

Form 990

## Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2005

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2005 calendar year, or tax year beginning 2005, and ending

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input checked="" type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization CLINTON FOUNDATION HIV/AIDS INITIATIVE, INC.	<b>D</b> Employer identification number 20-0921629
	Number and street (or P O box if mail is not delivered to street address) Room/suite 1200 PRESIDENT CLINTON AVENUE	<b>E</b> Telephone number (501) 371-0808
	P.O. BOX 104	
	City or town, state or country, and ZIP + 4 LITTLE ROCK, AR 72203	<b>F</b> Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) ▶

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ)

G Website: WWW.CLINTONFOUNDATION.ORG

J Organization type (check only one) ☒ 501(c) ( 3 ) (insert no ) 4947(a)(1) or 527K Check here ☐ if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS, but if the organization chooses to file a return, be sure to file a complete return. Some states require a complete return.

H and I are not applicable to section 527 organizations

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) If "Yes," enter number of affiliates ▶

H(c) Are all affiliates included? (If "No," attach a list. See instructions.) ☐ Yes ☐ NoH(d) Is this a separate return filed by an organization covered by a group ruling? ☐ Yes ☒ No

I Group Exemption Number ▶

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

L Gross receipts. Add lines 6b, 8b, 9b, and 10b to line 12 ▶ 15,878,498.

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

Revenue	1 Contributions, gifts, grants, and similar amounts received					
	a Direct public support	1a	15,838,935.			
	b Indirect public support	1b				
	c Government contributions (grants)	1c				
	d Total (add lines 1a through 1c) (cash \$ 15,837,670. noncash \$ 1,265.)	1d	15,838,935.			
	2 Program service revenue including government fees and contracts (from Part VII, line 93)	2				
	3 Membership dues and assessments	3				
	4 Interest on savings and temporary cash investments	4	36,869.			
	5 Dividends and interest from securities	5				
	6a Gross rents	6a				
b Less rental expenses	6b					
c Net rental income or (loss) (subtract line 6b from line 6a)	6c					
7 Other investment income (describe ▶)	7					
Expenses	8a Gross amount from sales of assets other than inventory	(A) Securities	(B) Other			
	b Less cost of other basis and sales expenses	8a				
	c Gain or (loss) (attach schedule)	8b				
	d Net gain or (loss) (combine line 8c, column (A) and (B))	8c				
	9 Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>					
	a Gross revenue (not including \$ of contributions reported on line 1a)	9a				
	b Less direct expenses other than fundraising expenses	9b				
	c Net income or (loss) from special events (subtract line 9b from line 9a)	9c				
	10a Gross sales of inventory, less returns and allowances	10a				
	b Less cost of goods sold	10b				
c Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c					
11 Other revenue (from Part VII, line 103)	11	2,694.				
12 Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12	15,878,498.				
Net Assets	13 Program services (from line 44, column (B))	13	15,450,212.			
	14 Management and general (from line 44, column (C))	14	689,860.			
	15 Fundraising (from line 44, column (D))	15	22,055.			
	16 Payments to affiliates (attach schedule)	16				
	17 Total expenses (add lines 16 and 44, column (A))	17	16,162,127.			
	18 Excess or (deficit) for the year (subtract line 17 from line 12)	18	-283,629.			
	19 Net assets or fund balances at beginning of year (from line 73, column (A))	19	-278,189.			
	20 Other changes in net assets or fund balances (attach explanation) STMT. 2 STMT. 3	20	561,818.			
	21 Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21				

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions

Form 990 (2005)

**Part II Statement of Functional Expenses**

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See the instructions.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule)				
	(cash \$ _____ noncash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	22			
23	Specific assistance to individuals (attach schedule)	23			
24	Benefits paid to or for members (attach schedule)	24			
25	Compensation of officers, directors, etc.	25	250,000.	226,000.	24,000.
26	Other salaries and wages	26	3,927,584.	3,611,463.	316,121.
27	Pension plan contributions	27			
28	Other employee benefits	28	13,460.	12,168.	1,292.
29	Payroll taxes	29			
30	Professional fundraising fees	30			
31	Accounting fees	31			
32	Legal fees	32	6,874.	6,737.	137.
33	Supplies	33			
34	Telephone	34	234,842.	162,721.	69,782.
35	Postage and shipping	35	4,282.	2,912.	1,328.
36	Occupancy	36	169,130.	138,914.	30,112.
37	Equipment rental and maintenance	37			
38	Printing and publications	38			
39	Travel	39	2,242,833.	2,118,979.	113,792.
40	Conferences, conventions, and meetings	40			
41	Interest	41			
42	Depreciation, depletion, etc. (attach schedule)	42	25,944.	7,755.	18,189.
43	Other expenses not covered above (itemize)				
a	STMT 4	43a	9,287,178.	9,162,563.	115,107.
b		43b			
c		43c			
d		43d			
e		43e			
f		43f			
g		43g			
44	<b>Total functional expenses</b> Add lines 22 through 43. (Organizations completing columns (B)-(D), carry these totals to lines 13-15).	44	16,162,127.	15,450,212.	689,860.
					22,055.

**Joint Costs.** Check ☐ if you are following SOP 98-2.Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? ☐ Yes ☒ No

If "Yes," enter (i) the aggregate amount of these joint costs \$ \_\_\_\_\_; (ii) the amount allocated to Program services \$ \_\_\_\_\_

(iii) the amount allocated to Management and general \$ \_\_\_\_\_, and (iv) the amount allocated to Fundraising \$ \_\_\_\_\_

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? ►SEE STATEMENT 5

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

**Program Service Expenses**  
(Required for 501(c)(3) and (4) orgs , and 4947(a)(1) trusts, but optional for others )

a SEE STATEMENT 5A

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

(Grants and allocations \$ ) If this amount includes foreign grants, check here ☐

15,450,212.

**b**

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

(Grants and allocations \$ ) If this amount includes foreign grants, check here ☐

**c**

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(Grants and allocations \$ ) If this amount includes foreign grants, check here ☐

**d**

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(Grants and allocations \$ ) If this amount includes foreign grants, check here ☐

**e Other program services (attach schedule)**

) If this amount includes foreign grants, check here ☐

**f Total of Program Service Expenses** (should equal line 44, column (B), Program services), . . . . .

15,450,212.

