

Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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

Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 10-01-2014 , and ending 09-30-2015

Name of foundation Susan Poorman Blackie Ovarian Cancer Foundation		A Employer identification number 46-1258604	
Number and street (or P O box number if mail is not delivered to street address) 206 South 2nd Street		B Telephone number (see instructions)	
City or town, state or province, country, and ZIP or foreign postal code Richmond, TX 77469		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 2,173,054		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	16,406			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	128,826	128,826		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	71,069			
	b Gross sales price for all assets on line 6a 71,069				
	7 Capital gain net income (from Part IV, line 2) . . .		71,069		
	8 Net short-term capital gain			71,069	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	216,301	199,895	71,069	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	30,153			30,153
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	5,040			5,040
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	14,059			7,957
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	8,389			8,389
	22 Printing and publications				
	23 Other expenses (attach schedule)	38,061			37,961
	24 Total operating and administrative expenses. Add lines 13 through 23	95,702	0		89,500
	25 Contributions, gifts, grants paid	376,750			376,750
	26 Total expenses and disbursements. Add lines 24 and 25	472,452	0		466,250
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-256,151			
	b Net investment income (if negative, enter -0-)		199,895		
	c Adjusted net income (if negative, enter -0-)			71,069	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	306,025	191,154	191,154
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,381,391	2,381,391	1,981,900
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,687,416	2,572,545	2,173,054
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)		141,280	
	23	Total liabilities (add lines 17 through 22)	0	141,280	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	2,687,416	2,431,265	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	2,687,416	2,431,265	
	31	Total liabilities and net assets/fund balances (see instructions) . . .	2,687,416	2,572,545	

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1 2,687,416
2	Enter amount from Part I, line 27a	2 -256,151
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 2,431,265
5	Decreases not included in line 2 (itemize) ▶ _____	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 2,431,265

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	AT&T Call Options	P	2014-11-06	2015-01-20
b	AT&T Call Options	P	2015-01-20	2015-04-20
c	AT&T Call Options	P	2015-04-20	2015-06-02
d	AT&T Call Options	P	2015-06-02	2015-08-24
e				

(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	31,793			31,793
b	27,593			27,593
c	23,695		51,006	-27,311
d	38,994			38,994
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			31,793
b			27,593
c			-27,311
d			38,994
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	71,069
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	71,069

Part V

Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013			
2012			
2011			
2010			
2009			

2	Total of line 1, column (d).	2	
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	
5	Multiply line 4 by line 3.	5	0
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	
7	Add lines 5 and 6.	7	0
8	Enter qualifying distributions from Part XII, line 4.	8	

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See
the Part VI instructions

Part VI

Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	3,998
c		All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3		Add lines 1 and 2.		3	3,998
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,998
6		Credits/Payments			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	3,450		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,550		
d	Backup withholding erroneously withheld	6d			
7		Total credits and payments. Add lines 6a through 6d.		7	5,000
8		Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	1,002
11		Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 1,002 Refunded <input type="checkbox"/>		11	

Part VII-A

Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ (2) On foundation managers <input type="checkbox"/> \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>	3	Yes	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions): <input type="checkbox"/> TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶spbovariancancerfoundation.org				
14	The books are in care of ▶Buck DodsonTelephone no ▶(800) 428-4682 Located at ▶206 South Second Street Richmond TXZIP +4 ▶77469			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶	16	Yes	No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

☒

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000.

0

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Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3.	

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,120,317
b	Average of monthly cash balances.	1b	244,256
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,364,573
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	2,364,573
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	35,469
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,329,104
6	Minimum investment return. Enter 5% of line 5.	6	116,455

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	116,455
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	3,998
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,998
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	112,457
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	112,457
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . .	7	112,457

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	466,250
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	466,250
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	466,250
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				112,457
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			644	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 466,250				
a Applied to 2013, but not more than line 2a			644	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2014 distributable amount.				112,457
e Remaining amount distributed out of corpus	353,149			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	353,149			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	353,149			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . . 353,149				

