

Smith, Chanelle Emily

From: Stenberg, Beth
Sent: Thursday, February 13, 2014 4:01 PM
To: May, Shellie; Fleming, Ken
Cc: Smith, Chanelle Emily; Blackwell, Rick
Subject: RE: PLEASE IGNORE MY PRIOR EMAIL RE: did I miss this one?

Chanelle, please place this on the next Appropriation Committee agenda to be rescinded.

Thank you,

Beth

From: May, Shellie
Sent: Thursday, February 13, 2014 3:51 PM
To: Stenberg, Beth; Fleming, Ken
Cc: Smith, Chanelle Emily
Subject: RE: PLEASE IGNORE MY PRIOR EMAIL RE: did I miss this one?

CM Fleming says to rescind, please.

SHELLIE MAY

Legislative Aide | Metro Council District 7
601 West Jefferson St | Louisville, KY 40202
Office: 502-574-1107 | Fax: 502-574-4501
Email: Shellie.May@LouisvilleKY.gov

From: Stenberg, Beth
Sent: Thursday, February 13, 2014 12:43 PM
To: Fleming, Ken
Cc: May, Shellie; Stenberg, Beth; Smith, Chanelle Emily
Subject: FW: PLEASE IGNORE MY PRIOR EMAIL RE: did I miss this one?
Importance: High

Ken, the Louisville Metro Park Foundation, Inc. has not returned the grant agreement from NDF041713LMPF \$1,250 Memorial Bench to Honor Nancy Simpson Founding Member of Patriots Peace Memorial. It has been almost a year. I recommend you rescind this grant or encourage them to return the agreement. Please let me know what you want to do.

Beth

**NEIGHBORHOOD DEVELOPMENT FUND
Not-for-Profit Transmittal and Approval Form**

MAR 21 2013 PM 2:41

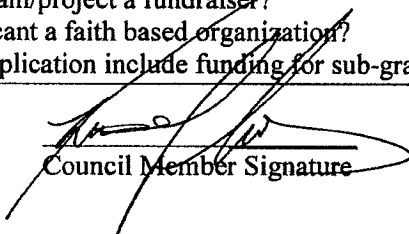
DATE: 3/14/13

PRIMARY SPONSOR (District to contact with any questions): Councilman Ken Fleming

Name of Applicant: Louisville Metro Parks Foundation, Inc.

I/We have reviewed the attached Neighborhood Development Fund Application and have found it complete and within Metro Council guidelines and request approval of funding in the following amount(s). I/We have read the organization's statement of public purpose to be furthered by the funds requested and I/We agree that the public purpose is legitimate. I/We have also completed the disclosure section below, if required.

Is this program/project a fundraiser?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
Is this applicant a faith based organization?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
Does this application include funding for sub-grantee(s)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

<u>7</u> District #	 Council Member Signature	<u>\$1,250.00</u> Amount	<u>3/14/13</u> Date
------------------------	---	-----------------------------	------------------------

_____	_____	_____	_____
District #	Council Member Signature	Amount	Date

_____	_____	_____	_____
District #	Council Member Signature	Amount	Date

_____	_____	_____	_____
District #	Council Member Signature	Amount	Date

Council Office Disclosure
List below any personal or business relationship you, your family or your legislative assistant have with this organization, its volunteers, its employees or members of its board of directors.

Approved by:

_____	_____
Appropriations Committee Chairman	Date

Clerk's Office Only:

Request Amount: _____ Committee Amended Appropriation: _____

Original Appropriation: _____ Council Amended Appropriation: _____

**OFFICE OF METRO COUNCIL CLERK
REVIEWED**

DATE 4-4-13 TIME 11:14 AM



LOUISVILLE METRO COUNCIL



NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 1 - APPLICANT INFORMATION	
Legal Name of Applicant Organization: Louisville Metro Parks Foundation, Inc. (as listed on: http://www.sos.ky.gov/business/records/)	
Main Office Street & Mailing Address: P.O. Box 37280 Louisville, Kentucky 40233-7280	
Website: louisvillemetroparksfnd.org	
Application Contact: Tricia Burke	Title: Board Chair
Phone: 456-8156	Email: triciaburke@oecoffice.com
Financial Contact: Barbara Kalkhof	Title: Finance Committee Chair
Phone: 456-8156	Email: bjkalkhof@gmail.com
SECTION 2 - GEOGRAPHICAL AREAS WHERE PROGRAM ACTIVITIES WILL BE PROVIDED	
Program Facility Location(s): Patriots Peace Memorial	
Council District(s): Council District 7	Zip Code(s): 40207
SECTION 3 - PROGRAM REQUEST & FINANCIAL INFORMATION	
Program Name: Memorial Bench to honor Nancy Simpson, Founding Member, Patriots Peace Memorial Committee	
Total Request: \$ 1,250.00	Total Metro Award (this program) in previous year : \$
The following are required attachments:	
<input checked="" type="checkbox"/> IRS Exempt Status Determination Letter <input type="checkbox"/> Current Year Projected Budget <input checked="" type="checkbox"/> List of Board of Directors (include term & term limits) <input checked="" type="checkbox"/> Current financial statement <input checked="" type="checkbox"/> Most recent IRS Form 990 or 1120-H <input checked="" type="checkbox"/> Articles of Incorporation <input checked="" type="checkbox"/> Cost estimates from proposed vendor if request is for capital expense	<input type="checkbox"/> Signed lease if rent costs are being requested <input checked="" type="checkbox"/> IRS Form W9 <input type="checkbox"/> Evaluation forms if used in the proposed program <input type="checkbox"/> Annual audit (if required by organization) <input type="checkbox"/> Faith Based Organization Certification Form, if required <input type="checkbox"/> Staff including the 3 highest paid staff
Agency Fiscal Yr Start Date: January 1, 2013	
For the current fiscal year ending June 30, list all funds received from Louisville Metro Government for this or any other program or expense, including funds received through Metro Federal Grants, from any department or Metro Council Appropriation (Neighborhood Development Funds). Attach additional sheet if necessary.	
Source: NDF - Councilwoman Welch	Amount: \$ 10,000.00
Source:	Amount: \$
Source:	Amount: \$
Has the applicant contacted the BBB Charity Review for participation? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Has the applicant met the BBB Charity Review Standards? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
SECTION 4 - SIGNATURE	
I certify under the penalty of law the information in this application (including, without limitation, the "Certifications and Assurances") is accurate to the best of my knowledge. I am aware my organization will not be eligible for funding if investigation at any time shows falsification. If falsification is shown after funding has been approved, any allocations already received and expended are subject to be repaid. I further certify that I am legally authorized to sign this application for the applying organization.	
Signature of Legal Signatory: Charles A. McLaurine	Date: 04/01/13
Legal Signatory (please print): Charles A. McLaurine	Title: Chairman PPM Committee
Phone: 502.540.2332 Extension:	Email: charles.mclaurine@dinsmore.com

SECTION 4 - AGENCY DETAILS

Describe Agency's Vision, Mission and Services:

The Louisville Metro Parks Foundation (LMPF) is a 501(c) 3 non-profit organization which works with Louisville Metro Parks to raise funds and resources to preserve, protect, promote and improve Louisville's recreational opportunities, and supports the mission of Metro Parks by coordinating financial and volunteer assets.

Our purpose is to identify, and strengthen financial support for park improvements and environmental improvement strategies through corporate, civic and citizen participation. This is accomplished by in-kind and financial gifts through memberships, grants, corporate sponsorships, wills, memorials and other contributions as identified by the foundation.

SECTION 5 - PROGRAM NARRATIVE

A: Purpose of Request (check all that apply):

- Operating Funds (generally cannot exceed 33% of agency's total operating budget)
- Programming/services/events for direct benefit to community or qualified individuals
- Capital Project of the organization (equipment, furnishing, building, etc)

B: Describe the program/project start and end dates, a description of the program/project and applicable data with regards to specific client population the program will address (attach related flyers, planning minutes, designs, event permits, proposals for services/goods, etc):

The bench is being ordered the week of March 4, 2013, and should be delivered by earlier May in order to be installed by 2013 Memorial Day holiday.

* (Please find attached a draft of the Memorial Bench for the Peace Memorial.)

C: Describe specifically how the funding will be spent including identification of funding to subgrantee(s):

The Patriots Peace Memorial Committee has agreed to purchase a Memorial Bench for the Patriots Peace Memorial located on River Road adjacent to Thurman Hutchins Park. The bench is serve as a memorial for Nancy Simpson, who was a founding member of the Patriots Peace Memorial Committee and who's son was the inspiration behind the creation of the memorial.

Metro Councilman Ken Fleming has agreed to fund half of the total cost (\$1,250.00), and the Simpson Family will cover the remaining costs (\$1,250.00) which combine total \$2,500.00.