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**Part IV Balance Sheets** (See the instructions.)**Note:** Where required, attached schedules and amounts within the description column should be for end-of-year amounts only

		(A) Beginning of year		(B) End of year
<b>Assets</b>	45 Cash - non-interest-bearing	-5,537.	45	NONE
	46 Savings and temporary cash investments		46	
	47a Accounts receivable	47a		
	b Less: allowance for doubtful accounts	47b	47c	
	48a Pledges receivable	48a		
	b Less: allowance for doubtful accounts	48b	48c	
	49 Grants receivable		49	
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)		50	
	51a Other notes and loans receivable (attach schedule)	51a		
	b Less: allowance for doubtful accounts	51b	51c	
	52 Inventories for sale or use		52	
	53 Prepaid expenses and deferred charges		53	
	54 Investments - securities (attach schedule) <input type="checkbox"/> Cost <input type="checkbox"/> FMV		54	
	55a Investments - land, buildings, and equipment basis	55a		
	b Less: accumulated depreciation (attach schedule)	55b	55c	
56 Investments - other (attach schedule)		56		
57a Land, buildings, and equipment basis	57a			
b Less: accumulated depreciation (attach schedule)	57b	77,348.	57c	
58 Other assets (describe <input type="checkbox"/> )		58		
59 <b>Total assets</b> (must equal line 74). Add lines 45 through 58.	71,811.	59	NONE	
<b>Liabilities</b>	60 Accounts payable and accrued expenses	NONE	60	NONE
	61 Grants payable		61	
	62 Deferred revenue		62	
	63 Loans from officers, directors, trustees, and key employees (attach schedule)		63	
	64a Tax-exempt bond liabilities (attach schedule)		64a	
	b Mortgages and other notes payable (attach schedule) <input type="checkbox"/> STMT. 6	350,000.	64b	NONE
	65 Other liabilities (describe <input type="checkbox"/> )		65	
66 <b>Total liabilities.</b> Add lines 60 through 65	350,000.	66	NONE	
<b>Net Assets or Fund Balances</b>	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.			
	67 Unrestricted	-278,189.	67	
	68 Temporarily restricted		68	
	69 Permanently restricted		69	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74			
	70 Capital stock, trust principal, or current funds		70	
	71 Paid-in or capital surplus, or land, building, and equipment fund		71	
	72 Retained earnings, endowment, accumulated income, or other funds		72	
	73 <b>Total net assets or fund balances</b> (add lines 67 through 69 or lines 70 through 72; column (A) must equal line 19; column (B) must equal line 21)	-278,189.	73	
	74 <b>Total liabilities and net assets/fund balances.</b> Add lines 66 and 73.	71,811.	74	NONE



Yes	No
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75b x

75c	X
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75d	x
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(If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

[illegible]

Yes	No
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76	X
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77	X	

78a	x
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78a		X
78b	N/A	

79	X
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80a	X
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[illegible]

81b	x
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**Part VI Other Information (continued)**

	Yes	No
<b>82 a</b> Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	<b>82a</b> X	
<b>b</b> If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)	<b>82b</b>	
<b>83 a</b> Did the organization comply with the public inspection requirements for returns and exemption applications?	<b>83a</b> X	
<b>b</b> Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	<b>83b</b> X	
<b>84 a</b> Did the organization solicit any contributions or gifts that were not tax deductible?	<b>84a</b>	X
<b>b</b> If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	<b>84b</b> N/A	
<b>85 501(c)(4), (5), or (6) organizations</b> a Were substantially all dues nondeductible by members?	<b>85a</b> N/A	
<b>b</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less?	<b>85b</b> N/A	
If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year		
<b>c</b> Dues, assessments, and similar amounts from members	<b>85c</b> N/A	
<b>d</b> Section 162(e) lobbying and political expenditures	<b>85d</b> N/A	
<b>e</b> Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	<b>85e</b> N/A	
<b>f</b> Taxable amount of lobbying and political expenditures (line 85d less 85e)	<b>85f</b> N/A	
<b>g</b> Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	<b>85g</b> N/A	
<b>h</b> If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	<b>85h</b> N/A	
<b>86 501(c)(7) orgs</b> Enter a Initiation fees and capital contributions included on line 12	<b>86a</b> N/A	
<b>b</b> Gross receipts, included on line 12, for public use of club facilities	<b>86b</b> N/A	
<b>87 501(c)(12) orgs</b> Enter a Gross income from members or shareholders	<b>87a</b> N/A	
<b>b</b> Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	<b>87b</b> N/A	
<b>88</b> At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	<b>88</b>	X
<b>89 a 501(c)(3) organizations</b> Enter Amount of tax imposed on the organization during the year under section 4911 <u>N/A</u> , section 4912 <u>N/A</u> , section 4955 <u>N/A</u>		
<b>b 501(c)(3) and 501(c)(4) orgs</b> Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	<b>89b</b> N/A	
<b>c</b> Enter Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		N/A
<b>d</b> Enter Amount of tax on line 89c, above, reimbursed by the organization		N/A
<b>90 a</b> List the states with which a copy of this return is filed <u>AR</u>		
<b>b</b> Number of employees employed in the pay period that includes March 12, 2005 (See instructions)	<b>90b</b> 32	
<b>91 a</b> The books are in care of <u>TOBY DOUTHWRIGHT</u> Telephone no <u>617-774-0110</u>		
Located at <u>225 WATER STREET QUINCY, MA</u> ZIP + 4 <u>02169</u>		
<b>b</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)?	<b>91b</b> X	
If "Yes," enter the name of the foreign country <u>SEE ATTACHED LIST OF COUNTRIES-STATEMENT 1</u>		
See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		
<b>c</b> At any time during the calendar year, did the organization maintain an office outside of the United States?	<b>91c</b> X	
If "Yes," enter the name of the foreign country <u>SEE ATTACHED LIST OF COUNTRIES-STATEMENT 1</u>		
<b>92</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here <input type="checkbox"/>		
and enter the amount of tax-exempt interest received or accrued during the tax year <u>92</u>		N/A

Form 990 (2005)

**Part VII Analysis of Income-Producing Activities** (See the instructions.)

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f Medicare/Medicaid payments . . . . .					
g Fees and contracts from government agencies . . . . .					
94 Membership dues and assessments . . . . .					
95 Interest on savings and temporary cash investments . . . . .			14	36,869.	
96 Dividends and interest from securities . . . . .					
97 Net rental income or (loss) from real estate					
a debt-financed property . . . . .					
b not debt-financed property . . . . .					
98 Net rental income or (loss) from personal property . . . . .					
99 Other investment income . . . . .					
100 Gain or (loss) from sales of assets other than inventory . . . . .					
101 Net income or (loss) from special events . . . . .					
102 Gross profit or (loss) from sales of inventory . . . . .					
103 Other revenue: a _____					
b MISCELLANEOUS			01	2,694.	
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E)) . . . . .				39,563.	
105 Total (add line 104, columns (B), (D), and (E)) . . . . .					39,563.

