications equipment by which all persons participating can hear each other.

Section 3.12 Committees of Directors.

(a) The Board of Directors may, by resolution passed by a majority of the whole Board of Directors, designate one or more Committees, each Committee to consist of one or more of the Directors of the Corporation. Each such Committee may also include additional members who are not Directors who shall serve without vote unless otherwise expressly provided by resolution of the Board.

(b) Any such Committee, to the extent provided in the resolution of the Board of Directors or in these bylaws, shall have and may exercise all of the powers and authority of the Board of Directors and may authorize the seal of the Corporation to be affixed to all papers which may require it, but no such Committee shall have the power or authority in reference to the following matters: (i) approving or adopting, or recommending to the Members, any action or matter expressly required by the Pennsylvania General Corporation Law to be submitted to Members for approval or (ii) adopting, amending or repealing any bylaw of the Corporation.

(c) Such Committee or Committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Each Committee shall keep regular minutes of its meetings and report the same to the Board of Directors when requested.

Section 3.13 Compensation of Directors. Directors shall not be entitled to receive compensation for their services as Directors but shall be entitled to be reimbursed for reasonable out of pocket expenses incurred in carrying out their duties as Directors. A Director may serve the Corporation in another capacity and receive reasonable compensation for such service.

## ARTICLE 4

### NOTICES

Section 4.01 Notices. Whenever, under the provisions of law or of the Certificate of Incorporation or of these bylaws, notice is required to be given to any Director or Member, such requirement shall not be construed to necessitate personal notice. Such notice may in every instance be effectively given by depositing a writing in a post office or letter box, in a postpaid, sealed wrapper, or by dispatching a prepaid telegram, cable, telecopy or telex or by delivering a writing in a sealed wrapper prepaid to a courier service guaranteeing delivery within two business days, in each case addressed to such Director or Member, at his or her address as it appears on the records of the Corporation (unless the Director or Member has filed a written request with the Secretary that notices be directed to a different address). Such notice shall be deemed to be given at the time it is so dispatched.

Section 4.02 Waiver of Notice. Whenever, under the provisions of law or of the Certificate of Incorporation or of these bylaws, notice is required to be given, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time of the event for which notice is to be given, shall be deemed equivalent thereto. Neither the business nor the purpose of any meeting need be specified in such a waiver.

## ARTICLE 5

### OFFICERS

Section 5.01 Number. The Officers of the Corporation shall be a Chairman, a President, a Secretary and a Treasurer, and may also include such other officers as may be designated by the Board of Directors. Any number of offices may be held by the same person.

Section 5.02 Election and Term of Office. The Officers of the Corporation shall be elected by the Board of Directors. Officers shall hold office at the pleasure of the Board.

Section 5.03 Removal. Any Officer may be removed at any time by the Board of Directors with or without cause, but removal shall be without prejudice to any contract rights of the individual so removed. Any vacancy occurring in any office of the Corporation may be filled by the Board of Directors.



Section 5.04 Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board of Directors and shall perform such other duties, if any, as may be specified by the Board from time to time.

Section 5.05 President. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall supervise and control the management of the business and operations of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. In the absence of the Chairman of the Board the President shall preside over meetings of the Board. In general, the President shall perform all duties incident to the office of President, and such other duties as from time to time may be assigned by the Board.

Section 5.06 Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of the Members and record all the proceedings of the meetings of the Members and of the Board in a book to be kept for that purpose and shall perform like duties for the committees when required. The Secretary shall keep or cause to be kept a record of Members showing the name and address of each Member. The Secretary shall give, or cause to be given, notice of all meetings of the Members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board, the Chairman, or the President. The Secretary shall have custody of the corporate seal of the Corporation and shall have authority to affix the same to any instrument, and when so affixed it may be attested by the signature of the Secretary. The Board of Directors may give general authority to any other Officer to affix the seal of the Corporation and to attest the affixing by signing.

