

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

Applicant/Program: Highland Commerce Guild

Executive Summary of Request: The Highland Commerce Guild has asked for \$6000.00 for the 29th annual Bardstown Road Aglow. This is open to the entire Metro and encourages and promotes better business, and social climate between neighbors, business, law enforcement and metro government. It brings thousands of shoppers from all neighborhoods throughout the Metro. Advertising for this event is done thru TV, newspapers, and advertisements and posters.

ID # 0-468-14

Is this program/project a fundraiser? Yes No
 Is this applicant a faith based organization? Yes No
 Does this application include funding for sub-grantee(s)? Yes No

I 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 have read the organization's statement of public purpose to be furthered by the funds requested and I agree that the public purpose is legitimate. I have also completed the disclosure section below, if required.

8TH District # Thomas L. Owen Primary Sponsor Signature \$6000.00 Amount 8-6-2014 Date

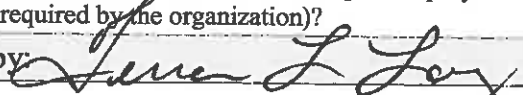
Primary Sponsor Disclosure
 List below any personal or business relationship you, your family or your legislative assistant have with this organization, its volunteers, its employees or members of its board of directors.

Approved by:

 Appropriations Committee Chairman Date

Clerk's Office Only:
 Request Amount: _____ Committee Amended Appropriation: _____
 Original Appropriation: _____ Council Amended Appropriation: _____

NDF NON-PROFIT APPLICATION CHECKLIST

Legal Name of Applicant Organization: Highland Commerce Guild	
Program Name: 8&9 dist. Graffiti abatement program/ Bardstown Road Aglow Request Amount \$26,000.00	Yes/No/NA
Request form: Is the NDF request form signed by all Council Member(s) appropriating funding?	
Request form: Is the funding proposed less than or <u>equal</u> to the request amount?	yes
Request form: Have all known Council or Staff relationships to the Agency been adequately disclosed on the cover sheet?	yes
Application Page 1: Has prior Metro funds committed/granted been disclosed?	yes
Application Page 1: Is the application properly signed and dated by authorized signatory?	yes
Application Page 3: Reimbursement funding – One or two boxes checked if any expenses are incurred before the grant award period. Is all required documentation included?	N/A
Application Pages 3 – 5: Is the proposed public purpose of the program well-documented?	yes
Application 4: Is there adequate documentation of how the proceeds of the fundraiser will be spent?	yes
Application Budget Page 6: Does the application budget reflect only the revenue and expenses of the project/program (page 6) if the request is not an operating budget request? Is all detail schedules included for “Metro, Non Metro and Total” expense funds for client assistance, community events & festivals and other expenses? And does the Non-Metro Revenue equal the Non-Metro expenses?	yes
Faith Based Organizations: Is the signed Faith Based Form signed and included?	N/A
Jefferson County Only: Will all funding be spent in Louisville/Jefferson County?	yes
Capital Project(s) request: Is the cost estimate(s) from proposed vendor(s) included?	N/A
Good Standing: Is the entity in good standing with: <ul style="list-style-type: none"> • Kentucky Secretary of State – include Secretary of State website information on organization • Louisville Metro Government – check OMB monthly report filed in Council Financial Reports • Internal Revenue Service – most recent Form 990 included 	yes
Separate Taxing Districts: If Metro funding is for a separate taxing district, is the funding appropriated for a program outside the legal responsibility of that taxing district?	NO
Small Cities: Is the resolution included agreeing to partner with Louisville Metro on the capital project? (IRS Determination letter not required, Form 990 not required, but KY SOS acknowledgement is)	NO
Operating Requests: Is recommended operating funding less than or equal to 33% of total operating budget?	yes
IRS Exempt Proof: Is proof of Tax Exempt status of 501(c) 3, 4, 6, 19, 1120-H included?	yes
Operating Budget: Is the organization’s current fiscal year operating budget included?	yes
Ordinance Required: Is the amount committed by Council members greater than \$5,000 to any one project/program within an organization in this fiscal year.	yes
Board Members: Is the entity’s board member list (with term length/term limits) included?	yes
Staff: Is a list of the highest paid staff included with their expected annual personnel costs?	yes
Annual Audit: Is the most recent annual audit (if required by organization) included?	N/A
Rent Requests: Is a copy of signed lease included?	N/A
Articles of Incorporation: Are the Articles of Incorporation of the organization included?	yes
IRS Form W-9: Is the IRS Form W-9 included?	yes
Evaluation Forms: Are the evaluation forms (if program participants are given evaluation forms) included?	N/A
Affirmative Action: Affirmative Action/Equal Employment Opportunity plan and/or policy statement included (if required by the organization)?	N/A
Prepared by: 	Date: 8-6-2014

Organization ID # 0084328

State of origin KY

Filing fee \$15.00

Commonwealth of Kentucky

Alison Lundergan Grimes, Secretary of State



0084328

Alison Lundergan Grimes
Secretary of State
P. O. Box 1150
Frankfort, KY 40602-1150
(502) 564-3490
<http://www.sos.ky.gov>

Amended 2014 Annual Report

ARA

Exact organization name and principal office address

HIGHLAND COMMERCE GUILD, INC.
P O BOX 4516
LOUISVILLE KY 40204

The principal office address and registered agent name/office address cannot be changed on this form. You can file online at app.sos.ky.gov/ftsearch or forms can be downloaded from our website.

Registered Agent and Registered Office Address

KENNETH J. BADER, ATTY
544 BAXTER AVE.
STE 200
LOUISVILLE, KY 40204

Principal Officers - List the name, address and title of all current officers. All organizations must list at least one (1) officer, even in the case of a sole officer. If not specified, officer addresses default to the principal office address. Corporations are required to list a Secretary or other officer serving as records custodian

President	<u>LARRY ROTHER</u>	_____
Secretary	<u>NICK MORRIS</u>	_____
Treasurer	<u>MARK ABRAMS</u>	_____
Vice President	<u>AARON GIHVAN</u>	_____

Directors - Non-profit corporations must have at least three (3) directors. All directors of the non-profit must be listed. If not specified, director addresses default to the principal office address.