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I

**Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes** (See the instructions.)

Line No	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
▼	

**Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities** (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
	%			
	%			
	%			
	%			

**Part X Information Regarding Transfers Associated with Personal Benefit Contracts** (See the instructions.)

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	Yes	X	No
(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	Yes	X	No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Please Sign Here	Under penalties of perjury, I declare that I have examined this return and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has knowledge.
	Signature of officer: <u>Toby Douthright</u>
Paid Preparer's Use Only	Type or print name and title: <u>Toby Douthright, C</u>
	Preparer's signature: <u>[Signature]</u>
	Firm's name (or yours if self-employed), address, and ZIP + 4: <u>BKD, LLP</u> <u>P.O. BOX 3667</u> <u>LITTLE ROCK, AR</u>



**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Organization Exempt Under Section 501(c)(3)**

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n),  
or 4947(a)(1) Nonexempt Charitable Trust

**Supplementary Information - (See separate instructions.)**

► **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No 1545-0047

**2005**

Name of the organization

CLINTON FOUNDATION HIV/AIDS INITIATIVE, INC.

Employer identification number

20-0921629

**Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees**  
(See page 1 of the instructions. List each one. If there are 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 & deferred compensation	(e) Expense account and other allowances
SEE STATEMENT 11				
Total number of other employees paid over \$50,000 . . . ►		16		

**Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services**  
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 13		
Total number of others receiving over \$50,000 for professional services . . . . . ►		0

**Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services**  
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of other contractors receiving over \$50,000 for other services . . . . . ►		

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

Schedule A (Form 990 or 990-EZ) 2005

**Part III** Statements About Activities (See page 2 of the instructions.)

	Yes	No
1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ _____ (Must equal amounts on line 38, Part VI-A, or line I of Part VI-B) . . . . .	1	X
Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities		
2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions)		
a Sale, exchange, or leasing of property? . . . . .	2a	X
b Lending of money or other extension of credit? . . . . .	2b	X
c Furnishing of goods, services, or facilities? . . . . .	2c	X
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? . . . . .	2d	X
e Transfer of any part of its income or assets? . . . . .	2e	X
3a Do you make grants for scholarships, fellowships, student loans, etc? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments) . . . . .	3a	X
b Do you have a section 403(b) annuity plan for your employees? . . . . .	3b	X
c During the year, did the organization receive a contribution of qualified real property interest under section 170(h)? . . . . .	3c	X
4a Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds? . . . . .	4a	X
b Do you provide credit counseling, debt management, credit repair, or debt negotiation services? . . . . .	4b	X

**Part IV** Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions.)The organization is not a private foundation because it is (Please check only **ONE** applicable box.)

5	<input type="checkbox"/>	A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)
6	<input type="checkbox"/>	A school Section 170(b)(1)(A)(ii) (Also complete Part V)
7	<input type="checkbox"/>	A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii)
8	<input type="checkbox"/>	A Federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)
9	<input type="checkbox"/>	A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii) Enter the hospital's name, city, and state ► _____
10	<input type="checkbox"/>	An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the <b>Support Schedule</b> in Part IV-A)
11a	<input type="checkbox"/>	An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi) (Also complete the <b>Support Schedule</b> in Part IV-A)
11b	<input type="checkbox"/>	A community trust Section 170(b)(1)(A)(vi) (Also complete the <b>Support Schedule</b> in Part IV-A)
12	<input type="checkbox"/>	An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2) (Also complete the <b>Support Schedule</b> in Part IV-A)
13	<input checked="" type="checkbox"/>	An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in (1) lines 5 through 12 above; or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2) Check the box that describes the type of supporting organization: <input checked="" type="checkbox"/> Type 1 <input type="checkbox"/> Type 2 <input type="checkbox"/> Type 3
Provide the following information about the supported organizations (See page 6 of the instructions)		
(a) Name(s) of supported organization(s)		(b) Line number from above
THE WILLIAM J. CLINTON PRESIDENTIAL FOUNDATION		11A
14	<input type="checkbox"/>	An organization organized and operated to test for public safety Section 509(a)(4) (See page 6 of the instructions)

**Part IV-A Support Schedule** (Complete only if you checked a box on line 10, 11, or 12.) **Use cash method of accounting.****Note:** You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting. **NOT APPLICABLE**

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28) . . . . .					
16 Membership fees received . . . . .					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose . . . . .					
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975 . . . . .					
19 Net income from unrelated business activities not included in line 18 . . . . .					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf . . . . .					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge . . . . .					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets . . . . .					
23 Total of lines 15 through 22 . . . . .					
24 Line 23 minus line 17. . . . .					
25 Enter 1% of line 23 . . . . .					

26 Organizations described on lines 10 or 11 a Enter 2% of amount in column (e), line 24 **NOT APPLICABLE** . . . ▶ 26a

b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2001 through 2004 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts ▶ 26b

c Total support for section 509(a)(1) test: Enter line 24, column (e) . . . . . ▶ 26c

d Add: Amounts from column (e) for lines 18 \_\_\_\_\_ 19 \_\_\_\_\_  
22 \_\_\_\_\_ 26b \_\_\_\_\_ ▶ 26d

e Public support (line 26c minus line 26d total) . . . . . ▶ 26e

f Public support percentage (line 26e (numerator) divided by line 26c (denominator)) . . . . . ▶ 26f %

