

Return of Private Foundation

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

2016

Open to Public Inspection

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2016 or tax year beginning **SEP 1, 2016**, and ending **AUG 31, 2017**

Name of foundation GENERATIONS HEALTH CARE INITIATIVES, INC		A Employer identification number 41-2000473
Number and street (or P.O. box number if mail is not delivered to street address) 130 W. SUPERIOR STREET	Room/suite 700	B Telephone number 218-336-5700
City or town, state or province, country, and ZIP or foreign postal code DULUTH, MN 55802		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) \$ 11,116,487.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(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	379,086.		N/A	
	2 Check <input 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	207,365.	207,365.		STATEMENT 1
	5a Gross rents	9,730.			STATEMENT 2
	b Net rental income or (loss)	9,730.			
	6a Net gain or (loss) from sale of assets not on line 10	-153,886.			
	b Gross sales price for all assets on line 6a	2,721,865.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	12,027.	0.		STATEMENT 3	
12 Total. Add lines 1 through 11	454,322.	207,365.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	287,449.	0.		287,449.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	928.	0.		928.
	b Accounting fees STMT 5	13,556.	678.		12,849.
	c Other professional fees STMT 6	720.	0.		3,060.
	17 Interest				
	18 Taxes STMT 7	765.	120.		0.
	19 Depreciation and depletion	5,007.	0.		
	20 Occupancy	35,099.	0.		32,115.
	21 Travel, conferences, and meetings	6,072.	0.		6,317.
	22 Printing and publications				
	23 Other expenses STMT 8	563,505.	45,389.		554,701.
	24 Total operating and administrative expenses. Add lines 13 through 23	913,101.	46,187.		897,419.
	25 Contributions, gifts, grants paid	162,560.			164,033.
26 Total expenses and disbursements. Add lines 24 and 25	1,075,661.	46,187.		1,061,452.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-621,339.				
b Net investment income (if negative, enter -0-)		161,178.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only.</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	110,859.	60,703.	60,703.
	2 Savings and temporary cash investments	1,093.	1,201.	1,201.
	3 Accounts receivable ▶ 45,085.			
	Less: allowance for doubtful accounts ▶	56,738.	45,085.	45,085.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	12,850.	15,687.	15,687.
	10a Investments - U.S. and state government obligations STMT 9	308,755.	572,625.	572,625.
	b Investments - corporate stock STMT 10	9,669,952.	9,664,995.	9,664,995.
	c Investments - corporate bonds STMT 11	438,571.	582,477.	582,477.
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 12	91,155.	163,897.	163,897.	
14 Land, buildings, and equipment: basis ▶ 177,757.				
Less: accumulated depreciation STMT 13 ▶ 167,940.	10,983.	9,817.	9,817.	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	10,700,956.	11,116,487.	11,116,487.	
Liabilities	17 Accounts payable and accrued expenses	119,103.	89,443.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	119,103.	89,443.		
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	10,581,853.	11,027,044.	
	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	10,581,853.	11,027,044.		
31 Total liabilities and net assets/fund balances	10,700,956.	11,116,487.		

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	10,581,853.
2 Enter amount from Part I, line 27a	2	-621,339.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	1,066,530.
4 Add lines 1, 2, and 3	4	11,027,044.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,027,044.

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

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**

▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile, click on Charities & Non-Profits, and click on e-file for Charities and Non-Profits.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

	Enter filer's identifying number	
Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	GENERATIONS HEALTH CARE INITIATIVES, INC	41-2000473
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	130 W. SUPERIOR STREET, NO. 700	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	DULUTH, MN 55802	

Enter the Return Code for the return that this application is for (file a separate application for each return) 0 4

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

TERRY LEONIDAS

• The books are in the care of ▶ **130 W. SUPERIOR STREET, SUITE 700 - DULUTH, MN 55802**
Telephone No. ▶ **(218) 336-5702** Fax No. ▶ _____

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

1 I request an automatic 6-month extension of time until **JULY 15, 2018**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year _____ or
▶ tax year beginning **SEP 1, 2016**, and ending **AUG 31, 2017**.

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	7,800.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

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.)
1a PUBLICLY TRADED SECURITIES - WELLS FARGO			
b #AGG115202 - AVAILABLE UPON REQUEST	P		
c CAPITAL GAINS DIVIDENDS			
d			
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			
b 2,645,557.		2,875,751.	-230,194.
c 76,308.			76,308.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			
b			-230,194.
c			76,308.
d			
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	-153,886.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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 the 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))
2015	1,355,413.	10,445,900.	.129756
2014	854,579.	11,542,980.	.074035
2013	1,091,294.	11,684,999.	.093393
2012	677,546.	10,970,956.	.061758
2011	1,539,425.	10,623,894.	.144902

2 Total of line 1, column (d)	2	.503844
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	.100769
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	10,516,908.
5 Multiply line 4 by line 3	5	1,059,778.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,612.
7 Add lines 5 and 6	7	1,061,390.
8 Enter qualifying distributions from Part XII, line 4	8	1,061,452.

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 instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,612.
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	1,612.
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	1,612.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	7,800.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	7,800.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	6,188.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 6,188. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ <u>0.</u> (2) On foundation managers. <input checked="" type="checkbox"/> \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ <u>0.</u>		
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>		X
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>	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
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>		X
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?	X	
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>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> <u>MN</u>		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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)		X
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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ► WWW.GHCI.US		
14 The books are in care of ► TERRY LEONIDAS Telephone no. ► (218) 336-5702		
Located at ► 130 W. SUPERIOR STREET, SUITE 700, DULUTH, MN ZIP+4 ► 55802		
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	N/A
16 At any time during calendar year 2016, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		

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 checked="" type="checkbox"/> Yes <input 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)?		X
Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>
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 2016?		X
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ►		
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.)		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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 2016 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 2016.)		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
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 2016?		X

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)? Yes No **N/A**
 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 **N/A**
 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? Yes 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? Yes No **N/A**

5b		
6b		X
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.

