

Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

2010

Department of the Treasury  
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2010, or tax year beginning **Jul 1**, 2010, and ending **Jun 30**, 2011

G Check all that apply:  Initial return  Initial Return of a former public charity  Final return  
 Amended return  Address change  Name change

Name of foundation <b>PHOENIX FAMILY HOUSING CORP</b>		A Employer identification number <b>68-0101133</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>2838 WARWICK TRAFFICWAY</b>		B Telephone number (see the instructions) <b>(816) 561-1033</b>
City or town <b>KANSAS CITY</b>	State ZIP code <b>MO 64108</b>	C If exemption application is pending, check here <input type="checkbox"/> G
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		D 1 Foreign organizations, check here <input type="checkbox"/> G 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> G
I Fair market value of all assets at end of year (from Part II, column (c), line 16) <b>G\$ 1,071,947.</b>	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> G F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> G

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) (see the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
R E V E N U E	1 Contributions, gifts, grants, etc. received (att sch)	<b>858,533.</b>			
	2 Ck G <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	<b>582.</b>			
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	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/(loss) (att sch)					
11 Other income (attach schedule) See Line 11 Stmt	<b>968,291.</b>				
12 Total. Add lines 1 through 11	<b>1,827,406.</b>				
A D M I N I S T R A T I V E  O P E R A T I N G  A N D  E X P E N S E S	13 Compensation of officers, directors, trustees, etc.	<b>75,118.</b>		<b>75,118.</b>	<b>75,118.</b>
	14 Other employee salaries and wages	<b>958,284.</b>		<b>958,284.</b>	<b>958,284.</b>
	15 Pension plans, employee benefits	<b>94,777.</b>		<b>94,777.</b>	<b>94,777.</b>
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)	<b>59,547.</b>		<b>57,647.</b>	<b>54,647.</b>
	c Other prof fees (attach sch)	<b>2,276.</b>		<b>2,276.</b>	<b>2,276.</b>
	17 Interest				
	18 Taxes (attach schedule)(see instr.) <b>PAYROLL TAX EXP</b>	<b>88,009.</b>		<b>88,009.</b>	<b>88,009.</b>
	19 Depreciation (attach sch) and depletion	<b>15,963.</b>		<b>15,963.</b>	
	20 Occupancy	<b>26,793.</b>		<b>26,793.</b>	
	21 Travel, conferences, and meetings	<b>59,638.</b>		<b>59,638.</b>	
	22 Printing and publications	<b>10,721.</b>		<b>10,721.</b>	
	23 Other expenses (attach schedule) See Line 23 Stmt	<b>311,258.</b>		<b>311,258.</b>	<b>311,258.</b>
	24 Total operating and administrative expenses. Add lines 13 through 23	<b>1,702,384.</b>		<b>1,700,484.</b>	<b>1,584,369.</b>
	25 Contributions, gifts, grants paid				
26 Total expenses and disbursements. Add lines 24 and 25	<b>1,702,384.</b>		<b>1,700,484.</b>	<b>1,584,369.</b>	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<b>125,022.</b>				
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			<b>0.</b>		

Final - As Filed Copy

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash ' non-interest-bearing .....		844,363.	685,699.	685,699.
	2	Savings and temporary cash investments .....		50,071.	225,606.	225,606.
	3	Accounts receivable ..... G 22,963.				
		Less: allowance for doubtful accounts G 0.		12,610.	22,963.	22,963.
	4	Pledges receivable ..... G 18,441.				
		Less: allowance for doubtful accounts G 0.		16,881.	18,441.	18,441.
	5	Grants receivable .....		42,537.	82,974.	82,974.
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions) 0 .....		0.	0.	0.
	7	Other notes and loans receivable (attach sch) .. G .....				
		Less: allowance for doubtful accounts G .....				
	8	Inventories for sale or use .....				
	9	Prepaid expenses and deferred charges .....		10,743.	9,691.	9,691.
	10a	Investments ' U.S. and state government obligations (attach schedule) .....				
	b	Investments ' corporate stock (attach schedule) .....				
	c	Investments ' corporate bonds (attach schedule) .....				
	11	Investments ' land, buildings, and equipment: basis ..... G .....				
	Less: accumulated depreciation (attach schedule) ..... G .....					
12	Investments ' mortgage loans .....					
13	Investments ' other (attach schedule) .....					
14	Land, buildings, and equipment: basis G 88,526.					
	Less: accumulated depreciation (attach schedule) ..... G 61,953.		22,344.	26,573.	26,573.	
15	Other assets (describe G .....					
16	Total assets (to be completed by all filers ' see instructions. Also, see page 1, item l) .....		999,549.	1,071,947.	1,071,947.	
LIABILITIES	17	Accounts payable and accrued expenses .....		86,119.	62,042.	
	18	Grants payable .....				
	19	Deferred revenue .....		504,530.	475,983.	
	20	Loans from officers, directors, trustees, & other disqualified persons .....				
	21	Mortgages and other notes payable (attach schedule) .....				
	22	Other liabilities (describe G .....				
	23	Total liabilities (add lines 17 through 22) .....		590,649.	538,025.	
NEUTRAL ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. G <input type="checkbox"/>					
	24	Unrestricted .....				
	25	Temporarily restricted .....				
	26	Permanently restricted .....				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. G <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds .....				
	28	Paid-in or capital surplus, or land, building, and equipment fund .....				
	29	Retained earnings, accumulated income, endowment, or other funds .....		408,900.	533,922.	
30	Total net assets or fund balances (see the instructions) .....		408,900.	533,922.		
31	Total liabilities and net assets/fund balances (see the instructions) .....		999,549.	1,071,947.		