27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year

NOT APPLICABLE

(2004) \_\_\_\_\_ (2003) \_\_\_\_\_ (2002) \_\_\_\_\_ (2001) \_\_\_\_\_

b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year

(2004) \_\_\_\_\_ (2003) \_\_\_\_\_ (2002) \_\_\_\_\_ (2001) \_\_\_\_\_

c Add: Amounts from column (e) for lines 15 \_\_\_\_\_ 16 \_\_\_\_\_  
17 \_\_\_\_\_ 20 \_\_\_\_\_ 21 \_\_\_\_\_ ▶ 27c

d Add: Line 27a total \_\_\_\_\_ and line 27b total \_\_\_\_\_ ▶ 27d

e Public support (line 27c total minus line 27d total) . . . . . ▶ 27e

f Total support for section 509(a)(2) test: Enter amount from line 23, column (e) . . . . . ▶ 27f

g Public support percentage (line 27e (numerator) divided by line 27f (denominator)) . . . . . ▶ 27g %

h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)) . . . . . ▶ 27h %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2001 through 2004, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15

**Part V Private School Questionnaire** (See page 7 of the instructions.)

NOT APPLICABLE

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

	Yes	No
29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body? . . . . .	29	
30 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships? . . . . .	30	
31 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? . . . . . If "Yes," please describe; if "No," please explain (If you need more space, attach a separate statement ) ----- ----- -----	31	
32 Does the organization maintain the following:		
a Records indicating the racial composition of the student body, faculty, and administrative staff? . . . . .	32a	
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis? . . . . .	32b	
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships? . . . . .	32c	
d Copies of all material used by the organization or on its behalf to solicit contributions? . . . . .	32d	
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.) ----- ----- -----		
33 Does the organization discriminate by race in any way with respect to		
a Students' rights or privileges? . . . . .	33a	
b Admissions policies? . . . . .	33b	
c Employment of faculty or administrative staff? . . . . .	33c	
d Scholarships or other financial assistance? . . . . .	33d	
e Educational policies? . . . . .	33e	
f Use of facilities? . . . . .	33f	
g Athletic programs? . . . . .	33g	
h Other extracurricular activities? . . . . .	33h	
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement ) ----- ----- -----		
34 a Does the organization receive any financial aid or assistance from a governmental agency? . . . . .	34a	
b Has the organization's right to such aid ever been revoked or suspended? . . . . . If you answered "Yes" to either 34a or b, please explain using an attached statement.	34b	
35 Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation . . . . .	35	

**Part VI-A Lobbying Expenditures by Electing Public Charities** (See page 9 of the instructions.)(To be completed **ONLY** by an eligible organization that filed Form 5768) **NOT APPLICABLE**Check ☐ **a** if the organization belongs to an affiliated group Check ☐ **b** if you checked "a" and "limited control" provisions apply**Limits on Lobbying Expenditures**

(The term "expenditures" means amounts paid or incurred)

		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
<b>36</b> Total lobbying expenditures to influence public opinion (grassroots lobbying) . . .	<b>36</b>		
<b>37</b> Total lobbying expenditures to influence a legislative body (direct lobbying) . . .	<b>37</b>		
<b>38</b> Total lobbying expenditures (add lines 36 and 37) . . . . .	<b>38</b>		
<b>39</b> Other exempt purpose expenditures . . . . .	<b>39</b>		
<b>40</b> Total exempt purpose expenditures (add lines 38 and 39) . . . . .	<b>40</b>		
<b>41</b> Lobbying nontaxable amount. Enter the amount from the following table -			
<b>If the amount on line 40 is -</b> <b>The lobbying nontaxable amount is -</b>			
Not over \$500,000 . . . . . 20% of the amount on line 40 . . . . .			
Over \$500,000 but not over \$1,000,000 . . . \$100,000 plus 15% of the excess over \$500,000	<b>41</b>		
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 . . . . .			
<b>42</b> Grassroots nontaxable amount (enter 25% of line 41) . . . . .	<b>42</b>		
<b>43</b> Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36 . . . . .	<b>43</b>		
<b>44</b> Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38 . . . . .	<b>44</b>		

**Caution:** If there is an amount on either line 43 or line 44, you must file Form 4720.**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 45 through 50 on page 11 of the instructions.)

Calendar year (or fiscal year beginning in) ►	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
Lobbying nontaxable					
<b>45</b> amount . . . . .					
Lobbying ceiling amount					
<b>46</b> (150% of line 45(e)) . .					
<b>47</b> Total lobbying expenditures					
Grassroots nontaxable					
<b>48</b> amount . . . . .					
Grassroots ceiling amount					
<b>49</b> (150% of line 48(e)) . . .					
<b>50</b> Grassroots lobbying expenditures . . . . .					

**Part VI-B Lobbying Activity by Nonelecting Public Charities**

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of

	Yes	No	Amount
<b>a</b> Volunteers . . . . .		X	
<b>b</b> Paid staff or management (Include compensation in expenses reported on lines c through h.) . . .		X	
<b>c</b> Media advertisements . . . . .		X	
<b>d</b> Mailings to members, legislators, or the public . . . . .		X	
<b>e</b> Publications, or published or broadcast statements . . . . .		X	
<b>f</b> Grants to other organizations for lobbying purposes . . . . .		X	
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body . . . . .		X	
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means . . . . .		X	
<b>i</b> Total lobbying expenditures (Add lines c through h.) . . . . .			

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

Yes	No
-----	----

51a(i)		X
a(ii)		X

<b>b(i)</b>	<b>X</b>
-------------	----------

b(ii)		X
-------	--	---

b(iii)	X
--------	---

b(iv)		X
-------	--	---

<b>b(v)</b>		<b>x</b>
-------------	--	----------

b(vi)		X
-------	--	---

C		X
---	--	---

17

FORM 990 - GENERAL EXPLANATION ATTACHMENT  
=====

FOREIGN BANK ACCOUNTS AND OFFICES  
PART VI, QUESTIONS 91B & 91C

FOREIGN COUNTRIES IN WHICH A BANK ACCOUNT AND/OR OFFICE WAS MAINTAINED:

CAMBODIA  
CHINA  
DOMINICAN REPUBLIC  
INDIA  
KENYA  
LESOTHO  
MOZAMBIQUE  
RWANDA  
SOUTH AFRICA  
TANZANIA  
OECS (ST. LUCIA)

FORM 990, PART I - OTHER INCREASES IN FUND BALANCES  
=====DESCRIPTION  
-----AMOUNT  
-----TRANSFER FUNDS TO THE WILLIAM J. CLINTON  
PRESIDENTIAL FOUNDATION641,501.  
-----

TOTAL

641,501.  
=====



FORM 990, PART I - OTHER DECREASES IN FUND BALANCES  
=====DESCRIPTION  
-----AMOUNT  
-----

ADJUSTMENT OF BEGINNING NET ASSETS

79,683.

