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April 28, 2021

Ms. Nancy G. Kinder
Kinder Foundation
2229 San Felipe, Suite 1700
Houston, TX 77019

Dear Nancy:

Thank you for choosing Deloitte Tax LLP ("Deloitte Tax") to prepare the 2020 federal tax return for **Kinder Foundation** ("Client"). Enclosed is a copy of your federal tax return for the tax year ended December 31, 2020, as below:

Form 990-PF Return of Private Foundation

The enclosed "Client Copy" of the return is for your files. In accordance with Client instructions, Deloitte Tax will electronically file ("e-File") the federal tax return. As a result of the e-Filing, Client will not be required to mail the federal tax return to the Internal Revenue Service ("IRS").

Deloitte will email a copy of the foundation's tax return to the Texas Attorney General at the following email address: 990PFilings@oag.texas.gov.

Deloitte will mail a copy of the foundation's bylaws to the following address:

Internal Revenue Service
TE/GE-EO Determinations
P.O. Box 2508
Cincinnati, OH 45201

In order for Deloitte Tax to perform the steps required to e-File, Client must provide authorization for such activity by indicating approval on an authorization form. Enclosed is an original, along with one copy, of Form 8879-EO, IRS e-file Signature Authorization for an Exempt Organization ("Authorization Form").

Client should carefully review the Authorization Form for accuracy and have an officer sign the original of the Authorization Form. The signed Authorization Form must be received by Deloitte Tax at least seven (7) days before the due date of the return that is being e-Filed.

Once Deloitte Tax has been notified that the electronic tax return has been received and accepted, the notification will be forwarded to you for your files upon your request. Should an electronic transmission of the return submitted on or immediately before the due date be rejected for any reason, the taxing authority will generally still consider it timely filed if it is corrected and retransmitted within a specific number of calendar days after the original transmission.

As indicated, your federal return will be submitted to the IRS in an electronic file. The "Client Copy" provided is a complete copy of the electronic portion of the return, including all schedules, forms, attachments, and jurats,

filed with the IRS. It may, however, contain additional supplemental schedules or statements which are not required to be submitted to the IRS.

Please note that the return was prepared primarily from information you provided to Deloitte Tax. You have final responsibility for the tax return; therefore, you should carefully review the stated income, deductions and other information to ensure that there are no material omissions or misstatements before giving your consent to the electronic transmission of them.

The foundation has a \$178,218,618 cumulative distribution in excess of minimum required amounts which will carryover to 2021-2025. This amount can be used to satisfy a significant portion of the minimum distribution requirements over the next five years.

Based on the year-end value of the foundation's assets, no distributions are required in 2020 because the carryover will satisfy the minimum requirement.

Please note that all federal unrelated business income tax payments are required to be made using the Electronic Federal Tax Payment System ("EFTPS"). Failure to make payments by EFTPS may result in penalties up to 10% penalty of the deposits required.

The Deloitte Tax policy, in general, is to dispose of our copies of tax returns, tax workpapers and other tax information that are more than eight years old. Accordingly, Deloitte Tax will dispose of such information in our files pertaining to your tax returns without further notice. Your responsibility for retention of your own tax records varies, depending upon the type of tax return or other information involved. Deloitte Tax suggests that you maintain indefinitely copies of tax returns, workpapers and tax records to support your cost or basis in your assets.

Deloitte Tax sincerely appreciates this opportunity to serve you. Please contact me at (713) 982-4059 or Rinda Corbin at (713) 982-4194 if you have any questions or if we may be of further assistance.

Very truly yours,

A handwritten signature in black ink, appearing to read "Thom R. Shingledecker", with a long horizontal flourish extending to the right.