<u>GEORGE TIMMERING</u>	_____
<u>NICK MORRIS</u>	_____
<u>BILL FOWLER</u>	_____
<u>MARY BETH ROTHER</u>	_____
<u>JIM GOODWIN</u>	_____

X

Signature of officer or chairman of the board (Required)

Title (Required)

Date (Required)

HIGHLAND COMMERCE GUILD, INC.**General Information**

Organization Number	0084328
Name	HIGHLAND COMMERCE GUILD, INC.
Profit or Non-Profit	N - Non-profit
Company Type	KCO - Kentucky Corporation
Status	A - Active
Standing	G - Good
State	KY
File Date	10/26/1977
Organization Date	10/26/1977
Last Annual Report	2/13/2014
Principal Office	P O BOX 4516 LOUISVILLE, KY 40204
Registered Agent	KENNETH J. BADER, ATTY 544 BAXTER AVE. STE 200 LOUISVILLE, KY 40204

Current Officers

President	<u>Larry Rother</u>
Vice President	<u>Aaron Gihvan</u>
Secretary	<u>Nick Morris</u>
Treasurer	<u>Mark Abrams</u>
Director	<u>George Timmering</u>
Director	<u>Nick Morris</u>
Director	<u>Bill Fowler</u>
Director	<u>Mary Beth Rother</u>
Director	<u>Jim Goodwin</u>
Director	<u>Mark Abrams</u>
Director	<u>Sue Mullins</u>

Individuals / Entities listed at time of formation

Director	<u>JACK KERSEY</u>
Director	<u>JOHN R. MOSS</u>
Director	<u>RALPH BRIDGERS</u>
Director	<u>MRS. JOHN H. BUFFAT (IDA</u>
Director	<u>WILLIAM GOODELL</u>
Incorporator	<u>JACK KERSEY</u>
Incorporator	<u>JOHN R. MOSS</u>
Incorporator	<u>RALPH BRIDGES</u>
Incorporator	<u>MRS. JOHN H. BUFFAT (IDA</u>
Incorporator	<u>WILLIAM GOODELL</u>

Annual report	6/21/2007 2:29:17 PM	6/21/2007
Annual report	4/3/2006 3:41:19 PM	4/3/2006
Annual report	6/9/1998	6/9/1998
Registered agent address change	6/9/1998	6/9/1998
Principal office change	5/7/1997	5/7/1997

Microfilmed Images

Microfilm images are not available online. They can be ordered by faxing a Request For Corporate Documents to the Corporate Records Branch at 502-564-5687.

Annual Report	5/28/2004	1 page
Annual Report	6/10/2003	1 page
Annual Report	3/28/2002	1 page
Annual Report	7/24/2001	1 page
Annual Report	6/16/2000	1 page
Annual Report	4/21/1999	1 page
Annual Report	6/26/1998	1 page
Statement of Change	6/9/1998	1 page
Annual Report	7/1/1997	1 page
Annual Report	7/1/1996	1 page
Annual Report	7/1/1995	1 page
Annual Report	7/1/1994	1 page
Annual Report	3/24/1993	1 page
Annual Report	3/16/1992	1 page
Annual Report	7/1/1991	1 page
Annual Report	7/1/1990	1 page
Annual Report	7/1/1989	1 page
Annual Report	5/4/1978	3 pages
Articles of Incorporation	10/26/1977	7 pages



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 1 – APPLICANT INFORMATION

Legal Name of Applicant Organization: **The Highland Commerce Guild**
(as listed on: <http://www.sos.ky.gov/business/records>)

Main Office Street & Mailing Address: P O Box 4516, Louisville, Kentucky 40204

Website: www.thehighlandsoflouisville.com, www.thehighlandcommerceguild.com

Applicant Contact:	Mark Abrams	Title:	Treasurer
Phone:	502-594-7372	Email:	markaabrams@gmail.com
Financial Contact:	Mark Abrams	Title:	Treasurer
Phone:	502-594-7372	Email:	markaabrams@gmail.com

Organization’s Representative who attended NDF Training: **Mark Abrams**

GEOGRAPHICAL AREA(S) WHERE PROGRAM ACTIVITIES ARE (WILL BE) PROVIDED

Program Facility Location(s): Bardstown Road and Baxter Avenue in the Highlands

Council District(s): District 8 **Zip Code(s):** 40204 and 40205

SECTION 2 – PROGRAM REQUEST & FINANCIAL INFORMATION

PROGRAM/PROJECT NAME: Annual Bardstown Road Aglow Festival

Total Request: (\$) \$6,000 **Total Metro Award (this program) in previous year: (\$)** \$6,000

- 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)

The Following are Required Attachments:

- | | |
|--|--|
| <ul style="list-style-type: none"> <input checked="" type="checkbox"/> IRS Exempt Status Determination Letter <input checked="" 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 type="checkbox"/> Cost estimates from proposed vendor if request is for capital expense | <ul style="list-style-type: none"> <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 |
|--|--|

For the current fiscal year ending June 30, list all funds appropriated and/or 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:	8th District, NDF, Graffiti Clean Up	Amount: (\$)	\$15,000
Source:	9th District, NDF Graffiti Clean Up	Amount: (\$)	\$5,000
Source:	8th District, NDF, Bardstown Road Aglow	Amount: (\$)	\$6000

Has the applicant contacted the BBB Charity Review for participation? Yes No

Has the applicant met the BBB Charity Review Standards? Yes No

Applicant’s Initials ma



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 3 – AGENCY DETAILS

Describe Agency's Vision, Mission and Services:

The Highland Commerce Guild is a business association for the Highlands of Louisville and District 8, in particular, and Metro Louisville, in general. Our purpose is to enhance and improve the business and social climate between the business community, neighborhoods, law enforcement and metro government. We foster community cooperation in solving problems. We encourage property maintenance, eliminate graffiti and litter.