(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 STATEMENT 14		232,499.	54,950.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains 'NONE'.

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activity, Expenses. Rows 1-4 list activities with expenses of 345,100, 302,295, 250,059, and 110,745 respectively.

Part IX-B Summary of Program-Related Investments

Table with 2 columns: Description of investment, Amount. Row 1 contains 'N/A'.

Total. Add lines 1 through 3 0.

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	10,582,719.
b	Average of monthly cash balances	1b	94,345.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	10,677,064.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	10,677,064.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	160,156.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,516,908.
6	Minimum investment return. Enter 5% of line 5	6	525,845.

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	525,845.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,612.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,612.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	524,233.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	524,233.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	524,233.

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	1,061,452.
b	Program-related investments - total from Part IX-B	1b	0.
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	1,061,452.
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	5	1,612.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,059,840.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				524,233.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	1,014,992.			
b From 2012	138,596.			
c From 2013	514,280.			
d From 2014	287,668.			
e From 2015	837,998.			
f Total of lines 3a through e	2,793,534.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$	1,061,452.			
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				524,233.
e Remaining amount distributed out of corpus	537,219.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,330,753.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				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)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	1,014,992.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	2,315,761.			
10 Analysis of line 9:				
a Excess from 2012	138,596.			
b Excess from 2013	514,280.			
c Excess from 2014	287,668.			
d Excess from 2015	837,998.			
e Excess from 2016	537,219.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) **N/A**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 foundation 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).)

NONE

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.

NONE

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:

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

c Any submission deadlines:

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

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)				
a Paid during the year				
LAKE SUPERIOR COMMUNITY HEALTH CENTER 4325 GRAND AVE DULUTH, MN 55807	NONE	PC	OPERATION OF AN OFFICE TO HELP CITIZENS ENROLL IN HEALTH CARE PROGRAMS	162,560.
Total				▶ 3a 162,560.
b Approved for future payment				
NONE				
Total				▶ 3b 0.

Part XVI-A Analysis of Income-Producing Activities

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) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	207,365.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	9,730.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-153,886.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a OTHER REVENUE					12,027.
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		63,209.	12,027.
13 Total. Add line 12, columns (b), (d), and (e)					75,236.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
1A	SEE EXPLANATION FOR FORM 990-PF PART IX-A
1B	SEE EXPLANATION FOR FORM 990-PF PART IX-A

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

Table with 3 main columns: Question, Yes, No. Rows include questions about transfers (1a), other transactions (1b), and sharing (1c). All 'No' boxes are checked (X).

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. All entries in (b) and (c) are 'N/A'.

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 [X]

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All entries in (a) are 'N/A'.

Sign Here Under penalties of perjury, I declare that I have examined this return... Signature of officer or trustee: [Signature] Date: [] Title: EXECUTIVE DIRECTOR

May the IRS discuss this return with the preparer shown below (see instr.)? [X] Yes [] No

Table with 5 columns: Print/Type preparer's name (JULIE BOYER), Preparer's signature, Date (03/08/18), Check self-employed (), PTIN (P01278549), Firm's name (RSM US LLP), Firm's EIN (42-0714325), Firm's address (227 W FIRST ST, STE 700 DULUTH, MN 55802-1926), Phone no. ((218) 727-5025).

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2016

Name of the organization

GENERATIONS HEALTH CARE INITIATIVES, INC

Employer identification number

41-2000473

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization GENERATIONS HEALTH CARE INITIATIVES, INC	Employer identification number 41-2000473
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Part I Contributors (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MNSURE 320 W SECOND STREET, ROOM 301 DULUTH, MN 55802	\$ 223,170.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	ACCOUNTABLE COMMUNITIES FOR HEALTH GRANT - MN DEPARTMENT OF 85 E 7TH PLACE, SUITE 220 ST PAUL, MN 55164	\$ 145,219.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	COMMUNITY WELLNESS GRANT 404 WEST SUPERIOR STREET, SUITE 220 DULUTH, MN 55802	\$ 10,697.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization GENERATIONS HEALTH CARE INITIATIVES, INC	Employer identification number 41-2000473
---	---

Part II Noncash Property (See instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 2px;"> </div>	\$ _____	_____

Name of organization GENERATIONS HEALTH CARE INITIATIVES, INC	Employer identification number 41-2000473
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. once.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

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

Underpayment of Estimated Tax by Corporations

Department of the Treasury
Internal Revenue Service

▶ Attach to the corporation's tax return. **FORM 990-PF**

2016

▶ Information about Form 2220 and its separate instructions is at www.irs.gov/form2220.

Name **GENERATIONS HEALTH CARE INITIATIVES, INC** Employer identification number **41-2000473**

Note: Generally, the corporation isn't required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment			
1	Total tax (see instructions)	1	1,612.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
2b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b	
2c	Credit for federal tax paid on fuels (see instructions)	2c	
2d	Total. Add lines 2a through 2c	2d	
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation doesn't owe the penalty	3	1,612.
4	Enter the tax shown on the corporation's 2015 income tax return. See instructions. Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	2,440.
5	Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	1,612.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it doesn't owe a penalty. See instructions.