TOTAL

-----  
79,683.  
=====

## FORM 990, PART II - OTHER EXPENSES

=====

DESCRIPTION -----	TOTAL -----	PROGRAM SERVICES -----	MANAGEMENT AND GENERAL -----	FUNDRAISING -----
CONSULTING FEES	182,430.	178,567.	3,863.	
OFFICE SUPPLIES	617,059.	517,441.	90,110.	9,508.
OTHER ADMINISTRATIVE EXPENSE	121,009.	118,406.	2,603.	
PROGRAM EXPENSES:				
PHARMACEUTICALS	3,382,603.	3,364,072.	18,531.	
CARE PARTNER EXPENSE	4,737,852.	4,737,852.		
HEALTH CARE SUPPLEMENTAL PROG	19,998.	19,998.		
MINISTRY OF HEALTH & HIV/AIDS	226,227.	226,227.		
	-----	-----	-----	-----
TOTALS	9,287,178.	9,162,563.	115,107.	9,508.
	=====	=====	=====	=====

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

THE ORGANIZATION IS A SUPPORTING ORGANIZATION OF THE WILLIAM J. CLINTON PRESIDENTIAL FOUNDATION, AND WILL CARRY OUT ONE OF THE FOUNDATION'S PROGRAMS TO BRING HIGH QUALITY MEDICAL CARE AND TREATMENT TO PEOPLE LIVING WITH HIV/AIDS AND TO IMPROVE HEALTH SYSTEMS IN RESOURCE POOR AREAS AND COUNTRIES.

## CLINTON FOUNDATION HIV/AIDS INITIATIVE

EIN: 20-0921629

### PART III – a STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

The Initiative nearly doubled its global presence by signing agreements with twenty new countries in 2005. All of these countries have access to the Initiative's reduced prices for key inputs in the fight against HIV/AIDS. In addition, the Initiative works with government partners to develop and implement strategic and holistic national care and treatment plans.

In 2005, the Initiative negotiated with manufacturers of lab and testing equipment to provide lower-priced equipment to its partners, and assisted partner countries with the development of operational plans for labs and technology.

The Initiative addresses any and all barriers to the delivery of HIV/AIDS care, by building human resource capacity, developing laboratory protocols, and by pioneering strategies for bringing basic healthcare services to underserved populations living beyond the reach of traditional healthcare. In 2005, the Initiative began a Rural Initiative to further expand those services into hard to reach rural populations in order to provide necessary healthcare and treatment to areas where healthcare is scarce or nonexistent.

The Pediatric Initiative was also launched in 2005 in response to the lack of availability of treatment for children living with HIV/AIDS. In order to make high-quality care and treatment for children a possibility in a developing world setting, the Pediatric Initiative negotiated with pharmaceutical companies to more than halve the cost of pediatric ARVs, to \$200 per child per year. By working closely with governments and other key partners to build capacity for pediatric care and treatment, the Initiative's plan to add 10,000 children to treatment in its first year of operation was created and set in motion.

FORM 990, PART IV - MORTGAGES AND OTHER NOTES PAYABLE  
=====

LENDER: IRA MAGAZINER

ORIGINAL AMOUNT: 350,000.

REPAYMENT TERMS: DUE ON DEMAND

SECURITY PROVIDED: NONE

PURPOSE OF LOAN: SHORT-TERM FINANCING

BEGINNING BALANCE DUE ..... 350,000.

TOTAL BEGINNING MORTGAGES AND OTHER NOTES PAYABLE 350,000.  
=====

## FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS -----	TITLE AND TIME DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
LYNN MARGHERIO 1200 PRESIDENT CLINTON AVENUE P.O. BOX 104 LITTLE ROCK, AR 72203	EXECUTIVE V.P. 40	125,000.		30,938.
ED WOOD 1200 PRESIDENT CLINTON AVENUE P.O. BOX 104 LITTLE ROCK, AR 72203	COO 40	125,000.		55,335.
MAGGIE WILLIAMS 1200 PRESIDENT CLINTON AVENUE P.O. BOX 104 LITTLE ROCK, AR 72203	DIRECTOR 1			
ERIC NONACS 1200 PRESIDENT CLINTON AVENUE P.O. BOX 104 LITTLE ROCK, AR 72203	DIRECTOR 1			
BRUCE LINDSEY 1200 PRESIDENT CLINTON AVENUE P.O. BOX 104 LITTLE ROCK, AR 72203	DIRECTOR 1			
IRA MAGAZINER 1200 PRESIDENT CLINTON AVENUE P.O. BOX 104 LITTLE ROCK, AR 72203	BOARD CHAIRMAN 40			150,965.

## FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

=====

NAME AND ADDRESS -----	TITLE AND TIME DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
	GRAND TOTALS	----- 250,000. =====	----- 237,238. =====	

FORM 990, PART VI - CHANGES TO ORGANIZING OR GOVERNING DOCUMENT  
=====

A PLAN OF MERGER WITH THE WILLIAM J. CLINTON FOUNDATION, WITH THE FOUNDATION, FEIN: 31-1580204 BECOMING THE SURVIVING ENTITY. THE MERGER WILL BECOME EFFECTIVE DECEMBER 31, 2005. THE PLAN OF MERGER IS ON FILE AT THE REGISTERED OFFICE OF FOUNDATION LOCATED AT 1200 PRESIDENT CLINTON AVENUE, LITTLE ROCK, ARKANSAS 72201.



FORM 990, PART VI - LIQUIDATION, DISSOLUTION, TERMINATION  
=====

A PLAN OF MERGER WITH THE WILLIAM J. CLINTON PRESIDENTIAL FOUNDATION,  
WITH THE FOUNDATION, FEIN: 31-1580204 BECOMING THE SURVIVING ENTITY.  
THE MERGER WILL BECOME EFFECTIVE DECEMBER 31, 2005. THE PLAN OF MERGER  
IS ON FILE AT THE REGISTERED OFFICE OF FOUNDATION LOCATED AT 1200  
PRESIDENT CLINTON AVENUE, LITTLE ROCK, ARKANSAS 72201.