Thomas Shingledecker
Tax Partner, Deloitte Tax LLP

Enclosures

TAX RETURN FILING INSTRUCTIONS

FORM 990-PF

FOR THE YEAR ENDING
DECEMBER 31, 2020

PREPARED FOR:

KINDER FOUNDATION
2229 SAN FELIPE, SUITE 1700
HOUSTON, TX 77019

PREPARED BY:

DELOITTE TAX, LLP
1111 BAGBY ST, STE 4500
HOUSTON, TX 77002-2591

AMOUNT DUE OR REFUND:

AN OVERPAYMENT OF \$6,452. THE ENTIRE OVERPAYMENT HAS BEEN APPLIED TO THE ESTIMATED TAX PAYMENTS.

MAKE CHECK PAYABLE TO:

NO AMOUNT IS DUE.

MAIL TAX RETURN AND CHECK (IF APPLICABLE) TO:

NOT APPLICABLE

RETURN MUST BE MAILED ON OR BEFORE:

NOT APPLICABLE

SPECIAL INSTRUCTIONS:

THIS RETURN HAS BEEN PREPARED FOR ELECTRONIC FILING. IF YOU WISH TO HAVE IT TRANSMITTED ELECTRONICALLY TO THE IRS, PLEASE SIGN, DATE, AND RETURN FORM 8879-EO TO OUR OFFICE. WE WILL THEN SUBMIT THE ELECTRONIC RETURN TO THE IRS. DO NOT MAIL A PAPER COPY OF THE RETURN TO THE IRS. RETURN FORM 8879-EO TO US BY JUNE 15, 2021.

PLEASE NOTE THAT THE FORM 990-PF RETURN CONTAINS EXCESS DISTRIBUTION CARRYOVER OF \$178,218,618. THIS MAY BE APPLIED TO TAX YEAR 2021 AND SUBSEQUENT YEARS.

IRS e-file Signature Authorization
for an Exempt Organization

OMB No. 1545-0047

Department of the Treasury
Internal Revenue Service

For calendar year 2020, or fiscal year beginning _____, 2020, and ending _____, 20____

▶ Do not send to the IRS. Keep for your records.
▶ Go to www.irs.gov/Form8879EO for the latest information.

2020

Name of exempt organization or person subject to tax

Taxpayer identification number

KINDER FOUNDATION

76-0519073

Name and title of officer or person subject to tax

NANCY G. KINDER
PRESIDENT**Part I** Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, 5a, 6a, or 7a below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, 5b, 6b, or 7b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than one line in Part I.

1a Form 990 check here	<input type="checkbox"/>	b Total revenue, if any (Form 990, Part VIII, column (A), line 12)	1b	
2a Form 990-EZ check here	<input type="checkbox"/>	b Total revenue, if any (Form 990-EZ, line 9)	2b	
3a Form 1120-POL check here	<input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b	
4a Form 990-PF check here	<input checked="" type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4b	58,196.
5a Form 8868 check here	<input type="checkbox"/>	b Balance due (Form 8868, line 3c)	5b	
6a Form 990-T check here	<input type="checkbox"/>	b Total tax (Form 990-T, Part III, line 4)	6b	
7a Form 4720 check here	<input type="checkbox"/>	b Total tax (Form 4720, Part III, line 1)	7b	

Part II Declaration and Signature Authorization of Officer or Person Subject to Tax

Under penalties of perjury, I declare that ☒ I am an officer of the above organization or ☐ I am a person subject to tax with respect to (name of organization) _____, (EIN) _____ and that I have examined a copy of the 2020 electronic return and accompanying schedules and statements, and, to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the electronic return and, if applicable, the consent to electronic funds withdrawal.

PIN: check one box only

☒ I authorize DELOITTE TAX, LLP

ERO firm name

to enter my PIN 19073

Enter five numbers, but
do not enter all zeros

as my signature on the tax year 2020 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

☐ As an officer or person subject to tax with respect to the organization, I will enter my PIN as my signature on the tax year 2020 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Signature of officer or person subject to tax

Date 4/29/21

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

76191119073

Do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2020 electronically filed return indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature

Date 4/28/21

ERO Must Retain This Form - See Instructions
Do Not Submit This Form to the IRS Unless Requested To Do So