Part XIV

Private Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2014	(b) 2013	(c) 2012	(d) 2011	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

Gary W Blackie

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NA

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a

The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

Administrator
206 South Second Street
Richmond, TX 77469
(800) 428-4682
SPBOVARIANCANCERFOUNDATION.ORG

b

The form in which applications should be submitted and information and materials they should include

N/A

c

Any submission deadlines

None

d

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Ovarian Cancer Research and Awareness Efforts

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<div>a Paid during the year</div> <div>See Additional Data Table</div>				
<div>Total</div>			<div>3a</div>	376,750
<div>b Approved for future payment</div>				
<div>Total</div>			<div>3b</div>	0

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]



1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of				
(1) Cash.		1a(1)		No
(2) Other assets.		1a(2)		No
b Other transactions				
(1) Sales of assets to a noncharitable exempt organization.		1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.		1b(2)		No
(3) Rental of facilities, equipment, or other assets.		1b(3)		No
(4) Reimbursement arrangements.		1b(4)		No
(5) Loans or loan guarantees.		1b(5)		No
(6) Performance of services or membership or fundraising solicitations.		1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received				

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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 taxpayer) is based on all information of which preparer has any knowledge.


Sign Here 	*****	2016-08-13	
	Signature of officer or trustee	Date	

Paid Preparer Use Only	Print/Type preparer's name Michael John S Queza	Preparer's Signature
	Firm's name ► Harris Queza and Company PLLC	
	Firm's address ► 3512 Red River Street Austin, TX 78705	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Buck A Dodson	Executive Director 20 00	31,053	0	0
206 South 2nd Street Richmond, TX 77469				
Gary W Blackie	Vice President and Director 0 50	0	0	0
206 South 2nd Street Richmond, TX 77469				
Mindy L White	Secretary 0 50	0	0	0
206 South 2nd Street Richmond, TX 77469				
Madeline Bunch	Director 0 50	0	0	0
206 South 2nd Street Richmond, TX 77469				
David Michael Harris	Director and Treasurer 1 00	0	0	0
206 South 2nd Street Richmond, TX 77469				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
The Clarity Foundation 4365 Executive Drive Suite 1500 San Diego,CA 92121			Fund the ability to offer molecular tumor profilin	100,000
Baylor College of Medicine One Baylor Plaza MS BCM 160 Houston,TX 77030			Fellowship research for ovarian cancer	15,000
Houston Marathon Foundation 720 N Post Oak Road Houston,TX 77024			Raise awareness of ovarian cancer	6,750
Baylor College of Medicine One Baylor Plaza MS BCM 160 Houston,TX 77030			Fellowship training ovarian cancer	30,000
The University of Texas MD Anderson PO Box 301439 Houston,TX 77230			O varianc cancer research using Anderson Algorithm	100,000
The University of Texas MD Anderson PO Box 301439 Houston,TX 77230			Fund VD Breath Analysis Early Ovarian cancer	25,000
The Clarity Foundation 4365 Executive Drive Suite 1500 San Diego,CA 92121			Fund the ability to offer molecular tumor profilin	100,000
Total  3a				376,750

**TY 2014 Investments Corporate
Stock Schedule****Name:** Susan Poorman Blackie Ovarian Cancer Foundation**EIN:** 46-1258604

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Investments - Corporate Stock	2,381,391	1,981,900

TY 2014 Legal Fees Schedule

Name: Susan Poorman Blackie Ovarian Cancer Foundation

EIN: 46-1258604

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal Fees	5,040	0	0	5,040

TY 2014 Other Expenses Schedule**Name:** Susan Poorman Blackie Ovarian Cancer Foundation**EIN:** 46-1258604

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Website Design	531	0	0	531
Public Relations & Advertising	22,728	0	0	22,728
Events	618	0	0	518
Miscellaneous	7,134	0	0	7,134
Board Meeting Expense	1,830	0	0	1,830
Office Expense	2,419	0	0	2,419
Rounding	1	0	0	1
Conference Fees	750	0	0	750
Membership Dues	2,050	0	0	2,050