## **ARTICLES OF MERGER**

The undersigned nonprofit corporations do hereby execute these Articles of Merger which shall be delivered by The William J. Clinton Foundation, an Arkansas nonprofit corporation ("Foundation"), as the surviving entity, pursuant to the requirements of Ark. Code Ann. § 4-33-1101, for the purpose of merging Clinton Foundation HIV/AIDS Initiative, Inc., an Arkansas nonprofit corporation ("Initiative"), with and into Foundation.

1. The name of each of the nonprofit corporations that are a party to these Articles of Merger and the state in which each is formed are as follows:

<u>Name of Nonprofit Corporation</u>	<u>State of Formation</u>
The William J. Clinton Foundation	Arkansas
Clinton Foundation HIV/AIDS Initiative, Inc.	Arkansas

2. An agreement entitled Plan of Merger has been approved and executed by each of the parties to the merger.

3. Foundation shall be the surviving entity upon completion of the merger.

4. The effective date of merger shall be December 31, 2005.

5. The Plan of Merger is on file at the registered office of Foundation, and such office is located at 1200 President Clinton Avenue, Little Rock, Arkansas 72201.

6. A copy of the Plan of Merger will be furnished on request and without cost to any person holding an interest in any of the parties to these Articles of Merger.

7. These Articles of Merger and the Plan of Merger have been approved by the Foundation, as the sole member of Initiative, and by the Boards of Directors of each of the parties hereto at meetings on April 25, 2005 and December 15, 2005.

IN WITNESS WHEREOF, the parties to the merger have caused these Articles of Merger to be executed by the appropriate and duly authorized persons as of the \_\_\_\_ day of \_\_\_\_\_, 2005.

**THE WILLIAM J. CLINTON FOUNDATION**

\_\_\_\_\_  
By: Bruce R. Lindsey,  
Chief Executive Officer

ATTEST:

\_\_\_\_\_  
Secretary

WITNESS:

\_\_\_\_\_  
Chief Financial Officer

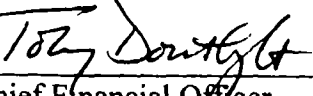
**CLINTON FOUNDATION HIV/AIDS INITIATIVE, INC.**

  
\_\_\_\_\_  
By: Ira Magaziner  
Chairman

ATTEST:

  
\_\_\_\_\_  
Secretary

WITNESS:

  
\_\_\_\_\_  
Chief Financial Officer

## PLAN OF MERGER

This Plan of Merger ("Plan"), dated as of December \_\_, 2005, is entered into by and between The William J. Clinton Foundation, an Arkansas nonprofit corporation ("Foundation"), and Clinton Foundation HIV/AIDS Initiative, Inc., an Arkansas nonprofit corporation ("Initiative"), for the purposes of merging Initiative with and into Foundation. Foundation, as the only member of the Initiative and the Directors of Initiative and Foundation agree to this Plan. Foundation and Initiative are herein sometimes collectively referred to as the "Nonprofit Entities."

### RECITALS

This Plan is made with reference to the following facts and circumstances existing as of the date hereto:

(a) Initiative is a nonprofit corporation organized and existing under the laws of the State of Arkansas and Foundation is the only member of the Initiative;

(b) Foundation is a nonprofit corporation organized and existing under the laws of the State of Arkansas;

(c) Foundation, as the only member of the Initiative and the Directors of the Foundation and Directors of Initiative deem it advisable and in the best interests of the Nonprofit Entities that Initiative be merged (herein sometimes referred to as the "Merger") with and into Foundation pursuant to the applicable provisions of the Arkansas Nonprofit Corporation Act and in accordance with the terms and conditions set forth in this Plan.

### SECTION I NAME OF SURVIVING NONPROFIT CORPORATION; ARTICLES OF ORGANIZATION

**1.1 *Surviving Corporation.*** At the Effective Time of Merger, Initiative shall be merged with and into Foundation. Foundation shall be the surviving entity in the Merger (sometimes hereinafter referred to as the "Surviving Nonprofit Corp."), and the separate existence of Initiative shall cease.

**1.2 *Certificate of Organization; Name Change.*** The Articles of Incorporation of Foundation in effect immediately prior to the time the Merger becomes effective shall, from and after the Effective Time, be and continue to be the Articles of Incorporation of the Surviving Nonprofit Corp., unless and until changed as therein provided.

**1.3 *Operating Agreement.*** The Bylaws of Foundation in effect immediately prior to the time the Merger becomes effective shall, from and after the Effective Time, be and continue to be the Bylaws of the Surviving Nonprofit Corp., unless and until changed as therein provided.

**1.4 Effective Time.** The Effective Time of the Merger shall be 12:01 a.m. Central daylight time on December 31, 2005.

**1.5 Office.** The registered office of the Surviving Nonprofit Corp., from and after the Effective Time shall be 1200 President Clinton Avenue, Little Rock, Arkansas 72201. A copy of this Plan of Merger and the Articles of Merger shall be maintained in that office.

## **SECTION II EFFECT OF MERGER ON MEMBERSHIP OF THE NONPROFIT ENTITIES**

On the effective date of the Merger, all of the ownership interests in Initiative shall be cancelled and all of the outstanding membership interests in Foundation shall be all of the issued and outstanding membership interests in the Foundation.

## **SECTION III EFFECT OF MERGER**

**3.1 Surviving Nonprofit Corp.** At the time of the Merger, the separate existence of Initiative shall cease, and the existence and identity of the Foundation shall continue as the Surviving Nonprofit Corp.

**3.2 Effect of Merger.** The Surviving Nonprofit Corp., without further action, shall succeed to all the rights, privileges, powers and franchises of a public as well of a private nature, and shall assume and be subject to all restrictions, obligations, lawful and valid claims against, contracts, disabilities and duties, of each of the Nonprofit Entities; and all rights, privileges, powers and franchises of each Nonprofit Entity, and all property, real, personal and mixed, and all debts due to each Nonprofit Entity on whatever account, as well as all other things in action or belonging to each Nonprofit Entity, shall be vested in the Surviving Nonprofit Corp.

**3.3 Statutory Merger.** This Plan of Merger is intended to be a "statutory merger" of two nonprofit corporations. This Plan of Merger shall be filed with the Corporation Division, Arkansas Secretary of State and copies shall be provided to all members of the Nonprofit Entities.