6	<input type="checkbox"/> The corporation is using the adjusted seasonal installment method.
7	<input type="checkbox"/> The corporation is using the annualized income installment method.
8	<input type="checkbox"/> The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	01/15/17	02/15/17	05/15/17	08/15/17
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column.	403.	403.	403.	403.
11 Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions	7,800.			
Complete lines 12 through 18 of one column before going to the next column.				
12 Enter amount, if any, from line 18 of the preceding column		7,397.	6,994.	6,591.
13 Add lines 11 and 12		7,397.	6,994.	6,591.
14 Add amounts on lines 16 and 17 of the preceding column				
15 Subtract line 14 from line 13. If zero or less, enter -0-	7,800.	7,397.	6,994.	6,591.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-		0.	0.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18				
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	7,397.	6,994.	6,591.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. <i>(C Corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.)</i> See instructions	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2016 and before 7/1/2016	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 4\% (0.04)}{366}$...	22 \$	\$	\$	\$
23 Number of days on line 20 after 06/30/2016 and before 10/1/2016	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 4\% (0.04)}{366}$...	24 \$	\$	\$	\$
25 Number of days on line 20 after 9/30/2016 and before 1/1/2017	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 4\% (0.04)}{366}$...	26 \$	\$	\$	\$
27 Number of days on line 20 after 12/31/2016 and before 4/1/2017	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 4\% (0.04)}{365}$...	28 \$	\$	\$	\$
29 Number of days on line 20 after 3/31/2017 and before 7/1/2017	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$	30 \$	\$	\$	\$
31 Number of days on line 20 after 6/30/2017 and before 10/1/2017	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$	32 \$	\$	\$	\$
33 Number of days on line 20 after 9/30/2017 and before 1/1/2018	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$	34 \$	\$	\$	\$
35 Number of days on line 20 after 12/31/2017 and before 3/16/2018	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$	36 \$	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37 \$	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33; or the comparable line for other income tax returns	38			\$ 0.

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT INCOME - AGENCY	202,042.	0.	202,042.	202,042.	
INVESTMENT INCOME - AGENCY	81,631.	76,308.	5,323.	5,323.	
TO PART I, LINE 4	283,673.	76,308.	207,365.	207,365.	

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
BUILDING - OFFICE SPACE	1	9,730.
TOTAL TO FORM 990-PF, PART I, LINE 5A		9,730.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER REVENUE	12,027.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	12,027.	0.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	928.	0.		928.
TO FM 990-PF, PG 1, LN 16A	928.	0.		928.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	13,556.	678.		12,849.
TO FORM 990-PF, PG 1, LN 16B	13,556.	678.		12,849.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	720.	0.		3,060.
TO FORM 990-PF, PG 1, LN 16C	720.	0.		3,060.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	765.	120.		0.
TO FORM 990-PF, PG 1, LN 18	765.	120.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SUPPLIES	8,823.	0.		10,136.
DUES AND MEMBERSHIPS	2,574.	0.		2,574.
TELEPHONE	4,711.	0.		4,825.
PARKING	5,079.	0.		4,779.
SPACE EXPENSES	320.	0.		320.
INSURANCE	3,920.	0.		8,083.
AGENCY ACCOUNT MANAGEMENT FEES	44,197.	44,197.		0.

POSTAGE	128.	0.	128.
LEASED EMPLOYEES	56,155.	0.	70,072.
COMPUTER SUPPLIES AND SOFTWARE	26,603.	0.	31,095.
EDUCATION	7,749.	0.	7,099.
TAX RETURN REGISTRATION	38.	2.	36.
MN SURE GRANT	243,526.	0.	254,867.
COPIER	4,493.	0.	4,493.
BRIDGE TO HEALTH	12,585.	0.	12,585.
ACH GRANT EXPENSE	108,103.	0.	110,298.
COMMUNITY WELLNESS	10,697.	0.	10,697.
PAYROLL FEES	23,804.	1,190.	22,614.
TO FORM 990-PF, PG 1, LN 23	563,505.	45,389.	554,701.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U S GOVT SECURITIES	X		572,625.	572,625.
TOTAL U.S. GOVERNMENT OBLIGATIONS			572,625.	572,625.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			572,625.	572,625.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ISHARES MBS ETF	69,973.	69,973.
JPMORGAN HIGH YIELD FUND	263,258.	263,258.
RIDGEWORTH SEIX HIGH YIELD BOND FUND	0.	0.
PIMCO FOREIGN BOND (UNHEDGED) FUND	304,037.	304,037.
STONE HARBOR LOCAL MARKET FUND	200,850.	200,850.
TEMPLETON GLOBAL BOND FUND	246,194.	246,194.
CRM SMALL CAP VALUE FUNDS	237,583.	237,583.
DODGE & COX STOCK FUND	1,184,308.	1,184,308.
ISHARES RUSSELL MID-CAP GROWTH	312,814.	312,814.
ISHARES RUSSELL MID-CAP VALUE	207,875.	207,875.
ISHARES RUSSELL 1000 GROWTH ETF	136,301.	136,301.
ISHARES RUSSELL 2000 ETF	279,460.	279,460.
JP MORGAN MID CAP VALUE FUND-CLASS I	276,727.	276,727.
TOUCHSTONE SMALLLAP FUND INSTITUTIONAL CLASS	0.	0.
ARTISAN INTERNATIONAL FUND INSTITUTIONAL CLASS	492,302.	492,302.