D: For Expenditure Reimbursement Only - The grant award period begins with the Metro Council Appropriation Committee approval date and ends on June 30 of the fiscal year in which the grant is approved. If any part of this funding request is for funds that will be spent before the grant award period, identify the applicable circumstances:

- The funding request is a reimbursement of the following expenditures that have occurred prior to the application date:
- ✓ Attach a copy of invoices and/or receipts to provide proof of purchase of activities associated with the work plan identified in this application.
 - ✓ Attach a copy of cancelled checks to provide proof of payment of the invoices or receipts associated with the work plan identified in this application.
- The funding request is a reimbursement of the following expenditures that will be incurred after the application date, but prior to the Metro Council approval date. This option will allow expenditures occurring within this time frame to be considered compliant with the grant agreement.
- ✓ If selecting this option, the invoice, receipt and payment documentation should not be available as of the date of this application.
 - ✓ The Grantee will be required to submit financial reporting in accordance with the reporting schedule provided in the grant agreement.

E: If this request is for a fundraiser, please detail how the proceeds will be spent:

F: Briefly describe any existing collaborative relationships the organization has with other community organizations. Describe what those partners are bringing to the relationship in general and to this program specifically.

As mentioned earlier, thanks to the generosity of Councilman Ken Fleming, a new bench will be installed at the Patriots Peace Memorial on River Road. Councilman Ken Fleming's contribution will match that of Charlie Simpson and Family as well as individual donations from Patriots Peace Memorial Committee members.

G: Describe the program's benefits to those being served (measurable outcomes). Include the program's process for collecting data and the indicators that will be tracked to measure the benefits to those being served:

N/A

SECTION 6 - PROGRAM BUDGET SUMMARY

The Program Budget should realistically estimate what amount is needed from Metro Government and what is expected from other sources. **Enter whole-dollar amounts.**

	Column 1	Column 2*	Column 3
Program Expenses	Proposed Metro Funds	Non- Metro Funds	Total Program Cost
A: Personnel Costs Including Benefits			
B: Rent/Utilities			
C: Office Supplies			
D: Telephone			
E: In-town Travel			
F: Client Assistance (Attach Detailed List)			
G: Professional Service Contracts			
H: Program Materials			
I: Community Events & Festivals (Attach Detailed List)			
J: Machinery & Equipment			
K: Capital Project	\$1,250.00	\$1,250.00	\$2,500.00
L: Other Expenses (Attach Detail List)			
SUBTOTAL	\$2,500.00		
% of Program Budget –	%	%	100%
Value of volunteer services and how computed:	N/A		
Value of in-kind assets, such as donated space, supplies, use of equipment, etc. <i>(Detail on Next Page)</i>	N/A		
Total Program Funds			\$2,500.00

*List funding sources in Column 2 (do not include individual donor names):

Other State, Federal or Local Government	
United Way	
Private Contributions	
Fees Collected from Program Participants	
Other (please specify)	
Total Revenues	

PROGRAM BUDGET SUMMARY (CONTINUED)

Detail of In-Kind Contributions for this PROGRAM only: Includes Volunteers, Space, Utilities, etc. (Include anything not bought with cash revenues of the agency).

Donor* / Type of Contribution	Value of Contribution	Method of Valuation
Total Value of In-Kind <i>(to match Program Budget Line Item.</i> Volunteer Contribution & Other In Kind)		

* Donor information refers to who made the in kind contribution. Volunteers need not be listed individually, but grouped together on one line as a total noting how many hours per person per week)

Does your Agency anticipate a significant increase or decrease in your budget from the current fiscal year to the budget projected for next fiscal year? **NO** **YES**

If YES, please explain:

SECTION 7 - CERTIFICATIONS AND ASSURANCES

By signing the first page of the Grant Application, the authorized official signing for the applicant organization certifies and assures to the best of his or her knowledge and/or belief the following Assurances and Certifications. If there is any reason why one or more of the assurances or certifications listed cannot be certified or assured, please explain in writing and attach to this application.

Standard Assurances

1. Applicant understands this application and its attachments as well as any resulting grant agreement, reports and proof of expenditure is subject to Kentucky's open records law.
2. Applicant will establish safeguards to prohibit employees or any person that receives compensation from awarded funds from using their position for a purpose that constitutes or presents the appearance of personal or organizational conflict of interest, or personal gain.
3. Applicant and any sub grantee will give Louisville Metro Government access to and the right to examine all paper or electronic records related to the awarded grant for up to five years of the grant agreement date.
4. Applicant assures compliance with the grant requirements and will monitor the performance of any third party (sub-grantee).
5. The Agency is in good standing with the Kentucky Secretary of State, Louisville Metro Government, the Jefferson County Revenue Commission, the Internal Revenue Service, and the Louisville Metro Human Relations Commission.
6. Failure to provide the services, programs, or projects included in the agreement will result in funds being withheld or requested to be returned if previously disbursed.
7. Return to Louisville Metro any unexpended funds by July 31 following the Metro Louisville's fiscal year end
8. Provide proof of all expenditures (canceled checks, receipts, paid invoices). The Applicant understands the failure to provide proof of expenditures as required in the grant agreement could result in funding being withheld or request to be returned if previously disbursed.
9. Applicant understands if this application is approved, the grant agreement will identify an award period that begins with the Metro Council approval date, and will end with June 30 of the fiscal year in which the grant is approved. Expenditures associated with this award expected to occur prior to the award period (approval date) must be disclosed in this application in order to be considered compliant with the grant agreement.
10. Applicant understands if we choose to incur expenditures prior to the approval of the application by the Metro Council, there is no guarantee that funding will be reimbursed, as the Council may choose not to award the application.

Standard Certifications

1. The Agency certifies it will not use Louisville Metro Government funds for any religious, political or fraternal Activities.
2. The Agency has a written Affirmative Action/Equal Opportunity Policy.
3. The Agency does not discriminate in employment or in provision of any service/program/activity/event based on age, color, disabled status, national origin, race, religion, sex, gender identity or sexual orientation, or Vietnam era veteran status.
4. The Agency certifies it will not require clients, recipients, or beneficiaries to participate in religious, political, fraternal or like activities in order to receive services/benefits provided with Louisville Metro Government funds.
5. The Agency understands the Americans with Disabilities Act (ADA) and makes reasonable accommodations.

Relationship Disclosure: List below any relationship you or any member of your Board of Directors or employees has with any Councilperson, Councilperson's family, Councilperson's staff or any Louisville Metro Government employee.

The Louisville Metro Parks Foundation closely works with the staff at the Louisville Metro Parks Department. Mike Heitz, the Metro Parks Director, serves on the foundation's Board of Directors. Katina Whitlock, Assistant Director, Community Services - Revitalization also serves on the board.

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **AUG 05 2006**

LOUISVILLE METRO PARKS FOUNDATION
INC
C/O SHAWN A BAILEY
WYATT TARRANT & COMBS LLP
500 W JEFFERSON STE 2800
LOUISVILLE, KY 40202-0000

Employer Identification Number:

DLN:

17053184019006

Contact Person:

GARY MUTHERT

ID# 31518

Contact Telephone Number:

(877) 829-5500

Accounting Period Ending:

December 31

Public Charity Status:

170(b)(1)(A)(vi)

Form 990 Required:

Yes

Effective Date of Exemption:

December 16, 2005

Contribution Deductibility:

Yes

Advance Ruling Ending Date:

December 31, 2009

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. During your advance ruling period, you will be treated as a public charity. Your advance ruling period begins with the effective date of your exemption and ends with advance ruling ending date shown in the heading of the letter.

Shortly before the end of your advance ruling period, we will send you Form 8734, Support Schedule for Advance Ruling Period. You will have 90 days after the end of your advance ruling period to return the completed form. We will then notify you, in writing, about your public charity status.

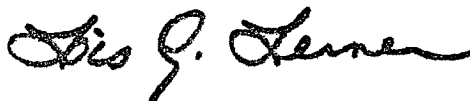
Please see enclosed Information for Exempt Organizations Under Section 501(c)(3) for some helpful information about your responsibilities as an exempt organization.

Letter 1045 (DO/CG)

LOUISVILLE METRO PARKS FOUNDATION

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

A handwritten signature in black ink that reads "Lois G. Lerner". The signature is written in a cursive style with a large, prominent initial "L".

Lois G. Lerner
Director, Exempt Organizations
Rulings and Agreements

Enclosures: Information for Organizations Exempt Under Section 501(c) (3)
Statute Extension

**AMENDED AND RESTATED BYLAWS OF
LOUISVILLE METRO PARKS FOUNDATION, INC.**

**ARTICLE I.
DIRECTORS**

SECTION 1. GENERAL POWERS. The powers and purposes of the Louisville Metro Parks Foundation, Inc. (the “**Foundation**”) are set forth in the Articles of Incorporation. The business and affairs of the Foundation shall be managed under the direction of its Board (the “**Board**”).

SECTION 2. NUMBER, TENURE, AND QUALIFICATIONS. As provided in the Articles of Incorporation of the Foundation, the number of Directors of the Foundation shall be not less than three (3) members, the exact number to be established in the Bylaws.

(A) Initial Directors. The initial Directors are identified in the Articles of Incorporation (the “**Initial Directors**”). Each of the Initial Directors shall serve until the adjournment of Foundation’s first Board meeting (the “**Organizational Meeting**”), or until his or her successor is elected and qualified, whichever period is longer.