Section 5.07 Treasurer. The Treasurer shall have the custody of the Corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, the Chairman or the President, taking proper vouchers for such disbursements, and shall render to the Board of Directors when the Board so requires, an account of all such transactions as Treasurer and of the financial condition of the Corporation.

## ARTICLE 6

### INDEMNIFICATION AND LIMITATION OF LIABILITY OF DIRECTORS AND OFFICERS

Section 6.01 Third-Party Actions. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the

fact that he or she is or was a director of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, trustee or agent of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise (such person being herein called an "Indemnified Person"), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action or proceeding (herein called collectively the "Indemnified Liabilities"), if he or she has been successful on the merits or otherwise in the defense of any such action or proceeding or if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 6.02 Derivative and Corporate Actions. In addition, the Corporation shall indemnify any person who was or is a party, or is threatened to be made party, to any threatened, pending or completed action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a Indemnified Person against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of the action if he or she has been successful on the merits or otherwise in the defense of any such action or proceeding or if he or she acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation. Indemnification shall not be made in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the Court of Common Pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses that the Court of Common Pleas or other court deems proper.

Section 6.03 Advancing Expenses. Expenses actually and reasonably incurred by an officer, or Director of the Corporation in defending a civil or criminal action, suit or proceeding described in Sections 6.01 or 6.02 may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding (regardless of the financial condition of such Director or officer), upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Corporation.

Section 6.04 Other Rights Preserved. The indemnification and advancement of expenses provided by or pursuant to this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of

expenses may be entitled under the Corporation's Articles of Incorporation, any insurance or other agreement, vote of members or Directors or otherwise, both as to actions in their official capacity and as to actions in another capacity while holding an office, and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 6.05 Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of these By-Laws.

Section 6.06 Fund. By action by the Board of Directors (not withstanding their interest in the transaction) the Corporation may create and fund a trust fund or fund of any nature, and may enter into agreements with its Directors, officers, employees and agents for the purpose of securing or insuring in any manner its obligation to indemnify or advance expenses provided for in this Article.

Section 6.07 Contract. The duties of the Corporation to indemnify a Director or officer provided in this Article shall be in the nature of a contract between the Corporation and each such Director or officer, and no amendment or repeal of any provision of this Article, and no amendment or termination of any trust or other fund created pursuant to Section 6.06, shall alter, to the detriment of such Director or officer, the right of such person to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment, repeal or termination.

Section 6.08 Procedure. Any indemnification under this Article (unless ordered by a court) shall be made by the Corporation unless a determination is reasonably and promptly made that indemnification of the indemnified person is not proper in the circumstances because he or she has not satisfied the terms set forth in Sections 6.01 or 6.02. All determinations under this Article shall be made:

(a) By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or

(b) If such a quorum is not obtainable, or, even if obtainable, if a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 6.09 Limitation of Liability. A Director shall not be personally liable, as such, for monetary damages for any action taken unless the Director has breached or failed to perform the duties of his or her office under the Pennsylvania

Nonprofit Corporation Law of 1988, as amended, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness, but this Section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director, if any, for the payment of taxes pursuant to Federal, State or local law.

## ARTICLE 7

### AMENDMENTS

Section 7.01 Amendments. Subject to Section 6.07, these bylaws may be amended or repealed, in whole or in part, and new bylaws may be adopted, by the by the Board of Directors at any regular or special meeting of the Board of Directors if notice of such alteration, amendment, repeal or adoption of new bylaws be contained in the notice of such special meeting.

Adopted March 13, 2014

**Part I, Item 7**

William C. Bullitt  
Drinker Biddle & Reath LLP  
One Logan Square, Suite 2000  
Philadelphia, PA 19103-6906