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LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 4 – PROGRAM/PROJECT NARRATIVE

A: 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.):

This year will be the 29th Annual Bardstown Road Aglow Festival. It is held on the first Saturday of December, every year. This year it will be held December 6, 2014. This festival promotes business traffic and family fun in the Highlands of Louisville, particularly along the Bardstown Road and Baxter Avenue corridors. The event is open to all who choose to attend or participate. We encourage family participation by supplying Santa, Business Decoration Contest, Tree lighting, music and trolleys for all to enjoy.

B: Describe specifically how the funding will be spent including identification of funding to sub grantee(s):

The funding is used to promote the festival through advertising, posters, street banners, business decorating contest and professional musicians riding on trolley's and walking the streets.

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LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

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

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

Effective October 24, 2013, reimbursements should not be made unless an emergency can be demonstrated by the primary council sponsor. The funding request is a reimbursement of the following expenditures (attach invoices or proof of payment):

- ✓ 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 probably be incurred after the application date, but prior to the execution of 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.



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

E: 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:

The Bardstown Road Aglow Annual Festival provides a strong sense of community throughout the Highland neighborhoods and the business community. It brings thousands of neighbors and shoppers from throughout Metro Louisville onto the business corridors to enjoy the event. Businesses report significant increases in their business volume particularly during the event, but it also makes a great kick off for the holiday shopping season.

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/project specifically.

There is a strong collaborative relationship between the various businesses along the corridors to make Bardstown Road Aglow the #1 shopping and festive event of the year, with hopes of starting a successful holiday shopping season.

A handwritten signature in black ink, appearing to be "ma" followed by a stylized flourish.



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 5 – PROGRAM/PROJECT BUDGET SUMMARY

THE PROGRAM/PROJECT BUDGET SHOULD REALISTICALLY ESTIMATE WHAT AMOUNT IS NEEDED FROM METRO GOVERNMENT AND WHAT IS EXPECTED FROM OTHER SOURCES.

Program/Project Expenses	Column 1	Column 2	Column (1+2)=3
	Proposed Metro Funds	Non-Metro Funds	Total Funds
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	\$6,000	\$6,000	\$12,000
H: Program Materials		\$2,000	\$2000
I: Community Events & Festivals (Attach Detail List)			
J: Small Equipment			
K: Capital Equipment			
L: Other Expenses (Attach Detail List)			
*TOTAL PROGRAM/PROJECT FUNDS	\$6,000	\$8,000	\$14,000
% of Program Budget	43 %	57 %	100%

List funding sources for total program/project costs in Column 2, Non-Metro Funds:

Other State, Federal or Local Government	
United Way	
Private Contributions (do not include individual donor names)	
Fees Collected from Program Participants	\$8,000
Other (please specify)	
Total Revenue for Columns 2 Expenses **	\$8,000

*Total of Column 1 MUST match "Total Request on Page 1, Section 2"

**Must equal or exceed total in column 2.



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

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
<i>Total Value of In-Kind</i> (to match Program Budget Line Item. 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**

Agency Fiscal Year Start Date: January 2014

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:



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 6 – CERTIFICATIONS & ASSURANCES

By signing Section 7 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. Applicant understands 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. Applicant understands they must return to Louisville Metro any unexpended funds by July 31 following the Metro Louisville's fiscal year end.
8. Applicant understands they must 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.
11. Applicant understands if the grant agreement is not returned to Louisville Metro within 90 days of its mailing to the applicant, the approval is automatically revoked.

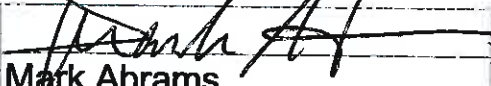
Standard Certifications

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.

SECTION 7 – CERTIFICATIONS & ASSURANCES

I certify under the penalty of law the information in this application (including, without limitation, "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 and have initialed each page of the application.

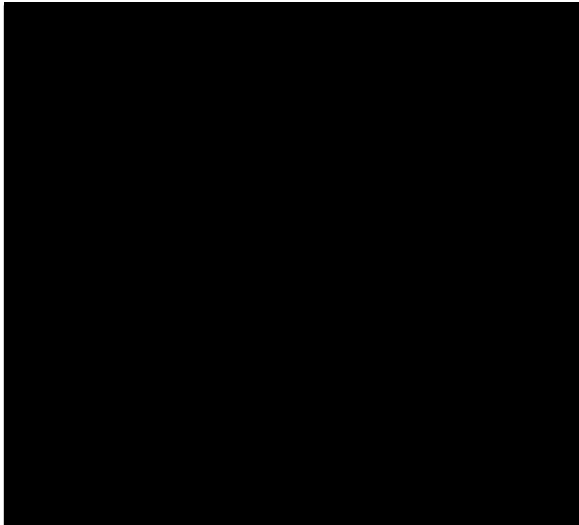
Signature of Legal Signatory:		Date:	7/27/2014
Legal Signatory: (please print):	Mark Abrams	Title:	Treasurer
Phone:	502-594-7372	Extension:	
Email:	markaabrams@gmail.com		

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

DEPARTMENT OF THE TREASURY

Date: JUL 12 1993

HIGHLAND COMMERCE GUILD INC
1140 CHEROKEE ROAD
LOUISVILLE, KY 40204



Dear Applicants:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(a) of the Internal Revenue Code as an organization described in the section indicated above.

Unless specifically excepted, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) for each employee to whom you pay \$100 or more during a calendar year. And, unless excepted, you are also liable for tax under the Federal Unemployment Tax Act for each employee to whom you pay \$50 or more during a calendar quarter if, during the current or preceding calendar year, you had one or more employees at any time in each of 20 calendar weeks or you paid wages of \$1,500 or more in any calendar quarter. If you have any questions about excise, employment, or other Federal taxes, please address them to this office.

If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status. In the case of an amendment to your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, you should inform us of all changes in your name or address.