(B) Permanent Directors. The persons holding the following positions shall serve as Permanent Directors (the “**Permanent Directors**”):

(i) The Director (the “**Parks Director**”) of the Louisville/Jefferson County Metro Parks Department (“**Metro Parks**”), or any successor officer; and

(ii) The Executive Director of the Foundation (if any);

(C) Appointed Directors. No more than three (3) persons shall be appointed by the Mayor of Louisville/Jefferson County Metro Government (the “**Mayor**”), at least one of whom shall be from the Mayor’s office, to serve as appointed Directors (the “**Appointed Directors**”).

(D) General Directors. Up to twenty (20) persons may be elected to serve as general Directors (“**General Directors**”) (collectively, the Permanent Directors, the Appointed Directors and the General Directors of all classes may be referred to hereinafter as the “**Directors**”). In order to reflect the diversity of the Louisville Metro area and ensure that the Foundation is aware of the interests and concerns of the residents of all areas of the community, the Foundation shall strive to seat Directors who represent a variety of neighborhoods throughout the Louisville Metro area.

(E) Terms of Office.

(i) Terms for General Directors. There shall be three classes of General Directors: Class A, Class B and Class C. At the Organizational Meeting, the Initial Directors shall elect Directors for each class. The directors elected as Class A General Directors shall initially serve for a one (1) year term expiring at the next annual meeting of the Board after their election; the directors elected as Class B General Directors shall initially serve for a two (2) year

term expiring at the second annual meeting of the Board after their election; and the directors elected as Class C General Directors shall initially serve for a three (3) year term expiring at the their annual meeting of the Board after their election. Thereafter, each General Director (a) shall be elected by a majority vote of all Directors voting together as one voting group, and (b) shall hold office until the third annual meeting of the Board following his or her election and until his or her successor shall have been elected and shall have assumed office, or until his or her death, resignation or removal, whichever occurs first. All classes of General Directors, Permanent Directors and Appointed Directors shall have the same rights, powers and obligations and shall differ only in the time at which their respective terms of office shall expire and the limitations on the number of consecutive terms such Director may serve.

(ii) Term Limits for General Directors. A General Director may only serve two (2) consecutive three (3) year terms. Thereafter, a General Director must resign for at least one (1) year prior to being eligible for re-election.

(iii) Terms for Appointed Directors. Each Appointed Director shall hold office until the Mayor appoints a successor and such successor shall have assumed office, or until his or her death, resignation or removal, whichever occurs first.

(iv) Terms for Permanent Directors. Each Permanent Director shall hold office so long as he or she is the incumbent or acting officer named in Section 2(B) hereof.

SECTION 3. VACANCIES. Should a vacancy occur in a Board position before completion of a term, that position shall be filled as follows:

(A) Permanent Directors. A vacancy in a Permanent Director position shall be filled by the organization whose representative created such vacancy.

(B) Appointed Directors. A vacancy in an Appointed Director position shall be filled by the Mayor, or absent an appointment by the Mayor, shall not be filled.

(C) General Directors. A vacancy in a General Director position shall be filled by a majority vote of all Directors voting together as one voting group, at such time, if any, as the Board deems appropriate. The person elected to fill such vacancy shall serve for the unexpired term of his or her predecessor in office.

SECTION 4. CHAIRPERSON OF THE BOARD. Each year the Directors shall elect one of the Directors to serve as the Chairperson of the Board. The initial Chairperson of the Board shall be elected by majority vote of the entire Board voting together as one voting group at the first meeting of the Board after the Organizational Meeting. The Chairperson of the Board shall preside at all meetings of the Board and shall have such other duties as may be specified in these Bylaws, including ARTICLE IV, SECTION 5 below.

SECTION 5. COMPENSATION. No Director shall receive compensation for his or her services as a Director. However, any expenses incurred by a Director by reason of his or her duties or responsibilities as such may be paid by the Foundation. Nothing contained herein shall be construed to preclude a Director from serving the Foundation in any other capacity and receiving compensation therefor.

SECTION 6. INDIVIDUAL DIRECTOR RESPONSIBILITY. Each Director shall have an obligation to perform his or her duties solely in a manner consistent with the best interests of the Foundation and to discharge the following responsibilities during his or her tenure:

(A) Define the mission of the Foundation and set organizational goals, objectives and policies required to fulfill that mission;

(B) Contribute annually to the Foundation in an amount to be established by the Board;

(C) Secure adequate financial, physical and volunteer resources to meet the Foundation's mission and to manage those resources effectively;

(D) Plan and assess the performance of every facet of the organization and take appropriate action to correct weaknesses or otherwise improve the Foundation's effectiveness;

(E) Promote the Foundation's public image and visibility;

(F) Attend a minimum of two-thirds (2/3) of the regularly scheduled meetings of the Board each fiscal year;

(G) Serve on one (1) or more committees of the Board as appointed by the Chairperson of the Board or the Nominating and Board Development Committee;

(H) Remain actively involved with the Foundation, continue to be well-acquainted with the Louisville Metro parks system and programs sponsored by Metro Parks, and participate actively in the affairs of the Foundation; and

(I) Assist in the identification and recruitment of persons to serve as Directors.

ARTICLE II. MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1. INFORMAL ACTION. Any action required by law to be taken at a meeting of the Board or a committee thereof, or any action which may be taken at a meeting of the Board or a committee thereof, may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by all of the Directors; *provided* that action taken by a committee shall only require the written consent of all of the members of such committee. Such consent shall have the same effect as a unanimous vote.

SECTION 2. ANNUAL MEETING. An annual meeting of the Board (an "**Annual Meeting**") shall be held on the first Wednesday in December, beginning with the year 2011, at such time and at such location as shall be determined by the Chairperson of the Board. At the annual meeting, the Board shall elect members to the Board for those Directors whose term expires at the adjournment of the meeting, the Chairperson of the Board and the officers of the Foundation for the coming year and address any other business as may properly come before the Board.

SECTION 3. DELAYED ANNUAL MEETING. If, for any reason, the Annual Meeting of the Board shall not be held on the day designated herein, such meeting may be called and held as a special meeting, and the same proceedings may be had as at an Annual Meeting, *provided, however*, that the notice of such meeting shall be the same as herein required for the Annual Meeting.

SECTION 4. REGULAR MEETINGS. Regular meetings of the Board shall be held at such time and at such location as shall be determined by the Board.

SECTION 5. SPECIAL MEETINGS. Special meetings of the Board may be called by or at the request of the Chairperson of the Board or the President, and shall be called by the President upon the written request of any two (2) Directors in office. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the Commonwealth of Kentucky, as the place for holding any special meeting of the Board called by them.

SECTION 6. NOTICE. Notice of the Annual Meeting shall be given at least five (5) calendar days prior thereto. Notice of any regular or special meeting shall be given at least three (3) calendar days prior thereto. Notices of the Annual Meeting, regular meetings, or special meetings, shall be by written notice delivered personally or mailed or electronically mailed to each Director at his or her address or electronic mail ("e-mail") address shown in the Foundation's records. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with first class postage thereon prepaid. If delivered by e-mail, such notice shall be deemed to be given when the e-mail is sent by the originator; in such case, the time stamp on the sent e-mail shall act as a proof of service. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any notice required hereunder shall state the time and place of the meeting.

SECTION 7. TELEPHONE MEETINGS. The Directors may participate in any meeting of the Directors by means of conference telephone or similar communications equipment, provided all persons participating in the meeting can hear and speak to each other at the same time. Participation of a Director by means of conference telephone or similar communications equipment shall constitute presence of the Director in person at the meeting.

SECTION 8. QUORUM. Except as otherwise provided in these Bylaws, a majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 9. MANNER OF ACTING. Unless otherwise required by law, by the Articles of Incorporation, or by these Bylaws, if a quorum is present at a meeting of the Directors, the affirmative vote of a majority of the Directors present at the meeting shall be the act of the Board.

ARTICLE III.
COMMITTEES

SECTION 1. STANDING COMMITTEES. At the first meeting of the Board after the Organizational Meeting, the following committees (the “**Standing Committees**”) shall be created and populated:

(A) Executive Committee. An executive committee (the “**Executive Committee**”) to consist of (i) the Chairperson of the Board, (ii) the Vice-Chairperson of the Board, (iii) the Chairperson Emeritus of the Board (if any and only in a non-voting, advisory capacity), (iv) the Chairperson of the Finance Committee; (v) the Parks Director; (vi) the Treasurer of the Foundation; (vii) the Secretary of the Foundation; and the (viii) Executive Director of the Foundation (if any);

(B) Finance Committee. A finance committee (the “**Finance Committee**”) to consist of not less than one (1) General Director from at least two of the three classes of General Directors; and

(C) Nominating and Board Development Committee. A nominating and board development committee (the “**Nominating Committee**”) to consist of not less than one (1) General Director from at least two of the three classes of General Directors.

SECTION 2. MEMBERSHIP OF STANDING COMMITTEES. The initial members of each Standing Committee shall be appointed by the Chairperson of the Board and shall serve for the shortest of: (i) three (3) years; (ii) his or her remaining term as a Director; or (iii) his or her death, resignation or removal as a Director. Thereafter, any vacancies in any of the Standing Committees shall be filled by the majority vote of all Directors voting together as one voting group upon the nomination of the Nominating and Board Development Committee. Only Directors shall be members of the Executive Committee and the Nominating and Board Development Committee. In order to encourage involvement with the Foundation and the development of potential directors, non-Directors may be appointed to the other Standing Committees by the Chairperson of the Board upon the nomination of the Nominating and Board Development Committee.