DODGE & COX INTERNATIONAL STOCK FUND	531,603.	531,603.
ISHARES MSCI EAFE ETF	344,535.	344,535.
ISHARES MSCI EMERGING MARKETS	405,712.	405,712.
T ROWE PRICE INSTITUTIONAL EMERGING MARKETS EQUITY FUND	242,677.	242,677.
AQR MANAGED FUTURES STRATEGY FUND CLASS I	245,806.	245,806.
ASG GLOBAL ALTERNATIVES FUND CLASS Y	0.	0.
ARBITRAGE FUND CLASS I #1000	358,466.	358,466.
BOSTON PARTNERS LONG/SHORT RESEARCH FUND CLASS INS	109,636.	109,636.
DRIEHAUS ACTIVE INCOME FUND	295,230.	295,230.
PIMCO COMMODITY REAL RETURN STRATEGY FUND	0.	0.
POWERSHARES DB COMMODITY INDEX	0.	0.
SPDR DJ WILSHIRE INTERNATIONAL REAL ESTATE ETF	419,301.	419,301.
SPDR DOW JONES REIT ETF	568,908.	568,908.
AMAZON COM INC COM	81,390.	81,390.
HOME DEPOT INC	65,343.	65,343.
NETFLIX INC	38,611.	38,611.
NEWELL BRANDS, INC	40,266.	40,266.
NIKE INC CL B	0.	0.
O'REILLY AUTOMOTIVE INC	20,201.	20,201.
STARBUCKS CORP COM	26,223.	26,223.
THE PRICELINE GROUP INC.	55,562.	55,562.
TRACTOR SUPPLY CO COM	29,041.	29,041.
ULTA BEAUTY, INC.	14,808.	14,808.
BLUE BUFFALO PET PRODUCTS INC	27,769.	27,769.
CONSTELLATION BRANDS INC	45,823.	45,823.
ESTEE LAUDER COMPANIES INC	47,504.	47,504.
MONDELEZ INTERNATIONAL INC	0.	0.
MONSTER BEVERAGE CORP	44,042.	44,042.
CONCHO RESOURCES INC	18,421.	18,421.
HALLIBURTION CO.	19,212.	19,212.
INTERCONTINENTAL EXCHANGE, INC	27,808.	27,808.
S&P GLOBAL INC	38,583.	38,583.
ALEXION PHARMACEUTICALS INC	40,444.	40,444.
ALIGN TECHNOLOGY INC	26,688.	26,688.
BOSTON SCIENTIFIC CORP COM	49,094.	49,094.
CELGENE CORP COM	45,847.	45,847.
CENTENE CORP DEL COM	36,429.	36,429.
CERNER CORP COM	0.	0.
DANAHER CORP	31,533.	31,533.
FORTIVE CORP	20,725.	20,725.
FORTUNE BRANDS HOME & SECURITY	38,894.	38,894.
MIDDLEBY CORP COM	18,742.	18,742.
SMITH A O CORP CL B	29,404.	29,404.
TRANSDIGM GROUP INC COM	28,673.	28,673.
VERISK ANALYTICS INC	0.	0.
WABCO HOLDINGS INC	43,660.	43,660.
XPO LOGISTICS INC	32,436.	32,436.
ALPHABET INC CL C	114,598.	114,598.
APPLE INC	108,896.	108,896.
FACEBOOK INC	110,921.	110,921.
INTUIT COM	23,622.	23,622.
MICROSOFT CORP	87,107.	87,107.

PALO ALTO NETWORKS INC	24,150.	24,150.
SALESFORCE COM INC COM	45,740.	45,740.
VANTIV INC	32,023.	32,023.
VISA INC-CLASS A SHRS	70,704.	70,704.
ECOLAB INC	23,461.	23,461.
PPG INDUSTRIES INC	28,271.	28,271.
ACCENTURE PLC	28,767.	28,767.
ALLERGAN PLC	31,898.	31,898.
JAZZ PHARMACEUTICALS PLC	44,211.	44,211.
NORWEGIAN CRUISE LINE HOLDINGS LTD	44,298.	44,298.
NXP SEMICONDUCTORS NV	29,596.	29,596.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,664,995.	9,664,995.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMGEN INC	26,375.	26,375.
APPLE INC	30,100.	30,100.
BANK OF NOVA SCOTIA	25,117.	25,117.
BP CAPITAL MARKETS PLC	0.	0.
DOW CHEMICAL CO/THE	21,367.	21,367.
EMC CORP	0.	0.
GENERAL ELEC CAP CORP	38,616.	38,616.
HALLIBURTON COMPANY	31,225.	31,225.
HOME DEPOT INC	30,480.	30,480.
JPMORGAN CHASE & CO	31,956.	31,956.
METLIFE INC	31,623.	31,623.
NOVARTIS CAPITAL CORP	30,674.	30,674.
PACCAR FINANCIAL CORP	24,992.	24,992.
PEPSICO INC	32,021.	32,021.
PROCTER & GAMBLE CO/THE	35,507.	35,507.
STATOIL ASA	25,761.	25,761.
TIME WARNER INC	10,693.	10,693.
TORONTO-DOMINION BANK	25,420.	25,420.
TOYOTA MOTOR CREDIT CORP	25,610.	25,610.
UNITED TECHNOLOGIES CORP	20,655.	20,655.
US BANCORP	25,211.	25,211.
VERIZON COMMUNICATIONS	16,765.	16,765.
WAL-MART STORES INC	31,672.	31,672.
WELLPOINT INC	10,637.	10,637.
TOTAL TO FORM 990-PF, PART II, LINE 10C	582,477.	582,477.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MONEY MARKET FUNDS	FMV	150,382.	150,382.
ACC INT REC - SECURITIES	FMV	13,515.	13,515.
TOTAL TO FORM 990-PF, PART II, LINE 13		163,897.	163,897.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	13
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LEASEHOLD IMPROVEMENTS	5,826.	5,826.	0.
MOVEABLE EQUIPMENT	125,974.	116,157.	9,817.
MOVEABLE EQUIPMENT - FADP	12,441.	12,441.	0.
MOVEABLE EQUIPMENT - HCAP	33,516.	33,516.	0.
TOTAL TO FM 990-PF, PART II, LN 14	177,757.	167,940.	9,817.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 14
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JENNIFER PETERSON 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	EXECUTIVE DIRECTOR 30.00	 109,110.	 22,768.	 0.
TERRY LEONIDAS 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	CFO 20.00	 34,357.	 2,405.	 0.
LYNN GOERDT 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	CHAIR 0.50	 0.	 0.	 0.
STEVE GREENFIELD 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	VICE CHAIR 0.50	 0.	 0.	 0.
DEBORAH MEDLIN 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	SECRETARY/TREASURER 0.50	 0.	 0.	 0.
PAMELA FRANKLIN 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	DIRECTOR 0.30	 0.	 0.	 0.
WILLIAM PALMER 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	DIRECTOR 0.30	 0.	 0.	 0.
MICHAEL HIEB, MD 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	DIRECTOR 0.30	 0.	 0.	 0.
RANDY LASKY 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	DIRECTOR 0.30	 0.	 0.	 0.