In the heading of this letter we have indicated whether you must file Form 990, Return of Organization Exempt From Income Tax. If Yes is indicated, you are required to file Form 990 only if your gross receipts each year are normally more than \$25,000. However, if you receive a Form 990 package in the mail, please file the return even if you do not exceed the gross receipts test. If you are not required to file, simply attach the label provided, check the box in the heading to indicate that your annual gross receipts are normally \$25,000 or less, and sign the return.

If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. A penalty of \$10 a day is charged when a return is filed late, unless there is reasonable cause for

Letter 948 (DU/CG)

HIGHLAND COMMERCE GUILD INC

the delay. However, the maximum penalty charged cannot exceed \$5,000 or 5 percent of your gross receipts for the year, whichever is less. This penalty may also be charged if a return is not complete, so please be sure your return is complete before you file it.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

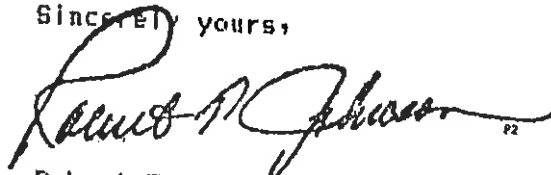
You need an employer identification number even if you have no employees. If an employer identification number has not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

If we have indicated in the heading of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

Because this letter could help resolve any questions about your exempt status, you should keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,



Robert T. Johnson
District Director

2014 Bardstown Road Aglow Projected Budget

Aglow Banner Installation	\$400
Storage for Aglow Materials	\$800
Pictures with Santa	\$250
Event Coordination	\$2,000
Event Decoration Contest	\$600
Event Decorations and Candy	\$825
Event Trolley Service/Limo	\$900
Event Entertainment	\$875
Event Printing/Postage/Banners	\$2,000
Event Advertising	\$5,000
Bardstown Road Aglow - Other	\$350
	\$14,000

2014 Highland Commerce Guild Board Members and Officers

Larry Rother	President	2013 - 2015	no term limits
Aaron Givhan	Vice President	2013-2015	no term limits
Mark Abrams	Treasurer	2013-2015	no term limits
Mary Beth Rother	Secretary	2013-2015	no term limits
George Timmering	Immediate Past President		
Nick Morris	Board Member		no term limits
Jim Goodwin	Board Member		no term limits
Sue Mullins	Board Member		no term limits



Phone: 502-259-2000

STATEMENT

Page 1 of 3	
Account Number 2058367	
Statement Period	
From	05/01/14
To	05/31/14

*****AUTO**SCH 5-DIGIT 40202
1773 0.7780 AV 0.381 6 1 125



HIGHLAND COMMERCE GUILD, INC.
PO BOX 4516
LOUISVILLE KY 40204-0516



**Free Small Business Checking
Operating Account**

Highland Commerce Guild, Inc
George Timmering

Beginning Balance as of 05/01/14	27,301.32
Deposits & Other Credits	1,160.36
Checks & Other Debits	982.70
Average Balance	27,789.84
Ending Balance as of 05/31/14	27,478.98

• **Transaction Information**

Date	Check #	Description	Amount
05/05		Deposit	210.00
05/06		ACH Deposit TRANSFER PAYPAL	292.20
05/08		ACH Deposit TRANSFER PAYPAL	263.16
05/08		Returned Deposit Item	20.00-
05/08		Returned Deposited Item Fee	10.00-
05/09		Deposit	170.00
05/19		Deposit	150.00
05/27		Deposit	75.00

• **Check Summary**

Date	Check #	Amount	Date	Check #	Amount
05/12	1660	40.20	05/22	1662	600.00
05/20	1661	12.50	05/22	1663	300.00

• **Daily Balance Information**

Date	Balance	Date	Balance	Date	Balance
05/05	27,511.32	05/09	28,206.68	05/20	28,303.98
05/06	27,803.52	05/12	28,166.48	05/22	27,403.98
05/08	28,036.68	05/19	28,316.48	05/27	27,478.98

Return of Organization Exempt From Income Tax

2013

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

Do not enter Social Security numbers on this form as it may be made public. Information about Form 990 and its instructions is at www.irs.gov/form990.

Open to Public Inspection

Department of the Treasury Internal Revenue Service

A For the 2013 calendar year, or tax year beginning 2013, and ending 2013

B Check if applicable: Address change, Name change, Initial return, Terminated, Amended return, Application pending. C Name of organization Highland Commerce Guild Inc. Doing Business As. Number and street (or P.O. box if mail is not delivered to street address) PO Box 4516. Room/suite. E Telephone number 61,650. City or town, state or province, country, and ZIP or foreign postal code Louisville, KY 40204. F Name and address of principal officer: Lawrence Rother Same as C above. H(a) Is this a group return for subordinates? Yes No. H(b) Are all subordinates included? Yes No. H(c) Group exemption number. I Tax-exempt status: 501(c)(3) 501(c)(6) 4947(a)(1) or 527. J Website: highlandcommerceguild.com. K Form of organization: Corporation Trust Association Other. L Year of formation: 1977. M State of legal domicile: KY.

Part I Summary

Table with 3 columns: Description, Prior Year, Current Year. Rows include: 1 Briefly describe the organization's mission... 2 Check this box... 3 Number of voting members... 4 Number of independent voting members... 5 Total number of individuals employed... 6 Total number of volunteers... 7a Total unrelated business revenue... 7b Net unrelated business taxable income... 8 Contributions and grants... 9 Program service revenue... 10 Investment income... 11 Other revenue... 12 Total revenue... 13 Grants and similar amounts paid... 14 Benefits paid... 15 Salaries... 16a Professional fundraising fees... 16b Total fundraising expenses... 17 Other expenses... 18 Total expenses... 19 Revenue less expenses... 20 Total assets... 21 Total liabilities... 22 Net assets or fund balances.

Part II Signature Block

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

Sign Here: Signature of officer Lawrence Rother, President. Date 6-7-14. Type or print name and title Lawrence Rother, President.