SECTION 3. AD HOC COMMITTEES. The Board shall have the authority, upon the a majority vote of all Directors voting together as one voting group, to establish such other committees on an *ad hoc* basis as it may consider necessary or convenient for the conduct of its business (an “**Ad Hoc Committee**”). Membership in any *Ad Hoc Committee* shall be determined by the Board at such time as the committee is established. Thereafter, any vacancies in any *Ad Hoc Committee* shall be filled by the majority vote of all Directors voting together as one voting group upon the nomination of the Nominating and Board Development Committee. Persons who are not Directors may be appointed to an *Ad Hoc Committee* by the Chairperson of the Board; *provided* that in no event shall the majority of members of any *Ad Hoc Committee* be composed of non-Directors. An *Ad Hoc Committee* shall continue to exist so long as the Board determines is necessary or convenient to the accomplishment of its purposes.

SECTION 4. AUTHORITY OF COMMITTEES. No Standing Committee or *Ad Hoc* Committee shall have authority as to:

(A) The filling of vacancies in the Board or any committee, except that the Nominating and Board Development Committee shall have the authority to nominate persons to fill vacancies in the Board or any committee;

(B) The amendment or repeal of the Articles of Incorporation or these Bylaws or the adoption of new Bylaws;

(C) The amendment or repeal of any resolution of the Board that by its terms shall not be amendable or repealable; or

(D) The increase or decrease of any amount or amounts budgeted for a particular fiscal year of the Foundation.

SECTION 5. PROCEDURES FOR COMMITTEES.

(A) Appointment of Chairpersons and Meeting Procedures. The Chairperson of the Board shall have the right to appoint the Chairperson of all committees. The Chairperson of the Board shall be, or shall appoint, the chairperson of the Executive Committee and shall appoint from among the members of each Standing and *Ad Hoc* Committee one Director as chairperson of each such committee. Unless otherwise provided by resolution of the Board, each committee shall adopt its own rules governing the time and place of holding and the method of calling its meetings and the conduct of its proceedings. In the absence of any such resolution or rules, proceedings of committees shall be governed by the rules established by these Bylaws for the calling and conduct of meetings of the entire Board, to the extent practicable.

(B) Quorum of Committees; Required Vote. Except as may be permitted by Article II, Section 1 hereof, all actions of committees shall be taken at a meeting thereof. A quorum at a committee meeting shall be a majority of the members of such committee. Action by the committee shall be by majority vote of the committee members in attendance at the meeting.

(C) Secretary; Minutes. At each meeting of a committee, a secretary shall be appointed; *provided* that the failure to appoint a secretary shall not affect the validity of any action taken. Each committee shall keep regular minutes of its proceedings and shall report them to the Board when required; *provided* that failure to keep minutes or to make any such reports shall not affect the validity of any action taken.

SECTION 6. EXECUTIVE COMMITTEE. The Executive Committee shall have and exercise all the authority of the Board during intervals between meetings of the Board, except as limited by Section 4 of this Article. The Executive Committee shall, without limitation:

(A) Remain informed of the status of the operating budget and approve any long-term commitment affecting Foundation finances;

(B) Review the Foundation's programs and related contracts and expenditures;

(C) Establish policies concerning Foundation accounting as well as salaries, insurance and other benefits for employees of the Foundation (if any); and

(D) Engage in long- and short-range strategic planning.

SECTION 7. FINANCE COMMITTEE. The Finance Committee shall have general charge of the monies, securities and other assets of the Foundation, and shall be vested with the authority to invest and re-invest the same. The Finance Committee may

(A) Review the Foundation's annual operating budget and any subsequent modifications thereto or appropriations thereunder;

(B) Authorize the purchase, sale, transfer, exchange, or redemption of stocks, bonds, or other securities of the Foundation;

(C) Contract with a bank or trust company to act as custodian of Foundation assets; and

(D) Contract with a bank, trust company or investment adviser, including without limitation, the Louisville Community Foundation, to carry out investment policies and programs authorized by the Finance Committee in accordance with the procedures and restrictions established from time to time by the Finance Committee and approved by the Board or the Executive Committee. The Finance Committee may delegate authority to any member of the Finance Committee or the Treasurer to act for the Finance Committee in carrying out such investment policies or programs with such bank, trust company or investment adviser.

SECTION 8. NOMINATING AND BOARD DEVELOPMENT COMMITTEE. The Nominating and Board Development Committee shall be responsible for recommending to the Board for its approval persons to fill vacancies on the Board (regardless of how occurring). These nominees shall be presented to the Board as vacancies arise. At the Annual Meeting, the Nominating and Board Development Committee shall submit its recommendations for persons to be elected General Directors as well as a slate of Officers to be voted on by the Board. The Nominating and Board Development Committee shall report to the Board on the adequacy of the size and structure of the Board, and the committees required to conduct the business of the Foundation. In addition, the Nominating and Board Development Committee shall be responsible for identifying and cultivating individuals who have, and who would be willing to contribute, the experience, skills and resources needed by the Board and its committees.

ARTICLE IV. OFFICERS

SECTION 1. OFFICERS. The officers of the Foundation (the "**Officers**") shall be a Chairperson of the Board, Vice-Chairperson of the Board, Chairperson Emeritus of the Board, Executive Director, a Secretary and a Treasurer, and such other officers as may be designated by the Board from time to time. Any two offices may be held by the same person, except the individual serving as Executive Director shall not hold any other office.

SECTION 2. ELECTION AND TERM OF OFFICE. After the initial election of officers at the Foundation's organizational meeting, the officers of the Foundation shall be elected every year by the Board at the Annual Meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as shall be convenient. Except for the initial officers elected at the Foundation's organizational meeting, each officer shall hold office for a one (1) year term or until his or her successor shall have been duly elected and shall have qualified.

SECTION 3. REMOVAL. Any officer elected or appointed by the Board may be removed by the Board at any time whenever in the Board's judgment the best interests of the Foundation would be served thereby. Election or appointment of an officer or agent shall not of itself create contract rights.

SECTION 4. VACANCIES. A vacancy in any office may be filled by the Board for the unexpired portion of the term.

SECTION 5. CHAIRPERSON OF THE BOARD. The Chairperson of the Board shall (i) preside at Board meetings, (ii) serve as Chairperson of the Executive Committee unless the Vice Chairperson of the Board has been designated by the Board to serve as Chairperson of the Executive Committee, (iii) act as the representative of the Board in dealing with Metro Parks and the public and (iv) perform such other duties as may be prescribed by the Board from time to time.

SECTION 6. VICE-CHAIRPERSON OF THE BOARD. The Vice-Chairperson of the Board shall (i) have the power to act as Chairperson of the Board or of the Executive Committee when the Chairperson is absent or incapacitated and (ii) perform such other duties as may be prescribed by the Board from time to time.

SECTION 7. CHAIRPERSON EMERITUS OF THE BOARD. Following an individual's service to the Foundation as Chairperson of the Board, the Board may designate such former Chairperson as Chairperson Emeritus. The Chairperson Emeritus shall (i) provide advice and counsel to the Chairperson, (ii) serve on the Executive Committee in a non-voting, advisory capacity and (iii) perform such other duties as may be prescribed by the Board from time to time.

SECTION 8. EXECUTIVE DIRECTOR. The Executive Director shall be the principal executive officer of the Foundation and shall in general supervise and control all of the business and affairs of the Foundation. He or she shall perform all duties incident to the office of Executive Director and such other duties as may be prescribed by the Board from time to time.

SECTION 9. SECRETARY. The Secretary shall [a] keep the minutes of the Board meetings in one or more books provided for that purpose; [b] see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; [c] be custodian of the corporate records; and, [d] in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Executive Director or by the Board. The Secretary may designate another individual who may or may not be a Director as the Recording Secretary for purposes of taking minutes at any meeting.

SECTION 10. TREASURER. The Treasurer shall be responsible for maintaining the Foundation's financial books and records and for overseeing the financial affairs of the Foundation.

ARTICLE V.
FINANCE

SECTION 1. FOUNDATION FUNDS. All Foundation funds shall be managed by the Board and shall not be commingled with funds of Louisville/Jefferson County Metro Government or any other person, entity, organization or government unit.

SECTION 2. FOUNDATION BUDGET. At the Annual Meeting of the Board, the Executive Director shall present to the Board a budget showing estimated income and expenses for the Foundation for the ensuing fiscal year. Any budget adopted by the Board shall without further action authorize the Treasurer to pay out the amounts included in such budget from time to time upon request or pursuant to a fixed schedule. The budget as adopted by the Board may be amended or modified from time to time in accordance with such procedures and subject to such limitations as the Board may prescribe. The Treasurer shall not pay out funds and no Officer or employee shall incur any expense other than those amounts specified in the budget as approved or so amended.