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	408,900.
2	Enter amount from Part I, line 27a .....	2	125,022.
3	Other increases not included in line 2 (itemize) ..... G .....	3	
4	Add lines 1, 2, and 3 .....	4	533,922.
5	Decreases not included in line 2 (itemize) ..... G .....	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) ' Part II, column (b), line 30 .....	6	533,922.

**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 shares MLC Company)	(b) How acquired P, Purchase D, Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a			
b			
c			
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			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). <span style="float:right">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8 <span style="float:right">]</span>	3	

**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 (column (b) divided by column (c))
	2009	1,778,537.	0.	0.000000
	2008	1,518,640.	0.	0.000000
	2007	1,560,088.	0.	0.000000
	2006	1,596,999.	0.	0.000000
	2005	1,458,637.	0.	0.000000
2 Total of line 1, column (d)				2 0.000000
3 Average distribution ratio for the 5-year base period <sup>1</sup> 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 0.000000
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5				4 0.
5 Multiply line 4 by line 3				5 0.
6 Enter 1% of net investment income (1% of Part I, line 27b)				6
7 Add lines 5 and 6				7 0.
8 Enter qualifying distributions from Part XII, line 4				8 1,584,369.

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 the instructions)			
1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> G <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)	1	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> G <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	0.
6	Credits/Payments:		
a	2010 estimated tax pmts and 2009 overpayment credited to 2010	6 a	
b	Exempt foreign organizations' tax withheld at source	6 b	
c	Tax paid with application for extension of time to file (Form 8868)	6 c	0.
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	G 9	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	G 10	0.
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> G Refunded <input type="checkbox"/> G	G 11	

Part VII-A Statements Regarding Activities			
		Yes	No
1 a	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 the instructions for definition)?		X
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.			
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 type="checkbox"/> G \$ _____ (2) On foundation managers <input type="checkbox"/> G \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> G \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities.		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? If 'Yes,' attach a conformed copy of the changes	X	
4 a	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?		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		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? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see the instructions) <input type="checkbox"/> G _____ See States Registered In _____		
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10	Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses.	X	

**Part VII-A** Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions) .....	11		<b>X</b>
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? .....	12		<b>X</b>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? .....	13	<b>X</b>	
Website address ..... <b>G WWW.PHOENIXFAMILY.ORG</b>				
14	The books are in care of G <b>PHOENIX FAMILY HOUSING CORP</b> Telephone no. G <b>(816) 561-1033</b> Located at G <b>2838 WARWICK TRAFFICWAY KANSAS CITY MO</b> ZIP + 4 G <b>64108</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 ' Check here ..... G <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ..... G <b>15</b>			
16	At any time during calendar year 2010, 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? .....	16	Yes	No <b>X</b>
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country G				

**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
1 a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? .....	1 b	
Organizations relying on a current notice regarding disaster assistance check here ..... G <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 2010? .....	1 c	<b>X</b>
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years G 20__ , 20__ , 20__ , 20__ .		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement ' see the instructions.) .....	2 b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. G 20__ , 20__ , 20__ , 20__ .		
3 a	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 2010 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 2010.) .....	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? .....	4 a	<b>X</b>
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 2010? .....	4 b	<b>X</b>

**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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

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

5b

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

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
If 'Yes' to 6b, file Form 8870.

6b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

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

7b

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
<u>KIMBERLY M GIVNER</u> 2838 WARWICK TRAFFICWAY KANSAS CITY MO 64108	EXC DIRECTOR 40.00	75,118.	2,211.	0.
<u>RICK KAHLE</u> 444 W. 47TH ST., STE 600 KANSAS CITY MO 64112	CHAIRMAN 1.00	0.	0.	0.
<u>ULYSSES "DEKE" CLAYBORN</u> 2300 MAIN, STE 900 KANSAS CITY MO 64108	DIRECTOR 0.50	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
<u>JACK D. CORNELISON</u> 2838 WARWICK TRAFFICWAY KANSAS CITY MO 64108	EMPLOYEE 40.00	58,984.	5,452.	0.
<u>LAUREL E. GROH</u> 2838 WARWICK TRAFFICWAY KANSAS CITY MO 64108	EMPLOYEE 40.00	50,603.	5,418.	0.
0				
0				
0				