Paid Preparer Use Only: Print/Type preparer's name Robert R Eagle, CPA. Preparer's signature. Date 05-30-2014. Check self-employed. PTIN P01072913. Firm's name Eagle and Company CPAs, PSC. Firm's address 4400 Breckenridge Lane Suite 151 Louisville KY 40218. Firm's EIN. Phone no. 502-458-8610.

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: To foster a sense of community cooperation in solving problems of the geographic area and encourage property upkeep and maintenance in the area.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? No

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

4a (Code:) (Expenses \$ 13,511 including grants of \$) (Revenue \$ 24,795) Bardstown Road Aglow, encouraging merchant, church, and community group participation in this annual holiday event.

4b (Code:) (Expenses \$ 22,658 including grants of \$) (Revenue \$ 24,500) The Guild participates in a Grafitti Abatement program, removing unsightly grafitti from area public structures.

4c (Code:) (Expenses \$ 2,465 including grants of \$) (Revenue \$ 1,775) To provide a community forum relating to governmental and civic issues through a regularly scheduled community luncheon program, meeting with the mayor and city councilmen.

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

4e Total program service expenses 38,634

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A		X
2	Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI		X
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		X
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		X
e	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		X
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		X
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20a	Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Checklist of Required Schedules (continued)

	Yes	No
organization report more than \$5,000 of grants or other assistance to any domestic organization or person on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	X
organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	X
organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	X
organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b and 24d and complete Schedule K. If "No," go to line 25a	24a	X
organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
organization maintain an escrow account other than a refunding escrow at any time during the year to secure any tax-exempt bonds?	24c	
organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
organization a 501(c)(3) and 501(c)(4) organization. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	
organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b	
organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II	26	X
organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled family member of any of these persons? If "Yes," complete Schedule L, Part III	27	X
organization a party to a business transaction with one of the following parties (see Schedule L, Part III for instructions for applicable filing thresholds, conditions, and exceptions):		
current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a	X
family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	X
family member of which a current or former officer, director, trustee, or key employee (or a family member thereof) is an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c	X
organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	X
organization receive contributions of art, historical treasures, or other similar assets, or qualified investment contributions? If "Yes," complete Schedule M	30	X
organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31	X
organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32	X
organization own 100% of an entity disregarded as separate from the organization under Regulations 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33	X
organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, and Part V, line 1	34	X
organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X
organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b	X
organization a 501(c)(3) organization. Did the organization make any transfers to an exempt non-charitable organization? If "Yes," complete Schedule R, Part V, line 2	36	
organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part V, line 3	37	X
organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 11c. All Form 990 filers are required to complete Schedule O	38	X

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
1a			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1b			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
1c			
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
2a			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
2b			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
3a			
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O		
3b			
4a	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)?		X
4a			
b	If "Yes," enter the name of the foreign country: <input type="text"/> See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5a			
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5b			
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?		
5c			
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
6a			
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
6b			
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
7a			
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7b			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7c			
d	If "Yes," indicate the number of Forms 8282 filed during the year		
7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7e			
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7f			
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		X
7g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		X
7h			
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
8			
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		X
9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?		X
9b			
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12		
10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
10b			
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders		
11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
11b			
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12a			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
12b			
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13a			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
13b			
c	Enter the amount of reserves on hand		
13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14a			
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		
14b			

Part VI

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

Check if Schedule O contains a response or note to any line in the Part VI

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	1a	12	
b	Enter the number of voting members included in line 1a, above, who are independent	1b	12	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
6	Did the organization have members or stockholders?	6	X	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	X	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	X	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		X

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

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

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed ▶
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization:
 ▶ **Mark Abrams , 2000 Lancashire Avenue, Louisville, KY 40205**

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Lawrence Rother President	12.00			X			0	0	0	
(2) Aaron Givan Vice President	12.00			X			0	0	0	
(3) Mark Abrams Treasurer	12.00			X			0	0	0	
(4) Mary Beth Rother Secretary	12.00			X			0	0	0	
(5) -----										
(6) -----										
(7) -----										
(8) -----										
(9) -----										
(10) -----										
(11) -----										
(12) -----										
(13) -----										
(14) -----										

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) -----										
(16) -----										
(17) -----										
(18) -----										
(19) -----										
(20) -----										
(21) -----										
(22) -----										
(23) -----										
(24) -----										
(25) -----										
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)							0	0	0	

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

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation

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

Part VIII **Statement of Revenue**

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns					
	1b	Membership dues	9,790				
	1c	Fundraising events					
	1d	Related organizations					
	1e	Government grants (contributions)					
	1f	All other contributions, gifts, grants, and similar amounts not included above					
	g	Noncash contributions included in lines 1a-1f: \$					
	h	Total. Add lines 1a-1f		9,790			
Program Service Revenue	2a <u>Bardstown Road Aglow</u>		Business Code				
				24,795	24,795		
	b <u>Graffiti Abatement</u>			24,500	24,500		
	c <u>Mayors Luncheon Series</u>			1,775	1,775		
	d						
	e						
	f	All other program service revenue					
g	Total. Add lines 2a-2f		51,070				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)					
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6a	Gross rents	(i) Real				
			(ii) Personal				
	b	Less: rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)					
	7a	Gross amount from sales of assets other than inventory	(i) Securities				
			(ii) Other				
	b	Less: cost or other basis and sales expenses					
	c	Gain or (loss)					
	d	Net gain or (loss)					
8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
b	Less: direct expenses	b					
c	Net income or (loss) from fundraising events						
9a	Gross income from gaming activities. See Part IV, line 19	a					
b	Less: direct expenses	b					
c	Net income or (loss) from gaming activities						
10a	Gross sales of inventory, less returns and allowances	a					
b	Less: cost of goods sold	b					
c	Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11a	<u>Event Participation Fee</u>		790	790			
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d		790				
12	Total revenue. See instructions		61,650	51,860	0	0	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal	15		15	
c Accounting	390		390	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)				
12 Advertising and promotion	3,416		3,416	
13 Office expenses	2,068		2,068	
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance	403		403	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a Bardstown Road Aglow	13,511	13,511		
b HCG Cleanup Project	22,658	22,658		
c Luncheon Program	2,465	2,465		
d Bardstown Bound	4,628	4,628		
e All other expenses	6,802		6,802	
25 Total functional expenses. Add lines 1 through 24e	56,356	43,262	13,094	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	21,460	1	26,754
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net		4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a		
	b Less: accumulated depreciation	10b		10c
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)		21,460	16	26,754
Liabilities	17 Accounts payable and accrued expenses		17	
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25		0	26
Net Assets of Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	21,460	27	26,754
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	21,460	33	26,754	
34 Total liabilities and net assets/fund balances	21,460	34	26,754	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	61,650
2	Total expenses (must equal Part IX, column (A), line 25)	2	56,356
3	Revenue less expenses. Subtract line 2 from line 1	3	5,294
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	21,460
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	26,754