SECTION 3. TRANSFERS OF SECURITIES. Any two of (i) the Chairperson of the Board, (ii) the Chairperson of the Finance Committee, (iii) the Treasurer, or any two persons otherwise designated by the Board shall have the authority to execute any form of transfer and assignment customary or necessary to constitute a transfer of stocks, bonds or other securities standing in the name of or belonging to the Foundation. Any individual transferring any stocks, bonds or other securities pursuant to a form of transfer or assignment so executed shall be fully protected and shall not be under a duty to inquire whether the Board has taken appropriate action in respect thereof.

SECTION 4. FISCAL YEAR. The Board shall have the power to fix the fiscal year of the Foundation by resolution; *provided* that unless and until the Board provides otherwise by resolution, the fiscal year of the Foundation shall be the calendar year.

ARTICLE VI.
CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. CONTRACTS. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

SECTION 2. LOANS. No loans shall be contracted on behalf of the Foundation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

SECTION 3. CHECKS, DRAFTS, ORDERS, ETC. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the

Foundation shall be signed by such officer or officers, agent or agents, of the Foundation and in such manner as shall from time to time be determined by resolution of the Board.

SECTION 4. DEPOSITS. All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board may select.

ARTICLE VII.
BOOKS AND RECORDS

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board, and shall keep at the principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the Foundation may be inspected by any Director, or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE VIII.
WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provision of these Bylaws, or under the provisions of the Articles of Incorporation, or under the provisions of the Foundation laws of the Commonwealth of Kentucky, waiver thereof in writing, signed by the person, or persons, entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX.
CONFLICTS OF INTEREST

SECTION 1. COVERAGE OF THIS POLICY. This policy shall apply to all members of the Board and corporate officers of the Foundation. It shall be the obligation of the Foundation's management to publicize this policy on a recurring basis.

SECTION 2. Disclosure of All Conflicts. All members of the Board and all officers of the Foundation shall disclose all real or apparent conflicts of interest which they discover or have brought to their attention in connection with the Foundation's activities. "Disclosure" as used herein shall mean providing promptly to the appropriate persons a written description of the facts comprising the real or apparent conflict of interest. An annual disclosure statement shall be circulated to directors and officers to assist them in considering such disclosures, but disclosure is appropriate whenever conflicts of interest may occur. The written notice of disclosure of conflicts of interest shall be filed with the President or any other person designated from time to time to receive such notifications. All disclosures of real or apparent conflicts of interest received hereunder shall be noted for record in the minutes of a meeting of the Board.

SECTION 3. PROSCRIBED ACTIVITY BY PERSONS HAVING CONFLICTS. Where an individual director or officer believes that he/she or a member of his/her immediate family might have or does have a real or apparent conflict of interest, he/she should, in addition

to filing the notice of disclosure required hereunder, abstain from making motions, voting, executing agreements, or taking any other similar direct action on behalf of the Foundation where the conflict of interest might pertain by law, agreement or otherwise.

ARTICLE X.
GENERAL PROVISIONS

SECTION 1. CONSTRUCTION. Unless the context specifically provides otherwise, any reference in these Bylaws to any gender shall include all other genders, any reference to the singular shall include the plural, and any reference to the plural shall include the singular. The section titles used in these Bylaws are inserted for convenience only and shall not govern the interpretation of any of the provisions of these Bylaws.

SECTION 2. SEVERABILITY. The provisions of these Bylaws are severable. If any provision hereof shall be held invalid or unenforceable in whole or in part by a court of competent jurisdiction, the remainder of these Bylaws shall not thereby fail or be rendered void or unenforceable, but shall continue in full force and effect, with only the invalid or unenforceable provision rendered a nullity and severed from this Credit Agreement.

SECTION 3. AMENDMENT. These Bylaws may be amended or repealed, in whole or in part, by a by a majority vote of all Directors voting together as one voting group at any meeting of the Board; provided that the notice of the proposed amendment or repeal, together with the text of the principal substantive changes, shall have been given with the notice of the meeting.

CERTIFICATE

It is hereby certified that on this date we are, respectively, the duly elected and qualified Chairperson and Secretary of Louisville Metro Parks Foundation, Inc., and that on _____, 2012, the foregoing Amended & Restated Bylaws were adopted by majority vote of all of the Board.

TRICIA BURKE, Chairperson of the Board

MICHAEL GUENTHNER, Secretary

Board of Directors' Contact Information 2012 - 2013

FIRST	LAST	TITLE	COMPANY	ADDRESS	CITY	ST	ZIP	PHONE	CELL	EMAIL	CLASS	POSITION	COMMITTEE
Paul	Buddeke	President/CEO	Buddeke Co. Office Environment Co.	3309 Brenner Pass 1136 W. Market St.	Louisville	KY	40241	(W) 896-1776 (H) 333-0651 585-5161 xt104		paul.buddeke@buddeke.co	2010	Vice-Chair, Board	Chair, Fund Development
Tricia	Burke	President	University of Louisville	Ford Hall, Rm 203	Louisville	KY	40203	852-1660	644-5551	triciaburke@oecoffice.com	M-2009	Chair, Board	Chair, Fund Development
Jason	Gainous, Ph.D.	Professor	Louisville Metro Parks	PO Box 37280	Louisville	KY	40292	852-1660	648-5745	jason.gainous@louisville.edu			Fund Development
John	Hamilton		Louisville Metro Parks	PO Box 37280	Louisville	KY	40233	456-2935	396-0143	John.Hamilton@louisvilleky.gov	2012		Finance
Mike	Heitz	Director	Metro Parks	PO Box 37280	Louisville	KY	40233	456-8130	744-0560	mike.heitz@louisvilleky.gov	P		Marketing
Barbara	Hurt	Consumer Planning	Brown-Forman	1835 Bonnycastle Ave. 3401 Audubon Ridge Court	Louisville	KY	40207	774-4720	415-3146	Barbara.Hurt@b-f.com	2011		Marketing
Barbara	Kalkhof	Retired		732 West Market Street	Louisville	KY	40213	634-9785	641-5951	bjkalkhof@gmail.com	M		Finance
Cynthia	Knappek	President	Grossman & Moore, PLLC	2213 Dearing Court	Louisville	KY	40202	561-5232	724-3577	cknappek@leadershiplouisville.org	2012		Finance Fund Development
Jennifer	Moore	Partner	Congressman John Yarmuth	1642 Edenside Ave.	Louisville	KY	40204	314-9690		jmoore@gmjnylaw.com	2010		Fund Development
Brooke	Pardue	Constituent Services Manager	Louisville Metro Community Services and Revitalization	4236 Northwestern Parkway	Louisville	KY	40212	574-5972		Brooke.Pardue@mail.house.gov	2012		Board Development
Katina	Whitlock	Assistant Director	Louisville Metro Community Services and Revitalization	1905 Lowell Avenue	Louisville	KY	40205	649-4540		Katina.Whitlock@louisvilleky.gov	2012		Fund Development
Jack	Will	President	Will & Assocs.		Louisville	KY	40205	649-4540		willjr451@bellsouth.net	2010		Board Development
Metro Parks' Staff													
Erka	Nelson	Community Relations	Metro Parks	PO Box 37280	Louisville	KY	40233	456-3253	817-7744	erka.nelson@louisvilleky.gov		Staff	Staff
Walter	Munday	Volunteer/ Outreach	Metro Parks	PO Box 37280	Louisville	KY	40233	456-8156	298-4276	walter.munday@louisvilleky.gov		Staff	Staff

Trey Grayson
Secretary of State
Received and Filed

12/16/2005 11:23:27 AM

Fee Receipt: \$8.00

**ARTICLES OF INCORPORATION
OF
LOUISVILLE METRO PARKS FOUNDATION, INC.**

The undersigned Incorporator, David Klein, executes these Articles of Incorporation for the purpose of forming and does hereby form a nonstock, nonprofit corporation under the laws of the Commonwealth of Kentucky (KRS 273.161 *et seq.*), in accordance with the following provisions.

ARTICLE I

Name

The name of the Corporation is Louisville Metro Parks Foundation, Inc. (the "Corporation").

ARTICLE II

Purposes and Powers

The purposes for which the Corporation is formed, the business and objects to be carried on and promoted by it, and the powers granted to it, are as follows:

A. The particular purposes of the Corporation shall be:

1. To raise funds and resources in concert with the Louisville/Jefferson County Metro Government, acting by and through its Metro Parks Department ("Metro Parks") and others to preserve, protect, promote and improve Louisville's recreational opportunities; and

2. To support the mission of Metro Parks through the coordination of both financial and volunteer assets.

B. Subject to the limitations set out in this Article II, to engage in any other activity the overall purpose of which is intended to further the charitable purposes of the Corporation. The Corporation is irrevocably dedicated to and is organized and operated exclusively for

charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation shall receive contributions and fees, and shall distribute its funds for public, charitable, and/or educational purposes, as set forth in these Articles. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by the Kentucky Nonprofit Corporation Acts, KRS 273.161 *et seq.*; provided, however, that the Corporation shall not have or exercise any power inconsistent with or prohibited by the provisions of Paragraphs C, D, and, if applicable, E of this Article II.

C. As limited by Section 501(c)(3) of the Code, it is expressly not the purpose of the Corporation, and the Corporation is not empowered, to participate or intervene in (including the publication or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office, nor to devote more than an insubstantial part of its activities to carrying on propaganda or otherwise attempting to influence legislation.

