

Memorandum

From: Michael T. Brown, Walker Jones, PC
To: Foothills Forum Board members
Subject: Current entity and tax status – Foothills Forum

Foothills Forum was founded in Sept. 25, 2014.

Current entity is built upon the gift of an existing nonprofit – Ralii Foundation –previously incorporated as a non-stock corporation and operating in good standing in D.C. In the transition from previous to current entity in November 2014, old officers and directors (of Ralii Foundation) resigned and new officers and directors (of Foothills Forum) were elected.

EIN number: 52-1071448.

For all purposes in 2015, Foothills Forum has operated under its own name. Additional work on the corporation's filing (to be domesticated and become a formal corporation in Virginia) and filing compliance is under way. Articles of Domestication have been drafted and are to be reviewed for filing with Virginia State Corporation Commission at next scheduled meeting.

The first annual meeting of Foothills was August 2015.

Bylaws were formally adopted September 2015.

Foothills Forum was notified in late August that its tax-exempt status was being automatically terminated due to the Form 990 for 2012, 2013 and 2014 not having been filed on time. Foothills had filed the 2014 form late. Foothills was unaware of those other missed filings prior to receiving that notice.

Foothills Forum immediately applied for retroactive reinstatement of the tax-exempt status using the streamlined procedure established by the IRS in Rev. Proc. 2014-11. The Form 1023 application was mailed Oct. 27, 2015.

Reinstatement is often automatic once the application has been filed and processed by the IRS and often results in no actual lapse of tax-exempt status.

I do not anticipate any action other than retroactive reinstatement for Foothills Forum based upon the IRS guidance. In the interim, Foothills is permitted to continue operations as a nonprofit.

Website www.foothills-forum.org