Part XII Financial Statements and Reporting

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

	Yes	No
1 Accounting method used to prepare the Form 990: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990-EZ)

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.

OMB No. 1545-0047

2013

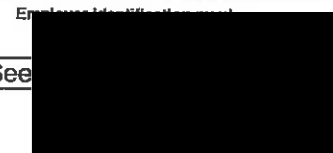
Department of the Treasury
Internal Revenue Service

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

Open to Public
Inspection

Name of the organization

Highland Commerce Guild Inc



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 to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box 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-Non-functionally integrated
- 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 it 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
11g(i)		
11g(ii)		
11g(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 col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

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

Schedule A (Form 990 or 990-EZ) 2013

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

Section A. Public Support

Table with 7 columns: Calendar year (or fiscal year beginning in), (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: Calendar year (or fiscal year beginning in), (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc.

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

Section C. Computation of Public Support Percentage

Table with 3 columns: Line number, Description, and Percentage. Rows include: 14 Public support percentage for 2013; 15 Public support percentage from 2012 Schedule A, Part II, line 14; 16a 33 1/3% support test - 2013; 16b 33 1/3% support test - 2012; 17a 10%-facts-and-circumstances test - 2013; 17b 10%-facts-and-circumstances test - 2012; 18 Private foundation.

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

Table with 7 columns: Calendar year (or fiscal year beginning in), (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or bus. under sec 513; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total. Add lines 1 through 5; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: Calendar year (or fiscal year beginning in), (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 13 Total support. (Add lines 9, 10c, 11, and 12.); 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, Amount, Percentage. Row 15: Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f)) - 15 - %. Row 16: Public support percentage from 2012 Schedule A, Part III, line 15 - 16 - %.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, Amount, Percentage. Row 17: Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f)) - 17 - %. Row 18: Investment income percentage from 2012 Schedule A, Part III, line 17 - 18 - %.

- 19a 33 1/3% support tests - 2013. 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 - 2012. 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)

Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

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

OMB No. 1545-0047

2013

Open to Public

on
member



Highland Commerce Guild Inc

01. Members or stockholder classes and rights (Part VI, line 7a)

The organization is open for membership to proprietary businesses and organization.

Members have the right to vote upon all issues brought before the Guild.

02. Member election for additional members (Part VI, line 7a)

Members have full voting rights to elect officers of the Guild.

03. Governing body decisions (Part VI, line 7b)

All matters brought before the Guild are voted upon by its members.

04. Form 990 governing body review (Part VI, line 11)

Prepared Form 990 is submitted to the treasurer. Treasurer reviews with members before approving and signing.

05. Governing documents, etc, available to public (Part VI, line 19)

All documents are available to the public upon written request.

06. List of other expenses (Part IX, line 24e)

Street Banners, Annual Dinner Meeting Expenses, and Charitable Donations.

Statement of Program Service Accomplishments

2013 01

Name(s) as shown on return

Your Social Security Number

Highland Commerce Guild Inc



Form 990, Part III(a)

Program Service Code	
Program Service Expenses	\$0
Grants and allocations included in above expense	\$0
Program Services Revenue	\$0

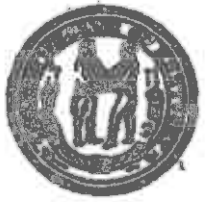
Explanation

Providing support to increase pedestrian traffic in the Bardstown Road corridor. The program, Bardstown Bound, is supported by the Guild and efforts are made to publicize the business development within the geographic area.

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF INCORPORATION OF NON-STOCK, NON-PROFIT CORPORATION

I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky certify that there has been delivered to my office articles of incorporation of HIGHLAND COMMERCE GUILD, INC.

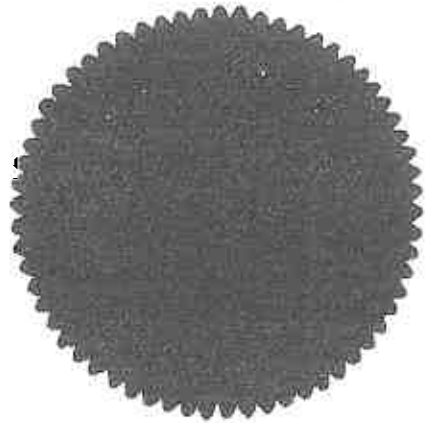
The name and address of the registered agent of this corporation is DAVID K. KAREM, ATTORNEY

NAME 564 LINCOLN FEDERAL BUILDING

STREET ADDRESS LOUISVILLE, KENTUCKY 40202

CITY, STATE

NOW, THEREFORE, finding that these articles of incorporation conform to law and that all fees therefore having been paid as prescribed by law, I, DREXELL R. DAVIS, Secretary of State, issue this Certificate of Incorporation.



Issued this 26th day of OCTOBER, 19 77,
at Frankfort, Kentucky.