Total number of other employees paid over \$50,000  G **3**

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ..... G **None**

**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1 <u>THE "FAMILIES FIRST PROGRAM" EMPOWERS ADULTS TO OVERCOME BARRIERS AND REACH THEIR FULL POTENTIAL AS PARENTS, COMMUNITY MEMBERS, AND INDIVIDUALS. THE PROGRAM ANNUALLY SERVES OVER 1500 HOUSEHOLDS</u>	233,195.
2 <u>THE "YOUTH DEVELOPMENT PROGRAM" PROVIDES CHILDREN WITH PURPOSEFUL EXPERIENCES, POSITIVE RELATIONSHIPS, AND SUPPORT NEEDED TO BECOME HEALTHY, RESPONSIBLE AND CARING ADULTS. THIS PROGRAM ANNUALLY SERVES OVER 1600 CHILDREN</u>	349,792.
3 <u>THE "SENIOR EMPOWERMENT PROGRAM" HELPS OLDER ADULTS TO LIVE INDEPENDENTLY WITH DIGNITY AND CHOICE, WHILE ENHANCING HOUSEHOLD STABILITY. THIS PROGRAM ANNUALLY SERVES OVER 1100 HOUSEHOLDS</u>	726,005.
4	

**Part IX-B** Summary of Program-Related Investments (see instructions)

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

BAA



Final - As Filed Copy

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

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

1	Minimum investment return from Part X, line 6	1	0.
2a	Tax on investment income for 2010 from Part VI, line 5	2 a	0.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	0.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	0.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	0.

**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	1 a	1,584,369.
b	Program-related investments total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,584,369.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,584,369.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				0.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years: 20 ____, 20 ____, 20 ____				
3 Excess distributions carryover, if any, to 2010:				
a From 2005	1,458,637.			
b From 2006	1,596,999.			
c From 2007	1,560,088.			
d From 2008	1,518,640.			
e From 2009	1,778,537.			
f Total of lines 3a through e	7,912,901.			
4 Qualifying distributions for 2010 from Part XII, line 4: G \$ 1,584,369.				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2010 distributable amount				
e Remaining amount distributed out of corpus	1,584,369.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	9,497,270.			
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				
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instructions			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	1,458,637.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	8,038,633.			
10 Analysis of line 9:				
a Excess from 2006	1,596,999.			
b Excess from 2007	1,560,088.			
c Excess from 2008	1,518,640.			
d Excess from 2009	1,778,537.			
e Excess from 2010	1,584,369.			

**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 2010, enter the date of the ruling ..... **G**

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	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 .....	0.	0.	0.	0.	
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 .....	0.	0.	0.	0.	
c 'Support' alternative test ' enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) .....					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) .....					
(3) Largest amount of support from an exempt organization .....					
(4) Gross investment income .....					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)  
**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 of the person to whom applications should be addressed:  
**N/A**

b The form in which applications should be submitted and information and materials they should include:  
**N/A**

c Any submission deadlines:  
**N/A**

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	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
a Paid during the year				
Total .....				G 3a
b Approved for future payment  <b>NONE</b> <b>N/A</b> <b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	
Total .....				G 3b

Final





Form **4562**

Depreciation and Amortization  
(Including Information on Listed Property)

OMB No. 1545-0172

**2010**

Department of the Treasury  
Internal Revenue Service (99)

G See separate instructions. G Attach to your tax return.

Attachment  
Sequence No. **67**

Name(s) shown on return

Identifying number

**PHOENIX FAMILY HOUSING CORP**

**68-0101133**

Business or activity to which this form relates

**Form 990-PF page 1**

**Part I Election To Expense Certain Property Under Section 179**

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2009 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2011. Add lines 9 and 10, less line 12	G 13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

**Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2010	17	<b>15,433.</b>
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	G <input type="checkbox"/>	

Section B \* Assets Placed in Service During 2010 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only * see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property		<b>17,585.</b>	<b>3</b>		<b>SL</b>	<b>488.</b>
b 5-year property		<b>2,607.</b>	<b>5</b>		<b>SL</b>	<b>42.</b>
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			<b>25 yrs</b>		<b>S/L</b>	
h Residential rental property			<b>27.5 yrs</b>	<b>MM</b>	<b>S/L</b>	
i Nonresidential real property			<b>39 yrs</b>	<b>MM</b>	<b>S/L</b>	

Section C \* Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System

20a Class life					<b>S/L</b>	
b 12-year			<b>12 yrs</b>		<b>S/L</b>	
c 40-year			<b>40 yrs</b>	<b>MM</b>	<b>S/L</b>	

**Part IV Summary (See instructions.)**

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations * see instructions	22	<b>15,963.</b>
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

**Part V** Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

**Section A ' Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)**

24 a Do you have evidence to support the business/investment use claimed? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No									24b If 'Yes,' is the evidence written? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost			
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) .....								25			
26 Property used more than 50% in a qualified business use:											
27 Property used 50% or less in a qualified business use:											
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 .....								28			
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 .....								29			

**Section B ' Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
30 Total business/investment miles driven during the year (do not include commuting miles) .....												
31 Total commuting miles driven during the year .....												
32 Total other personal (noncommuting) miles driven .....												
33 Total miles driven during the year. Add lines 30 through 32 .....												
34 Was the vehicle available for personal use during off-duty hours? .....		<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>						
35 Was the vehicle used primarily by a more than 5% owner or related person? .....												
36 Is another vehicle available for personal use? .....												

