

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

**Applicant/Program:** Challenger Center for Space Science Education

**Executive Summary of Request:**

\$5,000 to 2014 Annual Conference for Challenger Learning Center  
Held in Louisville, KY.

\$15,000 for Challenger Learning Center for space science education  
at Academy at Shawnee High School to fund missions for at risk schools

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.

9  
District #

Tina Ward-Pugh  
Primary Sponsor Signature

\$10,000 -  
Amount

07/16/14  
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.

N/A Tina

**Approved by:**

\_\_\_\_\_  
Appropriations Committee Chairman

\_\_\_\_\_  
Date

**Clerk's Office Only:**

Request Amount: \_\_\_\_\_ Committee Amended Appropriation: \_\_\_\_\_

Original Appropriation: \_\_\_\_\_ Council Amended Appropriation: \_\_\_\_\_

OFFICE OF METRO COUNCIL CLERK  
REVIEWED

DATE 7.23.14 TIME 4:23 pm

**Applicant/Program:**  
**Challenger Center for Space Science Education**

### Additional Disclosure and Signatures

#### Additional Council Office Disclosure

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

5 District #      Cheri B. Hamilton Council Member Signature      \$2,500 Amount      7-17-14 Date

13 District #      Vicki Aubrey Welch Council Member Signature      \$500<sup>00</sup> Amount      7-17-14 Date

3 District #      Marye Hooking Council Member Signature      \$300.00 Amount      7-17-14 Date

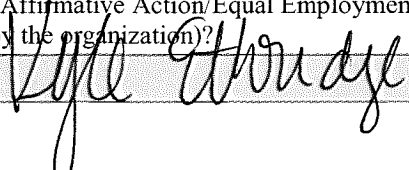
14 District #      Cindi Jensen Council Member Signature      \$200.00 Amount      7/17/14 Date

02 District #      Barbara Shanklin Council Member Signature      \$300.00 Amount      7/17/14 Date

\_\_\_\_ District #      \_\_\_\_\_ Council Member Signature      \_\_\_\_\_ Amount      \_\_\_\_\_ Date

\_\_\_\_ District #      \_\_\_\_\_ Council Member Signature      \_\_\_\_\_ Amount      \_\_\_\_\_ Date

## NDF NON-PROFIT APPLICATION CHECKLIST

<b>Legal Name of Applicant Organization: Challenger Center for Space Science Education</b>	
Program Name: <b>2014 Challenger Conference &amp; Challenger Learning Center</b> Request Amount: <b>\$20,000</b>	Yes/No/NA
<b>Request form:</b> Is the NDF request form signed by all Council Member(s) appropriating funding?	Yes
<b>Request form:</b> Is the funding proposed less than or equal to the request amount?	Yes
<b>Request form:</b> Have all known Council or Staff relationships to the Agency been adequately disclosed on the cover sheet?	Yes
<b>Application Page 1:</b> Has prior Metro funds committed/granted been disclosed?	n/a
<b>Application Page 1:</b> Is the application properly signed and dated by authorized signatory?	Yes
<b>Application Page 3:</b> Reimbursement funding – One or two boxes checked if any expenses are incurred before the grant award period. Is all required documentation included?	n/a
<b>Application Pages 3 – 5:</b> Is the proposed public purpose of the program well-documented?	Yes
<b>Application 4:</b> Is there adequate documentation of how the proceeds of the fundraiser will be spent?	n/a
<b>Application Budget Page 6:</b> 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
<b>Faith Based Organizations:</b> Is the signed Faith Based Form signed and included?	n/a
<b>Jefferson County Only:</b> Will all funding be spent in Louisville/Jefferson County?	Yes
<b>Capital Project(s) request:</b> Is the cost estimate(s) from proposed vendor(s) included?	n/a
<b>Good Standing:</b> Is the entity in good standing with: <ul style="list-style-type: none"> <li>• Kentucky Secretary of State – include Secretary of State website information on organization</li> <li>• Louisville Metro Government – check OMB monthly report filed in Council Financial Reports</li> <li>• Internal Revenue Service – most recent Form 990 included</li> </ul>	?
<b>Separate Taxing Districts:</b> If Metro funding is for a separate taxing district, is the funding appropriated for a program outside the legal responsibility of that taxing district?	n/a
<b>Small Cities:</b> 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)	n/a
<b>Operating Requests:</b> Is recommended operating funding less than or equal to 33% of total operating budget?	n/a
<b>IRS Exempt Proof:</b> Is proof of Tax Exempt status of 501(c) 3, 4, 6, 19, 1120-H included?	Yes
<b>Operating Budget:</b> Is the organization’s current fiscal year operating budget included?	Yes
<b>Ordinance Required:</b> Is the amount committed by Council members greater than \$5,000 to any one project/program within an organization in this fiscal year.	Yes
<b>Board Members:</b> Is the entity’s board member list (with term length/term limits) included?	Yes
<b>Staff:</b> Is a list of the highest paid staff included with their expected annual personnel costs?	Yes
<b>Annual Audit:</b> Is the most recent annual audit (if required by organization) included?	Yes
<b>Rent Requests:</b> Is a copy of signed lease included?	n/a
<b>Articles of Incorporation:</b> Are the Articles of Incorporation of the organization included?	Yes
<b>IRS Form W-9:</b> Is the IRS Form W-9 included?	Yes
<b>Evaluation Forms:</b> Are the evaluation forms (if program participants are given evaluation forms) included?	n/a
<b>Affirmative Action:</b> Affirmative Action/Equal Employment Opportunity plan and/or policy statement included (if required by the organization)?	n/a
<b>Prepared by:</b> 	<b>Date:</b> 07/16/14





## LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

### SECTION 3 – AGENCY DETAILS

#### Describe Agency's Vision, Mission and Services:

##### Our Mission

Engage students and teachers in dynamic, hands-on exploration and discovery opportunities that strengthen knowledge in science, technology, engineering, and mathematics (STEM), inspire students to pursue careers in these fields, and provide an outlet to learn and apply important life skills.

##### Our Vision

Build a scientifically literate public and shape our future leaders to help improve quality of life across the globe – not just through pragmatic teaching, but by the power of vision, inspiration, and innovation.

##### Our History

On January 28, 1986, the seven crew members of the Space Shuttle Challenger/STS-51L "Teacher in Space" mission set out to broaden educational horizons and advance scientific knowledge. Their mission exemplified man's noblest and most wondrous qualities – to explore, discover, and teach. To the nation's shock and sorrow, their Space Shuttle exploded 73 seconds after liftoff.

In the aftermath of the Challenger accident, the crew's families came together, firmly committed to the belief that they must carry on the spirit of their loved ones by continuing the Challenger crew's educational mission. In April 1986, they created Challenger Center for Space Science Education (Challenger Center).

They envisioned a place where children, teachers and citizens alike could touch the future: manipulate equipment, conduct experiments, solve problems, and work together-immersing themselves in space-like surroundings. The goal: to spark youth interest and joy in science and engineering; a spark that could change their lives. The result: the creation of a Challenger Learning Center.

##### Today

The first Challenger Learning Center opened in Houston in August 1988. Today, there are more than 40 Learning Centers in the U.S., Canada, South Korea, and the United Kingdom. Collectively, these centers reach more than 400,000 middle-school aged students and 40,000 teachers each year. Since 1986, Challenger Center has impacted more than 4 million students. It maintains strong partnerships with NASA, other federal agencies, universities and the aerospace industry who help keep curriculum current.

At each Learning Center, including three Centers in Kentucky, students get the opportunity to explore the world around them through more than 20 hands-on and virtual activities. Students work in teams to complete a simulated mission to space. During this mission, students will work with robotic arms, chemical compounds, engineer a space probe, measure biometrics, analyze real NASA and NOAA data, and apply 21st century skills to solve problems and complete the mission. Students are able to try different career paths through fully-immersed role-playing. They have a chance to become astronauts, engineers, analysts, communication directors, medical teams, and other professionals through out the mission. The goal is to expose them to a variety of future career paths and inspire them to pursue STEM studies.

Our Centers focus on students between 5th-8th grade. Studies have shown that students are most likely to disengage from STEM studies about this age because it becomes less hands-on, too hard, or boring. Challenger Centers exists to spark new enthusiasm for STEM by bridging the gap between theory and application for students and showing them the options for their future that are fun and interesting! A 2011 Mclean report linked Challenger Learning Centers to decisions in STEM career paths for previous students over the last 28 years.

##### Kentucky

We have three Challenger Learning Centers in Kentucky.

Our Challenger Center-Louisville at Shawnee Academy seeks to serve students from Jefferson County Public Schools and is housed in an at-risk, under-served minority youth school. This Center gives these students a unique experience to work with technology that they may not otherwise see until University (if they are able to attend higher education). They focus on aerospace technology and skills to help prepare local students for the aerospace industry in Louisville.

Our Center in Paducah focuses on the river ecosystem in their areas and our Center in Hazard, looks to prepare students for the local coal industry.



## 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.):**

**Conference**

The 2014 Annual Conference for Challenger Learning Centers brings together more than 42 Challenger Learning Centers from across the world, with leading science and space industry professionals. Each year the Conference brings astronauts, aerospace industry, science experts, educators and other exciting industry leaders to the hosting community.

This year the Louisville Conference will feature speakers from NASA, NOAA, Lockheed Martin, Aerojet Rockaldyne, Boise State University, University of Louisville, Morehead State University, and others! Companies such as Boeing, ManSat, ATK, UTMB, University of Maryland, and Naval Academy will also have representatives in attendance.

Other sponsors for this event include Yum!, UPS, Bob Rounsavall, and Techshot Inc.

Sessions will provide professional development opportunities for local science and math teachers and our Center educators. Discussions on aerospace, engineering, satellite technology, incorporating technology in the classroom, space exploration, environmental science, and sustainable business practices for our administrators will be presented. Fundraising and Marketing industry professionals from across the U.S. will be joining us to present on their respective industries for our Centers.

Local educators from the Louisville area are invited to attend on Monday, August 11th, for professional development seminars that are relevant to science, technology, engineering, and math. The conference will also feature excursions to Louisville most prominent landmarks including Churchill Downs, Falls of the Ohio State Park, Buffalo Trace Distillery, University of Louisville Planetarium, and other Louisville attractions.

**Learning Center Programs-**

Every year, Challenger Learning Center-Louisville serves thousands of children through their STEM education programs at Shawnee Academy. Students from pre-K to 12th grade are able to launch missions to space to explore science, math, engineering, and technology. The Challenger Learning Center provides an unforgettable opportunity for students to: apply 21st Century workforce skills (such as teamwork and communications); think critically; analyze real NASA and NOAA data; explore future career options; apply their classroom studies; and introduce them to cutting-edge technology (such as robotics and probe engineering.) This Center seeks to include all students including under-served, minority, and at-risk students.

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

\$5,000 towards Annual Conference:

Funding will be spent to enhance the Conference programming and facilitate the travel and speaking fees of high-quality presenters. It will allow us to attract high caliber speakers to the Louisville area, preset ground breaking sessions, showcase Louisville attractions, and produce cohesive materials. We will use it to pay for travel, speaking fees, material and program printing, accommodations, facility rental at The Brown Hotel, and other expenses in correlation with the Conference. Program materials will feature all sponsor logos.

\$15,000 towards Challenger Learning Center-Louisville at Shawnee Academy's Program for under-served and at-risk youth. This funding will go to establish a grant to fund missions for under-served, minority, and/or at-risk students in Louisville metro areas. This grant will provide students with the mission experience unique to Challenger Learning Centers; this program will expose students to new technologies, career fields, science concepts and discovery that they may not have access to through their school. Our missions are inspirational STEM experiences that strive to spark excitement for STEM studies and future careers in Louisville's STEM and aviation industry. This program will serve schools and students that cannot afford to visit the Learning Center at Shawnee Academy with out a reduced mission cost.

These funds will be given to Challenger Center for Space Science Education (hereafter referred to simply as Challenger Center; this is our international head quarters). Challenger Center will then create an account specifically for this program that Challenger Learning Center-Louisville (hereafter referred to as Learning Center) can draw from to fund missions for at-risk schools at reduced prices. At-risk schools and their discounts will be determined by their reduced- lunch program by the Learning Center. The Learning Center, will be responsible for determining the reduced price from the normal mission cost that schools pay for students to participate in the program. The difference between the full mission cost and the reduced cost for the school will be made up from the \$15,000 pool of money provided by the Louisville Metro Council. The Learning Center will be able to draw from these funds to support missions for at-risk schools until the full \$15,000 awarded by the Metro Council has been used in its entirety.



**LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION**

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

While this Conference is funded by sponsors and registration fees, it does not raise additional funds through any events.

The program for at-risk and under-served students through the Challenger Learning Center-Louisville at Shawnee Academy will not generate additional funds nor contain any fundraising elements.