STEPHANIE BALMER 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	DIRECTOR 0.30	0.	0.	0.
JO ANN HOAG 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	DIRECTOR 0.30	0.	0.	0.
JULIE PIERCE 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	DIRECTOR 0.30	0.	0.	0.
YVONNE PRETTNER SOLON 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	DIRECTOR 0.30	0.	0.	0.
MARY RAPPS 130 WEST SUPERIOR STREET, SUITE 700 DULUTH, MN 55802	PROGRAM DIRECTOR 40.00	89,032.	29,777.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		232,499.	54,950.	0.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 15

ACTIVITY ONE

ACCOUNTABLE COMMUNITIES FOR HEALTH (ACH) IS A MULTI-SECTOR COLLABORATIVE APPROACH TO IMPROVING THE HEALTH AND WELL-BEING OF THE STUDENTS, FAMILIES AND NEIGHBORHOOD RESIDENTS OF DULUTH HILLSIDE, ONE OF DULUTH'S MOST UNDER RESOURCED NEIGHBORHOODS. THE PROJECT BUILDS ON THE STRENGTHS AND DIVERSITY OF THE MYERS-WILKINS SCHOOL COMMUNITY, THE NEIGHBORHOOD, HEALTH CARE AND MENTAL HEALTH PROVIDERS, PUBLIC HEALTH, AND LOCAL COMMUNITY AGENCIES. SERVICES TO CHILDREN AND FAMILY INCLUDE DIRECT CONNECTION TO HEALTH AND SOCIAL SERVICES, CARE NAVIGATION AND ADVOCACY. ADDITIONALLY COMMUNITY HEALTH ACTIVITIES SUCH AS HEALTH PROMOTION CLASSES, RESOURCE FAIRS AND HEALTHY COMMUNITY ACTIVITIES ARE HELD IN THE NEIGHBORHOOD.

COMMUNITY HEALTH WORKER NETWORK INCLUDES ORGANIZATIONAL LEADERS AND COMMUNITY HEALTH WORKERS FROM THE REGION

COMMITTED TO SHARED LEARNING AND COORDINATION AMONG CHWS AND ORGANIZATIONS THAT EMPLOY THEM.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

345,100.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 16

ACTIVITY TWO

MNSURE OUTREACH AND ENROLLMENT GENERATIONS IS THE LEAD ORGANIZATION FOR INSURE DULUTH, A COALITION OF 17 ORGANIZATIONS THAT OFFER A COORDINATED COMMUNITY APPROACH TO 1) INFORMING RESIDENTS OF DULUTH AND THE SURROUNDING AREA ABOUT THE NEW COVERAGE OPPORTUNITIES AVAILABLE THROUGH MNSURE, 2) DOING OUTREACH TO TARGETED POPULATIONS TO ENCOURAGE ENROLLMENT, AND 3) PROVIDING INDIVIDUAL ENROLLMENT ASSISTANCE AT TRUSTED COMMUNITY ORGANIZATIONS AND SPECIAL EVENTS. GENERATIONS COORDINATES PROJECT ACTIVITIES AND PROVIDES MANAGEMENT FOR A GRANT PROVIDED BY MNSURE.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

302,295.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 17

ACTIVITY THREE

HEALTH CARE ACCESS OFFICE - INCREASES ACCESS TO HEALTH CARE FOR THE UNINSURED AND UNDER-INSURED BY ENROLLING THEM IN EXISTING HEALTH COVERAGE AND PHARMACEUTICAL ASSISTANCE PROGRAMS. THE STAFF SCREENS INDIVIDUALS FOR ELIGIIBLITY, ASSISTS IN COMPLETING THE APPLICATIONS, AND PROVIDES ADVOCACY THROUGHOUT THE ENROLLMENT PROCESS. INDIVIDUALS ARE REFERRED TO COMMUNITY RESOURCES IF OTHER SERVICES ARE NEEDED.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 3