***Signature Page to Plan of Merger***

**IN WITNESS WHEREOF**, the undersigned have adopted this Plan of Merger as of the date first above written.

**CLINTON FOUNDATION HIV/AIDS  
INITIATIVE, INC.**

By: \_\_\_\_\_  
Ira C. Magaziner, Chairman

**THE WILLIAM J. CLINTON FOUNDATION**

By: \_\_\_\_\_  
James L. "Skip" Rutherford, Chairman of  
the Board

## SCHEDULE A, PART I - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

NAME AND ADDRESS -----	TITLE AND TIME DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCOUNT -----
BELYNDA BADY 1200 PRESIDENT CLINTON AVENUE P.O. BOX 104 LITTLE ROCK, AR 72203	COUNTRY DIRECTOR 40	100,350.	4,129.	36,917.
GEORGE JAGOE 1200 PRESIDENT CLINTON AVENUE P.O. BOX 104 LITTLE ROCK, AR 72203	COUNTRY DIRECTOR 40	103,937.	12,322.	31,874.
BETH COLLINS 1200 PRESIDENT CLINTON AVENUE P.O. BOX 104 LITTLE ROCK, AR 72203	COUNTRY DIRECTOR 40	98,297.	4,129.	13,429.
DEEPAK VERMA 1200 PRESIDENT CLINTON AVENUE P.O. BOX 104 LITTLE ROCK, AR 72203	PEDIATRICS DIRECTOR 40	109,375.	12,322.	25,004.

SCHEDULE A, PART I - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES  
=====

NAME AND ADDRESS -----	TITLE AND TIME DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCOUNT -----
BARBARA BULC 1200 PRESIDENT CLINTON AVENUE P.O. BOX 104 LITTLE ROCK, AR 72203	PROGRAM DIRECTOR 40	100,000.	4,129.	43,514.
	TOTAL COMPENSATION	----- 511,959. =====	----- 37,031. =====	----- 150,738. =====



.SCH. A, PART II-A COMPENSATION OF THE 5 HIGHEST PAID FOR PROF. SERV.  
=====

NAME AND ADDRESS -----	TYPE OF SERVICE -----	COMPENSATION -----
RAJAN PANDHARE 6 THORNBURY COURT, 36 CHEPSTOWE VILLAS LONDON, ENGLAND, W11 2RE5	PROGRAM ADVISOR	166,667.
TREVOR PETER P. BAG BO 320 GABORONE, BOTSWANA,	TECHNICAL CONSULTANT	72,333.
EDWIN MACHARIA PO BOX 77277 DAR ES SALAAM, TANZANI,	PROGRAM ADVISOR	68,125.
CRISPIN CARRASCO LEFT ORGANIZATION; NOTHING CURRENT ON FILE,	PROGRAM ADVISOR	56,850.
ROLLI ODEN 715 ALBANY ST, T4W BOSTON, MA 02118	AIDS CLINICAL TREATM	52,000.
TOTAL COMPENSATION		----- 415,975. =====

SCHEDULE A, PART III - EXPLANATION FOR LINE 2B

=====

A BOARD MEMBER PROVIDED A SHORT-TERM LOAN IN THE AMOUNT OF \$350,000 THAT  
WAS PAID IN FULL DURING 2005.

Name	Gift Amount	Gift Date	Primary Addressee	Preferred Address Line 1	Preferred City	Preferred State	Preferred ZIP	Preferred Country
Alphawood Foundation	\$1,840,000 00	7/12/2005	Alphawood Foundation	Mr. Fred Eychaner	Chicago	Illinois	60614	United States
Carole Shields Westbrook	\$100,000 00	8/18/2005	Mr. and Mrs. Hugh A. Westbrook	158 South Prospect Drive	Coral Gables	Florida	33133	United States
Clive E. Warshaw	\$19,947 00	2/8/2005	Mr. and Mrs. Clive E. Warshaw	300 South Pointe Drive	Miami	Florida	33139	United States
COPRESIDA-Secretariado Tecnico	\$1,847,653 00	6/7/2005	COPRESIDA-Secretariado Tecnico	Plaza De La Salud	Santo Domingo			Dominican Republic
Durwood Knowles	\$10,000 00	3/25/2005	Sir Durwood and Lady Holly Knowles	P O Box N-1216	Nassau			Bahamas
Elton John AIDS Foundation	\$884,650 00	12/12/2005	Elton John AIDS Foundation	1 Blythe Road	London		W14 OHG	United Kingdom
Jean Chain Lu	\$10,000 00	6/14/2005	Jean Chain Lu	1235 Mount Hamilton Road	Mount Hamilton	California	95140	United States
Lone Pine Foundation, Inc.	\$9,100 00	9/2/2005	Lone Pine Foundation, Inc.	Two Greenwich Plaza	Greenwich	Connecticut	06830	United States
Mala G. Gaonkar	\$800,000 00	1/28/2005	Ms. Mala G. Gaonkar	31 Landsdowne Crescent	London		W11 2NT	United Kingdom
Manuel J. Cutillas	\$10,000 00	3/29/2005	Mr. Manuel J. Cutillas	P O Box CB-12465	Nassau			Bahamas
Marc A. Somberg Memorial Foundation	\$10,000 00	5/6/2005	Marc A. Somberg Memorial Foundation	c/o Mr. Milton Somberg	Jencho	New York	11753	United States
Mei Chiao Lee Chen	\$5,000 00	5/11/2005	Mei Chiao Lee Chen	# 10 Sec 3, Cheng-The Road	Taipei		103	TAIWAN, R O C
Oak Foundation	\$225,000 00	8/26/2005	Oak Foundation	P O Box 621, Le Gallais Chambers	Jersey JE4 8YD, Channel Island			United Kingdom
OSI Development Foundation	\$1,000,000 00	2/18/2005	OSI Development Foundation	Baarerstrasse 12	Zug		CH-6300	Switzerland
Peter F. Ryan	\$5,000 00	9/16/2005	Mr. Peter F. Ryan	315 W 106th St Apt 14A	New York	New York	10025-3448	United States
Princess Diana Memorial Fund	\$2,000,000 00	9/22/2005	Princess Diana Memorial Fund	c/o Mr. Howard Lucker, Vice President and General Chairman	Aston	Pennsylvania	19014	United States
Profamilia	\$9,281 00	3/21/2005	Profamilia	Calle Socorro Sanchez, #160	Santo Domingo,			Dominican Republic
Robert A. Nihon	\$10,000 00	3/10/2005	Mr. Robert A. Nihon	P O Box N-1808	Nassau			Bahamas
Ruettgers Family Charitable Foundation	\$250,000 00	10/4/2005	Ruettgers Family Charitable Foundation	C/o Atlantic Trust Company	Boston	Massachusetts	02110	United States
Segal Family Foundation	\$5,000 00	10/6/2005	Segal Family Foundation	13 Production Way	Avenel	New Jersey	07001	United States
Sterling Stamos	\$50,000 00	9/9/2005	Mr. Sterling Stamos	450 Park Avenue	New York	New York	10022	United States
Sunshine Group of Companies	\$15,000 00	3/17/2005	Sunshine Group of Companies	Market Street and East Bay Street	Nassau			Bahamas
The Bill and Melinda Gates Foundation	\$750,000 00	12/6/2005	The Bill and Melinda Gates Foundation	1551 Eastlake Avenue East	Seattle	Washington	98102	United States
The Children's Investment Fund Foundation	\$4,496,077 00	10/18/2005	The Children's Investment Fund Foundation	7 Clifford Street	London		W1S 2WE	United Kingdom
The Clansse B. Kampel Foundation, Inc.	\$15,000 00	12/28/2005	The Clansse B. Kampel Foundation, Inc.	655 Park Avenue	New York	New York	10021	United States
The ELMA Foundation	\$400,000 00	12/5/2005	The ELMA Foundation	P O Box 10741 APO	Grand Cayman			Cayman Islands
The Fred Eychaner Charitable Fund	\$1,000,000 00	10/28/2005	The Fred Eychaner Charitable Fund	P O Box 3075	Southeastern	Pennsylvania	19398	United States
William A. Shiner	\$10,000 00	12/21/2005	Mr. William A. Shiner	16 Meadowview Drive	Northfield	Illinois	60093	United States
World Health Organization	\$37,500 00	10/25/2005	World Health Organization	20 Avenue Appia	Geneve 27		1211	Switzerland
Total Contributions over \$5,000	<u>\$15,824,208 00</u>							