**Section C ' Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? .....		<input checked="" type="checkbox"/>
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners .....		
39 Do you treat all use of vehicles by employees as personal use? .....		<input checked="" type="checkbox"/>
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received? .....		<input checked="" type="checkbox"/>
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.) .....		

Note: If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles.

**Part VI** Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2010 tax year (see instructions):					
43 Amortization of costs that began before your 2010 tax year .....					43
44 Total. Add amounts in column (f). See the instructions for where to report .....					44



Form 990-PF, Page 1, Part I, Line 11  
Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
<b>ENTREPRENEUR SALES - KIDS PROJEC</b>	<b>351.</b>		
<b>PARTNERSHIP MANAGEMENT FEES</b>	<b>64,200.</b>		
<b>PROGRAM SERVICE FEES</b>	<b>903,740.</b>		
<b>Total</b>	<b><u>968,291.</u></b>		

Form 990-PF, Page 1, Part I, Line 23  
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<b>CONTRACT SERVICES</b>	<b>54,305.</b>		<b>54,305.</b>	<b>54,305.</b>
<b>EQUIPMENT EXPENSES</b>	<b>24,515.</b>		<b>24,515.</b>	<b>24,515.</b>
<b>INSURANCE</b>	<b>23,995.</b>		<b>23,995.</b>	<b>23,995.</b>
<b>MEMBERSHIP DUE</b>	<b>4,610.</b>		<b>4,610.</b>	<b>4,610.</b>
<b>OFFICE EXPENSES</b>	<b>62,315.</b>		<b>62,315.</b>	<b>62,315.</b>
<b>OTHER BUSINESS EXPENSES</b>	<b>12,187.</b>		<b>12,187.</b>	<b>12,187.</b>
<b>RESIDENT SERVICES</b>	<b>54,888.</b>		<b>54,888.</b>	<b>54,888.</b>
<b>SPECIFIC ASSISTANCE</b>	<b>67,337.</b>		<b>67,337.</b>	<b>67,337.</b>
<b>STAFF DEVELOPMENT</b>	<b>7,106.</b>		<b>7,106.</b>	<b>7,106.</b>
<b>Total</b>	<b><u>311,258.</u></b>		<b><u>311,258.</u></b>	<b><u>311,258.</u></b>

Form 990-PF, Page 4, Part VII-A, Line 8a  
States Registered In

- CA - California**
- MO - Missouri**
- NM - New Mexico**
- OK - Oklahoma**
- KS - Kansas**
- WA - Washington**
- IA - Iowa**
- FL - Florida**

Form 990-PF, Page 6, Part VIII, Line 1  
Information about Officers, Directors, Trustees, Etc.

(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
Person ... <input checked="" type="checkbox"/> Business ... <input type="checkbox"/> <b>ERICA DOBREFF</b> <b>2 CLEAVER BLVD, STE 405</b> <b>KANSAS CITY MO 64112</b>	<b>SECRETARY</b>	<b>0.</b>	<b>0.</b>	<b>0.</b>
	<b>0.50</b>			

Form 990-PF, Page 6, Part VIII, Line 1  
Information about Officers, Directors, Trustees, Etc.

Continued

(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
Person ... <input checked="" type="checkbox"/> Business ... <input type="checkbox"/> <b>DAVID DUCKWITZ</b> 10975 GRANDVIEW DRIVE, STE 600 OVERLAND PARK KS 66210	<b>TREASURER</b> 0.50	0.	0.	0.
Person ... <input checked="" type="checkbox"/> Business ... <input type="checkbox"/> <b>JIM FIGHT</b> 10410 SKILES KANSAS CITY MO 64134	<b>DIRECTOR</b> 0.50	0.	0.	0.
Person ... <input checked="" type="checkbox"/> Business ... <input type="checkbox"/> <b>MARIANNE SCHUMANN</b> 7920 WARD PARKWAY KANSAS CITY MO 64114	<b>DIRECTOR</b> 0.50	0.	0.	0.
Person ... <input checked="" type="checkbox"/> Business ... <input type="checkbox"/> <b>BRANDON HENRY</b> 4740 GRAND AVENUE, STE 300 KANSAS CITY MO 64112	<b>DIRECTOR</b> 0.50	0.	0.	0.
Person ... <input checked="" type="checkbox"/> Business ... <input type="checkbox"/> <b>CHARLES VINCENT</b> 18300 W. 161ST STREET OLATHE KS 66062	<b>DIRECTOR</b> 0.50	0.	0.	0.
Person ... <input checked="" type="checkbox"/> Business ... <input type="checkbox"/> <b>FRANK OLIGBO</b> 2600 SW WINTERCREEK DRIVE LEE'S SUMMIT MO 64081	<b>DIRECTOR</b> 0.50	0.	0.	0.