TY 2014 Other Liabilities Schedule

Name: Susan Poorman Blackie Ovarian Cancer Foundation

EIN: 46-1258604

Description	Beginning of Year - Book Value	End of Year - Book Value
Margin Loan	0	141,280

TY 2014 Taxes Schedule**Name:** Susan Poorman Blackie Ovarian Cancer Foundation**EIN:** 46-1258604

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Payroll Taxes	7,957	0	0	7,957
Income Tax	6,102	0	0	0

SUSAN POORMAN BLACKIE OVARIAN CANCER FOUNDATION

Consent of Directors In Lieu of Special Meeting

Pursuant to Section 6.201 of the Texas Business Organizations Code, the undersigned, being all of the directors of the Susan Poorman Blackie Ovarian Cancer Foundation, a Texas non-profit corporation (the "Corporation"), in lieu of a special meeting, the call of which is hereby expressly waived, do hereby consent in writing to the adoption of the following resolutions:

WHEREAS, at a meeting of the directors on September 11, 2014, the directors of the Corporation voted (a) to elect Buck A. Dodson as president of the Corporation and (b) to amend and restate the bylaws of the Corporation (the "Bylaws"),

RESOLVED, that the election of Buck A. Dodson as president of the Corporation is hereby certified and confirmed, effective as of the date of the meeting described above,

RESOLVED FURTHER, that the Bylaws are hereby amended and restated and are hereby adopted as the Bylaws of the Foundation as set forth on **Exhibit A**,

RESOLVED FURTHER, that all acts of the officers of the Corporation taken at any time from the inception of the Corporation to and including the date of the adoption of this resolution, whether reflected in the minutes and records of the Corporation or otherwise, be and the same are hereby ratified, affirmed, and approved, and all necessary resolutions required to authorize or ratify any or all such actions, including any such resolutions, the adoption of which may heretofore have been certified, if any, be and the same are hereby adopted *nunc pro tunc* as if adopted when the same were required to be adopted and with the same force and effect, and that the directors of the Corporation be and are hereby authorized to take all such steps as may be necessary to give effect to this resolution and to complete and correct the records of the Corporation to the extent deemed necessary, and

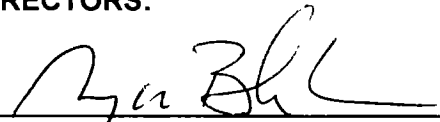
RESOLVED FINALLY, that the officers of the Corporation, and each of them, are hereby authorized and directed to take such further actions as they may deem necessary or desirable to give effect to the foregoing resolutions

This consent may be signed in multiple counterparts, each of which shall be deemed an original.


Dated and effective as of September 11, 2014

[SIGNATURE PAGE FOLLOWS]

DIRECTORS:




Gary W Blackie




Mindy Laine White



Buck A Dodson



Madeline Bunch



Michael Harris

**EXHIBIT A
AMENDED AND RESTATED BYLAWS**

See attached.

AMENDED AND RESTATED BYLAWS
OF
SUSAN POORMAN BLACKIE OVARIAN CANCER FOUNDATION

ARTICLE ONE
NAME, PURPOSES, POWERS AND OFFICES

Section 1 1 Name The name of this corporation is the SUSAN POORMAN BLACKIE OVARIAN CANCER FOUNDATION (the "Foundation")

Section 1 2 Purposes The Foundation is organized and shall be operated exclusively for religious, charitable, scientific, educational, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision hereafter in effect (the "Code") as more specifically set forth in Article Four of the Certificate of Formation

Section 1 3 Powers The Foundation is a nonprofit corporation and shall have all the powers, duties, authorizations and responsibilities relating to nonprofit corporations as provided in the Texas Business Organizations Code, provided, however, the Foundation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income tax as an organization described in Section 501(c)(3) of the Code

Section 1 4 Offices The Foundation may have, in addition to its registered office, an office in such place or places as the Board of Directors (as hereinafter defined) may from time to time determine