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

2020

Open to Public Inspection

For calendar year 2020 or tax year beginning , and ending

Name of foundation KINDER FOUNDATION		A Employer identification number 76-0519073
Number and street (or P.O. box number if mail is not delivered to street address) 2229 SAN FELIPE, SUITE 1700	Room/suite	B Telephone number (713) 529-5537
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77019		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) \$ 211,039,123.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d), must be on cash basis.)	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	40,030,500.		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	2,999,567.	2,999,567.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,076,353.			
	b Gross sales price for all assets on line 6a	54,905,952.			
	7 Capital gain net income (from Part IV, line 2)		2,076,353.		
	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	30,898.	2,092.		STATEMENT 2	
12 Total. Add lines 1 through 11	45,137,318.	5,078,012.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	637,711.	16,211.		621,500.
	14 Other employee salaries and wages	26,017.	0.		26,017.
	15 Pension plans, employee benefits	25,102.	0.		25,102.
	16a Legal fees	STMT 3 2,500.	0.		2,500.
	b Accounting fees	STMT 4 24,415.	12,208.		12,207.
	c Other professional fees	STMT 5 132,102.	0.		132,102.
	17 Interest				
	18 Taxes	STMT 6 169,682.	112,172.		44,310.
	19 Depreciation and depletion	36,437.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 7 937,172.	750,644.		186,528.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,991,138.	891,235.		1,050,266.
	25 Contributions, gifts, grants paid	50,619,809.			50,619,809.
26 Total expenses and disbursements. Add lines 24 and 25	52,610,947.	891,235.		51,670,075.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-7,473,629.				
b Net investment income (if negative, enter -0-)		4,186,777.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,279,992.	13,137,358.	13,137,358.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
Liabilities	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	132,916,581.	116,906,345.	197,834,988.
	14 Land, buildings, and equipment: basis STMT 9	399,971.		
	Less: accumulated depreciation STMT 10	333,194.		
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	135,295,744.	130,110,480.	211,039,123.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here <input type="checkbox"/>			
	and complete lines 24, 25, 29, and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here <input checked="" type="checkbox"/>			
	and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds	0.	0.	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	28 Retained earnings, accumulated income, endowment, or other funds ...	135,295,744.	130,110,480.	
	29 Total net assets or fund balances	135,295,744.	130,110,480.	
	30 Total liabilities and net assets/fund balances	135,295,744.	130,110,480.	

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 29 (must agree with end-of-year figure reported on prior year's return)	1	135,295,744.
2 Enter amount from Part I, line 27a	2	-7,473,629.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 8	3	2,288,365.
4 Add lines 1, 2, and 3	4	130,110,480.
5 Decreases not included in line 2 (itemize) 0.	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	130,110,480.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 CAPITAL GAIN DISTRIBUTION	P		12/31/20
b PUBLICLY TRADED SECURITIES	P		12/31/20
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 10,245.			10,245.
b 54,895,707.		52,829,599.	2,066,108.
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			10,245.
b			2,066,108.
c			
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	2,076,353.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8	}	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**SECTION 4940(e) REPEALED ON DECEMBER 20, 2019 - DO NOT COMPLETE.****1** Reserved

(a) Reserved	(b) Reserved	(c) Reserved	(d) Reserved
Reserved			
Reserved			
Reserved			
Reserved			
Reserved			

2 Reserved	2	
3 Reserved	3	
4 Reserved	4	
5 Reserved	5	
6 Reserved	6	
7 Reserved	7	
8 Reserved	8	

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 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 Reserved		1	58,196.
c All other domestic foundations enter 1.39% 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	58,196.
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	58,196.
6 Credits/Payments:			
a 2020 estimated tax payments and 2019 overpayment credited to 2020	6a	64,648.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	64,648.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.	
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	6,452.	
11 Enter the amount of line 10 to be: Credited to 2021 estimated tax 6,452. Refunded	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 the instructions for the definition 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.		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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
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	
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? If "Yes," attach the statement required by <i>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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? 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 2020 or the tax year beginning in 2020? See the 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)

	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	11	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	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address	13	X
The books are in care of NANCY G. KINDER Telephone no. (713) 529-5537		
Located at 2229 SAN FELIPE, SUITE 1700, HOUSTON, TX ZIP+4 77019		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2020, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country	16	X

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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b	X
Organizations relying on a current notice regarding disaster assistance, check here		
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 2020?	1c	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 2020, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2020? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	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 2020 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2020.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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 2020?	4b	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 **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? **N/A** ☐ 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.