EIN: 20-0921629  
FYE:

FORM 990, PART II, LINE 42 - DEPRECIATION

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<u>Description</u>	<u>Current Depreciation</u>
Land Improvements	
Buildings	
Leasehold Improvements	2,750.
Equipment	23,194.
Furniture & Fixtures	
Total Depreciation Expense	<u>25,944.</u>
Amortization Expense	
<b>Total Depreciation &amp; Amortization line 42</b>	<u><u>25,944.</u></u>

NOTE: Depreciation is calculated using the straight-line method over the estimated useful life of the asset.

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

OMB No. 1545-1709

▶ File a separate application for each return.

▶ 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.****Part I Automatic 3-Month Extension of Time - Only submit original (no copies needed)****Form 990-T corporations** requesting an automatic 6-month extension - check this box and complete Part I only. ☐*All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs, and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.***Electronic Filing (e-file).** Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile).

<b>Type or print</b>  File by the due date for filing your return. See instructions.	Name of Exempt Organization		Employer identification number
	CLINTON FOUNDATION HIV/AIDS INITIATIVE, INC.		20-0921629
	Number, street, and room or suite no. If a P.O. box, see instructions. 1200 PRESIDENT CLINTON AVENUE		
	P.O. BOX 104		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	LITTLE ROCK, AR 72203		

**Check type of return to be filed (file a separate application for each return):**

<input checked="" type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T(sec 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

• The books are in the care of ▶ ANDREW KESSELTelephone No. ▶ 501 371-0808

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 will cover.

1 I request an automatic 3-month (6-months for a **Form 990-T corporation**) extension of time until 08/15, 2006, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year 2005 or

▶ ☐ tax year beginning \_\_\_\_\_, \_\_\_\_\_, and ending \_\_\_\_\_, \_\_\_\_\_.

2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. \$ \_\_\_\_\_

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. \$ \_\_\_\_\_

c **Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. \$ 2

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.**For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**Form **8868** (Rev. 12-2004)

• If you are filing for an Additional (not automatic) 3-Month Extension, complete only Part II and check this box. ☒ **X**

**Note:** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

**Part II Additional (not automatic) 3-Month Extension of Time - Must File Original and One Copy.**

Type or print	Name of Exempt Organization	Employer Identification number
	CLINTON FOUNDATION HIV/AIDS INITIATIVE, INC.	20-0921629
	Number, street, and room or suite no. If a P.O. box, see instructions.	For IRS use only
File by the extended due date for filing the return. See instructions.	1200 PRESIDENT CLINTON AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	LITTLE ROCK, AR 72203	

Check type of return to be filed (File a separate application for each return):

<input checked="" type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T(sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 4720	

**STOP: Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

• The books are in the care of **ANDREW KESSEL**

Telephone No. **501 371-0808**

FAX No. **501 371-0808**

• 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) **0000**. 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.

- 4 I request an additional 3-month extension of time until **11/15/2006**
- 5 For calendar year **2005**, or other tax year beginning \_\_\_\_\_ and ending \_\_\_\_\_
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension \_\_\_\_\_

**ADDITIONAL TIME IS REQUIRED TO ACCUMULATE THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.**

- 8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. \$ \_\_\_\_\_
- b If this application is for Form 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 and any amount paid previously with Form 8868. \$ \_\_\_\_\_ **NONE**
- c **Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. \$ \_\_\_\_\_

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature **[Signature]**

Title **CPA**

Date **8/7/06**

**Notice to Applicant - To Be Completed by the IRS**

- ☐ We have approved this application. Please attach this form to the organization's return.
- ☐ We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.
- ☐ We have not approved this application. After considering the reasons stated in Item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
- ☐ We cannot consider this application because it was filed after the extended due date of the return for which an extension was requested.
- ☐ Other \_\_\_\_\_

By: \_\_\_\_\_

Director

Date

**Alternate Mailing Address** - Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.

Type or print	Name
	BKD, LLP
	Number and street (include suite, room, or apt. no.) or a P.O. box number
	P.O. BOX 3667
	City or town, province or state, and country (including postal or ZIP code)
	LITTLE ROCK, AR 72203-3667