250,059.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 18

ACTIVITY FOUR

OTHER - THIS CATAGORY INCLUDES TWO TYPES OF ACTIVITIES: 1) BROADER HEALTH IMPROVEMENT WHICH RELATES TO GENERATIONS INVOLVEMENT IN COMMUNITY COALITIONS THAT ADDRESS VARIOUS HEALTH ISSUES; EXAMPLES ARE THE DULUTH COMMUNITY HEALTH NEEDS ASSESSMENT, THE DULUTH & ST. LOUIS COUNTY MENTAL HEALTH INITIATIVE, THE HEALTH & WELLNESS TABLE, AND HEALTH IN ALL POLICY COMMITTEE OR 2) GENERAL PROGRAM DEVELOPMENT WHICH INCLUDES ACTIVITIES SUCH AS FORMATIVE RESEARCH, PROGRAM PLANNING, AND TRAINING RELATED TO PROGRAM DEVELOPMENT.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 4

110,745.

2016 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No.	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	LEASEHOLD IMPROVEMENTS	01/01/01	SL	15.00		16	5,826.				5,826.	5,826.		0.	5,826.
2	MOVEABLE EQUIPMENT	01/01/01	SL	5.00		16	125,974.				125,974.	116,157.		0.	116,157.
3	MOVEABLE EQUIPMENT - FADP	01/01/01	SL	5.00		16	12,441.				12,441.	12,441.		0.	12,441.
4	MOVEABLE EQUIPMENT - HCAP	01/01/01	SL	5.00		16	33,516.				33,516.	33,516.		0.	33,516.
	* TOTAL 990-PF PG 1 DEPR						177,757.				177,757.	167,940.		0.	167,940.

Electronic Filing PDF Attachment

**BYLAWS
OF
GENERATIONS HEALTH CARE INITIATIVES, INC.**

I. NAME AND MISSION

SECTION 1.1 Name. The name of this Minnesota non-profit corporation is Generations Health Care Initiatives, Inc. (“Corporation”).

SECTION 1.2 Mission. The mission of this non-profit Corporation is as follows:

In 1917, Andreas Miller established a trust for the benefit of the “worthy sick and the helpless poor.” This gift was the foundation for the Miller-Dwan Medical Center.

Consistent with that legacy, this Corporation, Generations Health Care Initiatives, Inc., shall be organized and operated for charitable purposes by undertaking and supporting programs and activities which serve the health care needs of unserved or underserved persons in the area.

II. DIRECTORS

SECTION 2.1 Number. The Board of Directors of this Corporation shall consist of no fewer than seven and no more than thirteen persons, and, subject to such limitation, the number of members of the Board of Directors shall be such as may be designated by the Board of Directors. Directors of this Corporation shall be elected by the Board of Directors at a regularly scheduled board meeting prior to the annual meeting of this Corporation. The newly elected Directors shall be installed at the annual meeting of this Corporation.

SECTION 2.2 Terms. Each director of this Corporation shall be elected to serve for a term of three years. A director shall hold office for the term for which he or she was elected, and, unless the Board of Directors has determined that a successor will not be elected, until his or her successor has been elected and installed, or until the director’s death, resignation or removal.

SECTION 2.3 Removal; Resignation; Vacancies. Any director may at any time be removed with or without cause by the Board of Directors by a two-thirds vote. Any director may resign at any time by giving written notice to the Chairperson or the Secretary. The resignation shall be effective when the notice is received by the Chairperson or the Secretary, unless a later effective date is specified in the notice. Any vacancy occurring because of the death, resignation or removal of an elected director may be filled for the unexpired term of such director by the Board of Directors.

SECTION 2.4 Term Limitations. No person may serve more than two consecutive terms as a director of this Corporation; provided, however, that service filling the unexpired portion of a director’s term shall not be counted toward such limitation. The limit of two consecutive terms does not include an initial term that is less than three years. Directors must have vacated their

position for at least two years prior to commencing another term. No director may serve more than four terms in their lifetime.

SECTION 2.5 Honorary Directors. The Board of Directors may, from time to time, appoint one or more honorary directors of this Corporation who shall be advisory members of the Board of Directors of this Corporation. Any such appointment shall be for such term and based on such criteria as the Board of Directors from time to time deems appropriate. All honorary directors shall be non-voting directors of this Corporation.

III. MEETINGS OF THE BOARD OF DIRECTORS

SECTION 3.1 Annual Meeting. The annual meeting of the Board of Directors for the purpose of installing newly elected directors and officers and transacting such other business as may properly come before the meeting shall be held in September of each year.

SECTION 3.2 Other Meetings. Other meetings of the Board of Directors may be held at such time and place as are announced at a previous meeting of the Board of Directors. Meetings of the Board of Directors may also be called at any time (a) by the Chairperson, (b) by the Board of Directors, or (c) upon the written request of five or more members of the Board of Directors. Anyone entitled to call a meeting of the Board of Directors may make a written request to the Secretary to call the meeting, and the Secretary shall give notice of the meeting, setting forth the time and place thereof, to be held between two and thirty days after receiving the request. If the Secretary fails to give notice of the meeting within seven days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

SECTION 3.3 Notice of Meetings. Notice of each meeting of the Board of Directors for which notice is required, and of each annual meeting, stating the time and place thereof, shall be given to all directors by electronic communication at least five days before the meeting, or shall be mailed to each director at least five days before the meeting. All such notices not given in person shall be sent to the director at his or her postal or electronic address according to the latest available records of this Corporation. Any director may waive notice of a meeting before, at, or after the meeting, orally, in writing, by electronic communication or by attendance. Attendance at a meeting is deemed a waiver unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the director does not participate in the meeting.