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? **N/A****8** Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? ☐ Yes ☒ No**Yes No****5b****6b****7b****X****Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, and 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 13		876,959.	24,322.	4,485.

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."

(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 0

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
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	178,824,527.
b	Average of monthly cash balances	1b	12,045,757.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	190,870,284.
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	190,870,284.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,863,054.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	188,007,230.
6	Minimum investment return. Enter 5% of line 5	6	9,400,362.

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	9,400,362.
2a	Tax on investment income for 2020 from Part VI, line 5	2a	58,196.
b	Income tax for 2020. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	58,196.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	9,342,166.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	9,342,166.
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	9,342,166.

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	51,670,075.
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	51,670,075.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	51,670,075.

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 2019	(c) 2019	(d) 2020
1 Distributable amount for 2020 from Part XI, line 7				9,342,166.
2 Undistributed income, if any, as of the end of 2020:				
a Enter amount for 2019 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2020:				
a From 2015 23,796,497.				
b From 2016 32,423,972.				
c From 2017 31,739,042.				
d From 2018 31,789,001.				
e From 2019 39,938,694.				
f Total of lines 3a through e	159,687,206.			
4 Qualifying distributions for 2020 from Part XII, line 4: ► \$ 51,670,075.				
a Applied to 2019, 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 2020 distributable amount				9,342,166.
e Remaining amount distributed out of corpus	42,327,909.			
5 Excess distributions carryover applied to 2020 (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	202,015,115.			
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 2019. Subtract line 4a from line 2a. Taxable amount - see instr. ...			0.	
f Undistributed income for 2020. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2021				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 2015 not applied on line 5 or line 7	23,796,497.			
9 Excess distributions carryover to 2021. Subtract lines 7 and 8 from line 6a	178,218,618.			
10 Analysis of line 9:				
a Excess from 2016 ... 32,423,972.				
b Excess from 2017 ... 31,739,042.				
c Excess from 2018 ... 31,789,001.				
d Excess from 2019 ... 39,938,694.				
e Excess from 2020 ... 42,327,909.				

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 2020, 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	Prior 3 years			(e) Total
	(a) 2020	(b) 2019	(c) 2018	(d) 2017	
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).)

SEE STATEMENT 15

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

SEE STATEMENT 14

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 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				
(THE ADMIRAL) NIMITZ FOUNDATION 328 E. MAIN FREDRICKSBURG, TX 78624	N/A	PC	GENERAL FUND	10,000.
(THE) MONTROSE CENTER 401 BARNARD STREET HOUSTON, TX 77006	N/A	PC	SENIOR HOUSING PROJECT	500,000.
(THE) CARMELITE MONASTERY 1250 CARMEL AVENUE LAFAYETTE, LA 70501	N/A	PC	GENERAL FUND	1,000.
(THE) RISE SCHOOL 5618 H. MARK CROSSWELL, JR. ST. HOUSTON, TX 77021	N/A	PC	GENERAL FUND	50,000.
ARCHDIOCESE OF GALVESTON HOUSTON P. O. BOX 907 HOUSTON, TX 77001	N/A	PC	COVID-19 RELIEF	50,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				50,619,809.
b Approved for future payment				
PRH PRESERVATION P. O. BOX 1011 HOUSTON, TX 77004	N/A	PC	PRESERVATION OF HISTORIC THIRD WARD ECDP	375,000.
Total ▶ 3b				375,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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	2,999,567.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income			14	30,898.		
8 Gain or (loss) from sales of assets other than inventory			18	2,076,353.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		5,106,818.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	5,106,818.

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

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

[illegible]

Part XVII

Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

- 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

and belief, it is true, correct, and complete. Declaration of preparer (other than the taxpayer) is based on all information of which preparer has knowledge.