**Part IV**

Silverback Educational Foundation for the Arts, Dance & Athletics (“SEFADA”) has been formed to support the physical, emotional, and intellectual growth of underprivileged youth and young people striving to excel in the arts, dance and athletics. SEFADA’S founder, Steven C. Graham, has been involved for many years in supporting philanthropic initiatives for underprivileged youth seeking improved educational opportunities and for young people attempting to reach the highest level in the arts, dance and competitive athletics. For example, Mr. Graham supports scholarship programs for underprivileged students at numerous private schools, including the Shipley School (EIN 23-1352677), the Haverford School (EIN 23-1352646), Benchmark School (EIN 23-1728895), and YSC Academy (EIN 46-1609325), among others. Mr. Graham also supports educational programs in the arts through Philadelphia Mural Arts Advocates Inc. (EIN 23-2876470), which runs the City of Philadelphia’s Mural Arts program. He contributes to numerous philanthropic programs with other charities supporting those in need, such as Multicultural Community Family Services Inc. (EIN 45-0523976), which supports immigrant children and their families in the inner city. Further, Mr. Graham is the driving force behind the development of Urban Dance & Educational Foundation (“UDEP”) a public charity (EIN 46-4688922) and the Professional Breaking Tour (“PBT”), a taxable subsidiary of UDEP. See: <http://udeftour.org/>.<sup>1</sup>

Mr. Graham has created SEFADA as a vehicle to support a broad array of artistic, educational, and athletic opportunities and activities for underprivileged youth, as well as for those seeking to compete at the highest levels in the arts, dance or athletics, including those

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<sup>1</sup> UDEP and PBT have a particular focus on the development of the art of urban dance (break dance) into an internationally-recognized and competitive artistic form. UDEP supports over 50 philanthropic events for young people each year, including dance workshops, teaching clinics and performances, and PBT’s Tour is comprised of approximately 50 competitions around the U.S., with some overseas.

seeking to perform or compete at the collegiate, world class or professional levels. SEFADA will make grants to support programs in community centers, clubs, associations, camps, schools, colleges, and other organizations in the arts, dance and athletics which encourage creativity, character development, and discipline using any form of the arts, dance or athletics as an educational tool.

As an organization exempt from tax under §501(c)(3) of the Internal Revenue Code, SEFADA will be able to draw support from sources in addition to Mr. Graham personally. Certain scholarship programs that may be supported by SEFADA may also be associated with federal, state or municipal initiatives in education, the arts or athletics, which may in turn be subject to specific qualifying criteria or other regulations for any scholarship support recipients. An example would be the Educational Improvement Tax Credit (EITC) and Opportunity Scholarship Tax Credit (OSTC) programs offered under Pennsylvania's Department of Community & Economic Development, and similar programs that may exist in other states or in certain municipalities. Other opportunities are likely to arise in which SEFADA can attract funding from individuals, corporations and community, state or national development programs or associations. SEFADA will thus enable Mr. Graham to expand his philanthropic impact.

In addition to supporting such programs generally (in which cases grants would be made to the institutions hosting such programs), SEFADA intends to provide scholarship support for students to attend elementary, junior high, high schools or colleges where they can further their interest in the arts, dance and athletics. There are two ways in which SEFADA intends to provide this support.

First, SEFADA will advise selected schools and colleges of the availability of scholarship support and the general description of the students SEFADA wishes to support. Generally, this will include students who have financial need and an expressed interest in one or more aspects of the arts, dance and athletics. A further element in selecting particular schools or colleges will be the ability of the school or college to support the student through additional programs and resources. For example, inner-city youth attending a suburban private school often may need support to bridge the gap between their home and school environments. In such a case, SEFADA will make grants directly to the school to support students selected by the school.

Second, through Mr. Graham's involvement with numerous schools, colleges and charities, SEFADA may identify promising youth who may benefit from attending better schools

or colleges, or from having other resources available to them. In the first instance, SEFADA will help connect the student with one or more schools or colleges. If the student is admitted, SEFADA will provide scholarship support directly to the school or college. In the second case, SEFADA may purchase equipment (for example, a computer, art supplies or sports equipment) for a promising student for his use at school or in college, or provide other support (again, such as transportation costs) directly to the student.

SEFADA has no pre-set limits on the number of scholarship grants or the amount of each grant. In the first instance, these will be limited by SEFADA's resources. Assuming sufficient resources, the purpose of the scholarship grants will vary with the program in which the recipient is participating. As a result, the amounts will vary, as will conditions for renewal. The most important criterion for renewal, of course, will be the recipient's continued participation in the activity for which the grant was first made.