**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.

*SH*  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:**

**Conference-**

The annual conference brings together participants from our international network of Learning Centers. We hope to have the representation of at least one representative from each of our centers including representatives from South Korea, UK, and Canada. On August 11th, we will run the first ever professional development day for local Louisville educators. For this day, we will open the conference up to sessions that give teachers fundamentals to strengthen their STEM education and hear world-renown speakers. We hope to have 40-60 teachers from Jefferson County Public Schools and surrounding school districts attend. Our goal is to help these educators strengthen their understanding of science, STEM applications, careers, and cutting-edge research. Attendance will be tracked through registration the day of- all educators and attendees must register online and check-in the day of the event. We will also be able to measure participation in Louisville excursions through registrations for these extra events. Surveys will be provided for qualitative feedback throughout the event and as part of the event follow-up with our Learning Centers.

**Program**

The program for at-risk and under-served students through Challenger Learning Center at Shawnee Academy will serve at least 30 classes of reduced-lunch program students. These students will have the opportunity to work with robotics, study engineering and aeronautics, measure biometrics, analyze real NASA and NOAA data, and apply 21st Century skills such as team-building and communication, to solve problems and successfully complete a mission to space. Students are exposed to technology and science discovery that they otherwise may not have access to through their school's every-day curriculum. This program seeks to serve schools with the mission experience that they otherwise cannot afford to send their classes to participate. The hope is to inspire students to pursue studies in STEM, and pursue careers in the science, technology, engineering, and math industries of Louisville.

**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.**

Challenger Center Louisville partners with Kentucky Space and the Planetarium at University of Louisville to provide quality programming for their students. They are part of the Jefferson County Public School system but also serve students from other districts and counties. They provide educational summer programs that includes collaboration with the Organization of Black Aerospace Professionals Summer Camp, and Academy at Shawnee to provide opportunities for students from all backgrounds, including underprivileged and at-risk youth. They also work with several Colleges to provide aerospace technical and mechanical skills for high school students in the area. Challenger Center Louisville is the host of this year's annual conference. They have coordinated with local businesses and attractions to ensure that attendees are getting the most of their stay in Louisville.





**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.

<i>Conference Budget</i> Program/Project Expenses	Column 1	Column 2	Column (1+2)=3
	Proposed Metro Funds	Non-Metro Funds	Total Funds
<b>A: Personnel Costs Including Benefits</b>			
<b>B: Rent/Utilities</b>		40300	40300
<b>C: Office Supplies</b>		4100	4100
<b>D: Telephone</b>			
<b>E: In-town Travel</b>	1000	10500	11500
<b>F: Client Assistance (Attach Detailed List)</b>			
<b>G: Professional Service Contracts</b>	2500	0	2500
<b>H: Program Materials</b>	1500	4000	5500
<b>I: Community Events &amp; Festivals (Attach Detail List)</b>			
<b>J: Small Equipment</b>			
<b>K: Capital Equipment</b>			
<b>L: Other Expenses (Attach Detail List)</b>			
<b>*TOTAL PROGRAM/PROJECT FUNDS</b>	5000	58900	63900
<i>% of Program Budget</i>	8 %	92 %	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)	50000
Fees Collected from Program Participants	16000
Other (please specify)	
<i>Total Sources for Column 2 Expenses</i>	66000

\*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**

**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.

<i>Under-served / at-risk school Program</i> Program/Project Expenses	Column 1	Column 2	Column (1+2)=3
	Proposed Metro Funds	Non-Metro Funds	Total Funds
<b>A: Personnel Costs Including Benefits</b>	4500		4500
<b>B: Rent/Utilities</b>			
<b>C: Office Supplies</b>	100		100
<b>D: Telephone</b>	100		100
<b>E: In-town Travel</b>			
<b>F: Client Assistance (Attach Detailed List)</b>			
<b>G: Professional Service Contracts</b>			
<b>H: Program Materials</b>	7750		7750
<b>I: Community Events &amp; Festivals (Attach Detail List)</b>			
<b>J: Small Equipment</b>			
<b>K: Capital Equipment</b>			
<b>L: Other Expenses (Attach Detail List)</b>			
<b>*TOTAL PROGRAM/PROJECT FUNDS</b>	15000		15000
<i>% of Program Budget</i>	100 %	%	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	
Other (please specify)	
<i>Total Revenue for Columns 2 Expenses **</i>	



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).

Table with 3 columns: Donor\*/Type of Contribution, Value of Contribution, Method of Valuation. Rows include: The Brown Hotel- Conference (10000, Event Space), Custom Earth Promos-Conference (160-300, Retail Value), 15 Volunteers-Conference (6480, \$9/hour\*12hrs/day\*15 volunteers), and Total Value of In-Kind (10300).

\* 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: Jan 1- Dec 31

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 [checked] 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.

NA

## 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:	7-16-14
Legal Signatory: (please print):	Stephanie M. Hall	Title:	Director of Donor Rel.
Phone:	202-827-1567	Extension:	
Email:	shall@challenger.org		

Internal Revenue Service  
District Director

Department of the Treasury

31 HOPKINS PLAZA  
BALTIMORE, MD 21201

Date: **AUG 1 1986**

CHALLENGER CENTER FOR SPACE  
SCIENCE EDUCATION  
1101 KING STREET  
ALEXANDRIA, VA 22314-2924

Employer Identification Number:  
76-0192067

Contact Person:  
MRS. K. FENTON

Contact Telephone Number:  
(301) 962-7756

Our Letter Dated:  
August 5, 1986

Addendum Applies:  
Yes

Dear Applicant:

This modifies our letter of the above date in which we stated that you would be treated as an organization which is not a private foundation until the expiration of your advance ruling period.

Your exempt status under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3) is still in effect. Based on the information you submitted, we have determined that you are not a private foundation within the meaning of section 509(a) of the code because you are an organization of the type described in section 509(a)(1) and 170(b)(1)(A)(vi).

Grantors and contributors may rely on this determination unless the Internal Revenue Service publishes notice to the contrary. However, if you lose your section 509(a)(1) status, a grantor or contributor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act, or the substantial or material change on the part of the organization that resulted in your loss of such status, or if he or she acquired knowledge that the Internal Revenue Service had given notice that you would no longer be classified as a section 509(a)(1) organization.

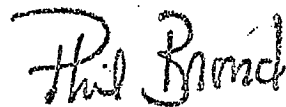
If we have indicated in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

Because this letter could help resolve any questions about your private foundation status, please keep it in your permanent records.

CHALLENGER CENTER FOR SPACE

If you have any questions, please contact the person whose name and telephone number are shown above.

Sincerely yours,

A handwritten signature in cursive script that reads "Phil Brand". The signature is written in dark ink and is positioned above the printed name.

District Director

Enclosure:  
Addendum

Challenger Center for Space Science Education  
2014 Budget  
Summary of All Departments Projects  
2014  
Budget

<b>Direct Expenses:</b>	
Professional fees (R&D)	1,404,309
Audit fees	11,300
Legal fees	8,400
Installation equipment	157,000
Supplies	320,485
Equipment rental	7,692
Maintenance & repairs	7,444
Dues, subscriptions, publications	5,233
Printing & duplication	16,090
Postage & delivery	26,002
Advertising	-
Meetings	119,490
Professional development	4,400
Travel	278,112
Interest expense	26,400
Depreciation	8,400
Telephone	26,400
Rent	145,524
Storage	1,596
Insurance	21,672
Bank charges	2,600
Website hosting	431
Bank expense	10,000
Miscellaneous expense	35,090
Contributions/Grants	-
Total other direct expenses:	2,644,070
<b>Salaries/Benefits</b>	<b>1,843,357</b>
<b>Total Expenses</b>	<b>4,487,427</b>

**Challenger Center for Space Science Education  
Board of Directors  
Committees & Membership Terms**

<b>Full Board</b>
-------------------

**Founding Directors (7 people – indefinite terms)**

Dr. June Scobee Rodgers	(4/86 – Indefinite)	Founding Chair
Dr. Charles Resnik	(4/86 – Indefinite)	Vice-Chairman
Mrs. Marcia Jarvis Tinsley	(4/86 – Indefinite)	
Mrs. Cheryl McNair	(4/86 – Indefinite)	
Hon. Stephen McAuliffe	(4/86 – Indefinite)	
Mrs. Lorna Onizuka	(4/86 – Indefinite)	
Mrs. Jane Smith Wolcott	(4/86 – Indefinite)	

**Columbia Director (1 person – indefinite term)**

Ms. Laura Husband	(Indefinite)
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**Learning Center Directors (2 people – 3 yr. terms, not renewable)**

Ms. Stacey Shrewsbury	(8/12 – 8/15)	Network Council
Ms. Susan Borland	(1/12 – 12/15)	Network

**Regular Directors (up to 25 people – 3 yr. terms, renewable)**

Ms. Anousheh Ansari	(10/11 – 10/14)	
Mr. Kent Rominger	(10/11 – 10/14)	
Mr. Chris Stott	(10/11 – 10/14)	
Mr. Dan Renberg	(1/09 – 1/15)	Secretary
Mr. Miles O'Brien	(1/09 – 1/15)	
Dr. Scott Parazynski	(4/09 – 4/15)	Immediate Past Chair
Mr. Ken Reightler	(4/09 – 4/15)	Treasurer
Mr. Richard Garriott de Cayeux	(8/09 – 8/15)	
Ms. Barbara Morgan	(8/09 – 8/15)	
Ms. Karolyn Young	(8/09 – 8/15)	
Ms. Gwen Griffin	(5/10 – 5/16)	Chair
Mr. Warren Boley	(5/13 – 5/16)	
Ms. Virginia A. Barnes	(8/13 – 8/16)	
Mr. Kevin Anderson	(8/13 – 8/16)	
Mr. William Readdy	(10/06 – 10/16)	
Dr. Michael Hawes	(2/14 – 2/17)	
Dr. Lance Bush	(1/12 – Indefinite)	President

<b>Required Committees</b>
----------------------------

**Executive Committee** (5 members, 1 yr. renewable, meet at least semi-annually)

Board Chair – Gwen Griffin (ex-officio)  
 Board Vice-Chair – Chuck Resnik (ex-officio)  
 Secretary – Dan Renberg



Audit/Finance Committee Chair – Ken Reightler (ex-officio/non-voting)  
Founding Chair – June Scobee Rodgers  
President & CEO – Lance Bush

**Audit/Finance Committee** (at least 3 members, meet at least quarterly)

Ken Reightler (Finance Chair)  
Gwen Griffin (Board Chair)  
Warren Boley  
Bill Readdy  
Chuck Resnik  
Chris Stott  
Lance Bush

**Board Governance and Nominating Committee**

Ginger Barnes (Chair)  
Gwen Griffin  
Mike Hawes  
June Scobee Rodgers  
Chuck Resnik  
Dan Renberg  
Lance Bush

<b>Standing Committees</b>
----------------------------

**Education Committee**

Susan Borland (Co-Chair)  
Barbara Morgan (Co-Chair)  
Anousheh Ansari  
June Scobee Rodgers  
Stacey Shrewsbury  
Challenger Center VP of Education (appointed)

**Committee on Business Development**

Chris Stott (Chair)  
Susan Borland  
Barbara Morgan  
Scott Parazynski  
Kent Rominger  
Stacey Shrewsbury  
Lance Bush  
Steve Kussmann (appointed)

<b>Ad Hoc Committees</b>
--------------------------

**National Learning Center Committee**

Karolyn Young (Chair)  
Susan Borland  
Dan Renberg

Lance Bush  
Steve Kussmann (appointed)

**NASA Friends of Challenger Center Committee**

Joe Fuller (Chair)  
Susan Borland  
Scott Parazynski  
Kent Rominger  
Stacey Shrewsbury

***Star Challengers Committee***

Gwen Griffin (Chair)  
Kevin Anderson  
Susan Borland  
Barbara Morgan  
June Scobee Rodgers

<b>Advisors</b>
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Mr. Jay Barnwell	(5/14 – 5/15)
Mr. Joe Fuller	(5/14 – 5/15)
Ms. Deborah de la Reguera	(5/14 – 5/15)

Form **990**

**Return of Organization Exempt From Income Tax**  
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

**2013**

Department of the Treasury  
Internal Revenue Service

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](http://www.irs.gov/form990)

Open to Public Inspection

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

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization <b>Challenger Center for Space Science Education</b>		<b>D</b> Employer identification number <b>76-0192067</b>
	Doing Business As		<b>E</b> Telephone number <b>202-827-1580</b>
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite <b>422 First Street, SE, 3rd Floor</b>	<b>G</b> Gross receipts \$ <b>2,553,494.</b>	
	City or town, state or province, country, and ZIP or foreign postal code <b>Washington, DC 20003</b>		<b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
<b>F</b> Name and address of principal officer: <b>Lance Bush same as C above</b>		<b>H(c)</b> Group exemption number	
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
<b>J</b> Website: <b>www.challenger.org</b>			
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other		<b>L</b> Year of formation: <b>1986</b> <b>M</b> State of legal domicile: <b>TX</b>	