Drexell R. Davis

SECRETARY OF STATE

SECRETARY OF STATE

ADJUTANT SECRETARY OF STATE

ORIGINAL COPY FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

OCT 26 1977

Dwight P. Davis
SECRETARY OF STATE

ARTICLES OF INCORPORATION OF THE
HIGHLAND COMMERCE GUILD, INC.

SECRETARY OF STATE
RECEIVED
OCT 26 1977
OK 84.00
Commonwealth of Kentucky

75989

The undersigned, the majority of whom are citizens of the United States, desiring to form a non-profit corporation under the non-profit corporation law of the State of Kentucky do hereby certify:

ARTICLE I

The name of the corporation shall be the HIGHLAND COMMERCE GUILD, INC.

ARTICLE II

Unless sooner terminated as provided by law, the corporation shall have perpetual existence from the time the certificate of incorporation has been issued by the Secretary of the State of Kentucky.

ARTICLE III

The objects and purpose of the HIGHLAND COMMERCE GUILD, INC., hereinafter called the Guild, shall be:

- (a) To foster a sense of community cooperation in solving problems of the area.
- (b) To enhance and improve the business and social climate within the geographic area of its activity.
- (c) To encourage residential and business property upkeep in the area.
- (d) To eliminate vandalism and litter in the area.
- (e) To encourage better police protection in the area.

(f) To improve traffic flow and traffic law enforcement in the area.

(g) To be concerned with youth problems of the area.

(h) To insure a reasonable and adequate zoning scheme for the area.

(i) To cooperate with all area church groups, school groups, and neighborhood groups to insure total community involvement in problem situations of the area.

(j) To encourage a spirit of friendliness in the area.

(k) Any other activities to promote the common good and general welfare of the people in the community unless these activities are excluded by IRC Sec. 501 (c) (4) (6) or IRS Regulation.

ARTICLE IV

(4.1) Said Guild is organized exclusively for the promotion of social and civic welfare as described in IRC Sec. (501) (c) (4) (6). In view of that fact; no part of the net earnings of the association shall inure to the benefit of, or be distributable, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

(4.2) No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation (unless the social welfare and civic objective require legislation as per the regulations concerning IRC Sec.

501 (c) (4) (6), or intervene in any political campaign on behalf of any candidate for public office.

(4.3) Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c) (4) (6) of the Internal Revenue Code of 1954.

(4.4) Upon the dissolution of the association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the association, dispose of all the assets of the association exclusively for the purpose of the association in such manner, or to such organization or organizations, organized and operated exclusively for social welfare or civic purposes as shall at the time qualify as exempt organization or organizations under Section 501 (c) (4) (6) Internal Revenue Code of 1954, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principle office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

(5.1) The registered office and place of business of the corporation shall be:

(5.2) The name and address of its Resident Agent for the

service of process shall be:

David K. Karem, Attorney
564 Lincoln Federal Building
Louisville, Kentucky 40202

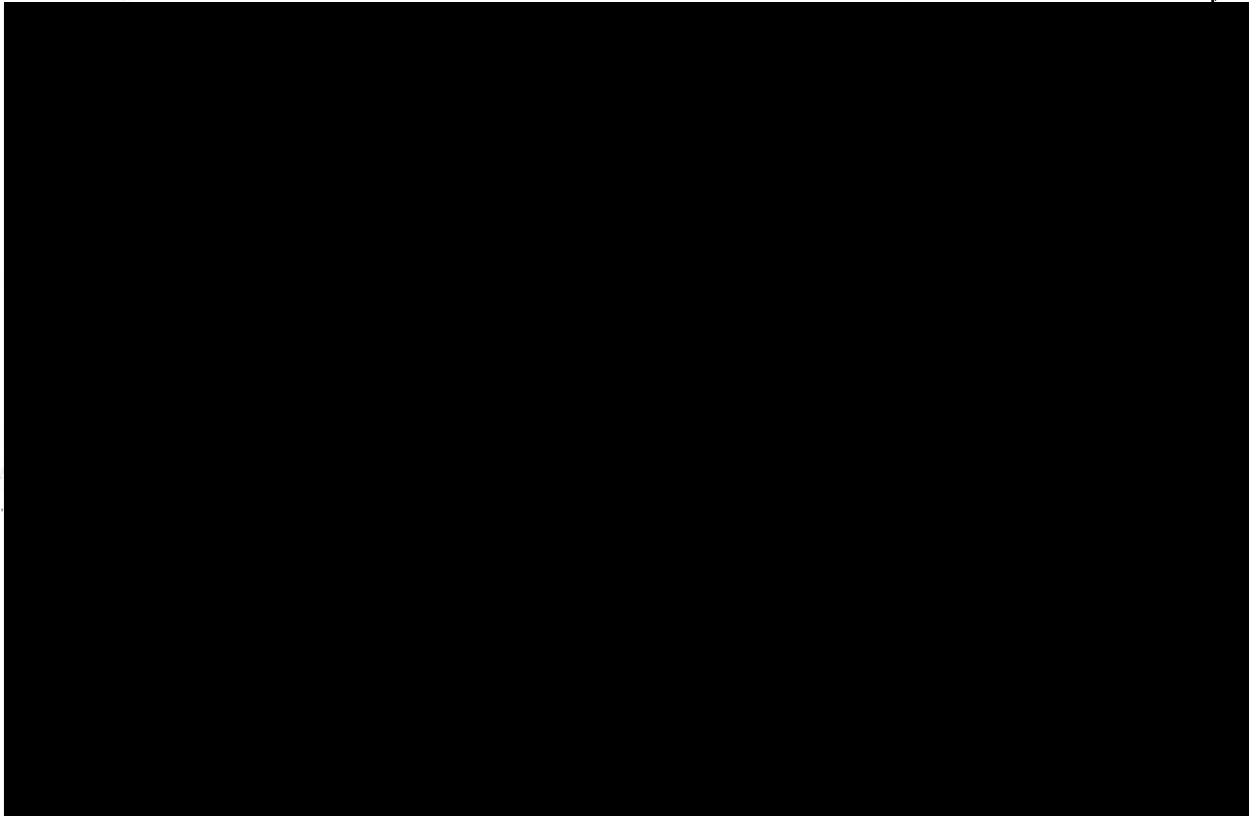
ARTICLE VI

The officers, directors, or members of the Guild shall not be personally liable for the payment of debts, liabilities or obligations of the Guild to any extent whatsoever.