 Wang S. Bender
Signature of officer or trustee

14/29/2
Date

PRESIDENT
Title

May the IRS discuss this return with the preparer shown below? See instr.

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

RINDA J. CORBIN

Preparer's signature

Pinda Corbin

Date _____

4/28/21

Check ☐ if
self-employed

PTIN

P00747421

Firm's name ► **DELOITTE TAX, LLP**

Firm's EIN ► 86-1065772

Firm's address ► 1111 BAGBY ST, STE 4500
HOUSTON, TX 77002-2591

Phone no. 713-982-2000

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
BAKER RIPLEY 4450 HARRISBURG BLVD., SUITE 200 HOUSTON, TX 77011	N/A	PC	COVID-19 RELIEF	72,365.
BAKER RIPLEY 4450 HARRISBURG BLVD., SUITE 200 HOUSTON, TX 77011	N/A	PC	COVID-19 RELIEF	922,026.
BUFFALO BAYOU PARTNERSHIP 1113 VINE STREET, SUITE 215 HOUSTON, TX 77002	N/A	PC	GENERAL FUND	5,000.
BUFFALO BAYOU PARTNERSHIP 1113 VINE STREET, SUITE 215 HOUSTON, TX 77002	N/A	PC	NORTH CANAL STUDY	145,000.
BUFFALO BAYOU PARTNERSHIP 1113 VINE STREET, SUITE 215 HOUSTON, TX 77002	N/A	PC	GENERAL FUND	3,475.
COLORADO SCHOOL OF MINES P. O. BOX 912031 DENVER, CO 80291	N/A	PC	GENERAL FUND	1,000.
CRISTO REY JESUIT SCHOOL 6700 MOUNT CARMEL STREET HOUSTON, TX 77087	N/A	PC	CORPORATE WORK STUDY	94,500.
CRISTO REY JESUIT SCHOOL 6700 MOUNT CARMEL STREET HOUSTON, TX 77087	N/A	PC	COVID-19 RELIEF	50,000.
DEPELCHIN CHILDREN'S CENTER 4950 MEMORIAL DRIVE HOUSTON, TX 77007	N/A	PC	FOSTER CARE	100,000.
DISCOVERY GREEN 1500 MCKINNEY HOUSTON, TX 77010	N/A	PC	GENERAL FUND	1,000.
Total from continuation sheets				50,008,809.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
DISCOVERY GREEN 1500 MCKINNEY HOUSTON, TX 77010	N/A	PC	COVID-19 RELIEF - MATCHING GIFT	500,000.
DISCOVERY GREEN 1500 MCKINNEY HOUSTON, TX 77010	N/A	PC	GENERAL FUND	1,000.
DISCOVERY GREEN 1500 MCKINNEY HOUSTON, TX 77010	N/A	PC	COVID-19 RELIEF - MATCHING GIFT	250,000.
DISCOVERY GREEN 1500 MCKINNEY HOUSTON, TX 77010	N/A	PC	COVID-19 RELIEF - MATCHING GIFT	150,000.
DISCOVERY GREEN 1500 MCKINNEY HOUSTON, TX 77010	N/A	PC	COVID-19 RELIEF - MATCHING GIFT	100,000.
DISCOVERY GREEN 1500 MCKINNEY HOUSTON, TX 77010	N/A	PC	GENERAL FUND	1,000.
EMANCIPATION ECONOMIC DEVELOPMENT COUNCIL 2520 WENTWORTH HOUSTON, TX 77004	N/A	PC	REVITALIZATION AND PRESERVATION OF HISTORIC THIRD WARD ECDP	65,000.
EMANCIPATION ECONOMIC DEVELOPMENT COUNCIL 2520 WENTWORTH HOUSTON, TX 77004	N/A	PC	REVITALIZATION AND PRESERVATION OF HISTORIC THIRD WARD ECDP	65,000.
EMANCIPATION ECONOMIC DEVELOPMENT COUNCIL 2520 WENTWORTH HOUSTON, TX 77004	N/A	PC	REVITALIZATION AND PRESERVATION OF HISTORIC THIRD WARD ECDP	70,000.
EMANCIPATION PARK CONSERVANCY 3018 EMANCIPATION AVENUE HOUSTON, TX 77004	N/A	PC	GENERAL FUND	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