Part I Summary		Prior Year	Current Year
Activities & Governance	<b>1</b> Briefly describe the organization's mission or most significant activities: <b>Challenger Center engages students and teachers in hands-on discovery opportunities.</b>		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	<b>30</b>
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	<b>29</b>
	<b>5</b> Total number of individuals employed in calendar year 2013 (Part V, line 2a)	<b>5</b>	<b>14</b>
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	<b>0</b>
	<b>7 a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	<b>0.</b>
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	<b>0.</b>	
Revenue	<b>8</b> Contributions and grants (Part VIII, line 1h)	<b>1,609,974.</b>	<b>1,284,962.</b>
	<b>9</b> Program service revenue (Part VIII, line 2g)	<b>1,511,387.</b>	<b>1,263,487.</b>
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<b>5,675.</b>	<b>5,045.</b>
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<b>71.</b>	<b>0.</b>
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<b>3,127,107.</b>	<b>2,553,494.</b>
Expenses	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	<b>0.</b>	<b>0.</b>
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	<b>0.</b>	<b>0.</b>
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	<b>1,537,621.</b>	<b>1,717,101.</b>
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	<b>0.</b>	<b>19,750.</b>
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) <b>202,694.</b>		
<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	<b>1,144,125.</b>	<b>984,354.</b>	
<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	<b>2,681,746.</b>	<b>2,721,205.</b>	
<b>19</b> Revenue less expenses. Subtract line 18 from line 12	<b>445,361.</b>	<b>-167,711.</b>	
Net Assets or Fund Balances	<b>20</b> Total assets (Part X, line 16)	<b>Beginning of Current Year</b> <b>1,930,597.</b>	<b>End of Year</b> <b>1,977,714.</b>
	<b>21</b> Total liabilities (Part X, line 26)	<b>1,804,031.</b>	<b>2,016,950.</b>
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20	<b>126,566.</b>	<b>-39,236.</b>

**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.

<b>Sign Here</b>	<b>FILED ELECTRONICALLY- SEE ATTACHED FORM 8879-EO</b> Signature of officer	<b>07/11/14</b> Date			
	<b>Lance Bush, President &amp; CEO</b> Type or print name and title				
<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>Lori A. Collingsworth</b>	Preparer's signature <b>FILED ELECTRONICALLY</b>	Date <b>07/11/14</b>	Check if self-employed <input type="checkbox"/>	PTIN <b>P00639819</b>
	Firm's name <b>Rogers &amp; Company PLLC</b>	Firm's EIN <b>58-2676261</b>		Phone no. (703) 893-0300	
Firm's address <b>8300 Boone Boulevard, Suite 600 Vienna, VA 22182</b>					

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

**Challenger Center for Space Science  
Education**

Form 990 (2013)

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**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)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	<b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	X	
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? <i>If "Yes," complete Schedule C, Part III</i>		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? <i>If "Yes," complete Schedule D, Part I</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? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		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? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		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? <i>If "Yes," complete Schedule D, Part VI</i>	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? <i>If "Yes," complete Schedule D, Part VII</i>		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? <i>If "Yes," complete Schedule D, Part VIII</i>		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? <i>If "Yes," complete Schedule D, Part IX</i>		X
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	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)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		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? <i>If "Yes," complete Schedule F, Parts I and IV</i>		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? <i>If "Yes," complete Schedule F, Parts II and IV</i>		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? <i>If "Yes," complete Schedule F, Parts III and IV</i>		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? <i>If "Yes," complete Schedule G, Part I</i>	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? <i>If "Yes," complete Schedule G, Part II</i>		X
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Form **990** (2013)

332003  
10-29-13

**Challenger Center for Space Science  
Education**

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

Form 990 (2013)

**Challenger Center for Space Science  
Education**

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below 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) Anousheh Ansari Director	2.00	X						0.	0.	0.
(2) Jay Barnwell Director	2.00	X						0.	0.	0.
(3) Warren Boley Director	2.00	X						0.	0.	0.
(4) Susan Borland Director	2.00	X						0.	0.	0.
(5) Lance Bush President & CEO	40.00	X		X				245,400.	0.	13,366.
(6) Jonathan Clark Director	2.00	X						0.	0.	0.
(7) Joe Fuller Director	2.00	X						0.	0.	0.
(8) Richard Garriott de Cayeux Director	2.00	X						0.	0.	0.
(9) Gwen Griffin Chair	2.00	X		X				0.	0.	0.
(10) Janet Hendrick Director	2.00	X						0.	0.	0.
(11) Marcia Jarvis Tinsley Director	2.00	X						0.	0.	0.
(12) Steven McAuliffe Director	2.00	X						0.	0.	0.
(13) Cheryl McNair Director	2.00	X						0.	0.	0.
(14) Barbara Morgan Director	2.00	X						0.	0.	0.
(15) Miles O'Brein Director	2.00	X						0.	0.	0.
(16) Lorna Onizuka Director	2.00	X						0.	0.	0.
(17) Scott Parazynski Chair	2.00	X		X				0.	0.	0.



**Challenger Center for Space Science  
Education**

Form 990 (2013)

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**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	429,112.	307,116.	87,643.	34,353.
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	908,402.	651,424.	183,861.	73,117.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	48,569.	33,552.	11,501.	3,516.
9 Other employee benefits	331,018.	228,673.	78,381.	23,964.
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal	5,768.	2,758.	2,924.	86.
c Accounting	88,874.	42,488.	45,061.	1,325.
d Lobbying	11,330.	11,330.		
e Professional fundraising services. See Part IV, line 17	19,750.			19,750.
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	241,214.	204,566.	23,642.	13,006.
12 Advertising and promotion	1,890.	945.	918.	27.
13 Office expenses	220,350.	168,894.	40,993.	10,463.
14 Information technology	2,140.	2,140.		
15 Royalties				
16 Occupancy	137,387.	65,681.	69,658.	2,048.
17 Travel	147,717.	119,840.	14,038.	13,839.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	75,584.	59,142.	11,669.	4,773.
20 Interest	24,654.	11,786.	12,500.	368.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	4,944.	2,364.	2,507.	73.
23 Insurance	17,252.	11,179.	5,900.	173.
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 Other expenses	2,963.	1,039.	687.	1,237.
b Dues and subscriptions	2,156.	782.	829.	545.
c License & registrations	131.	100.		31.
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	2,721,205.	1,925,799.	592,712.	202,694.
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  if following SOP 98-2 (ASC 958-720)



**Challenger Center for Space Science  
Education**

Form 990 (2013)

76-0192067 Page **12**

**Part XI Reconciliation of Net Assets**

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

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	2,553,494.
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	2,721,205.
<b>3</b>	Revenue less expenses. Subtract line 2 from line 1	<b>3</b>	-167,711.
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	126,566.
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	1,909.
<b>6</b>	Donated services and use of facilities	<b>6</b>	
<b>7</b>	Investment expenses	<b>7</b>	
<b>8</b>	Prior period adjustments	<b>8</b>	
<b>9</b>	Other changes in net assets or fund balances (explain in Schedule O)	<b>9</b>	0.
<b>10</b>	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	<b>10</b>	-39,236.

**Part XII Financial Statements and Reporting**

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

	Yes	No
<b>1</b> Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" 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.		
<b>2a</b> 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		<b>X</b>
<b>b</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 checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	<b>X</b>	
<b>c</b> 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.	<b>X</b>	
<b>3a</b> 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>X</b>
<b>b</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		

Form **990** (2013)

**Challenger Center for Space Science**

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	647,001.	2,277,343.	2,977,353.	1,609,974.	1,284,962.	8,796,633.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 <b>Total.</b> Add lines 1 through 3	647,001.	2,277,343.	2,977,353.	1,609,974.	1,284,962.	8,796,633.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 <b>Public support.</b> Subtract line 5 from line 4.						8,796,633.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	647,001.	2,277,343.	2,977,353.	1,609,974.	1,284,962.	8,796,633.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2,720.	5,544.	12,643.	5,675.	5,045.	31,627.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	17,011.	16,177.	4,321.	71.		37,580.
11 <b>Total support.</b> Add lines 7 through 10						8,865,840.
12 Gross receipts from related activities, etc. (see instructions)					5,040,450.	
13 <b>First five years.</b> 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 <b>stop here</b> ▶ <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	99.22	%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	97.82	%
16a <b>33 1/3% support test - 2013.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization ▶ <input checked="" type="checkbox"/>			
b <b>33 1/3% support test - 2012.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>			
17a <b>10% -facts-and-circumstances test - 2013.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>			
b <b>10% -facts-and-circumstances test - 2012.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>			
18 <b>Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>			



Name of organization <b>Challenger Center for Space Science Education</b>	Employer identification number <b>76-0192067</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1		\$ 1,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2		\$ 77,520.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization <b>Challenger Center for Space Science Education</b>	Employer identification number <b>76-0192067</b>
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**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed.

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

Challenger Center for Space Science

**Part II-A** Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A Check  if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B Check  if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)														
d	Other exempt purpose expenditures														
e	Total exempt purpose expenditures (add lines 1c and 1d)														
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)														
h	Subtract line 1g from line 1a. If zero or less, enter -0-														
i	Subtract line 1f from line 1c. If zero or less, enter -0-														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?	<input type="checkbox"/> Yes <input type="checkbox"/> No													

**4-Year Averaging Period Under Section 501(h)**  
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total
2a	Lobbying nontaxable amount				
b	Lobbying ceiling amount (150% of line 2a, column(e))				
c	Total lobbying expenditures				
d	Grassroots nontaxable amount				
e	Grassroots ceiling amount (150% of line 2d, column (e))				
f	Grassroots lobbying expenditures				

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047

2013

Open to Public Inspection

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization Challenger Center for Space Science Education

Employer identification number 76-0192067

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors...?, 6 Did the organization inform all grantees...?

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply). 2 Complete lines 2a through 2d if the organization held a qualified lines conservation contribution... Table with 2 columns: Held at the End of the Tax Year. Rows include: a Total number of conservation easements, b Total acreage restricted by conservation easements, c Number of conservation easements on a certified historic structure included in (a), d Number of conservation easements included in (c) acquired after 8/17/06... 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year. 4 Number of states where property subject to conservation easement is located. 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year. 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year. 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items. b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenues included in Form 990, Part VIII, line 1 (ii) Assets included in Form 990, Part X 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items: a Revenues included in Form 990, Part VIII, line 1 b Assets included in Form 990, Part X

**Challenger Center for Space Science  
Education**

Schedule D (Form 990) 2013

76-0192067 Page 3

**Part VII Investments - Other Securities.**

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 12.)		

**Part VIII Investments - Program Related.**

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

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 13.)		

**Part IX Other Assets.**

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.)	

**Part X Other Liabilities.**

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) <b>Deferred rent</b>	<b>22,408.</b>
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.)	<b>22,408.</b>

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

Schedule D (Form 990) 2013





Challenger Center for Space Science

Schedule G (Form 990 or 990-EZ) 2013 Education

76-0192067 Page 3

- 11 Does the organization operate gaming activities with nonmembers?  Yes  No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?  Yes  No
- 13 Indicate the percentage of gaming activity operated in:
 

<b>13a</b>		%
<b>13b</b>		%

  - a The organization's facility
  - b An outside facility
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► \_\_\_\_\_

Address ► \_\_\_\_\_

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?  Yes  No

- b If "Yes," enter the amount of gaming revenue received by the organization ► \$ \_\_\_\_\_ and the amount of gaming revenue retained by the third party ► \$ \_\_\_\_\_
- c If "Yes," enter name and address of the third party:

Name ► \_\_\_\_\_

Address ► \_\_\_\_\_

16 Gaming manager information:

Name ► \_\_\_\_\_

Gaming manager compensation ► \$ \_\_\_\_\_

Description of services provided ► \_\_\_\_\_

- Director/officer
- Employee
- Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?  Yes  No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ \_\_\_\_\_

**Part IV** Supplemental Information. Provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

Schedule G, Part I, Line 2b, List of Ten Highest Paid Fundraisers:

(i) Name of Fundraiser: Maberry Consulting and Evaluation Services LLC

(i) Address of Fundraiser:

4969 Benchmark Centre Drive, Suite 400, Swansea, IL 62226

(i) Name of Fundraiser: Labyrinth, Inc.-West

(i) Address of Fundraiser:

1808 Aston Avenue, Suite 230, Carlsbad, CA 92008

**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Compensation Information**

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

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule J (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2013**

Open to Public Inspection

Name of the organization

**Challenger Center for Space Science Education**

Employer identification number

**76-0192067**

**Part I Questions Regarding Compensation**

**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- |  |  |
|--|--|
| <input type="checkbox"/> First-class or charter travel             | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees   |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

**b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?

**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- |  |   |
|--|---|
| <input type="checkbox"/> Compensation committee              | <input checked="" type="checkbox"/> Written employment contract                     |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study                               |
| <input type="checkbox"/> Form 990 of other organizations     | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

**Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.**

**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

**6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

**7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
<b>1b</b>		
<b>2</b>		
<b>4a</b>		X
<b>4b</b>		X
<b>4c</b>		X
<b>5a</b>		X
<b>5b</b>		X
<b>6a</b>		X
<b>6b</b>		X
<b>7</b>		X
<b>8</b>		X
<b>9</b>		

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

Schedule J (Form 990) 2013

Challenger Center for Space Science  
Education

**Part III** Supplemental Information

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

Form 990, Schedule J, Part II

Explanation: Challenger Center for Space Science Education has a professional employer organization (PEO) arrangement with Insperity.