ARTICLE TWO
BOARD OF DIRECTORS

Section 2 1 General Powers The activities, property and affairs of the Foundation shall be managed by its board of directors (the "Board of Directors" or "Board"), which may exercise all such powers of the Foundation and do all such lawful acts and things as are permitted by statute, by the Certificate of Formation or by these Amended and Restated Bylaws (hereinafter "Bylaws")

Section 2 2 Number, Term and Qualifications

(a) The Board of Directors of the Foundation shall consist of not less than three (3) persons Until changed by amendment to these bylaws or by the vote of the Board, the number of directors shall be five (5)

(b) Directors shall be appointed or removed by Gary W Blackie, during his lifetime (whether or not he is then serving on the Board)

(c) Upon the death, resignation, or inability to perform by reason of permanent incapacity of Gary W Blackie, directors shall be appointed or removed jointly by Buck A Dodson and Mindy Laine White and then by the survivor (whether or not they are then

serving on the Board)

(d) Upon the death, resignation, or inability to perform by reason of permanent incapacity of both of Buck A. Dodson and Mindy Laine White, directors shall be appointed or removed by a majority vote of the directors then serving in office

(e) Each director shall serve until her or his death, resignation, removal, or permanent incapacity that renders such director incapable of fulfilling her or his duties (as determined by a physician experienced in making such determinations as selected by a majority of the remaining Board). Any removal shall be with or without cause

Section 2.3 Annual Meetings An annual meeting of the Board of Directors shall be held each year at such time and place as the Board of Directors shall select, and it shall be the duty of the secretary of the corporation to give ten (10) days' notice of such meeting to each director by mail, electronic mail, facsimile or telephone to each director not personally notified. At such annual meeting, the directors shall elect officers and transact any and all other business as may properly come before the meeting.

Section 2.4 Regular Meetings Regular meetings of the Board of Directors shall be held at such times and places as may be fixed from time to time by resolution adopted by the Board of Directors and communicated by notice to all directors. Except as otherwise provided by statute, by the Certificate of Formation or by these Bylaws, any and all business may be transacted at any regular meeting.

Section 2.5 Special Meetings Special meetings of the Board of Directors may be called by the President, in each case upon not less than five (5) nor more than twenty (20) days' prior notice to each director. Special meetings shall be called by the President in like manner and on like notice on the written request of two (2) or more directors. Except as otherwise provided by statute, by the Certificate of Formation or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 2.6 Quorum and Manner of Acting

(a) At all meetings of the Board of Directors, the presence in person of a majority of the number of directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by statute, by the Certificate of Formation or by these Bylaws, provided that in all cases: (i) such majority (or other required interest) must include Gary W. Blackie (while serving on the board) and (ii) following the death of Gary W. Blackie or such time as Gary W. Blackie is no longer serving on the board, such majority (or other required interest) must include Buck A. Dodson and Mindy Laine White (so long as each is then serving on the board), jointly during their lifetimes, and then the survivor (so long as the survivor is then serving on the board).

(b) The act of a majority of the directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by statute, by the Certificate of Formation or by these Bylaws, in which case the act of such greater number shall be requisite to constitute the act of the Board, provided that in all cases: (i) such majority (or other required interest) must include Gary W. Blackie (while serving on the board) and (ii) following the death of Gary W. Blackie or such time as Gary W. Blackie is no longer serving on the board, such majority (or other required interest)

must include Buck A. Dodson and Mindy Laine White (so long as each is then serving on the board), jointly during their lifetimes, and then the survivor (so long as the survivor is then serving on the board)

(c) A director may vote in person or by written proxy. Directors present by proxy at any meeting of the Board may not be counted towards a quorum. No proxy shall be valid after three (3) months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

(d) If a quorum shall not be present at any meeting of the directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At any such adjourned meeting at which a quorum shall later be present, any business may be transacted which might have been transacted at the meeting as originally convened.

Section 2.7 Advisory Directors Advisory directors not having and exercising the authority, responsibility, or duties of a director in the management of the Foundation may be designated by a resolution adopted by the directors. Advisory directors shall not be entitled to vote on any action brought before the Board.