EMANCIPATION PARK CONSERVANCY 3018 EMANCIPATION AVENUE HOUSTON, TX 77004	N/A	PC	CHRISTMAS MEALS EVENT	105,000.
GOOD REASON HOUSTON 3131 EASTSIDE STREET, SUITE 100 HOUSTON, TX 77098	N/A	PC	SUPPORT OF PUBLIC EDUCATION IN HOUSTON	2,758,013.
GOOD REASON HOUSTON 3131 EASTSIDE STREET, SUITE 100 HOUSTON, TX 77098	N/A	PC	SUPPORT OF PUBLIC EDUCATION IN HOUSTON	3,330,500.
GOOD REASON HOUSTON 3131 EASTSIDE STREET, SUITE 100 HOUSTON, TX 77098	N/A	PC	SUPPORT OF PUBLIC EDUCATION IN HOUSTON	155,439.
GOOD REASON HOUSTON 3131 EASTSIDE STREET, SUITE 100 HOUSTON, TX 77098	N/A	PC	SUPPORT OF PUBLIC EDUCATION IN HOUSTON	164,918.
GREATER HOUSTON COMMUNITY FOUNDATION 515 POST OAK BLVD. HOUSTON, TX 77027	N/A	PC	DIRECTOR'S DONOR ADVISED FUNDS - MATCHING GIFT	25,000.
GREATER HOUSTON COMMUNITY FOUNDATION 515 POST OAK BLVD. HOUSTON, TX 77027	N/A	PC	DIRECTOR'S DONOR ADVISED FUNDS - MATCHING GIFT	25,000.
GREATER HOUSTON COMMUNITY FOUNDATION 515 POST OAK BLVD. HOUSTON, TX 77027	N/A	PC	DIRECTOR'S DONOR ADVISED FUNDS - MATCHING GIFT	25,000.
GREATER HOUSTON COMMUNITY FOUNDATION 515 POST OAK BLVD. HOUSTON, TX 77027	N/A	PC	DIRECTOR'S DONOR ADVISED FUNDS	205,000.
HISD FOUNDATION 4400 W. 18TH STREET HOUSTON, TX 77092	N/A	PC	SUPPORT OF PUBLIC SCHOOLS	25,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
HOUSTON CENTER FOR CONTEMPORARY CRAFT 4848 MAIN STREET HOUSTON, TX 77002	N/A	PC	GENERAL FUND	50,000.
HOUSTON CHILDREN'S CHORUS P. O. BOX 66567 HOUSTON, TX 77266	N/A	PC	SUPPORT OF THE PERFORMING ARTS	10,000.
HOUSTON CINEMA ARTS 4409 MONTROSE BLVD., SUITE 150 HOUSTON, TX 77006	N/A	PC	GENERAL FUND - SUPPORT OF ARTS & EDUCATION	10,000.
HOUSTON FOOD BANK 535 PORTWALL ST. HOUSTON, TX 77029	N/A	PC	COVID-19 RELIEF	1,000,000.
HOUSTON PARKS BOARD 301 NORTH POST OAK LANE HOUSTON, TX 77024	N/A	PC	NEW LINEAR PARK DESIGN & CONSTRUCTION	26,206.
KHSPVA FRIENDS P. O. BOX 52910 HOUSTON, TX 77052	N/A	PC	GENERAL FUND	25,000.
KIPP 10711 KIPP WAY HOUSTON, TX 77099	N/A	PC	COVID-19 RELIEF	200,000.
LEADERSHIP ISD 1800 N. LAMAR STREET DALLAS, TX 75202	N/A	PC	SUPPORT OF EDUCATION IN HOUSTON	150,000.
LYFORD CAY CLUB CHARITABLE TRUST, INC. 7207 WEST LAKE DRIVE WEST PALM BEACH, FL 33406	N/A	PC	COVID-19 RELIEF	5,000.
MD ANDERSON 1515 HOLCOMBE HOUSTON, TX 77030	N/A	PC	GENERAL FUND	500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MD ANDERSON 1515 HOLCOMBE HOUSTON, TX 77030	N/A	PC	GENERAL FUND	100,000.
MD ANDERSON 1515 HOLCOMBE HOUSTON, TX 77030	N/A	PC	GENERAL FUND	1,000.
MEMORIAL PARK 7575 NORTH PICNIC LANE HOUSTON, TX 77057	N/A	PC	GENERAL FUND	1,000.
MEMORIAL PARK 7575 NORTH PICNIC LANE HOUSTON, TX 77057	N/A	PC	PARK DESIGN & CONSTRUCTION - 10 YEAR MASTER PLAN	13,314,482.