All compensation and benefits are administered through the PEO.

Challenger Center for Space Science

**Part IV Business Transactions Involving Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
Design and Production, Inc	See Part V	60,000.	See Part V		X

**Part V Supplemental Information**

Provide additional information for responses to questions on Schedule L (see instructions).

Sch L, Part IV, Business Transactions Involving Interested Persons:

(b) Relationship Between Interested Person and Organization: Design and Production, Inc. is owned by board member Jay F. Barnwell, Jr.

(d) Description of Transaction: The organization paid Design and Production, Inc. \$60,000 for Simulator Development and Services provided to Challenger Center.

Name of the organization Challenger Center for Space Science Education	Employer identification number 76-0192067
--	--

Family Foundation, Local Independent Charities of America, SpaceX,  
Virgin Atlantic, Boeing, Arthur C. Clark Foundation, Educate America,  
and many others.

Part V, Lines 2a & b, Part VII, Part IX Compensation & Benefits Reporting:  
Explanation: Challenger Center for Space Science Education has a  
professional employer organization (PEO) arrangement with Insperity.

Form 990, Part VI, Section B, line 11:  
Explanation: The draft 990 is provided to all board members prior to filing  
the return.

Form 990, Part VI, Section B, Line 12c:  
Explanation: Each director signs a Conflict of Interest form annually. The  
Conflict of Interest forms are reviewed by the Board Chair and President.  
Any disclosed or discovered conflict is discussed among Board members while  
the interested person is absent. If necessary, the interested person may be  
asked to resign from board service.

Form 990, Part VI, Section B, Line 15:  
Explanation: Compensation of the President and other key employees is set  
by the Board of Directors, who use comparability data from similar  
organizations.

Form 990, Part VI, Line 17, List of States receiving copy of Form 990:  
AL, AK, AR, CA, CO, CT, FL, GA, HI, IL, KS, KY, ME, MD, MA, MI, MN, MS, NJ, NM, NY, NC, ND, OH, OK

# Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury  
Internal Revenue Service

▶ **File a separate application for each return.**  
▶ **Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box  **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

*Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.*

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).**

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

	Enter filer's identifying number	
<b>Type or print</b>	Name of exempt organization or other filer, see instructions. <b>Challenger Center for Space Science Education</b>	Employer identification number (EIN) or <b>76-0192067</b>
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. <b>422 First Street, SE, 3rd Floor</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>Washington, DC 20003</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 01

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**Challenger Center**

• The books are in the care of ▶ **422 First Street, SE, 3rd Floor - Washington, DC 20003**  
Telephone No. ▶ **202-827-1580** Fax No. ▶ \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **August 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
▶  calendar year **2013** or  
▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

**2** If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

<b>3a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	0.
<b>b</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	0.
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	0.

**Caution.** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

**Product: Exempt****Category:****Name:** Challenger Center for Space Science**IRS Center:** Ogden**e-Postmark:** 7/11/2014 4:07:54 PM**FEIN:** 76-0192067**Notification:****Fiscal Year** 1/1/2013**Fiscal Year** 12/31/2013**Begin Date:****End Date:**

DCN	Date	Type Of Activity	Submission ID	Refund/(Due)	Updated By
	7/11/2014	Upload Started			
	7/11/2014	Ready to Release by Customer			
	7/11/2014	Released for Transmission - Validation in Progress			739466
	7/11/2014	Ready to transmit - Validation Complete			
	7/11/2014	Transmitted to FD	5443272014192034ae01		
	7/11/2014	Accepted by FD on 7/11/2014			





# The State of Texas

## SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this Office:

CHALLENGER CENTER FOR SPACE SCIENCE EDUCATION

Articles of Incorporation  
Articles of Amendment  
Articles of Merger  
Forfeiture  
Reinstatement  
Change of Registered Agent/Office

April 24, 1986  
January 21, 1987  
September 28, 1987  
June 20, 1988  
August 22, 1988  
September 26, 1988



*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this*

24th day of July, A. D. 19 89

*Gary S. Bayouard Jr.*  
Secretary of State

mej

00043101861

FILED  
Office of the  
of Texas

APR 24 1985

Clerk E  
Corporations Section

**ARTICLES OF INCORPORATION**  
of  
**THE CHILDREN'S CHALLENGE CENTER FUND**

We, the undersigned natural persons of the age of eighteen years or more, all of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE ONE**

The name of the corporation is The Children's Challenge Center Fund.

**ARTICLE TWO**

The corporation is a non-profit corporation.

**ARTICLE THREE**

The period of the corporation's duration is perpetual.

**ARTICLE FOUR**

The purposes for which the corporation is organized are:

- (1) To receive and maintain a fund or funds of real or personal property, or both, and to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any subsequent federal tax law of similar import (hereinafter referred to as the "Code"), and

(2) To engage in any and all lawful activities for which non-profit corporations may be incorporated under the provisions of the Texas Non-Profit Corporation Act and which are consistent with exemption from Federal income tax under Section 501(c)(3) of the Code.

#### ARTICLE FIVE

No part of the net earnings of the corporation shall inure to the benefit of any director of the corporation, officer of the corporation, or any private individual, and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propoganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles of Incorporation the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt from taxation under Section 501(c)(3) of the Code and the regulations pertaining thereto as they now exist or as they may hereafter be amended.

#### ARTICLE SIX

For any taxable year in which the corporation shall be treated as a private foundation (within the meaning of Section 509 of the Code) the income of the corporation for such taxable year shall be distributed at such time and in such manner as not to subject the corporation to tax under Section 4943 of the Code, and the corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4943(c) of the Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Code), from making any investments in such manner as to subject

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the foundation to tax under Section 4944 of the Code, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

**ARTICLE SEVEN**

The address of the initial registered office of the corporation is 15026 Brookpoint, Houston, Texas 77062 and the name of its initial registered agent at such address is June Scobee.

**ARTICLE EIGHT**

The corporation shall have no members, its governing body being its Board of Directors.

**ARTICLE NINE**

The internal affairs of the corporation shall be regulated by the Bylaws to be adopted by the Board of Directors. The Board of Directors shall have the power to alter, amend, or repeal the Bylaws or to adopt new Bylaws as provided therein.

**ARTICLE TEN**

The number of directors constituting the initial Board of Directors is three, and the name and address of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

NAME	ADDRESS
June Scobee	15026 Brookpoint Houston, Texas 77062
Cheryl McNair	1623 West Chelsea Place Seabrook, Texas 77586
Jane Smith	1038 Shorewood Dr. Seabrook, Texas 77586
Lerna Onisuka	858 Shadwell Dr. Houston, Texas 77069

**ARTICLE ELEVEN**

(a) The corporation shall indemnify every director or officer or former director or officer of the corporation or any person who may have served at its request as a director or officer (or in a similar capacity) of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against reasonable expenses (including attorneys' fees), damages, fines, penalties, judgments, amounts paid in settlement, and other liabilities actually and reasonably incurred by him in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to which he may be made a party or in which he may become involved by reason of his being or having been such a director or officer (whether or not involving action in his official capacity as director or officer); provided, however, no indemnification shall be made under this subsection (a) in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence, recklessness or willful misconduct in the performance of his duty to the corporation, unless and only to the extent that a court of appropriate jurisdiction shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity.

(b) Any indemnification under subsection (a) of this Article (unless ordered by a court of appropriate jurisdiction) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he is not guilty of gross negligence, recklessness, or willful misconduct in the performance of his duty to the corporation. Such determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or (2) if such a quorum cannot be obtained, then by a majority vote of a committee of the board duly designated to act in the matter by a majority vote of the full board (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to such proceeding; or (3) by special legal counsel, selected by the board of directors or a

committee thereof by vote as set forth in clauses (1) or (2) of this subsection (b) or, if the requisite quorum of the full board cannot be obtained therefor and such committee cannot be established, by a majority vote of the full Board (in which selection directors who are parties may participate). In the event a determination is made under this subsection (b) that the director or officer has met the applicable standard of conduct as to some matters but not as to others, amounts to be indemnified may be reasonably prorated.

(c) Expenses incurred in appearing at, participating in or defending any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, shall be paid by the corporation at reasonable intervals in advance of the final disposition of such action, suit or proceeding after a determination is made in the manner specified by subsection (b) of this Article that the information then known to those making the determination (without undertaking further investigation for purposes thereof) does not establish that indemnification would not be permissible under subsection (a) of this Article, and upon receipt by the corporation of (1) a written affirmation by the director or officer of his good faith belief that he has met the standard of conduct necessary for indemnification by the corporation as authorized in this Article, and (2) a written undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

(d) It is the intent of the corporation to indemnify the person referred to in this Article to the fullest extent permitted by law. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any law, by-law, agreement, vote of disinterested directors, or otherwise, or under any policy or policies of insurance purchased and maintained by the corporation on behalf of any such director or officer, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

1 3 0 6

(e) The indemnification provided by this Article shall be subject to all valid and applicable laws, and, in the event this Article or any of the provisions hereof or the indemnification contemplated hereby are found to be inconsistent with or contrary to any such valid laws, the latter shall be deemed to control and this Article shall be regard as modified accordingly, and, as so modified, to continue in full force and effect.

#### ARTICLE TWELVE

The name and address of each incorporator is:

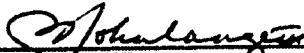
NAME	ADDRESS
B. John Lange, III	4200 Texas Commerce Tower Houston, Texas 77002
James V. Baird	4200 Texas Commerce Tower Houston, Texas 77002
Christy E. Milner	4200 Texas Commerce Tower Houston, Texas 77002


#### ARTICLE THIRTEEN

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

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IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands  
this 21 day of April, 1986.

  
B. John Lange, III

  
James V. Baird

  
Christy E. Mijer

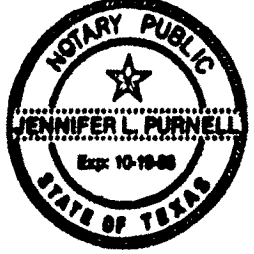


00013101336

THE STATE OF TEXAS    :  
                              :  
COUNTY OF HARRIS    :  
                              :

BEFORE ME, the undersigned authority, on this day personally appeared B. John Lange, III, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 22nd day of April, 1986.

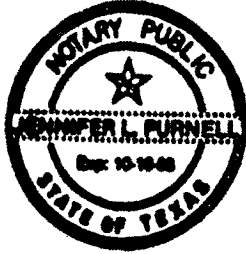


Jennifer L. Purnell  
Notary Public In and For the  
State of TEXAS

THE STATE OF TEXAS    :  
                              :  
COUNTY OF HARRIS    :  
                              :

BEFORE ME, the undersigned authority, on this day personally appeared James V. Baird, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 22nd day of April, 1986.



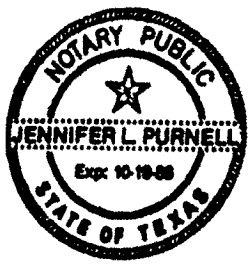
Jennifer L. Purnell  
Notary Public In and For the  
State of TEXAS

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THE STATE OF TEXAS    §  
                                  §  
COUNTY OF HARRIS    §

BEFORE ME, the undersigned authority, on this day personally appeared Christy E. Milner, who being by me first duly sworn, declared that she is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 22nd day of April, 1986.



Jennifer L. Purnell  
Notary Public In and For the  
State of TEXAS

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION OF  
THE CHILDREN'S CHALLENGE CENTER FUND

ARTICLE ONE

The name of the corporation is The Children's Challenge Center Fund

FILED  
In the Office of the  
Secretary of State of Texas

JAN 21 1987

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted on  
January 14, 1987

Corporations Section

Article One is amended to read

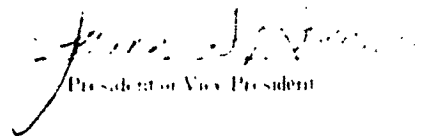
"The name of the corporation is


Challenger Center for Space Science Education

ARTICLE THREE

The amendment was adopted in the following manner

"The amendment was adopted at a meeting of the board of directors held on  
January 14, 1987 and received the vote of a majority of the directors in office there  
being no members having voting rights in respect thereof."