Total

\_\_\_\_\_  
 0.      0.      0.

Supporting Statement of:

**Form 990-PF, p1/Line 1(a)**

Description	Amount
<b>FROM INDIVIDUALS &amp; SMALL BUSINESSES</b>	<b>32,417.</b>
<b>FROM CORPORATE ENTITIES</b>	<b>233,648.</b>
<b>FROM FOUNDATIONS</b>	<b>155,407.</b>
<b>FROM FEDERAL AGENCIES</b>	<b>1,000.</b>
<b>FROM STATE AGENCIES</b>	<b>245,967.</b>
<b>FROM INDIRECT PUBLIC SUPPORT</b>	<b>2,284.</b>
<b>FROM MISC. SOURCES</b>	<b>1,969.</b>
<b>FROM GIFTS AND SERVICES IN KIND</b>	<b>27,585.</b>
<b>FROM SPECIAL EVENTS, FUNDRAISER &amp; OTHER</b>	<b>158,256.</b>
<b>Total</b>	<b><u>858,533.</u></b>

Final

201148 11 44 201106 670

4840  
66210

K  
IRS USE ONLY

29404-316-51867-1  
680101133

A0078977  
TE

211  
B



Department of the Treasury  
Internal Revenue Service  
Ogden UT 84201

For assistance, call:  
1-877-829-5500

Notice Number: CP211A  
Date: December 12, 2011

Taxpayer Identification Number:  
68-0101133  
Tax Form: 990PF  
Tax Period: June 30, 2011

049787.919631.0191.004 1 AB 0.368 375



PHOENIX FAMILY HOUSING CORPORATION  
11225 COLLEGE BLVD STE 250  
OVERLAND PARK KS 66210-2769506

049787

### APPLICATION FOR EXTENSION OF TIME TO FILE AN EXEMPT ORGANIZATION RETURN - APPROVED

We received and approved your Form 8868, Application for Extension of Time to File an Exempt Organization Return, for the return (form) and tax period identified above. Your extended due date to file your return is **February 15, 2012**.

When it's time to file your Form 990, 990-EZ, 990-PF or 1120-POL, you should consider filing electronically. Electronic filing is the fastest, easiest and most accurate way to file your return. For more information, visit the Charities and Nonprofit web at [www.irs.gov/eo](http://www.irs.gov/eo). This site will provide information about:

- The type of returns that can be filed electronically,
- approved e-File providers, and
- if you are required to file electronically.

If you have any questions, please call us at the number shown above, or you may write us at the address shown at the top of this letter.

BYLAWS  
OF  
THE PHOENIX FAMILY HOUSING CORPORATION

(A California Nonprofit Public Benefit Corporation Without Members)

ARTICLE I  
Offices

Section 1. Principal Office. The principal office of the corporation shall be located at such place as the Board of Directors may from time to time authorize. Additional offices of the corporation shall be located at such place or places, within or outside the State of California, as the Board of Directors may from time to time authorize.

ARTICLE II  
Corporate Seal

Section 2. Corporate Seal. If the Board of Directors adopts a corporate seal such seal shall have inscribed thereon the name of the Corporation and the state and date of its incorporation. If and when a seal is adopted by the Board of Directors, such seal may be engraved, lithographed, printed, stamped, impressed upon or affixed to any contract, conveyance or other instrument executed by the Corporation.

ARTICLE III  
Members

Section 3. Members. This Corporation shall have no members.

ARTICLE IV  
Board of Directors

Section 4. Powers. Subject to the provisions of law, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the activities of the corporation to any person or persons, management company or committee, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 5. Number of Directors. The authorized number of directors of the corporation shall be determined by the Board of Directors, and there shall be not



less than three (3) and not more than thirteen (13) directors until changed by a duly adopted amendment to these bylaws.

Section 6. Election of Directors, Term. All directors of the corporation shall be elected by the Board of Directors for periods of time as may be determined by the Board of Directors, provided, however, no single term shall exceed six years, and shall hold office until their respective successors are elected and have qualified, or until their death, resignation or removal.

Section 7. Resignations. Any director of the corporation may resign effective upon giving written notice to the President, the Secretary or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation specifies effectiveness at a future time, a successor may be elected pursuant to Section 9 of these bylaws to take office on the date the resignation becomes effective. Notwithstanding the foregoing, except upon notice to the Attorney General of the State of California no director may resign if such resignation would leave the corporation without duly elected director or directors in charge of its affairs.