D. Any other provision of these Articles to the contrary notwithstanding, the Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends; no part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual; and the Corporation shall not carry on any activities denied to a corporation described in Section 501(c)(3) of the Code, including activities to the extent prohibited by Section 501(m) of the Code.

E. Any other provision of these Articles to the contrary notwithstanding, the Corporation shall, if the following provisions of law are applicable to it: [i] not engage in any act of self-dealing as defined in Section 4941 of the Code; [ii] distribute its income for each fiscal year at such time and in such manner as not to be subject to the tax under Section 4942 of the Code; [iii] not retain any excess business holdings as defined in Section 4943 of the Code;

[iv] not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and [v] not make any taxable expenditures as defined in Section 4945 of the Code.

ARTICLE III
Initial Registered Office and Agent

The street address of the Corporation's initial registered office and the name of its initial registered agent at that address is Michael J. Heitz, Parks Director, 1297 Trevillian Way, Louisville, KY 40213-1556.

ARTICLE IV
Principal Office

The mailing address of the Corporation's principal office is P.O. Box 37280, Louisville KY 40233-7280, Attn: Parks Director.

ARTICLE V
Duration

The Corporation shall have perpetual existence.

ARTICLE VI
Directors

A. The affairs of the Corporation shall be governed by a Board of Directors (the "Board") consisting of no fewer than three (3) members, the exact number, and the manner in which they are elected or appointed, to be established in the Bylaws of the Corporation. The names of the initial directors, each having an address of 1297 Trevillian Way, Louisville, KY 40213-1556, who shall serve until the first annual meeting of directors or for such other period as

may be specified in the Bylaws, are David Klein, Mary Lou Northern, Michael J. Heitz and Shane Stuber.

B. Any director may be removed by the Board with or without cause, provided there is a quorum of not less than a majority of the directors present at the meeting of the Board at which such action is taken; *provided* that any director appointed by the Mayor of Louisville Metro (the "Mayor") in accordance with the Bylaws of the Corporation may be removed by the Mayor with or without cause.

ARTICLE VII
Members

The Corporation shall not have members.

ARTICLE VIII
Dissolution

Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor provision. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all corporate assets by distributing such assets to one or more organizations that are organized and operated exclusively for charitable purposes and at that time qualify as exempt organizations under Section 501(c)(3) of the Code or its successor provision. If possible, the purposes of such charitable donee or donees should be substantially similar to the charitable purposes of the Corporation. Any such assets not so disposed of by the Board of Directors shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall, at that time, qualify as tax-

exempt under Section 501(c)(3) of the Code or its successor provision. If possible, the Court shall cause such remaining assets to be transferred to a donee or donees that have purposes that are substantially similar to the charitable purposes of the Corporation.

ARTICLE IX
Limitation of Director Liability

No director shall be personally liable to the Corporation for monetary damages for breach of his or her duties as a director except for liability:

- A. For any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation;
- B. For acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; or
- C. For any transaction from which the director derives an improper personal benefit.

If the Kentucky Revised Statutes are amended after approval of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE X
Amendment

The Articles of Incorporation of the Corporation may be amended in the manner provided by law.

ARTICLE XI
Indemnification


Each person who is or was a trustee, officer or director of the Corporation, whether elected or appointed, and each person who is or was serving at the request of the Corporation as a trustee, officer or director of another corporation, whether elected or appointed, or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, including the heirs, executors, administrators or estate of any such person, shall be indemnified by the Corporation to the full amount against any liability, and the reasonable cost, or expense (including attorneys' fees, monetary or other judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a member, trustee, officer, director or employee or arising out of such person's status as a member, trustee, officer, director or employee; provided, however, no such person shall be indemnified against any such liability, cost or expense incurred in connection with any action, suit or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person or if such indemnification would be prohibited by law. Such right shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any threatened or pending action, suit or proceeding in advance of its final disposition; provided, however, that such advance payments of expenses shall be made only after delivery to the Corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this Article shall not affect any rights or obligations then existing. If any indemnification payment required by this Article is not paid by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the member, trustee, officer, director or

employee may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, shall be entitled to be paid also the expense of prosecuting such claim. The Corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost or expense, whether or not the Corporation would have the power to indemnify such person against such liability, cost or expense under the Kentucky Nonprofit Corporation Act or under this Article, but it shall not be obligated to do so. The indemnification provided by this Article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of members or Board of Directors or otherwise. If this Article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each such person, to the full extent permitted by any applicable portion of this Article that shall not have been invalidated or by any other applicable law. For the purpose of this Article, reference to the "Corporation" includes all constituents absorbed in a consolidation or merger as well as the resulting or surviving corporation.

ARTICLE XII
Incorporator

The name and address of the Incorporator is David Klein, 1297 Trevillian Way,
Louisville, KY 40213-1556

IN TESTIMONY WHEREOF, witness the signature of the Incorporator this 14th
day of December, 2005.



DAVID KLEIN

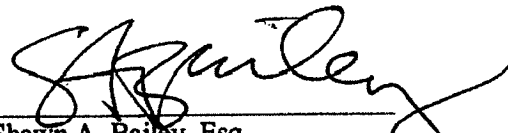
CONSENT OF INITIAL REGISTERED AGENT

Pursuant to the provisions of KRS § 273.182 and § 273.247(5), the undersigned as the initial registered agent identified in Article III of the Articles of Incorporation of Louisville Metro Parks Foundation, Inc. (the "Parks Foundation"), hereby consents to serve the Parks Foundation in that capacity until such time as such appointment is terminated or until the undersigned resigns in accordance with KRS § 273.1841.



MICHAEL J. HEITZ

THIS INSTRUMENT PREPARED BY:



Shawn A. Bailey, Esq.
WYATT, TARRANT & COMBS, LLP
2800 PNC Plaza
Louisville, Kentucky 40202
(502) 562-7521

Document No.: DN2005213464
Lodged By: WYATT TARRANT COMBS
Recorded On: 12/28/2005 02:53:42
Total Fees: 19.00
Transfer Tax: .00
County Clerk: BOBBIE HOLSCLAN-JEFF CO KY
Deputy Clerk: EVENAY

Form **990-EZ**

Short Form Return of Organization Exempt From Income Tax

OMB No. 1545-1150

2010

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)
Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities, and certain controlling organizations as defined in section 512(b)(13) must file Form 990 (see instructions). All other organizations with gross receipts less than \$200,000 and total assets less than \$500,000 at the end of the year may use this form.
The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2010 calendar year, or tax year beginning , **2010**, and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C	D Employer identification number
	LOUISVILLE METRO PARKS FOUNDATION, INC.	[REDACTED]
	P.O. BOX 37280	E Telephone number
	LOUISVILLE, KY 40233-7280	502-456-3253
		F Group Exemption Number

G Accounting Method: Cash Accrual Other (specify) _____

I Website: **WWW.LOUISVILLEKY.GOV/METROPARKS/PARKSFOUNDATI**

J Tax-exempt status (ck only one) - 501(c)(3) 501(c) () (insert no.) 4947(a)(1) or 527

H Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

K Check if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$50,000. A Form 990-EZ or Form 990 return is not required though Form 990-N (e-postcard) may be required (see instructions). But if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, line 25, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ. **\$ 62,910.**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

Check if the organization used Schedule O to respond to any question in this Part I.

REVENUE	1 Contributions, gifts, grants, and similar amounts received	1	61,314.
	2 Program service revenue including government fees and contracts	2	1,570.
	3 Membership dues and assessments	3	
	4 Investment income	4	26.
	5a Gross amount from sale of assets other than inventory	5a	
	b Less: cost or other basis and sales expenses	5b	
	c Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
	6 Gaming and fundraising events		
	a Gross income from gaming (attach Schedule G if greater than \$15,000)	6a	
b Gross income from fundraising events (not including \$ _____ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000)	6b		
c Less: direct expenses from gaming and fundraising events	6c		
d Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c)	6d		
7a Gross sales of inventory, less returns and allowances	7a		
b Less: cost of goods sold	7b		
c Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c		
8 Other revenue (describe in Schedule O)	8		
9 Total revenue. Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8	9	62,910.	
EXPENSES	10 Grants and similar amounts paid (list in Schedule O)	10	
	11 Benefits paid to or for members	11	
	12 Salaries, other compensation, and employee benefits	12	
	13 Professional fees and other payments to independent contractors	13	
	14 Occupancy, rent, utilities, and maintenance	14	
	15 Printing, publications, postage, and shipping	15	
	16 Other expenses (describe in Schedule O) SEE SCHEDULE O	16	58,492.
17 Total expenses. Add lines 10 through 16	17	58,492.	
ASSETS	18 Excess or (deficit) for the year (Subtract line 17 from line 9)	18	4,418.
	19 Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	293,670.
	20 Other changes in net assets or fund balances (explain in Schedule O)	20	
	21 Net assets or fund balances at end of year. Combine lines 18 through 20	21	298,088.

BAA For Paperwork Reduction Act Notice, see the separate instructions.

Form 990-EZ (2010)

Part II Balance Sheets. (see the instructions for Part II.)