  
President or Vice President

  
Secretary or Assistant Secretary

THE STATE OF TEXAS    §  
                                  §  
COUNTY OF HARRIS    §

BEFORE ME, the undersigned authority, on this day personally appeared James S. Rosebush & Thomas M. Stauffer who being by me first duly sworn, declared that she is the person who signed the foregoing document, and that the statements therein contained are true

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 14<sup>th</sup> day of January, 1987

Mary Ann Shalberg  
Notary Public In and For the  
State of TEXAS

1077 W. 21<sup>ST</sup> AVENUE, Notary Public  
State of Texas  
Commission expires 4-19-88

Secretary of State of Texas

**AGREEMENT OF MERGER**

**SEP 28 1987**

**BETWEEN**

**Clerk IV-P  
Corporations Section**

The Challenger Center for Space Science Education Inc.  
and The Teacher in Space Education Foundation Inc.

AGREEMENT OF MERGER dated July 15, 1987, by and between The Challenger Center for Space Science Education Inc., a corporation (hereinafter called the "Challenger"), a Texas corporation and The Teachers in Space Education Foundation Inc. (hereinafter called "Teachers"), a District of Columbia Corporation, the Challenger and Teachers being sometimes hereinafter called the "Constituent Corporations."

**W I T N E S S E T H:**

WHEREAS, Challenger is a corporation duly organized and existing under the laws of the State of Texas, having been incorporated on April 21, 1986, and which is a tax exempt organization under federal law as determined under a letter ruling dated August 5, 1986; and

WHEREAS, Teachers, is a corporation duly organized and existing under the laws of the District of Columbia having been incorporated on February 25, 1986, and which is a tax exempt organization under federal law as determined under a letter ruling dated September 17, 1986; and

WHEREAS, the Board of Directors of each of the Constituent Corporations deems it advisable and to the benefit of the Constituent Corporations that Teachers merge into Challenger pursuant to the General Corporation Law of the State of Texas; and

WHEREAS, as a part of this overall plan of reorganization and merger, the parties are desirous of carrying out a tax free reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954; and

WHEREAS, Teachers and Challenger have no Shareholders due to their not for profit status; and

WHEREAS, in order to carry out the foregoing objectives, the Board of Directors of Challenger met and adopted by a majority on May 1, 1987 this Merger Agreement and the Board of Directors of Teachers met and adopted by a majority on May 19, 1987 this Merger Agreement; and

NOW THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of prescribing the terms and conditions of the merger, the mode of carrying the same into effect, and such other details and matters as are deemed necessary or desirable the parties hereto have agreed, and do hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

ARTICLE I

In accordance with the provisions of the laws of the State of Texas, including all applicable Texas laws regarding not for profit organizations, Challenger shall continue its corporate existence and Teachers shall be merged into Challenger and Challenger shall be the surviving corporate entity. Challenger is hereinafter sometimes referred to as the "Surviving Corporation."

ARTICLE II

Except as herein specifically set forth, the identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of Challenger shall continue unaffected and unimpaired by the merger and the corporate franchises, existence and rights of Teachers shall be merged into Challenger and Challenger shall, as the Surviving Corporation, be fully vested therewith. The separate existence and corporate organization of Teachers, except insofar as they may be continued by statute, shall cease when the merger shall become effective.

The merger herein provided for shall become effective at the close of business on July 15, 1987, upon the following being completed (hereinafter called the "Merger Date"): (i) this Merger Agreement shall have been duly executed (ii) two originals shall

have been delivered on behalf of each of the Constituent Corporations to the Secretary of the State of Texas and duly filed, endorsed and recorded in accordance with the General Corporation Law of the State of Texas.

The parties specifically incorporate by reference the document entitled, "Memorandum of Agreement between the Challenger Center and the Teacher in Space Education Foundation," a copy of which is attached to this Merger Agreement, and the Challenger Center reaffirms its commitments as outlined in that document.

#### ARTICLE III

On the Merger Date all the singular rights, privileges, powers and franchises, as well of a public and private nature and all the property, real, personal and mixed, of Teachers and all debts due to it on whatever account, including subscriptions to shares and all other things in action, or belonging to it, shall be taken and deemed to be transferred to, and shall be vested in, the Surviving Corporation without further act or deed; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Teachers, and the title to any real estate, whether vested by deed or otherwise in Teachers, shall not revert or be in any way impaired by reason of the merger; but the Surviving Corporation shall thenceforth be liable for all debts.



Liabilities, obligations, duties and penalties shall thenceforth attach to the Surviving Corporation and may be enforced against it the same extent as if said debts, liabilities, obligations, duties and penalties had been incurred or contracted by it. No liability or obligation due on the Merger Date, or then to become due, claim or demand for any cause then existing against Teacher or any officer or director thereof, shall be released or impaired by the merger, and all rights of creditors and all liens upon property of Teachers shall be preserved unimpaired.

#### ARTICLE IV

From time to time, as and when requested by the Surviving Corporation, or by its successors or assigns, Teachers shall execute and deliver or cause to be executed and delivered all such deeds and other instruments, and shall take or cause to be taken all such further or other action, as the Surviving Corporation, or its successors or assigns, may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation, and its successors and assigns, title to and possession of all the property, rights, privileges, powers and franchises referred to herein and otherwise to carry out the intent and purpose of this Merger Agreement.

ARTICLE V

(a) This Merger Agreement shall be submitted to the Board of Directors of each of the Constituent Corporations and if adopted and approved by the Board of Directors of each of the Constituent Corporations as required by statute, shall be made effective as soon as practicable thereafter.

(b) This Merger Agreement may be terminated at any time prior to the Merger Date by mutual consent of the Constituent Corporations, expressed by action of their respective Boards of Directors.

ARTICLE VI

For the convenience of the parties hereto and to facilitate the filing and recording of this Merger Agreement any number of originals hereof may be executed.

At any time prior to the Merger date the parties hereto may, by written agreement, (a) extend the time for the performance of any of the obligations or other acts of the parties hereto, (b) waive any inaccuracies in the representations and warranties contained in this Merger Agreement or in any document delivered pursuant thereto, (c) waive compliance with any of the covenants or agreements contained in this Merger Agreement. Any agreement on the

part of either party hereto for any such extension, waiver or change shall be validly and sufficiently authorized for the purposes of this Merger Agreement only if set forth in an instrument in writing signed on behalf of the parties hereto.

This Merger Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Texas.

This Merger Agreement cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties hereto.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Agreement of Merger to be signed in its corporate name by one of its Directors or Officers and its corporate seal to be affixed hereto, all as of the date first above written, notwithstanding the date of signing.

The Challenger Center for  
Space Science Education Inc.

By: *[Signature]*  
Director

By: *[Signature]*  
President

By: *[Signature]*  
Secretary

The Teacher in Space  
Education Foundation Inc.

By: *[Signature]*  
Director

By: *[Signature]*  
~~President~~ Vice President

By: *[Signature]*  
Secretary

0 0 9 2 7 0 1 7 5 9

SECRETARY OF STATE  
AUSTIN, TEXAS

DETERMINATION OF FORFEITURE PURSUANT TO SECTION 171.309, TEXAS  
TAX CODE ANNOTATED

CAME TO BE CONSIDERED ON THE DATE SHOWN HEREON, FORFEITURE  
OF THE CHARTER OR CERTIFICATE OF AUTHORITY OF THE  
FOLLOWING CORPORATION; THE SECRETARY OF STATE FINDS AND  
DETERMINES THE FOLLOWING:

CORPORATION NAME

CHALLENGER CENTER FOR SPACE SCIENCE EDUCATION

CHARTER NO.-TYPE	DATE FORFEITED	CERTIFICATE/CHARTER FORFEITED
796655-01	10/30/1997	06/20/1988

THAT THE COMPTROLLER OF PUBLIC ACCOUNTS HAS NOTIFIED THIS  
OFFICE THAT SAID CORPORATION HAS FAILED TO FILE A CURRENT  
YEAR FRANCHISE TAX REPORT TO ESTABLISH THE EXISTENCE OF  
ASSETS FROM WHICH A JUDGEMENT FOR THE FRANCHISE TAXES,  
PENALTIES AND COURT COSTS MAY BE SATISFIED.  
THAT THE COMPTROLLER OF PUBLIC ACCOUNTS HAS FURTHER STATED  
THAT THE SAID CORPORATION HAS FAILED OR REFUSED TO REVIVE  
ITS RIGHT TO DO BUSINESS.

IT IS THEREFORE ORDERED THAT THE CHARTER OR CERTIFICATE OF  
AUTHORITY OF THE ABOVE NAMED CORPORATION BE AND THE SAME IS  
HEREBY FORFEITED WITHOUT JUDICIAL ASCERTAINMENT AND MADE  
NULL AND VOID, AND THAT THE PROPER ENTRY BE MADE UPON THE  
PERMANENT FILLS AND RECORDS OF SUCH CORPORATION TO SHOW  
SUCH FORFEITURE AS OF THE DATE HEREOF.

001769

1 1 0 9 5 6 0 3 2 5 9

FILED  
The Office of the  
Secretary of State of Texas

AUG 22 1988

**APPLICATION FOR REINSTATEMENT AND  
REQUEST TO SET ASIDE FORFEITURE**

By: CHALLENGER CENTER FOR SPACE SCIENCE EDUCATION Charter No. 00794655-01  
(Corporate Name)  
Taxpayer Id. No. 76-0192067

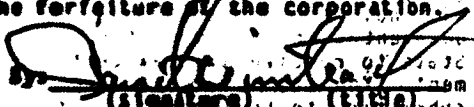
WHEREAS the charter of the above corporation was forfeited  
on JUNE 20, 1988 for:

(check one)

1. \_\_\_ failure to maintain a registered agent, or
2.  failure to pay State Franchise Tax, or
3. \_\_\_ (other) \_\_\_\_\_

WHEREAS the corporation has corrected the default noted above and has paid all fees, taxes, and penalties due:

NOW THEREFORE, the corporation hereby applies for reinstatement of its corporate charter, and requests that the Secretary of State set aside the forfeiture of the corporation.

  
(Signature)  
David L. Kinstead, President

**INSTRUCTIONS FOR FILING APPLICATION FOR REINSTATEMENT**

1. Submit Original and One Copy of the application.
2. The application must be signed by an Officer, Director or Shareholder of the Corporation.
3. The filing fee for an application for reinstatement is \$25.00 for business corporations. Non-Profit Corporations assessed a filing fee of \$25.00 for non-tax reinstatements. No fee is required for non-profit corporations forfeited for tax reasons.

(Instructions continue on reverse side)

2

1 1 0 9 5 6 0 3 2 5 9

117096900158

NON-PROFIT  
FILING FEE - \$5.00

STATEMENT OF CHANGE OF REGISTERED  
OFFICE OR REGISTERED AGENT OR BOTH  
BY A NON-PROFIT CORPORATION

FILED  
In the Office of the  
Secretary of State of Texas

SEP 26 1988

1. The name of the corporation is CHALLENGER CENTER FOR SPACE SCIENCE EDUCATION Corporation Section
2. The address, including street and number, of its present registered office as shown in the records of the Secretary of State of the State of Texas before filing this statement is 1550 West Bay Blvd., Suite 102 Friendswood, Texas 77546
3. The address, including street and number, to which its registered office is to be changed is c/o C T Corporation System, 811 Dallas Avenue, Houston, Texas 77002  
(Give new address or state "no change")
4. The name of its present registered agent, as shown in the records of the Secretary of State of the State of Texas, before filing this statement is June Soobas
5. The name of its new registered agent is c/o CT Corporation System  
(Give new name or state "no change")
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by: (Check One)
  - A. The Board of Directors.
  - B. An officer of the corporation so authorized by the Board of Directors.
  - C. The members of the corporation in whom management of the corporation is vested pursuant to article 2.14C of the Non-Profit Corporation Act.

  
An Authorized Officer

# PIPER & MARBURY

1200 NINETEENTH STREET, N.W.

WASHINGTON, D. C. 20036

202-861-3900

TELECOPIER 202-223-2085

CABLE PIPERMAR WSH

TELEX 904246

ANTHONY H. RICKERT  
DIRECT DIAL NUMBER  
202-861-3894

1100 CHARLES CENTER SOUTH  
36 SOUTH CHARLES STREET  
BALTIMORE, MARYLAND 21201  
301-539-2530

February 16, 1989

Mr. Robert Michel  
Director of Finance  
Challenger Center for Space Science Education  
1101 King Street - Suite 190  
Alexandria, Virginia 22314

Re: Challenger Center Charter Amendments

Dear Bob:

This will confirm our discussions regarding the legal effect of the Amended and Restated Articles of Incorporation of the Challenger Center dated November 10, 1987. Although this document was apparently adopted by the Board of Directors in late 1987, it has not been filed with the appropriate authorities in the State of Texas. Consequently, it has no current legal effect, and the original Charter adopted in 1986 (as amended in January, 1987) remains operative.