Section 2.8 Compensation As authorized by a resolution adopted by the directors, directors may receive reasonable compensation for their services as directors or as members of a standing or special committee of the Board and may be reimbursed for expenses incurred on behalf of the Foundation or in attending meetings of the Board of Directors.

Section 2.9 Telephone Meetings Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board of Directors or members of any committee designated by such Board may, unless otherwise restricted by statute, by the Certificate of Formation or by these Bylaws, participate in and hold a meeting of such Board of Directors or committee by using conference telephone or similar communications equipment, or another suitable electronic communications system, by means of which all persons participating in the meeting can communicate with each other, and participation in a meeting pursuant to this Section 2.9 shall constitute presence in person at such meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

ARTICLE THREE **COMMITTEES**

Section 3.1 General The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees which to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Foundation. Each such committee shall consist of two (2) or more persons, a majority of whom are directors. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on the Board or such director by law.

Section 3.2 Advisory Boards or Committees Advisory boards or committees not having and exercising the authority, responsibility or duties of the Board of Directors in the management of the Foundation may be designated by a resolution adopted by the directors. Except as otherwise provided in such resolution, members of each such advisory board or

committee need not be directors of the Foundation. The President shall appoint the members of such advisory boards or committees. Any member thereof may be removed by the President whenever in the President's judgment the best interests of the Foundation shall be served by such removal.

Section 3.3 Term of Office Each member of a committee or advisory board created pursuant to this Article Three shall continue as such until the next annual meeting of the directors of the Foundation and until such member's successor is appointed, unless the committee or the advisory board is sooner terminated, or unless such member is removed from such committee or advisory board or committee or shall cease to qualify as a member thereof.

Section 3.4 Chair Unless otherwise designated by these Bylaws, one or more members of each committee or advisory board created pursuant to this Article Three shall be appointed chair, or co-chair, by the person or persons authorized to appoint the members thereof.

Section 3.5 Vacancies Vacancies in the membership of any committee or advisory board created pursuant to this Article Three may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 3.6 Quorum, Manner of Acting Unless otherwise provided in the resolution of the Board of Directors designating a committee or advisory board created pursuant to this Article Three, a majority of the whole committee or advisory board shall constitute a quorum, and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee or advisory board.

Section 3.7 Rules Each committee or advisory board created pursuant to this Article Three may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE FOUR **NOTICES**

Section 4.1 Manner of Giving Notice Whenever, under the provisions of any statute, the Certificate of Formation or these Bylaws, notice is required to be given to any director or committee member of the Foundation, and no provision is made as to how such notice shall be given, it shall not be construed to require personal notice, but any such notice may be given in writing by hand delivery, by facsimile transmission, by electronic mail, by other electronic communication if permitted by the Texas Business Organizations Code, or by United States mail, postage prepaid, addressed to the director or committee member at such person's address as it appears on the records of the Foundation. Any notice required or permitted to be given by United States mail shall be deemed to be delivered at the time when the same shall be thus deposited in the United States mail, as aforesaid. Any notice required or permitted to be given by facsimile or by electronic mail shall be deemed to be given upon successful transmission of such facsimile or of such electronic mail.

Section 4.2 Waiver of Notice Whenever any notice is required to be given to any director or committee member of the Foundation under the provisions of any statute, the Certificate of Formation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE FIVE
OFFICERS, EMPLOYEES AND AGENTS: POWERS AND DUTIES

Section 5 1 Elected Officers The elected officers of the Foundation shall include a President, a Secretary, and a Treasurer, and may include one or more Vice Presidents, as may be determined from time to time by the Board (and in the case of any such Vice President, with such descriptive title, if any, as the Board shall deem appropriate)

Section 5 2 Election All elected officers shall be elected by the Board of Directors at each annual meeting thereof