Check if the organization used Schedule O to respond to any question in this Part II.

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	293,670.	298,088.
23 Land and buildings		
24 Other assets (describe in Schedule O)		
25 Total assets	293,670.	298,088.
26 Total liabilities (describe in Schedule O)	0.	0.
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	293,670.	298,088.

Part III Statement of Program Service Accomplishments (see the instrs for Part III.)

Check if the organization used Schedule O to respond to any question in this Part III.

What is the organization's primary exempt purpose? SEE SCHEDULE O

Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title.

Expenses
(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts; optional for others.)

28 <u>SEE SCHEDULE O</u>		
(Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	28a	18,590.
29 <u>REHABILITATION OF KENNEDY COURT PARK</u>		
(Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	29a	17,932.
30 <u>SOUTH LOUISVILLE COMMUNITY MINISTRIES - BUILT PLAYGROUND STRUCTURE IN A PARK THAT IS DEDICATED TO FIGHTING CRIMES AGAINST CHILDREN AND THE MEMORIES OF THOSE THAT ARE NO LONGER WITH US</u>		
(Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	30a	5,724.
31 Other program services (describe in Schedule O) <u>SEE SCHEDULE O</u>		
(Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	31a	13,332.
32 Total program service expenses (add lines 28a through 31a)	32	55,578.

Part IV List of Officers, Directors, Trustees, and Key Employees. List each one even if not compensated. (see the instructions for Part IV.)

Check if the organization used Schedule O to respond to any question in this Part IV.

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account and other allowances
<u>SEE SCHEDULE O</u>		0.	0.	0.

Part V Other Information (Note the statement requirements in the instructions for Part V.) SEE SCHEDULE O

Check if the organization used Schedule O to respond to any question in this Part V. X

	Yes	No
33 Did the organization engage in any activity not previously reported to the IRS? If 'Yes,' provide a detailed description of each activity in Schedule O.		X
34 Were any significant changes made to the organizing or governing documents? If 'Yes,' attach a conformed copy of the amended documents if they reflect a change to the organization's name. Otherwise, explain the change on Schedule O (see instructions).		X
35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, explain in Schedule O why the organization did not report the income on Form 990-T.		
a Did the organization have unrelated business gross income of \$1,000 or more or was it a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year (see instructions)?		
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If 'Yes,' complete applicable parts of Schedule N.		X
37a Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a 0.		
b Did the organization file Form 1120-POL for this year?		X
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?		X
b If 'Yes,' complete Schedule L, Part II and enter the total amount involved.	38b N/A	
39 Section 501(c)(7) organizations. Enter:		
a Initiation fees and capital contributions included on line 9.	39a N/A	
b Gross receipts, included on line 9, for public use of club facilities.	39b N/A	
40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ 0.; section 4912 ▶ 0.; section 4955 ▶ 0.		
b Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ? If 'Yes,' complete Schedule L, Part I.	40b	X
c Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958. ▶ 0.		
d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization. ▶ 0.		
e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If 'Yes,' complete Form 8886-T.	40e	X
41 List the states with which a copy of this return is filed ▶ NONE		

42a The organization's books are in care of ▶ ERIKA NELSON Telephone no. ▶ (502) 456-1857
 Located at ▶ P.O. BOX 37280 LOUISVILLE KY ZIP + 4 ▶ 4023-7280

	Yes	No
42b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If 'Yes,' enter the name of the foreign country: . . . ▶ _____		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of a Foreign Bank and Financial Accounts.		
42c At any time during the calendar year, did the organization maintain an office outside of the U.S.? If 'Yes,' enter the name of the foreign country: . . . ▶ _____		X

43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 — Check here. N/A
 and enter the amount of tax-exempt interest received or accrued during the tax year. ▶ **43** N/A

	Yes	No
44a Did the organization maintain any donor advised funds during the year? If 'Yes,' Form 990 must be completed instead of Form 990-EZ.		X
b Did the organization operate one or more hospital facilities during the year? If 'Yes,' Form 990 must be completed instead of Form 990-EZ.		X
c Did the organization receive any payments for indoor tanning services during the year?		X
d If 'Yes' to line 44c, has the organization filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O.	44d	

	Yes	No
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' Form 990 and Schedule R may need to be completed instead of Form 990-EZ (see inst.)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I.	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 47-49b and 52, and complete the tables for lines 50 and 51.

Check if the organization used Schedule O to respond to any question in this Part VI.

	Yes	No
47 Did the organization engage in lobbying activities? If 'Yes,' complete Schedule C, Part II.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
49a Did the organization make any transfers to an exempt non-charitable related organization?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b If 'Yes,' was the related organization a section 527 organization?	<input type="checkbox"/>	<input type="checkbox"/>

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter 'None.'

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account and other allowances
NONE				

f Total number of other employees paid over \$100,000

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter 'None.'

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
NONE		

d Total number of other independent contractors each receiving over \$100,000

52 Did the organization complete Schedule A? Note: All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A. Yes No

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer _____		Date _____	
	Type or print name and title. _____			
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed PTIN
	H. STEVEN PLAUT	<i>H. Steven Plaut, CPA</i>	10/18/11	N/A
	Firm's name ▶	PLAUT & ASSOCIATES, PSC		
	Firm's address ▶	6004 BROWNSBORO PARK BLVD, STE B LOUISVILLE, KY 40207		
	Firm's EIN ▶	N/A		
	Phone no.	(502) 896-9215		

May the IRS discuss this return with the preparer shown above? See instructions. Yes No

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization

LOUISVILLE METRO PARKS FOUNDATION, INC.

Employer identification number

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

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state:
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions – subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I
 - b Type II
 - c Type III – Functionally integrated
 - d Type III – Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box.
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11 g (i)		
11 g (ii)		
11 g (iii)		

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in column (i) listed in your governing document?		(v) Did you notify the organization in column (i) of your support?		(vi) Is the organization in column (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

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

Schedule A (Form 990 or 990-EZ) 2010

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include 'unusual grants'.)						
2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf.						
3 The value of services or facilities furnished by a governmental unit to the organization without charge.						
4 Total. Add lines 1 through 3.						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4.						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.						
9 Net income from unrelated business activities, whether or not the business is regularly carried on.						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10.						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f)).	14	%
15 Public support percentage from 2009 Schedule A, Part II, line 14.	15	%
16a 33-1/3% support test – 2010. If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
b 33-1/3% support test – 2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
17a 10%-facts-and-circumstances test – 2010. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
b 10%-facts-and-circumstances test – 2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions. ▶ <input type="checkbox"/>		

BAA

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include any 'unusual grants'.)		2,234,733.	724,392.	174,251.	61,314.	3,194,690.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						0.
3 Gross receipts from activities that are not an unrelated trade or business under section 513.						0.
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0.
5 The value of services or facilities furnished by a governmental unit to the organization without charge		25,000.	25,000.	25,000.	25,000.	100,000.
6 Total. Add lines 1 through 5.	0.	2,259,733.	749,392.	199,251.	86,314.	3,294,690.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	0.	0.	0.	0.	0.	0.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year	0.	0.	0.	0.	0.	0.
c Add lines 7a and 7b	0.	0.	0.	0.	0.	0.
8 Public support. (Subtract line 7c from line 6.)						3,294,690.

Section B. Total Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6	0.	2,259,733.	749,392.	199,251.	86,314.	3,294,690.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						0.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0.
c Add lines 10a and 10b	0.	0.	0.	0.	0.	0.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0.
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0.
13 Total support. (Add lns 9, 10c, 11, and 12.)	0.	2,259,733.	749,392.	199,251.	86,314.	3,294,690.

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%

19a 33-1/3% support tests – 2010. If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

b 33-1/3% support tests – 2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

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

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2010

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization

LOUISVILLE METRO PARKS FOUNDATION, INC.

Employer identification number

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

TO ENHANCE LOUISVILLE'S RECREATION OPPORTUNITIES.

FORM 990-EZ, PART III, LINE 28 - STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

METRO PARK COMMUNITY CENTERS HOLIDAY PROGRAM AND FOREST FEST - THROUGH A GENEROUS GRANT, METRO PARKS RECREATION DIVISION WAS ABLE TO PROVIDE APPROXIMATELY 900 COMMUNITY CENTER PARTICIPANTS WITH HOLIDAY GIFTS. MOST LIVE AT OR BELOW THE PROVERTY LINE.

FORM 990-EZ, PART V - REGARDING TRANSFERS ASSOCIATED WITH PERSONAL BENEFIT CONTRACTS

(A) DID THE ORGANIZATION, DURING THE YEAR, RECEIVE ANY FUNDS, DIRECTLY OR INDIRECTLY, TO PAY PREMIUMS ON A PERSONAL BENEFIT CONTRACT?..... NO

(B) DID THE ORGANIZATION, DURING THE YEAR, PAY PREMIUMS, DIRECTLY OR INDIRECTLY, ON A PERSONAL BENEFIT CONTRACT?..... NO

CLIENT LOUPARKS

LOUISVILLE METRO PARKS FOUNDATION, INC.