As explained below, it is our view that the proposed charter amendments contained in the unfiled document are not necessary and may in fact have certain adverse consequences for the Challenger Center.

If filed, the Amended and Restated Articles would have the following effects: (a) delete the provisions from the existing Charter which provide for indemnification of the directors and officers of the Challenger Center; (b) name David Winstead as the new registered agent of the Center, replacing June Scobee; and (c) delete the provision naming the incorporators.

Mr. Robert Michel  
Challenger Center for Space Science Education  
February 16, 1989

PIPER & MARBURY

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In my view, the deletion of the indemnification provisions from the Charter of the Challenger Center is not advisable. The Texas Non-Profit Corporation Statute, like that of virtually every other state, allows non-profit corporations to indemnify directors and officers, and the provision of such indemnity has become the norm. I believe that an action by the Challenger Center to delete these important provisions from the Charter may adversely affect the ability of the Challenger Center to recruit and retain high quality directors and officers. Moreover, the By-laws of the Challenger Center which were recently amended and restated by the Board of Directors provide for indemnification, and it would be inconsistent to delete this matter from the Charter at this time.

With respect to naming a new registered agent in the Charter, it is my understanding that the Challenger Center has already appointed CT Corporation Systems as its registered agent in lieu of the agent named in the original charter and that appropriate notices to that effect have been filed in Texas. Consequently, it is no longer necessary to amend the Charter with respect to this matter.

Finally, regarding the deletion of the incorporators from the original filing, this ministerial action is not necessary of itself and would only be done in the context of a Charter amendment for other purposes.

For the foregoing reasons, you may wish to consider presenting this issue to the Board of Directors and suggesting that the action taken to adopt the proposed amendment be rescinded. Since the amendment has not been filed and has no current legal effect, no further action need be taken to rescind this amendment.

In connection with this inquiry, we reviewed the provisions of the existing Charter of the Challenger Center pertaining to the indemnification of officers and directors and have concluded that it would be appropriate to amend these provisions. The Charter currently provides that the Center will indemnify its officers and directors only in cases where the director or officer is not guilty of gross negligence, recklessness, or willful misconduct, or in instances where a court decides that such person is fairly and reasonably entitled to indemnity.



Mr. Robert Michel  
Challenger Center for Space Science Education  
February 16, 1989

PIPER & MARBURY

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Texas law, however, permits a non-profit corporation to extend greater indemnity coverage to its officers and directors than that now provided by the Center's Charter. Under Texas statute, a non-profit corporation may indemnify an officer or director if it is determined that the officer or director acted in good faith and reasonably believed that his or her actions were in (or not opposed to) the best interests of the corporation.

Consequently, in order to provide indemnity protection for officers and directors to the extent permitted by applicable law, rather than to the lesser extent now provided in the Charter, the Board may wish to consider amending the Charter by replacing the existing indemnity provisions with the following language:

"(a) The Corporation shall indemnify its directors and officers, whether serving the Corporation or at its request any other entity, to the fullest extent required or permitted by the general laws of the State of Texas now or hereafter in force, including the advance of expenses under the procedures provided by such laws.

(b) The Corporation shall indemnify other employees or agents, whether serving the Corporation or at its request any other entity, to such extent as shall be authorized by the Board of Directors or the By-laws and as permitted by law.

(c) The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled.

(d) The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve and amend from time to time such By-laws, resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law.

(e) No amendment or repeal of this Article \_\_\_\_ of the Corporation's Charter shall apply to or have any effect on any right to indemnification provided hereunder with

Mr. Robert Michel  
Challenger Center for Space Science Education  
February 16, 1989

PIPER & MARBURY

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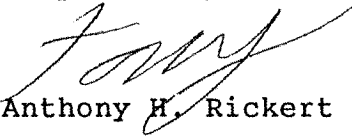
respect to acts or omissions occurring prior to such amendment or repeal."

This amendment would not only expand the current indemnity coverage provided to the Center's directors and officers, but it would also obviate the need for further Board action should the Texas indemnity statute be amended in the future. In addition, it would make the Charter consistent with the Challenger Center's By-laws, which currently provide for indemnification to the fullest extent permitted under Texas law.

If you think it advisable at this time to present this issue to the board, please let me know and I will prepare the necessary legal documents.

As always, please call me if you have any questions with respect to this matter.

Very truly yours,



Anthony H. Rickert

cc: Mr. Douglas King

4365c

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
(with amendment)

of

CHALLENGER CENTER FOR SPACE SCIENCE EDUCATION

1. Challenger Center for Space Science Education, pursuant to the provisions of Article 1396-4.06 of the Texas Non-Profit Corporation Act, hereby adopts amended and restated articles of incorporation which accurately copy its articles of incorporation and all amendments thereto that are in effect to date and as further amended by such restated articles of incorporation as hereinafter set forth and which contain no other change in any provision thereof.

2. The articles of incorporation of the corporation are amended by the restated articles of incorporation as follows:

Article Four of the articles of incorporation of the corporation is hereby amended to read as follows:

ARTICLE FOUR

The purposes for which the corporation is organized and shall be operated are:

(1) To receive and maintain a fund or funds of real or personal property, or both, and to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any subsequent federal tax law of similar import (hereinafter referred to as the "Code"); and

(2) To engage in any and all lawful activities for which non-profit corporations may be incorporated

under the provisions of the Texas Non-Profit Corporation Act and which are consistent with exemption from Federal income tax under Section 501(c)(3) of the Code.

Article Seven of the articles of incorporation of the corporation is hereby amended to read as follows:

#### ARTICLE SEVEN

The address of the registered office of the corporation is 1550 W. Bay Area Boulevard, Suite 102, Friendswood (Houston), Texas 77546, and the name of its registered agent at such address is David L. Winstead.

Article Eleven and Twelve of the articles of incorporation are hereby deleted and Article Thirteen is renumbered Article Eleven.

3. Each such amendment made by these restated articles of incorporation has been effected in conformity with the provisions of the Texas Non-Profit Corporation Act and such restated articles of incorporation were duly adopted in the following manner:

The restated articles of incorporation as so amended were adopted at a \_\_\_\_\_ meeting of the board of directors of the corporation on \_\_\_\_\_ 1987, and received the vote of a majority of directors in office, there being no members having voting rights in respect thereof.

4. The articles of incorporation and all amendments and supplements thereto are hereby superseded by the following restated articles of incorporation which accurately copy the entire text thereof and as amended as above set forth:

#### RESTATED ARTICLES OF INCORPORATION OF CHALLENGER CENTER FOR SPACE SCIENCE EDUCATION

ARTICLE ONE

The name of the corporation is Challenger Center For Space Science Education.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of the corporation's duration is perpetual.

ARTICLE FOUR

The purposes for which the corporation is organized and shall be operated are:

(1) To receive and maintain a fund or funds of real or personal property, or both, and to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any subsequent federal tax law of similar import (hereinafter referred to as the "Code"); and

(2) To engage in any and all lawful activities for which non-profit corporations may be incorporated under the provisions of the Texas Non-Profit Corporation Act and which are consistent with exemption from Federal income tax under Section 501(c)(3) of the Code.

ARTICLE FIVE

No part of the net earnings of the corporation shall inure to the benefit of any director of the corporation, officer of the corporation, or any private individual, and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall

be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles of Incorporation the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt from taxation under Section 501(c)(3) of the Code and the regulations pertaining thereto as they now exist or as they may hereafter be amended.

#### ARTICLE SIX

For any taxable year in which the corporation shall be treated as a private foundation (within the meaning of Section 509 of the Code) the income of the corporation for such taxable year shall be distributed at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code, and the corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4943(c) of the Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Code), from making any investments in such manner as to subject the foundation to tax under Section 4944 of the Code, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE SEVEN

The address of the registered office of the corporation is 1550 W. Bay Area Boulevard, Suite 102, Friendswood (Houston), Texas 77546, and the name of its registered agent at such address is David L. Winstead.

ARTICLE EIGHT

The corporation shall have no members, its governing body being its Board of Directors.

ARTICLE NINE

The internal affairs of the corporation shall be regulated by the Bylaws to be adopted by the Board of Directors. The Board of Directors shall have the power to alter, amend, or repeal the Bylaws or to adopt new Bylaws as provided therein.

ARTICLE TEN

The number of directors constituting the Board of Directors shall not be less than three, and shall be determined as set forth in the Bylaws. The names and addresses of the persons who are now serving as directors are:

<u>NAME</u>	<u>ADDRESS</u>
Hon. Robert McC. Adams	The Smithsonian Institution Washington, D.C. 20560
Jack Anderson	Young Astronaut Council 1211 Connecticut Ave. NW Suite 800 Washington, D.C. 20036
Robert Anderson	Rockwell International 2230 E. Imperial Highway El Segundo, California 90245
Walter Cronkite	CBS News 524 West 57th Street New York, New York 10019

<u>NAME</u>	<u>ADDRESS</u>
John Denver	P.O. Box 1587 Aspen, Colorado 81612
Hon. Donald Fuqua	Aerospace Industries Association 1725 DeSole St., N.W. Washington, D.C. 20036
Hon. Jake Garn	505 Dirksen Building Washington, D.C. 20510
Hon. John Glenn	503 Hart Building Washington, D.C. 20510
Gerald Griffin	Houston Chamber of Commerce 1100 Milam Building, 25th Floor Houston, Texas 77002
Marcia Jarvis	659 6th Street Hermosa Beach, California 90254
Billie Jean King	101 W. 79th St. Ph1B New York, New York 10024
Hon. T. Allan McArtor	FAA 800 Independence Ave., S.W. Washington, D.C. 20591
Steven McAuliffe	8 Park Ridge Concord, New Hampshire 03301
Cheryl McNair	1623 West Chelsea Place Seabrook, Texas 77586
Barbara Morgan	NASA: Teacher-In-Space Designee Box 1525 McCall, Idaho 83638
Lorna Onizuka	858 Shadwell Dr. Houston, Texas 77059
Charles Resnik, M.D.	3909 Log Trailway Reistertown, Maryland 21136
June Scobee	15026 Brookpoint Houston, Texas 77062
Jane Smith	1038 Shorewood Dr. Seabrook, Texas 77586



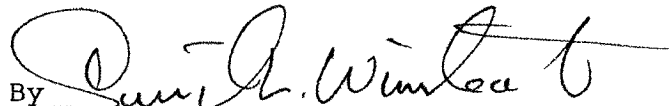
<u>NAME</u>	<u>ADDRESS</u>
Thomas Stauffer, Ph.D.	Office of President University of Houston, Clear Lake 2700 Bay Area Boulevard Houston, Texas 77058-1050
Kathryn Sullivan, Ph.D.	16551 Holly Trail Drive Houston, Texas 77058
David L. Winstead	1101 King Street, Suite 700 Alexandria, Virginia 22314

ARTICLE ELEVEN

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

Dated November 10, \_\_\_\_\_, 1987.

CHALLENGER CENTER FOR SPACE SCIENCE  
EDUCATION

By   
David L. Winstead, President

By   
Dr. Thomas Stauffer, Secretary

THE STATE OF ~~TEXAS~~ <sup>Virginia</sup>  
City of Alexandria  
COUNTY OF ~~HARRIS~~ <sup>Stafford</sup>

I, MARGARETT M. COLLINS, a notary public, do hereby certify that on this 10th day of November, 1987, personally appeared before me David L. Winstead, who, being by me first duly sworn, declared that he is the President of Challenger Center for Space Science Education, that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Margaret M. Collins  
Notary Public in and for  
The State of ~~Texas~~ <sup>Virginia</sup>

My commission expires:  
December 18, 1989

## 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) <b>Challenger Center for Space Science Education</b>	
	Business name/disregarded entity name, if different from above	
	Check appropriate box for federal tax classification: <input type="checkbox"/> Individual/sole proprietor <input checked="" type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate  <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ _____  <input type="checkbox"/> Other (see instructions) ▶ _____	Exemptions (see instructions):  Exempt payee code (if any) <u>1</u> Exemption from FATCA reporting code (if any) _____
	Address (number, street, and apt. or suite no.) <b>422 First Street SE, 3rd Floor</b>	Requester's name and address (optional)
	City, state, and ZIP code <b>Washington DC 20003</b>	
List account number(s) here (optional)		

<b>Part I Taxpayer Identification Number (TIN)</b>																																						
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 <i>How to get a TIN</i> on page 3.																																						
Note. If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th colspan="9" style="text-align: center;">Social security number</th> </tr> <tr> <td style="width: 20px; height: 20px;"> </td> <td style="width: 20px; height: 20px;"> </td> <td style="width: 20px; height: 20px;"> </td> <td style="width: 20px; height: 20px;"> </td> <td style="width: 20px; height: 20px;"> </td> <td style="width: 20px; height: 20px;"> </td> <td style="width: 20px; height: 20px;"> </td> <td style="width: 20px; height: 20px;"> </td> <td style="width: 20px; height: 20px;"> </td> </tr> </table> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th colspan="9" style="text-align: center;">Employer identification number</th> </tr> <tr> <td style="width: 20px; height: 20px;">7</td> <td style="width: 20px; height: 20px;">6</td> <td style="width: 20px; height: 20px;">-</td> <td style="width: 20px; height: 20px;">0</td> <td style="width: 20px; height: 20px;">1</td> <td style="width: 20px; height: 20px;">9</td> <td style="width: 20px; height: 20px;">2</td> <td style="width: 20px; height: 20px;">0</td> <td style="width: 20px; height: 20px;">6</td> <td style="width: 20px; height: 20px;">7</td> </tr> </table>	Social security number																		Employer identification number									7	6	-	0	1	9	2	0	6	7
Social security number																																						
Employer identification number																																						
7	6	-	0	1	9	2	0	6	7																													

<b>Part II Certification</b>	
Under penalties of perjury, I certify that:	
1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and 2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and 3. I am a U.S. citizen or other U.S. person (defined below), and 4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.	
<b>Certification instructions.</b> 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 3.	