ARTICLE VII

(7.1) The initial Board of Directors shall consist of eight directors.

(7.2) The following individuals will serve in the capacity of directors until the selection of their successors:



24 day of 02, 1977, by Ralph Bridgers, Mrs.
John H. (Ida) Buffat, William Goodell, Jack Kersey, John R. Moss,
Mrs. James Olds, Patrick M. Payne and Ray Barrett.

Notary Public, State at Large, Ky.

My commission expires September 2, 1981.

My commission expires: _____

Daniel K Kersey

NOTARY PUBLIC, STATE AT LARGE, KY

**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)
HIGHLAND COMMERCE GUILD INC.

Business name/disregarded entity name, if different from above

Check appropriate box for federal tax classification:
 Individual/sole proprietor C Corporation S Corporation Partnership Trust/estate

Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶

Other (see instructions) ▶

Address (number, street, and apt. or suite no.)
2000 LANCASTER AVE #304

City, state, and ZIP code
Louisville Ky 40205

List account number(s) here (optional)

Requester's name and address (optional)

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on the "Name" line 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

--	--	--	--	--	--	--	--	--	--

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

Employer identification number

Part II Certification

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued).
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I am a resident alien, sole proprietor, or disregarded entity, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
- 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 ▶ [Signature] Treasurer Date ▶ 3-6-13

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:

- Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
- Certify that you are not subject to backup withholding, or
- 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.

**Highland Commerce Guild
Profit & Loss
January through December 2013**

	Jan - Dec 13
St Patrick's Day Parade	
Event Decorations/Candy	252.34
St Patrick's Day Parade - Other	148.95
Total St Patrick's Day Parade	401.29
Annual Dinner	
Event Decorations	7.75
Event Catering/Food	534.77
Event Location Rental	180.00
Annual Dinner - Other	303.00
Total Annual Dinner	1,025.52
Bardstown Road Aglow	
Aglow banner installation	330.00
Storage for Aglow	800.00
Event Coordination	2,000.00
Event Decorating Contest	595.40
Event Decorations/Candy	926.63
Event Trolley Service/Limo	880.00
Event Entertainment	875.00
Event Printing/Postage/Banner	2,017.55
Event Advertising	4,807.80
Bardstown Road Aglow - Other	378.70
Total Bardstown Road Aglow	13,511.08
Total Event Expenses	21,004.70
General Expenses	
Office Expenses	353.62
Monthly Meeting	679.87
Secretary of State Filing Fee	15.00
Credit Card Service Fees	15.90
Accounting	390.00
Liability Insurance	403.32
PO box #4516	224.00
Total General Expenses	2,081.71
Membership Printing/Postage	794.45

Highland Commerce Guild
Profit & Loss
January through December 2013

	Jan - Dec 13
Ordinary Income/Expense	
Income	
void	0.00
Event Participation Fees	
Annual Dinner	690.00
Luncheon Series	
Mayor's Lunch	965.00
Councilman's Lunch	810.00
Total Luncheon Series	1,775.00
Bardstown Bound	2,890.00
Bardstown Road Aglow	
Sponsorships	160.00
Bardstown Road Aglow - Other	21,695.00
Total Bardstown Road Aglow	21,855.00
Event Participation Fees - Other	100.00
Total Event Participation Fees	27,310.00
Grants	
Clean-Up Program	11,750.00
Grants - Other	12,750.00
Total Grants	24,500.00
Membership Dues	9,840.00
Total Income	61,650.00
Expense	
Visitor Guide Advertising	1,000.00
Street Banners	2,381.30
Reconciliation Discrepancies	35.13
Event Expenses	
Art Contest	10.80
Bardstown Bound	
Event Coordination	3,955.00
Event Advertising	661.70
Total Bardstown Bound	4,616.70
Luncheon Series	
Event Catering/Food	689.95
Event Advertising	
Councilman's Lunch	599.36
Total Event Advertising	599.36
Event Location Rental	150.00
Total Luncheon Series	1,439.31

Highland Commerce Guild
 Balance Sheet
 As of December 31, 2013

	Dec 31, 13	Dec 31, 12
ASSETS		
Current Assets		
Checking/Savings	8,561.23	6,659.51
CB&T - HCG Clean-Up Account	18,242.79	14,850.08
Commonwealth Bank Checking	26,804.02	21,509.59
Accounts Receivable	-1,131.43	-1,131.43
paypal receivables transfer	-100.00	-100.00
Unpaid Invoices	-1,231.43	-1,231.43
Total Accounts Receivable	25,572.59	20,278.16
Total Current Assets	25,572.59	20,278.16
TOTAL ASSETS	25,572.59	20,278.16
LIABILITIES & EQUITY		
Equity		
Opening Bal Equity	2,718.74	2,718.74
Retained Earnings	17,559.42	25,926.24
Net Income	5,294.43	-8,366.82
Total Equity	25,572.59	20,278.16
TOTAL LIABILITIES & EQUITY	25,572.59	20,278.16

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Accrual Basis

Highland Commerce Guild
Profit & Loss
January through December 2013

	Jan - Dec 13
HCG Clean-up Program	
truck mileage reimbursement	770.00
Clean Up Program Supplies	1,152.36
Clean Up Program Labor	18,886.00
HCG Clean-up Program - Other	1,839.92
Total HCG Clean-up Program	22,668.28
Charitable Donations	650.00
Total Expense	50,605.57
Net Ordinary Income	11,044.43
Other Income/Expense	
Other Expense	5,750.00
Other Expenses	5,750.00
Total Other Expense	-5,750.00
Net Other Income	
Net Income	5,294.43