In all cases, any student receiving such an award must have no connection with Mr. Graham or any member of his family or of any future director or officer of, or substantial contributor to, SEFADA. When a grant is made to the school or college, the school or college will be required to provide reports to SEFADA on the student's progress. The school or college will be expected to identify problems that may be developing with respect to the student's performance, advising SEFADA when there is still time to try to address those difficulties. Again, an example might be the payment of transportation expenses, expenses needed to fund participation in relevant programs either within or without the school or college, and the like. Where an item is purchased for a student or a grant made directly to the individual, he or she will be required to sign an expenditure responsibility agreement that will require making regular reports to SEFADA and making a commitment to refund the grant if any part of it is used for improper purposes.

**Part V, Item 1a:**

Steven C. Graham  
c/o SGB Events, LLC  
3811 West Chester Pike  
Building 2, Suite 200  
Newtown Square, PA 19073

Sole Director. Chairman

Compensation: None  
William Romanelli, Jr.  
c/o SGB Events, LLC  
3811 West Chester Pike  
Building 2, Suite 200  
Newtown Square, PA 19073

President  
Compensation: None  
Hours Worked: As needed.

Sandra Williamson  
c/o SGB Events, LLC  
3811 West Chester Pike  
Building 2, Suite 200  
Newtown Square, PA 19073

Secretary  
Compensation: None  
Hours Worked: As needed.

**Part V, Items 2 and 3:**

Mr. Romanelli and Ms. Williamson are employed by for-profit companies controlled by Mr. Graham and receive salaries from those companies commensurate with their positions and responsibilities. They are not compensated by SEFADA.

**Part V, Item 4:**

As noted, none of the officers or the director of SEFADA is compensated by SEFADA for services rendered to it. If this were to change in the future, SEFADA will take the steps referred to in paragraphs a through f.

**Part V, Item 7a and 9a:**

SEFADA will use office space in Mr. Graham's business offices and may use services (telephone, copying, etc.) but will not be paying for rent or any other service.

**Part VI, Item 1a:**

SEFADA will be making grants as described above.

**Part VIII, Item 4a and f:**

SEFADA has no formal fundraising program. Mr. Graham may from time to time advise business and personal friends of SEFADA's activities and of its willingness to accept



contributions. In addition, as described in Part IV, above, SEFADA may seek to qualify for participation in various federal, state or local programs supporting education, the arts or athletics that could result in contributions from other participants to SEFADA.

**Part VIII, Item 13:**

See generally Part IV, above.

a. SEFADA will be making grants as described above. SEFADA does not currently contemplate making loans.

c – e. SEFADA will have agreements with each grant recipient but has not made any grants and so does not currently have any such agreement. For the same reason, SEFADA does not currently have any records to be kept but will implement a record-keeping procedure when it begins making grants.

d. It is possible, but by no means certain, that SEFADA would make a grant to UDEF (see the text at footnote 1, above). SEFADA and UDEF were created at approximately the same time by William C. Bullitt, as attorney for Mr. Graham. It is not contemplated that there will be any relationship (as defined in the instructions) between SEFADA or Mr. Graham and any other potential grant recipient.

**Part VIII, Item 15:**

Mr. Graham is an officer and director of UDEF.

**Part IX -A:**

Although SEFADA was incorporated in November 2013, it had no financial activity through the end of 2014. Showing columns of zeros for the periods ending December 31, 2013 and 2014 would be accurate but meaningless. Accordingly, we have treated 2015 as the first year for tax purposes, showing projections for 2015, 2016 and 2017.

**Part IX –A, Line 15:**

SEFADA has not yet identified specific grantees. The amounts shown here are expected to be paid in the next three years.

**Part IX –B, Line 19:**

SEFADA expects to begin receiving contributions in 2015.

**Schedule H, Section I**

The program description in Part IV, above, includes answers to all questions in Section I of Schedule H.