<b>Sign Here</b>	Signature of U.S. person <i>[Signature]</i>	Date <i>5/01/14</i>
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**General Instructions** (Director of Denver Relations)

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

**Future developments.** The IRS has created a page on IRS.gov for information about Form W-9, at [www.irs.gov/w9](http://www.irs.gov/w9). Information about any future developments affecting Form W-9 (such as legislation enacted after we release it) will be posted on that page.

**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, payments made to you in settlement of payment card and third party network transactions, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

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

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

**Note:** If you are a U.S. person and 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 under section 1446 on any foreign partners' share of effectively connected taxable income from such business. Further, in certain cases where a Form W-9 has not been received, the rules under section 1446 require a partnership to presume that a partner is a foreign person, and pay the section 1446 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 section 1446 withholding on your share of partnership income.

**Challenger Center for Space Science Education**

Financial Statements  
and Independent Auditors' Report

December 31, 2012 and 2011

**Challenger Center for Space Science Education**

Financial Statements  
December 31, 2012 and 2011

**Contents**

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Statement of Activities for the Year Ended December 31, 2012.....	4
Statement of Activities for the Year Ended December 31, 2011.....	5
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## **INDEPENDENT AUDITORS' REPORT**

To the Board of Directors  
Challenger Center for Space Science Education

We have audited the accompanying financial statements of the Challenger Center for Space Science Education ("the Challenger Center"), which comprises the statements of financial position as of December 31, 2012 and 2011, and the related statements of activities and cash flows for the years then ended, and the related notes to the financial statements.

### ***Management's Responsibility for the Financial Statements***

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### ***Auditor's Responsibility***

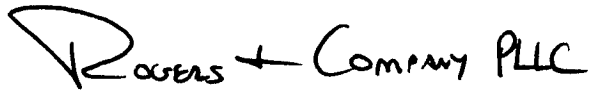
Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

*Opinion*

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Challenger Center as of December 31, 2012 and 2011, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Handwritten signature in black ink that reads "Rogers + Company PLLC". The signature is written in a cursive, flowing style.

Vienna, Virginia  
July 24, 2013

## Challenger Center for Space Science Education

### Statements of Financial Position December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
<b>Assets</b>		
Cash and cash equivalents	\$ 741,121	\$ 371,360
Accounts receivable, net	139,706	167,622
Grants receivable	73,756	99,003
Prepaid expenses and deposits	34,904	6,086
Inventory	356,800	359,832
Property and equipment, net	584,310	460,123
Total assets	<u>\$ 1,930,597</u>	<u>\$ 1,464,026</u>
<b>Liabilities and Net Assets</b>		
<b>Liabilities</b>		
Accounts payable and accrued expenses	\$ 456,789	\$ 211,853
Deferred learning centers revenue	752,322	829,010
Deferred license fees	150,359	150,359
Note payable	444,561	591,599
Total liabilities	<u>1,804,031</u>	<u>1,782,821</u>
<b>Net Assets (Defecit)</b>		
Unrestricted	126,566	(349,535)
Temporarily restricted	-	30,740
Total net assets (deficit)	<u>126,566</u>	<u>(318,795)</u>
Total liabilities and net assets	<u>\$ 1,930,597</u>	<u>\$ 1,464,026</u>

See accompanying notes.



## Challenger Center for Space Science Education

Statement of Activities  
For the Year Ended December 31, 2012

	Unrestricted	Temporarily Restricted	Total
<b>Revenue and Support</b>			
NASA trust fund	\$ 1,000,000	\$ -	\$ 1,000,000
Learning centers	782,680	-	782,680
License fees	622,981	-	622,981
Federal grants	336,359	-	336,359
Contributions and sponsorships	273,615	-	273,615
Other revenue	90,582	-	90,582
Registrations	15,215	-	15,215
Investment income	5,675	-	5,675
Released from restrictions	30,740	(30,740)	-
	<u>3,157,847</u>	<u>(30,740)</u>	<u>3,127,107</u>
<b>Total revenue and support</b>			
	<u>3,157,847</u>	<u>(30,740)</u>	<u>3,127,107</u>
<b>Expenses</b>			
Program services:			
Network support	1,419,323	-	1,419,323
Federal grants	224,752	-	224,752
Education	341,724	-	341,724
Installation and contracts	144,907	-	144,907
Communications	88,133	-	88,133
Other projects	7,348	-	7,348
	<u>2,226,187</u>	<u>-</u>	<u>2,226,187</u>
<b>Total program services</b>			
	<u>2,226,187</u>	<u>-</u>	<u>2,226,187</u>
Supporting services:			
Management and general	381,094	-	381,094
Development	74,465	-	74,465
	<u>455,559</u>	<u>-</u>	<u>455,559</u>
<b>Total supporting services</b>			
	<u>455,559</u>	<u>-</u>	<u>455,559</u>
<b>Total expenses</b>			
	<u>2,681,746</u>	<u>-</u>	<u>2,681,746</u>
<b>Change in Net Assets (Deficit)</b>	476,101	(30,740)	445,361
<b>Net (Deficit) Assets, beginning of year</b>	<u>(349,535)</u>	<u>30,740</u>	<u>(318,795)</u>
<b>Net Assets, end of year</b>	<u>\$ 126,566</u>	<u>\$ -</u>	<u>\$ 126,566</u>

*See accompanying notes.*

## Challenger Center for Space Science Education

Statement of Activities  
For the Year Ended December 31, 2011

	Unrestricted	Temporarily Restricted	Total
<b>Revenue and Support</b>			
NASA trust fund	\$ 1,000,000	\$ -	\$ 1,000,000
Learning centers	88,442	-	88,442
License fees	628,532	-	628,532
Federal grants	996,828	-	996,828
Contributions and sponsorships	980,525	-	980,525
Other revenue	18,419	-	18,419
Registrations	18,255	-	18,255
Investment income	12,643	-	12,643
Released from restrictions	101,762	(101,762)	-
	<u>3,845,406</u>	<u>(101,762)</u>	<u>3,743,644</u>
<b>Total revenue and support</b>			
	<u>3,845,406</u>	<u>(101,762)</u>	<u>3,743,644</u>
<b>Expenses</b>			
Program services:			
Network support	730,170	-	730,170
Federal grants	709,328	-	709,328
Education	206,844	-	206,844
Installation and contracts	68,294	-	68,294
Innovation fund	195,879	-	195,879
Other projects	170,161	-	170,161
	<u>2,080,676</u>	<u>-</u>	<u>2,080,676</u>
<b>Total program services</b>			
	<u>2,080,676</u>	<u>-</u>	<u>2,080,676</u>
Supporting services:			
Management and general	414,172	-	414,172
Development	79,781	-	79,781
	<u>493,953</u>	<u>-</u>	<u>493,953</u>
<b>Total supporting services</b>			
	<u>493,953</u>	<u>-</u>	<u>493,953</u>
<b>Total expenses</b>			
	<u>2,574,629</u>	<u>-</u>	<u>2,574,629</u>
<b>Change in Net Assets (Deficit)</b>	1,270,777	(101,762)	1,169,015
<b>Net (Deficit) Assets, beginning of year</b>	<u>(1,620,312)</u>	<u>132,502</u>	<u>(1,487,810)</u>
<b>Net (Deficit) Assets, end of year</b>	<u>\$ (349,535)</u>	<u>\$ 30,740</u>	<u>\$ (318,795)</u>

*See accompanying notes.*

**Challenger Center for Space Science Education**

Statements of Cash Flows  
For the Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
<b>Cash Flows from Operating Activities</b>		
Change in net assets	\$ 445,361	\$ 1,169,015
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation and amortization	7,453	26,068
Donated inventory	-	(348,000)
Change in operating assets and liabilities:		
(Increase) decrease in:		
Accounts receivable	27,916	(34,228)
Grants receivable	25,247	112,293
Prepaid expenses and deposits	(28,818)	26,880
Inventory	3,032	835
Increase (decrease) in:		
Accounts payable and accrued expenses	244,936	(32,365)
Deferred learning center revenue	(76,688)	(339,852)
Deferred license fees	-	(107,341)
	<u>648,439</u>	<u>473,305</u>
<b>Cash Flows from Investing Activities</b>		
Purchases of fixed assets	<u>(131,640)</u>	<u>(450,407)</u>
Net cash used in investing activities	<u>(131,640)</u>	<u>(450,407)</u>
<b>Cash Flows from Financing Activities</b>		
Proceeds on note payable	-	615,000
Principal payments on notes payable	<u>(147,038)</u>	<u>(848,401)</u>
Net cash used in financing activities	<u>(147,038)</u>	<u>(233,401)</u>
<b>Net Increase (Decrease) in Cash and Cash Equivalents</b>	369,761	(210,503)
<b>Cash and Cash Equivalents, beginning of year</b>	<u>371,360</u>	<u>581,863</u>
<b>Cash and Cash Equivalents, end of year</b>	<u>\$ 741,121</u>	<u>\$ 371,360</u>
<b>Supplemental Disclosure of Cash Flow Information</b>		
Donated inventory	<u>\$ -</u>	<u>\$ 348,000</u>
Cash paid for interest	<u>\$ (33,046)</u>	<u>\$ (7,758)</u>

*See accompanying notes.*

## Challenger Center for Space Science Education

Notes to Financial Statements  
December 31, 2012 and 2011

### 1. Nature of Operations

The Challenger Center for Space Science Education (“the Challenger Center”) is a not-for-profit organization incorporated in 1986. The Challenger Center was formed to operate facilities and programs necessary to help students develop scientific, problem-solving skills and overcome illiteracy in the field of science and technology.

### 2. Summary of Significant Accounting Policies

#### Basis of Accounting and Presentation

The Challenger Center’s financial statements are prepared on the accrual basis of accounting and are in accordance with generally accepted accounting principles for not-for-profit organizations. Net assets are reported based on the presence or absence of donor-imposed restrictions.

#### Classification of Net Assets

- *Unrestricted net assets* represent funds that are not subject to donor-imposed stipulations and are available for support of the Challenger Center’s operations.
- *Temporarily restricted net assets* represent funds subject to donor-imposed restrictions that are met either by actions of the Challenger Center or by the passage of time. At December 31, 2012 and 2011, temporarily restricted net assets totaled \$0 and \$30,740, respectively.
- *Permanently restricted net assets* represent funds in which the principal must be held in perpetuity, while the earnings may be available for general operations or a restricted purpose imposed by the donors. At December 31, 2012 and 2011, there were no permanently restricted net assets.

#### Cash and Cash Equivalents

For the purpose of the statements of cash flows, the Challenger Center considers all demand deposits and money market funds to be cash equivalents.

#### Accounts Receivable

Accounts receivable consist of amounts relating to program receipts that are billed as services are rendered. The allowance for doubtful accounts is recorded based upon management’s discretion for items that are past due and deemed no longer collectible. The allowance for doubtful accounts was \$94,303 for both years ended December 31, 2012 and 2011.

## Challenger Center for Space Science Education

Notes to Financial Statements  
December 31, 2012 and 2011

### 2. Summary of Significant Accounting Policies (continued)

#### Property and Equipment

Property and equipment with purchase prices in excess of \$1,000 are recorded at acquisition cost, or in the case of donated property, estimated fair market value at the date of donation. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets, which range from five to seven years. Leasehold improvements are capitalized and amortized over the shorter of the related economic life or the lease term.

#### Inventory

Inventory consists of education products, programs for resale, and learning center supplies. Inventory is stated at the lower of cost (first-in, first-out method) or market value. At December 31, 2012 and 2011 the majority of the inventory consisted of a donated simulator that was returned in 2011 under the termination agreement with the New London, Connecticut, learning center. Donated inventory is recorded at the estimated fair value at the time of receipt. The simulator's fair value at the time of donation was \$348,000. During 2012, the simulator was sold pursuant to a new learning center facility contract. The simulator will remain an asset to the Challenger Center until the new facility is complete.