MEMORIAL PARK 7575 NORTH PICNIC LANE HOUSTON, TX 77057	N/A	PC	PARK DESIGN & CONSTRUCTION - 10 YEAR MASTER PLAN	560,583.
MEMORIAL PARK 7575 NORTH PICNIC LANE HOUSTON, TX 77057	N/A	PC	PARK DESIGN & CONSTRUCTION - 10 YEAR MASTER PLAN	209,566.
MUSEUM OF FINE ARTS 1001 BISSONNET HOUSTON, TX 77005	N/A	PC	COVID-19 RELIEF	200,000.
MUSEUM OF FINE ARTS 1001 BISSONNET HOUSTON, TX 77005	N/A	PC	CONSTRUCTION OF NEW EXHIBITION BUILDING - MATCHING GIFT	7,000,000.
MUSEUM OF FINE ARTS 1001 BISSONNET HOUSTON, TX 77005	N/A	PC	CONSTRUCTION OF NEW EXHIBITION BUILDING - MATCHING GIFT	1,158,566.
MUSEUM OF FINE ARTS 1001 BISSONNET HOUSTON, TX 77005	N/A	PC	CONSTRUCTION OF NEW EXHIBITION BUILDING - MATCHING GIFT	2,143,407.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MUSEUM OF FINE ARTS 1001 BISSONNET HOUSTON, TX 77005	N/A	PC	CONSTRUCTION OF NEW EXHIBITION BUILDING - MATCHING GIFT	500,000.
MUSEUM OF FINE ARTS 1001 BISSONNET HOUSTON, TX 77005	N/A	PC	CONSTRUCTION OF NEW EXHIBITION BUILDING - MATCHING GIFT	2,368,317.
MUSEUM OF FINE ARTS 1001 BISSONNET HOUSTON, TX 77005	N/A	PC	CONSTRUCTION OF NEW EXHIBITION BUILDING - MATCHING GIFT	145,906.
MUSEUM OF FINE ARTS 1001 BISSONNET HOUSTON, TX 77005	N/A	PC	GENERAL FUND	294,000.
MUSEUM OF FINE ARTS 1001 BISSONNET HOUSTON, TX 77005	N/A	PC	CONSTRUCTION OF NEW EXHIBITION BUILDING - MATCHING GIFT	101,733.
MUSEUM OF FINE ARTS 1001 BISSONNET HOUSTON, TX 77005	N/A	PC	CONSTRUCTION OF NEW EXHIBITION BUILDING - MATCHING GIFT	104,786.
PHILANTHROPY ROUNDTABLE 1150 17TH STREET NW WASHINGTON, DC 20036	N/A	PC	GENERAL FUND	25,000.
PHILANTHROPY ROUNDTABLE 1150 17TH STREET NW WASHINGTON, DC 20036	N/A	PC	GENERAL FUND	50,000.
PRH PRESERVATION P. O. BOX 1011 HOUSTON, TX 77004	N/A	PC	PRESERVATION OF HISTORIC THIRD WARD ECDP	375,000.
PROJECT ROW HOUSES P. O. BOX 1011 HOUSTON, TX 77004	N/A	PC	GENERAL FUND	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
RHO CHAPTER SIGMA NU EDUCATIONAL FUND 1906 CORONA ROAD, SUITE #100 COLUMBIA, MO 65203	N/A	PC	GENERAL FUND	50,000.
RICE UNIVERSITY P. O. BOX 1892 HOUSTON, TX 77251	N/A	PC	URBAN STUDIES & GENERAL FUND	50,000.
RICE UNIVERSITY P. O. BOX 1892 HOUSTON, TX 77251	N/A	PC	SUPPORT OF EDUCATION RESEARCH IN HOUSTON	1,600,000.
RICE UNIVERSITY P. O. BOX 1892 HOUSTON, TX 77251	N/A	PC	CONSTRUCTION OF NEW SOCIAL SCIENCES BUILDING	1,898,198.
RICE UNIVERSITY P. O. BOX 1892 HOUSTON, TX 77251	N/A	PC	CONSTRUCTION OF NEW SOCIAL SCIENCES BUILDING	109,802.
SPARK PARKS P. O. BOX 1562 HOUSTON, TX 77251	N/A	PC	GREENSPACE IN PUBLIC SCHOOLS	250,000.
TEXAS HEART INSTITUTE P. O. BOX 1403 HOUSTON, TX 77251	N/A	PC	GENERAL FUND	1,000.