Section 5 3 Appointive Officers The Board of Directors may also appoint one or more Assistant Secretaries and Assistant Treasurers and such other officers and assistant officers and agents as it shall from time to time deem necessary, who shall exercise such powers and perform such duties as shall be set forth in these Bylaws or determined-from-time to time by the Board

Section 5 4 Two or More Offices **Any two (2) or more offices may be held by the same person, except that the President and Secretary shall not be the same person**

Section 5 5 President The President shall be the chief executive officer of the Foundation and, subject to the provisions of these Bylaws, shall have general supervision of the activities and affairs of the Foundation and shall have general and active control thereof The President shall preside when present at meetings of the Board of Directors and shall serve as an ex-officio member of each committee (if any) having the authority of the Board of Directors in the management of the Foundation Subject to the direction of the Board of Directors, the President shall have general authority to execute bonds, deeds and contracts in the name of the Foundation and to affix the corporate seal thereto, to cause the employment or appointment of such employees and agents of the Foundation as the proper conduct of operations may require and to fix their compensation, to remove or suspend any employee or agent, and in general to exercise all the powers usually appertaining to the office of president of a Foundation, except as otherwise provided by statute, the Certificate of Formation or these Bylaws In the absence or disability of the President, the duties of such office shall be performed and the powers may be exercised by the Vice Presidents, if any, in the order of their seniority, unless otherwise determined by the President or the Board of Directors

Section 5 6 Vice Presidents Each Vice President, if any, shall generally assist the President and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the President or the Board of Directors

Section 5 7 Secretary The Secretary shall see that notice is given of all annual and special meetings of the Board of Directors and shall keep and attest true records of all proceedings at all meetings of the Board The Secretary shall have charge of the corporate seal and shall have authority to attest any and all instruments of writing to which the same may be affixed The Secretary shall keep and account for all books, documents, papers and records of the Foundation, except those for which some other officer or agent is properly accountable The Secretary shall generally perform all duties usually appertaining to the office of secretary of a Foundation In the absence or disability of the Secretary, the duties of such office shall be performed and the powers may be exercised by the Assistant Secretaries, if any, in the order of

their seniority, unless otherwise determined by the Secretary, the President or the Board of Directors

Section 5 8 Assistant Secretaries Each Assistant Secretary, if any, shall generally assist the Secretary and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the Secretary, the President or the Board of Directors

Section 5 9 Treasurer The Treasurer shall be the chief financial officer of the Foundation and shall have active control of and shall be responsible for all matters pertaining to the accounts and finances of the Foundation The Treasurer shall supervise the preparation of all operating and financial statements of the Foundation The Treasurer shall have the care and custody of all monies, funds and securities of the Foundation, shall deposit or cause to be deposited all such funds in and with such depositories as the Board of Directors shall from time to time direct or as shall be selected in accordance with procedures established by the Board, and shall cause to be kept full and accurate accounts of all receipts, disbursements and contributions of the Foundation The Treasurer shall generally perform all duties usually appertaining to the office of treasurer of a corporation In the absence or disability of the Treasurer, the duties of such office shall be performed and the powers may be exercised by the Assistant Treasurers, if any, in the order of their seniority, unless otherwise determined by the Treasurer, the President or the Board of Directors

Section 5 10 Assistant Treasurers Each Assistant Treasurer, if any, shall generally assist the Treasurer and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the Treasurer, the President or the Board of Directors

Section 5 11 Additional Powers and Duties In addition to the foregoing specially enumerated duties, services and powers, the several elected and appointed officers of the Foundation shall perform such other duties and services and exercise such further powers as may be provided by statute, the Certificate of Formation or these Bylaws, or as the Board of Directors may from time to time determine or as may be assigned by any competent superior officer

ARTICLE SIX

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 6 1 Contracts The Board of Directors may authorize any officer or officers, or agent or agents, of the Foundation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances

Section 6 2 Checks, Drafts or Orders for Payment All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, or agent or agents, of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Directors In the absence of such determination, such instruments shall be signed by the President and the Treasurer of the Foundation

Section 6 3 Deposits All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the

Board of Directors may select or as may be selected in accordance with procedures established by the Board