10/16/11

01:40PM

FORM 990-EZ, PART I, LINE 16
OTHER EXPENSES

BANK CHARGES.....	\$	40.
BOARD MEETING EXPENSES.....		622.
EMPLOYEE EXPENSES.....		1,802.
PROGRAM SER EXP - DETAIL.....		55,578.
TAX PREPARATION.....		450.
TOTAL	\$	<u>58,492.</u>

FORM 990-EZ, PART III, LINE 31
STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

DESCRIPTION	GRANTS	PROGRAM SERVICE EXPENSES
LOUISVILLE EKO INCLUDES FOREIGN GRANTS: NO		5,575.
TREES PURCHASED FOR VARIOUS PARKS INCLUDES FOREIGN GRANTS: NO		4,785.
JEFFERSON MEMORIAL FOREST AND TRAILS - SUPPLIES FOR TRAIL IMPROVEMENTS AND LANDSCAPING INCLUDES FOREIGN GRANTS: NO		1,635.
MISCELLANEOUS PARK MAINTENANCE INCLUDES FOREIGN GRANTS: NO		900.
PRODUCED A DESIGN STANDARDS MANUAL FOR THE LOUISVILLE LOOP TRAIL WHICH WILL ENCOMPASS PARKS THROUGHOUT THE METRO AREA. INCLUDES FOREIGN GRANTS: NO		437.
INCLUDES FOREIGN GRANTS: NO		
INCLUDES FOREIGN GRANTS: NO		
TOTAL	\$	<u>0.</u> <u>\$ 13,332.</u>

FORM 990-EZ, PART IV
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
DAVID KLEIN P.O. BOX 37280 LOUISVILLE, KY 40233-7280	DIRECTOR, .5 \$ 0	0. \$	0. \$	0.

CLIENT LOUPARKS

LOUISVILLE METRO PARKS FOUNDATION, INC.

10/16/11

01:41PM

FORM 990-EZ, PART IV (CONTINUED)
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
TRICIA BURKE P O BOX 37280 LOUISVILLE, KY 40233-7280	CHAIRMAN, 5 0	\$ 0.	\$ 0.	0.
SHAWN BAILEY P.O. BOX 37280 LOUISVILLE, KY 40233-7280	DIRECTOR, .5 0	0.	0.	0.
RHONDA BOZICH P.O. BOX 37280 LOUISVILLE, KY 40233-7280	DIRECTOR, .5 0	0.	0.	0.
RUDY DAVIDSON P O BOX 37280 LOUISVILLE, KY 40233-7280	DIRECTOR, .5 0	0.	0.	0.
RICH HALLMAN P O BOX 37280 LOUISVILLE, KY 40233-7280	DIRECTOR, .5 0	0.	0.	0.
PAUL BUDDEKE P.O. BOX 37280 LOUISVILLE, KY 40233-7280	DIRECTOR, .5 0	0.	0.	0.
TIM CORRIGAN P.O. BOX 37280 LOUISVILLE, KY 40233-7280	DIRECTOR, .5 0	0.	0.	0.
GREG FISCHER P.O. BOX 37280 LOUISVILLE, KY 40233-7280	DIRECTOR, .5 0	0.	0.	0.
MICHAEL GUENTHNER P.O. BOX 37280 LOUISVILLE, KY 40233-7280	SECRETARY, 2 0	0.	0.	0.
JENNIFER MOORE P O BOX 37280 LOUISVILLE, KY 40233-7280	DIRECTOR, .5 0	0.	0.	0.
MICHAEL HEITZ P.O. BOX 37280 LOUISVILLE, KY 40233-7280	DIRECTOR, 5 0	0.	0.	0.
JACK WILL P O BOX 37280 LOUISVILLE, KY 40233-7280	DIRECTOR, .5 0	0.	0.	0.

CLIENT LOUPARKS

LOUISVILLE METRO PARKS FOUNDATION, INC.

01:41PM

10/16/11

FORM 990-EZ, PART IV (CONTINUED)
 LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
BARBARA KALKHOF P.O. BOX 37280 LOUISVILLE, KY 40233-7280	TREASURER, 5 0	\$ 0.	\$ 0.	0.
MARY LOU NORTHERN P.O. BOX 37280 LOUISVILLE, KY 40233-7280	DIRECTOR, .5 0	0.	0.	0.
SARAH PROVANCHER P.O. BOX 37280 LOUISVILLE, KY 40233-7280	DIRECTOR, 1 0	0.	0.	0.
CAROLYN TANDY P.O. BOX 37280 LOUISVILLE, KY 40233-7280	DIRECTOR, .5 0	0.	0.	0.
	TOTAL	\$ 0.	\$ 0.	\$ 0.

LOUISVILLE METRO PARKS FOUNDATION, INC.

General Information

Organization Number 0627803
Name LOUISVILLE METRO PARKS FOUNDATION, INC.
Profit or Non-Profit N - Non-profit
Company Type KCO - Kentucky Corporation
Status A - Active
Standing G - Good
State KY
File Date 12/16/2005
Organization Date 12/16/2005
Last Annual Report 6/19/2012
Principal Office P.O. BOX 37280
 LOUISVILLE, KY 40233-7280
Registered Agent MICHAEL J. HEITZ
 PARKS DIRECTOR
 1297 TREVILLIAN WAY
 LOUISVILLE, KY 40213-1556

Current Officers

President [Tricia Burke](#)
Vice President [PAUL BUDDEKE](#)
Director [Michael J Heitz](#)
Director [Mary Lou Northern](#)
Director [Shawn Bailey](#)
Director [Timothy Corrigan](#)
Director [Michael Guenthner](#)
Director [Barbara Kalkhof](#)
Director [Sarah Provancher](#)
Director [Carolyn Tandy](#)

Individuals / Entities listed at time of formation

Director [DAVID KLEIN](#)
Director [MARY LOU NORTHERN](#)
Director [MICHAEL J. HEITZ](#)
Director [SHANE STUBER](#)
Incorporator [DAVID KLEIN](#)

Images available online

Documents filed with the Office of the Secretary of State on September 15, 2004 or thereafter are available as scanned images or PDF documents. Documents filed prior to September 15, 2004 will become available as the images are created.

Annual Report	6/19/2012	1 page	tiff	PDF
Annual Report	3/29/2011	2 pages	tiff	PDF

Annual Report	7/19/2010	1 page	PDF	
Annual Report	6/30/2009	1 page	PDF	
Annual Report	7/22/2008	1 page	PDF	
Annual Report	1/11/2007	1 page	PDF	
Annual Report	8/14/2006	1 page	PDF	
Articles of Incorporation	12/16/2005	8 pages	tiff	PDF

Assumed Names

Activity History

Filing	File Date	Effective Date	Org. Referenced
Annual report	6/19/2012 3:43:52 PM	6/19/2012	
Annual report	3/29/2011 9:23:48 AM	3/29/2011	
Annual report	7/19/2010 11:15:17 AM	7/19/2010 11:15:17 AM	
Annual report	6/30/2009 2:42:02 PM	6/30/2009 2:42:02 PM	
Annual report	7/22/2008 8:38:20 AM	7/22/2008 8:38:20 AM	
Annual report	1/11/2007 11:24:08 AM	1/11/2007 11:24:08 AM	
Annual report	8/14/2006 5:57:29 PM	8/14/2006 5:57:29 PM	
Add	12/16/2005 11:23:27 AM	12/16/2005	

Microfilmed Images

Request for Taxpayer Identification Number and Certification

Give form to the
requester. Do not
send to the IRS.

Print or type
See Specific instructions on page 2.

Name (as shown on your income tax return) PATRIOTS PEACE MEMORIAL COMMITTEE, INC.	
Business name, if different from above	
Check appropriate box: <input type="checkbox"/> Individual/Sole proprietor <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Limited liability company. Enter the tax classification (D=disregarded entity, C=corporation, P=partnership) ▶ <input checked="" type="checkbox"/> Exempt payee <input type="checkbox"/> Other (see instructions) ▶	
Address (number, street, and apt. or suite no.) P.O. BOX 355	Requester's name and address (optional) METRO COUNCIL DISTRICT 7
City, state, and ZIP code PROSPECT, KENTUCKY 40059	601 West Jefferson Street Louisville, Kentucky 40202
List account number(s) here (optional)	

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on Line 1 to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I Instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Social security number
OR
Employer identification number

Note. If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
3. I am a U.S. citizen or other U.S. person (defined below).

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the Certification, but you must provide your correct TIN. See the instructions on page 4.

Sign Here	Signature of U.S. person ▶ <i>Edmund V Armento</i> TREASURER	Date ▶ 4-1-13
------------------	---	----------------------

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Purpose of Form

A person who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income.

Note. If a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

Definition of a U.S. person. For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien,
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States,
- An estate (other than a foreign estate), or
- A domestic trust (as defined in Regulations section 301.7701-7).

Special rules for partnerships. Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax on any foreign partners' share of income from such business. Further, in certain cases where a Form W-9 has not been received, a partnership is required to presume that a partner is a foreign person, and pay the withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid withholding on your share of partnership income.

The person who gives Form W-9 to the partnership for purposes of establishing its U.S. status and avoiding withholding on its allocable share of net income from the partnership conducting a trade or business in the United States is in the following cases:

- The U.S. owner of a disregarded entity and not the entity,