Section 8. Removal. Any director may be removed from office, with or without cause, by the vote of a majority of the other directors then in office.

Section 9. Vacancies. A vacancy or vacancies on the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any director, or upon increase in the authorized number of directors or if, for whatever reason, there are fewer directors on the Board of Directors than the full number authorized. Such vacancy or vacancies may be filled by the remaining directors, though less than a quorum, or by a sole remaining director.

Section 10. Annual Meetings. There shall be annual meetings of the board of Directors of the Corporation which meeting shall be held at such times, places and dates as fixed by the Board of Directors. The annual meeting shall be for the purpose of, but not limited to the election of Directors of the Corporation and transaction of other business.

Section 11. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times, places and dates as fixed by the Board of Directors. Regular meetings of the Board of Directors held pursuant to this Section 11 may be held without notice.

Section 12. Participation by Telephone. Directors may participate in a Board of Directors meeting through use of conference telephone or similar communications equipment, so long as all directors participating in such meeting can hear one another. Such participation constitutes presence in person at such meeting.

Section 13. Special Meetings. Special meetings of the Board of Directors for any purpose may be called by the President or any Vice President or the Secretary of the corporation or any two (2) directors.

Section 14. Notice of Meetings. Notice of the date, time and place of all meetings of the Board of Directors, other than regular meetings held pursuant to Section 11 herein above, shall be delivered personally, orally or in writings, or by telephone or electronic mail to each director, at least twenty four (24) hours before the meeting, or sent in writing to each director by first-class mail, charges prepaid, to be received at least twenty four (24) hours before the meeting. Such notice may be given by a duly appointed director or other representative of the Board. Such notice need not specify the purpose of the meeting. Notice of any meeting of the Board of Directors need not be given to any director who signs a waiver or notice of such meeting, or a consent to holding the meeting or an approval of the minutes thereof, either before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement such director's lack of notice. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 15. Place of Meetings. Meetings of the Board of Directors may be held at any place within or without the state which has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, designated by resolution of the Board of Directors or, if not designated or stated, at the principal office of the Corporation.

Section 16. Action by Written Consent Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all directors individually or collectively consent in writing to such action. Electronic mail is considered to be satisfactory written communications for this purpose, or for any business the Board of Directors may transact. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

Section 17. Quorum and Transaction of Business. A majority of the directors in office shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless the law, the Articles of Incorporation or these bylaws specifically requires a greater number. A meeting at which a quorum is initially present may continue to transact business, notwithstanding withdrawal of directors, if any action taken is approved by at least a majority of the number of directors constituting a quorum for such meeting. In the absence of a quorum at any meeting of the Board of Directors, a majority of the directors present may adjourn the meeting, as provided in Section 18 of these bylaws.



Section 18. Adjournment. Any meeting of the Board of Directors, whether or not a quorum is present, may be adjourned to another time and place by the affirmative vote of a majority of the directors present. If the meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of adjournment.

Section 19. Organization. The President shall preside at every meeting of the Board of Directors, if present. If the President is not present, a director chosen by the President shall act as chairperson. The Secretary of the corporation or, in the absence of the Secretary, any person appointed by the President shall act as Secretary of the meeting.

Section 20. Compensation. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board of Directors.

Section 21. Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided a quorum is present, create one or more committees, each consisting of at least one (1) director and any number of other persons, to serve at the pleasure of the Board of Directors. Appointments to such committees shall be by agreement between the President, the Committee Chairperson, and the appointee. Any director may elect to call for committee member approval by a majority vote of the directors then in office. The Board of Directors may appoint one or more directors as alternate members of any committee to replace any absent member at any meeting of such committee. Any such committee shall have authority to act in the manner and to the extent provided in the resolution of the Board of Directors, and may have all the authority of the Board of Directors in the management of the activities and affairs of the corporation, except with respect to:

- a. The approval of any action for which, if the corporation had members, approval of the members or approval of a majority of all members would be required by the California Corporations Code;
- b. The filling of vacancies on the Board of Directors or any committee which has the authority of the Board of Directors;
- c. The fixing of compensation of directors for serving on the Board of Directors or any of its committees;
- d. The amendment or repeal of these bylaws or the adoption of new bylaws;
- e. The amendment or repeal of any resolution of the Board of Directors which

by its express terms is not so amendable or cannot be repealed;

- f. The appointment of other committees of the Board of Directors;
- g. The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- h. The approval of any transaction within the provisions of California Corporations Code Section 5233, except as provided in California Corporations Code Section 5233 (b).

The foregoing provisions of this Section 21 shall not apply to any committee which is not authorized to exercise the authority of the Board of Directors.

Any committee may from time to time provide by resolution for regular meetings at specified times and places. No notice of such a meeting need be given. Such regular meetings need not be held if the committee shall so determine at any time before or after the time when such meeting would otherwise have taken place. Special meetings may be called at any time in the same manner and by the same persons as stated in Section 11 and 14 of these bylaws for meetings of the Board of Directors. The provisions of Sections 11, 14, 15, 16 and 17 of these bylaws shall apply to committees, committee members and committee meetings as if the words "committee" and "committee member" were substituted for the word "Board of Directors", and "director", respectively, throughout such sections.