Section 6 4 Conflicts of Interest Prior to a Board of Directors' vote on a contract or transaction, directors shall disclose any potential direct or indirect interest (e g , personal, financial or business) of the director or family that would be affected by any action being considered for a vote by the Board (a "conflict of interest") Such disclosure must be of record in the minutes A director who has a conflict of interest may not (i) be present for, or participate in, Board discussion and voting on the matter (except that, at the request of the Board, the director who has a conflict of interest may meet with the Board to disclose material facts and to respond to questions), (ii) attempt to exert her or his personal influence either at or outside the meeting, and (iii) vote on the matter before the Board

At the request of the President, each director shall complete a disclosure form identifying any relationships, positions, or circumstances in which she or he is involved that could give rise to a conflict of interest (the "Disclosure Form") Such relationships, positions, or circumstances might include service as a director or consultant to a nonprofit organization or ownership of a business that might provide goods or services to the Foundation Each director shall also report to the President, as soon as reasonably possible, any changes that occur relative to a previously submitted Disclosure Form by such director

ARTICLE SEVEN **ACTIONS WITHOUT MEETINGS**

Any action required or permitted to be taken at any meeting of the directors or the members of a committee may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all of the directors or all of the committee members, as the case may be Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any document

ARTICLE EIGHT **MISCELLANEOUS**

Section 8 1 Dividends Prohibited No part of the net income of the Foundation shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Foundation shall be distributed to its directors or officers Notwithstanding the foregoing, the Foundation may pay compensation in a reasonable amount to its officers, directors and committee members for services rendered

Section 8 2 Loans to Officers and Directors Prohibited No loans shall be made by the Foundation to its officers or to its directors Any directors voting for or assenting to the making of any loan to a director or officer which is prohibited by the Texas Business Organizations Code, and any officer participating in the making thereof, shall be jointly and severally liable to the Foundation for the amount of such loan until repayment thereof

Section 8 3 Fiscal Year The fiscal year of the Foundation shall be fixed by resolution of the Board of Directors

Section 8 4 Seal The Foundation's seal, if any, shall be in such form as shall be adopted and approved from time to time by the Board of Directors The seal may be used by

causing it, or a facsimile thereof, to be impressed, affixed, imprinted or in any manner reproduced

Section 8.5 Gender Words of either gender used in these Bylaws shall be construed to include the other gender, unless the context requires otherwise

Section 8.6 Invalid Provisions If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative

Section 8.7 Headings The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws

ARTICLE NINE **AMENDMENTS**

The Bylaws and Certificate of Formation of the Foundation may be amended by the Board at any meeting of the Board pursuant to the provisions of Section 2.6, provided that notice of the proposed amendment shall have been given to each director in writing at least three days prior to such meeting. Prior notice of any proposed amendment shall not, however, be necessary at any meeting of the Board at which there is a quorum present and two-thirds of the directors of the Foundation are present.

CERTIFICATE

I, Buck A Dodson, hereby certify that I am the president of the SUSAN POORMAN BLACKIE OVARIAN CANCER FOUNDATION, a Texas nonprofit corporation, and that attached hereto is a true and correct copy of the Amended and Restated Bylaws of the Foundation, which Amended and Restated Bylaws have not been amended, modified, or revoked, and are in full force and effect on the date hereof

Buck A Dodson, President

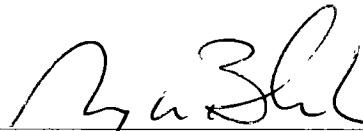
Dated Effective September 11, 2014

SUSAN POORMAN BLACKIE OVARIAN CANCER FOUNDATION ("Foundation")

Appointment of Director

Pursuant to Section 2.2 (b) of the Bylaws of the Foundation, Gary W. Blackie hereby appoints Michael Harris to serve as a director of the Foundation, effective as of the date hereof, to serve until his death, resignation, permanent disability or removal in accordance with Section 2.2 of the Bylaws of the Foundation

Dated Effective. September 11, 2014



Gary W Blackie