Should there be need for an emergency meeting of the Board of Directors, notice shall be given by electronic means no less than 2 days in advance. The reason for the emergency meeting shall be documented in the meeting notice and in the meeting minutes.

SECTION 3.4 Electronic Meetings and Participation. Directors and committee members may participate in meetings (regular, special, committee, or otherwise) by any means of communication through which the directors or committee members may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

SECTION 3.5 Quorum and Voting. The presence of a majority of the members of the Board of Directors shall constitute a quorum at any meeting thereof, but the directors present at any meeting, even if less than a quorum, may adjourn a meeting. If a quorum is present when a duly called meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of one or more directors leaves less than the number otherwise required for a quorum. At all meetings of the Board of Directors, each director shall be entitled to cast one vote on any question coming before the meeting. A majority vote of the directors present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes is required by law or these Bylaws. A director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. For purposes of determining whether a director has met his or her fiduciary duties as a director, but for no other purpose, a director who is present at a meeting of the Board of Directors when an action is approved by the Board of Directors is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action.

SECTION 3.6 Action without a Meeting. Any action that could be taken at a meeting of the Board of Directors may be taken by written action signed or consented to by authenticated electronic communication by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present. All directors shall be notified immediately of the text and effective date of any such written action that is duly taken.

SECTION 3.7 Director Conflicts of Interest. This Corporation shall not enter into any contract or transaction with (a) its director or a member of the family of a director; (b) a director of a related organization (within the meaning of Minnesota Statutes, section 317A.011, subd. 18) or a member of the family of a director of a related organization; or (c) an organization in or of which this Corporation's director, or a member of the family of its director, is a director, officer or legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote (without counting the interested director) of a majority of the entire Board of Directors, at a meeting at which there is a quorum without counting the interested director. For purposes of these Bylaws, "member of the family of a director" shall mean a spouse, parent, child, spouse of a child, brother, sister, or spouse of a brother or sister, of the director. Directors are responsible for declaring any potential or actual conflicts of interest annually. A director's failure to comply with the provisions of this Section shall not invalidate any contract or transaction to which this Corporation is a party.

IV. OFFICERS

SECTION 4.1 Designation and Term. The officers of this Corporation shall be a Chairperson, a Vice Chairperson, a Secretary/Treasurer, and such other officers, including an Executive Director, as the Board of Directors may from time to time designate. Any officer may at any time be removed by the Board of Directors with or without cause. Any officer may resign

at any time by giving written notice to the Chairperson or the Secretary/Treasurer. The resignation shall be effective without acceptance when the notice is received by the Chairperson or the Secretary/Treasurer, unless a later effective date is specified in the notice. A new officer replacing the resigned officer can fulfill the remainder of the term and retain the opportunity to be re-elected at the annual meeting. The Chairperson, Vice Chairperson, and Secretary/Treasurer must be directors of this Corporation.

SECTION 4.2 Chairperson. The Chairperson shall: (a) have general active management of the business of this Corporation; (b) when present, preside at meetings of the Board of Directors; (c) see that orders and resolutions of the Board of Directors are carried into effect; (d) sign and deliver in the name of this Corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of this Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation, the Bylaws or the Board of Directors to another person; and (e) perform such other duties as are prescribed by the Board of Directors. The Chairperson shall interest himself or herself in all affairs of this Corporation and be an ex-officio voting member of all committees. The usual and customary practice is for the Chairperson to serve a one year term and the Chairperson's term shall end when his or her successor has been elected and installed.

SECTION 4.3 Vice Chairperson. The Vice Chairperson shall perform the duties of the Chairperson during the absence or disability of the Chairperson. The term of office of the Vice Chairperson shall be one year and until his or her successor has been elected and installed. The usual and customary practice is for the Vice Chairperson to serve a one year term and the Vice Chairperson's term shall end when his or her successor has been elected and installed.

SECTION 4.4 Secretary/Treasurer. The Secretary/Treasurer shall (a) provide for the keeping of accurate minutes of all meetings of the Board of Directors; (b) ensure the maintenance and custody of the records, documents and papers of this Corporation; (c) provide for the keeping of proper records of all transactions of this Corporation; (d) ensure for the keeping of accurate financial records of this Corporation; (e) ensure for the deposit of money, drafts, and checks in the name of and to the credit of this Corporation in the banks and depositories designated by the Board of Directors; (f) oversee the disbursement of and the issuance of checks and drafts in the name of the Corporation, as ordered by the Board of Directors; (g) upon request, provide the Chairperson and the Board of Directors an account of transactions of this Corporation and of the financial condition of this Corporation; and (h) perform such other duties as are prescribed by the Chairperson or the Board of Directors. He or she shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary/Treasurer, or imposed by these Bylaws. The Secretary/Treasurer shall serve for a one year term but is eligible for re-election for up to three consecutive terms, and shall serve until his or her successor has been elected and installed.

SECTION 4.5 Executive Director. The Executive Director shall be the chief executive officer of this Corporation and shall be an ex-officio member of the Board, without voting privileges. The Executive Director shall have general active management of the business of this Corporation; shall see that all orders and resolutions of the Board of Directors are carried into effect; may execute and deliver in the name of the Corporation deeds, mortgages, bonds, contracts,

or other instruments pertaining to the business of this Corporation (except in cases in which such execution and delivery shall be expressly delegated by the directors or by these Bylaws to some other officer or agent of this Corporation or shall be required by law to be otherwise executed and delivered); shall, when necessary, certify proceedings of the Board, and shall perform such other duties as may from time to time be prescribed by the Board of Directors; and, in general, shall perform all duties usually incident to the office.