#### ARTICLE V Officers

Section 22. Officers. The corporation shall have, at a minimum, a President, a Secretary and a Treasurer. The corporation shall have such other officers with such titles and duties as the Board of Directors may determine. Any two or more offices may be held by the same person; provided, however, the President of the Board of Directors may not also serve as the Secretary or the Treasurer.

Section 23. Appointment. All officers shall be chosen and appointed by the Board of Directors. All officers shall serve at the pleasure of the Board of Directors.

Section 24. Inability to Act. In the case of absence or inability to act of any officer of the corporation or of any person authorized by these bylaws to act in such officer's place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer, or any director or other



person whom it may select, for such period of time as the Board of Directors deems necessary.

Section 25. Resignations. Any officer may resign at any time upon written notice to the corporation, without prejudice to the rights, if any, of the corporation under any contract to which such office is a party. Such resignation shall be effective upon its receipt by the President, or the Board of Directors, unless a different time is specified in the notice for effectiveness of such resignation. The acceptance of any such resignation shall not be necessary to make it effective unless otherwise specified in such notice.

Section 26. Removal. Any officer may be removed from office at any time, with or without cause, but subject to the rights, if any, of such office under any contract of employment, by the Board of Directors or by any committee to whom such power of removal has been duly delegated.

Section 27. Vacancies. A vacancy occurring in any office for any reason may be filled by the Board of Directors, in the manner prescribed by this Article of the bylaws for initial appointment to such office.

Section 28. President. The President shall be the general manager and chief executive officer of the corporation and shall have general supervision and control over the activities and affairs of the corporation, subject to the control of the Board of Directors. The President may sign and execute, in the name of the corporation, any instrument authorized by the Board of Directors, except when the signing and execution thereof shall have been expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation. The President shall have all the general powers and duties of management usually vested in the president of the corporation, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors or these bylaws. The President shall have discretion to prescribe the duties of other officers and employees of the corporation in a manner not inconsistent with the provisions of these bylaws and the directions of the Board of Directors.

Section 29. Vice President. In the absence or disability of the President, in the event of a vacancy in the office of President, or in the event such officer refuses to act, any duly elected Vice President shall perform all the duties of the President and, when so acting, shall have all the power of, and be subject to all the restrictions on, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors or these bylaws. If there is no duly elected Vice President, but there is another duly elected officer, then any other such officer may perform the duties of the President once authorized to do so by a majority of directors then in office.

Section 30. Secretary. The Secretary shall:

- a. Keep, or cause to be kept, minutes of all meetings of the Board of Directors and committees of the Board of Directors, if any. Such minutes shall be kept in written form.
- b. Keep, or cause to be kept, at the principal office of the corporation, whether or not said office is in California, an original or copy of the Articles of Incorporation and these bylaws, as amended.
- c. Give, or cause to be given, notice of all meetings of directors and committees of the Board of Directors, as required by law or by these bylaws.
- d. Keep the seal of the corporation, if any, in safe custody.
- e. Exercise such powers and perform such duties as are usually vested in the office of secretary of a corporation, and exercise such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors or these bylaws.

Section 31. Treasurer. The Treasurer shall:

- a. Be responsible for all functions and duties of the treasurer of the corporation.
- b. Keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account for the corporation.
- c. Receive or be responsible for receipt of all monies due and payable to the corporation from any source whatsoever; have charge and custody of, and be responsible for deposit of all such monies in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors or a duly appointed and authorized committee of the Board of Directors.
- d. Disburse or be responsible for the disbursement of the funds of the corporation as may be ordered by the Board of Directors or a duly appointed and authorized committee of the Board of Directors.
- e. Render the President and the Board of Directors a statement of the financial condition of the corporation if called upon to do so.
- f. Exercise such powers and perform such duties as are usually vested in the office of Treasurer of a corporation, and exercise such powers and perform



such other duties as may be prescribed by the Board of Directors or these bylaws.

Section 32. Compensation. Officers may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board of Directors.

ARTICLE VI  
Contracts, Loans, Bank Accounts  
Checks and Drafts

Section 33. Execution of Contracts and Other Instruments. Except as these bylaws may otherwise provide, the Board of Directors or its duly appointed and authorized committee may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. Except as so authorized or otherwise expressly provided in these bylaws, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 34. Loans. No loans shall be contracted on behalf of the corporation and no negotiable paper shall be issued in its name, unless and except as authorized by the Board of Directors or its duly appointed and authorized committee. When so authorized by the Board of Directors or such committee, any officer or agent of the corporation may effect loans and advances at any time for the corporation from any bank, trust company or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness of the corporation and, when authorized as aforesaid, may mortgage, pledge, hypothecate or transfer any and all stocks, securities and other property, real or personal, at any time held by the corporation, and to that end endorse, assign and deliver the same as security for the payment of any and all loans, advances, indebtedness and liabilities of the corporation. Such authorization may be general or confined to specific instances. Except as provided by Section 5236 of the Nonprofit Public Benefit Corporation Law, this corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer.