#### Revenue Recognition

Grants and contributions are recorded as revenue when received or promised. The Challenger Center reports gifts of cash and other assets as temporarily restricted support if they are received or promised with donor stipulations that limit the use of the donated assets to one of the Challenger Center's programs or to a future year. When a donor restriction expires, that is, when a purpose restriction is accomplished or time restriction has elapsed, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statements of activities as net assets released from restrictions.

Federal government grants that are cost reimbursable in nature are recognized as revenue as the related expenditures are incurred. Costs incurred in excess of cash received are reflected as grants receivable.

Deferred learning centers revenue represents deposits on contracts for the Learning Centers for which work has to be completed. These contracts are earned under the percentage of completion method and may take several years to be fully realized. Deferred license fees are annual fees charged to the Learning Centers. The fees are due annually on the anniversary of the Learning Center's first public mission. Revenues from all other sources are recognized when earned.

## Challenger Center for Space Science Education

Notes to Financial Statements  
December 31, 2012 and 2011

### 2. Summary of Significant Accounting Policies (continued)

#### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

#### Functional Allocation of Expenses

The costs of providing the various programs and other activities have been summarized on a functional basis in the accompanying statements of activities. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

#### Subsequent Events

The Challenger Center follows the guidance of FASB ASC 855, *Subsequent Events*, which establishes general standards of accounting for and disclosure of events that occur after the statement of financial position date but before the financial statements are issued. FASB ASC 855 also requires disclosure of the date through which an entity has evaluated subsequent events. There were no subsequent events through July 24, 2013, which is the date the financial statements were issued, that required recording or disclosure in the financial statements for the year ended December 31, 2012.

### 3. Prior Period Adjustment

The Challenger Center's previously issued 2011 financial statements have been restated to correct the treatment of capitalized software. The Challenger Center corrected its net assets as of December 31, 2011 by increasing both property and equipment and the change in net assets by \$443,273.

### 4. Concentration of Credit Risk

Financial instruments that potentially subject the Challenger Center to significant concentrations of credit risk consist of cash and cash equivalents. The Challenger Center maintains cash deposit and transaction accounts with various financial institutions, and these values, from time to time may exceed insurable limits under the Federal Depository Insurance Corporation (FDIC). The Challenger Center has not experienced any credit losses on its cash and cash equivalents to date as it relates to FDIC insurance limits. Management periodically assesses the financial condition of these financial institutions and believes that the risk of any credit loss is minimal.

## Challenger Center for Space Science Education

Notes to Financial Statements  
December 31, 2012 and 2011

### 5. Property and Equipment

Property and equipment consists of the following at December 31:

	2012	2011
Software	\$ 575,113	\$ 443,473
Equipment	36,587	36,587
Leasehold improvements	10,000	10,000
Furniture and fixtures	9,881	9,881
Total property and equipment	631,581	499,941
Less: accumulated depreciation and amortization	(47,271)	(39,818)
Property and equipment, net	\$ 584,310	\$ 460,123

### 6. Note Payable

On October 11, 2011, the Challenger Center entered into a promissory note payable for \$615,000 to fund working capital needs. The promissory note payable yields a 6.5% interest rate and requires monthly payments of \$15,000 with a final payment of all unpaid principal and interest due on September 12, 2015.

The future minimum principal payments under the note are as follows for the years ending December 31:

2013	\$ 154,409
2014	166,028
2015	124,124
Future minimum principal payments	\$ 444,561

### 7. Related Party Transactions

During 2001, the Challenger Center received two loans from Board members in exchange for promissory notes in the amounts of \$100,000 and \$50,000, which originally matured in March and May 2005, respectively, and have been extended several times subsequently. The notes matured on December 31, 2011. The original notes bore interest at the prime rate as published in *The Wall Street Journal* on the first day of each quarter. During 2010, the renegotiated terms waived all future interest charges. Imputed interest has not been recorded due to immateriality. During 2011, the balances of the notes were paid in full.

## Challenger Center for Space Science Education

Notes to Financial Statements  
December 31, 2012 and 2011

### 7. Related Party Transactions (continued)

In addition, the Challenger Center receives unrestricted support in the form of contributions from its Board members. For the years ended December 31, 2012 and 2011, the Challenger Center received \$54,365 and \$84,135, respectively, which is included in contributions and sponsorships in the accompanying statements of activities.

### 8. Temporarily Restricted Net Assets

Temporarily restricted net assets are available for the following at December 31:

	2012	2011
Mentoring fund - McKee	\$ -	\$ 15,691
Boeing Flier grant	-	15,049
Total temporarily restricted net assets	<u>\$ -</u>	<u>\$ 30,740</u>

### 9. Science, Space, and Technology Education Trust Fund

In accordance with Public Law 100-404 (1989), the National Aeronautics and Space Administration (NASA) transferred \$15,000,000 of appropriated funds to establish the Science, Space, and Technology Education Trust Fund (“the Trust Fund”).

The Trust Fund invests in United States Treasury special issue securities. The Challenger Center receives conditional grants in the amount of lesser of actual interest earned or \$1,000,000 per year from the Trust Fund, provided that the Challenger Center generates dollar-for-dollar matching of funds from non-federal sources and these funds have been used to further science, space and technology education. The Trust Fund disburses the interest earnings to the Challenger Center each calendar quarter in the amount of \$250,000, which is reflected as unrestricted revenue.

In accordance with the provisions of the Trust Fund, as of December 31, 2012, the Challenger Center has generated total matching funds of \$78,430,061 and has received disbursements totaling \$24,000,000 since its inception.



## Challenger Center for Space Science Education

Notes to Financial Statements  
December 31, 2012 and 2011

### 10. Commitments

#### Operating Leases

The Challenger Center leased office space in Alexandria, Virginia that expired on January 31, 2013, with a base annual rent of \$30,864. The Challenger Center entered into a new lease for office space on December 12, 2012, that commenced on February 1, 2013 and expires April 29, 2015. The lease calls for annual rental increases of 4% of the base rent. Deferred rent, which reflects the accumulated difference between straight line rent and actual rent paid, is not recorded at December 31, 2012, as the lease commencement date does not start until the following year.

In addition, the Challenger Center leases office space in Kansas City, Missouri. In December 2010, the Challenger Center entered into a new five-year lease for this office. The lease commenced December 1, 2010 and expires November 30, 2015. Monthly payments of \$2,020 are fixed for the whole lease period. The Challenger Center also leases photocopying and postage equipment under non-cancelable operating leases.

Rent expense under the operating leases was \$64,452 and \$70,142 for the years ended December 31, 2012 and 2011, respectively.

Future minimum rental payments under non-cancelable leases are as follows for the years ending December 31:

2013	\$	125,706
2014		138,393
2015		<u>59,413</u>
Future minimum lease payments	\$	<u><u>323,512</u></u>

#### Federal Grants

Funds received from federal and other government agencies are subject to an audit under the provisions of the grant agreements. The ultimate determination of amounts received under these grants is based upon the allowance of costs reported to and accepted by the oversight agencies. Until such grants are closed out, there exists a contingency to refund any amount received in excess of allowable costs. Management is of the opinion that no material liability exists.

## **Challenger Center for Space Science Education**

Notes to Financial Statements  
December 31, 2012 and 2011

### **11. Retirement Plan**

The Challenger Center maintains a 401(k) plan open to all full-time employees upon their date of hire. Employees contribute by payroll deductions on a pre-tax basis up to the amount allowable by Federal law. Employees' deferrals are immediately 100% vested. Until September 30, 2012, the Challenger Center matched 50% of employee contributions up to the first 6% of the employee's annual salary, and these contributions vested 100% immediately. Effective October 1, 2012, the Challenger Center amended the 401(k) plan to a Safe Harbor matching contribution. The Challenger Center matches 100% of employee contributions up to the first 6% of the employee's annual salary. Contributions to the plan for the years ended December 31, 2012 and 2011 were \$27,684 and \$1,520, respectively.

### **12. Income Taxes**

The Challenger Center is exempt from payment of taxes on income other than net unrelated business income under Section 501(c)(3) of the Internal Revenue Code (IRC). For the year ended December 31, 2012, there was no unrelated business income and, accordingly, no federal or state income taxes have been recorded. Contributions to the Challenger Center are deductible as provided in IRC Section 170(b)(1)(A)(vi). Management has evaluated the Challenger Center's tax positions and concluded that the Challenger Center's financial statements do not include any uncertain tax positions.



# CHALLENGER CENTER FOR SPACE SCIENCE EDUCATION

## **Senior Leadership**

\*Dr. Lance Bush, President & CEO  
Steven Goldberg, Chief Financial Officer  
\*Steven Kussmann, Chief Operating Officer  
Robert Piercey, Vice President of Education

## **Additional Staff**

Debi Blaney, Sr. Education Manager  
Brandon Bobisink, Education Manager  
Genet Haile, Sr. Accounting Specialist  
Stephanie Hall, Director of Donor Relations  
Kristen Jacobson, Learning Center Operations Manager  
Jason Ketter, Technology Support Specialist  
Nick King, Education Coordinator  
Julie Piernikowski, Executive Assistant to the President & CEO  
Tom Schaller, Education IT Program Manager  
Martin Schwartz, Director of Community Relations  
Bill Seilnacht, Manager of Technical Support  
\*Muhammad Shazlee, Director of Technology  
Lisa Vernal, Director of Communications

## **Challenger Learning Center- Louisville; Academy at Shawnee**

Will Vander Meer, Acting Director  
Melissa Brown, Education Coordinator  
Edlisa Embry Lessing-Reservations/Assistant to the Director

\*Indicates top 3 highest paid staff

## Challenger Center for Space Science Education Corp

### General Information

<b>Organization Number</b>	0892381
<b>Name</b>	Challenger Center for Space Science Education Corp
<b>Profit or Non-Profit</b>	N - Non-profit
<b>Company Type</b>	FCO - Foreign Corporation
<b>Status</b>	A - Active
<b>Standing</b>	G - Good
<b>State</b>	TX
<b>File Date</b>	7/17/2014 2:27:59 PM
<b>Organization Date</b>	4/26/1986
<b>Authority Date</b>	7/17/2014
<b>Last Annual Report</b>	N/A
<b>Principal Office</b>	422 First Street SE 3rd Floor Washington, DE 20003
<b>Registered Agent</b>	Lance Bush 4001 Herman Street Louisville, KY 10212

### Current Officers

### Individuals / Entities listed at time of formation

### Images available online

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

[Certificate of Authority FBE](#) 7/17/2014 2:28:00 PM 1 page [PDF](#)

### Assumed Names

### Activity History

Filing	File Date	Effective Date	Org. Referenced
Add	7/17/2014 2:27:59 PM	7/17/2014 2:27:59 PM	

### Microfilmed Images

## Ethridge, Kyle

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**From:** Stephanie Hall <shall@challenger.org>  
**Sent:** Friday, July 18, 2014 11:38 AM  
**To:** Ethridge, Kyle  
**Subject:** RE: Kentucky Business One Stop Registration Filing Update

Hi Kyle,

I had to reapply for a new business license to get in good standing so I just picked Corp as we're not technically either but we file as a corporation on our 990s and the form required a suffix. This is the correct new filing information.

### General Information

Organization Number 0892381  
Name Challenger Center for Space Science Education Corp  
Profit or Non-Profit N - Non-profit  
Company Type FCO - Foreign Corporation  
Status A - Active  
Standing G - Good  
State TX  
File Date 7/17/2014 2:27:59 PM  
Organization Date 4/26/1986  
Authority Date 7/17/2014  
Last Annual Report N/A  
Principal Office 422 First Street SE  
3rd Floor  
Washington, DE 20003  
Registered Agent Lance Bush  
4001 Herman Street  
Louisville, KY 10212

### Current Officers

Individuals / Entities listed at time of formation Images available online Documents filed with the Office of the Secretary of State on September 15, 2004 or thereafter are available as scanned images or PDF documents. Documents filed prior to September 15, 2004 will become available as the images are created.

Certificate of Authority FBE 7/17/2014 2:28:00 PM 1 page PDF

### Assumed Names

#### Activity History

Filing	File Date	Effective Date	Org. Referenced
Add	7/17/2014 2:27:59 PM	7/17/2014 2:27:59 PM	

Stephanie Hall  
Director of Donor Relations  
Challenger Center for Space Science Education  
422 First Street SE, 3rd Fl.  
Washington, DC 20003  
Main Office: 202-827-1580  
Direct: 202-827-1567  
[SHall@challenger.org](mailto:SHall@challenger.org)

### -----Original Message-----

**From:** Ethridge, Kyle [<mailto:Kyle.Ethridge@louisvilleky.gov>]  
**Sent:** Friday, July 18, 2014 11:31 AM  
**To:** Stephanie Hall  
**Subject:** RE: Kentucky Business One Stop Registration Filing Update

Stephanie,

Did the name change from Challenger Center for Space Science Education, Inc to Challenger Center for Space Science Education Corp?