SECTION 4.6 Additional Powers. Any officer of this Corporation, in addition to the powers conferred upon him or her by these Bylaws, shall have such powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

V. COMMITTEES

SECTION 5.1 Authority. The Board of Directors may, in resolutions adopted by a majority of the members of the Board of Directors, establish standing and special committees having the authority of the Board of Directors to the extent provided in such resolutions. Each such committee shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than members of the Executive Committee, and Chairpersons of standing committees, need not be directors. The standing committees shall be the Executive Committee, the Nominating and Governance Committee, the Finance Committee, and such other standing committees as may be created.

SECTION 5.2 Committee Appointments. The Chairperson shall, at the annual meeting or as he or she otherwise deems appropriate, appoint committee Chairpersons and members of committees. The Chairperson, shall be an ex officio member of each standing committee, with voting rights, unless otherwise directed by the Board.

SECTION 5.3 Executive Committee. The Executive Committee shall consist of the Chairperson, Vice Chairperson, Secretary, Treasurer, the most recent prior Chairperson, and the Chairpersons of the standing committees. The Chairperson shall be the Chairperson of the Executive Committee. The Executive Committee shall have the authority of the Board of Directors in the management of the business of this Corporation in the interval between meetings of the Board of Directors, and the Executive Committee shall at all times be subject to the control and direction of the Board of Directors. The Executive Committee shall conduct the annual evaluation of the Executive Director.

SECTION 5.4 Nominating and Governance Committee. The Nominating and Governance Committee shall have responsibility for the development of Board organizational structure; maintaining appropriate bylaws; the recruitment, retention and training of Board members; and the annual submission of a slate of candidates for election to the Board of Directors and as officers of this Corporation for the ensuing year. The Nominating Committee shall have three or more members who shall serve for a term of one year.

SECTION 5.5 Finance Committee. The Finance Committee shall be responsible for developing investment policies and for monitoring compliance with those policies, monitoring

fiscal operations, including budget preparation and compliance with budget, reviewing and recommending an audit firm to the Board, risk management and dealing with other financial issues. The committee shall have at least three members; the Secretary/Treasurer, who will Chair the committee, and two additional members who are not officers of the Board.

SECTION 5.6 Special Committees; Appointment. Special Committees may be appointed by the Chairperson, with the concurrence of the Board, when deemed desirable for the accomplishment of special tasks. Such special committees shall limit their activities to the accomplishment of the tasks for which they were created. They shall have no power to act except as specifically authorized by the Board. Upon completion of their responsibilities such special committees shall be dissolved. The Board may invite non-Board members to serve for a limited time on Special Committees.

SECTION 5.7 Meetings and Voting. Meetings of each committee shall be called and held in accordance with the provisions of Section 3 of these Bylaws as they apply to meetings of the Board of Directors.

VI. INDEMNIFICATION

SECTION 6.1 Indemnification. This Corporation shall indemnify its directors, officers, committee members, and employees against such expenses and liabilities, in such manner, under such circumstances, and to such extent, as required or permitted by Minnesota Statutes, Section 317A.521, subd. 2, as amended from time to time, or as required by other provisions of law; provided, however, that no indemnification shall be made with respect to any claim, issue or matter as to which the person shall be adjudged to be liable to this Corporation.

SECTION 6.2 Advances. This Corporation shall advance expenses in such manner, under such circumstances, and to such extent, as required or permitted by Minnesota Statutes, Section 317A.521, subd. 3, as amended from time to time; provided, however, that this Corporation shall not advance expenses incurred in defense of a claim brought by or in the right of this Corporation. The provisions of this Section are not intended to limit the ability of a person to receive advances as an insured under an insurance policy maintained by this Corporation.

SECTION 6.3 Insurance. This Corporation shall purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, or employee against any liability asserted against and incurred by such person in or arising from such capacity, whether or not this Corporation would otherwise be required to indemnify the person against the liability. The Board of Directors shall be advised annually regarding any and all insurance coverage.

VII. MISCELLANEOUS

SECTION 7.1 Fiscal Year and Budget Approval. The fiscal year of this Corporation shall begin on September 1 and end on the succeeding August 31. The budget for the subsequent year

must be approved by a majority of the Board of Directors on or before the end of the prior fiscal year.

SECTION 7.2 Corporate Seal. This Corporation shall have no seal.

SECTION 7.3 Amendments. The Board of Directors may amend these Bylaws by adopting a resolution setting forth the amendment(s) by a two-thirds (2/3) vote of members of the Board of Directors provided that the proposed amendment(s) are given to the directors at the previous meeting.

SECTION 7.4 Authority to Borrow, Encumber Assets. No director, officer, agent or employee of this Corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances; provided, however, that if the authority given by the Board of Directors for any of the above purposes is general, then such authority shall be given only upon at least a two-thirds (2/3) vote of the Board of Directors.

SECTION 7.5 Execution of Instruments. All deeds, mortgages, bonds, checks, contracts and other instruments pertaining to the business and affairs of this Corporation shall be signed on behalf of this Corporation by the Chairperson or Vice Chairperson, or by such other person or persons as may be designated by the Board of Directors.

SECTION 7.6 Deposit of Funds. All funds of this Corporation shall be deposited to the credit of this Corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors.

Amended July 2008

Amended November 17, 2016