Section 35. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes, acceptances or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation, and in such manner, as shall be determined from time to time by resolution of the Board of Directors or its duly appointed and authorized committee. Endorsements for deposit to the credit of the corporation in any of its

duly authorized depositories may be made, without signature, by the President, the Treasurer or any other officer or agent of the corporation to whom the Board of Directors or its duly appointed and authorized committee, by resolution, shall have delegated such power or by stamped impression in the name of the Corporation.

Article VII  
Indemnification

Section 36. Indemnification of Directors, Officers, Emolovees and Other Agents. The corporation shall have the power to indemnify its agents as set forth in California Corporations Code Section 5238. The corporation shall have no obligation to grant such indemnification except as expressly set forth in said Section 5238.

ARTICLE VIII  
Dissolution

Section 37. Dissolution. The corporation may be dissolved at any time by the vote or written consent of a majority of the directors and upon such dissolution, the corporation's assets remaining after payment, or provision for payment, of all of its debts and liabilities shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for scientific, educational or charitable purposes and which has established and maintained its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IX  
Miscellaneous

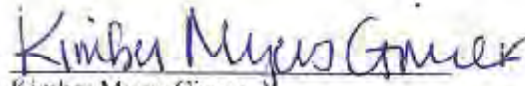
Section 38. Fiscal Year. The fiscal year of the corporation shall be as set by resolution of the Board of Directors.

Section 39. Director's Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind of the corporation and any of its subsidiaries and to inspect the physical properties of the corporation and any of its subsidiaries. Such inspection may be made the director in person or by agent or attorney, and the right of inspection includes the right to copy and make extracts.

Section 40. Amendments to Articles and Bylaws. Except as otherwise provided by law, these bylaws and the Articles of Incorporation of the corporation may be amended or repealed and new Articles and bylaws may be adopted by the Board of Directors.

Section 41. Time Notice Given or Sent. Whenever any notice is given or sent pursuant to these bylaws, the time such notice is deemed to have been given or sent shall be determined by reference to the California Corporations Code.

Section 42. Construction and Definition. Unless the context requires otherwise, the general provisions, rules of construction and definitions contained in the California Corporations Code shall govern the construction of these bylaws. Without limiting the foregoing, "shall" is mandatory and "may" is permissive.

  
Kimber Myers Givner

Dated as of this 24th day of March 2011

Final



**PHOENIX FAMILY HOUSING CORP (PFHC)  
ADDITIONAL INFORMATION**

**STATUS OF NOMINAL OWNERSHIP INTERESTS IN  
LIMITED PARTNERSHIPS AND LIMITED LIABILITY COMPANIES**

PFHC owns nominal interests in some Limited Partnerships and in some Limited Liability Companies which own and operate Low Income Housing Projects.

PFHC has no management control over these entities. However, the rental income or (losses) incurred by these entities for 2010 is allocated under the tax law to the entities that hold ownership interests in them.

There is no value of substance applicable to PFHC's ownership interests in these entities. Therefore, these ownership interests are not included in the amounts reflected on the balance sheet or in the income or expenses reflected on Form 990-PF or within the audited financial statements of PFHC for Fiscal Year Ended 6-30-11.

The following Schedule reflects the tax basis status of these ownership interests reported from each entity as applicable to PFHC within its Fiscal Year ended 6-30-11

**Amounts Reflected per IRS Sch K-1 - Form 1065**

ENTITY NAME	% Ownership	Beginning Capital	Net Rent Allocated Inc / (Loss)	(Distri- butions)	Ending Capital
Briar Ridge - Yarco LLC	12.50%	(131)	(30)	-	(161)
Guyman - Yarco LLC	12.50%	(276)	(27)	-	(303)
Phoenix Olive Park L.P.	1.00%	(481)	396	(1,953)	(2,038)
Stonegate Village - Yarco LLC	12.50%	(16,880)	(58,949)	-	(75,829)
West Park - Yarco LLC	12.50%	(2,666)	(177)	-	(2,843)
GP Steinbeck L.P.	0.000001%	(1)	-	-	(1)
GP Sunset Manor L.P.	0.000001%	-	-	-	-
GP Susanville LP	0.000001%	-	-	-	-
GP Stockton Gardens LP	0.000001%	-	-	-	-
GP Stockton Terrace LP	0.000001%	-	-	-	-
GP Sampson Limited Partnership	0.000001%	-	-	-	-
VBC Vizcaya LP	0.04%	(869)	(192)	-	(1,061)
Totals		(21,304)	(58,979)	(1,953)	(82,236)