TEXAS HEART INSTITUTE P. O. BOX 1403 HOUSTON, TX 77251	N/A	PC	GENERAL FUND	1,000.
UNITED WAY 50 WAUGH DRIVE HOUSTON, TX 77007	N/A	PC	GENERAL FUND	75,000.
UNITED WAY 50 WAUGH DRIVE HOUSTON, TX 77007	N/A	PC	GENERAL FUND	925,540.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
UNITED WAY 50 WAUGH DRIVE HOUSTON, TX 77007	N/A	PC	GENERAL FUND	75,561.
UNIVERSITY OF HOUSTON RESEARCH CENTER 211 EAST CULLEN BUILDING HOUSTON, TX 77024	N/A	PC	SUPPORT OF EDUCATION RESEARCH	193,600.
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER OF HOUSTON 7000 FANNIN STREET #1200 HOUSTON, TX 77030	N/A	PC	GENERAL FUND	1,000.
UNIVERSITY OF MISSOURI 105 JESSE HALL COLUMBIA, MO 65211	N/A	PC	KINDER INSTITUTE FOR CONSTITUTIONAL DEMOCRACY	5,000,000.
UOPH, GERALD D. HINES COLLEGE OF ARCHITECTURE AND DESIGN 122 COLLEGE OF ARCHITECTURE BUILDING HOUSTON, TX 77204	N/A	PC	GENERAL FUND	1,000.
URBAN HARVEST 2311 CANAL STREET, SUITE 200 HOUSTON, TX 77003	N/A	PC	GENERAL FUND FOR PUBLIC SCHOOL IN THIRD WARD	20,320.
UT HEALTH P. BOX 1321 HOUSTON, TX 77251	N/A	PC	GENERAL FUND	500.
YES PREP PUBLIC SCHOOLS 6201 BONHOMME, SUITE 168N HOUSTON, TX 77036	N/A	PC	COVID-19 RELIEF	200,000.
Total from continuation sheets				

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.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2020

Name of the organization

KINDER FOUNDATION

Employer identification number

76-0519073

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 (entering "N/A" in column (b) instead of the contributor name and address), 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).

Name of organization

Employer identification number

KINDER FOUNDATION

76-0519073

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	RICHARD AND NANCY KINDER 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	\$ 32,071,853.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	RDK VENTURES, LLC C/O RICHARD KINDER, MEMBER 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	\$ 30,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	RICHARD AND NANCY KINDER 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	\$ 7,928,147.	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.)

Employer identification number

76-0519073

Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	PUBLICLY TRADED SECURITIES 	\$ 32,071,853.	05/19/20
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	 	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	 	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	 	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	 	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	 	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	 	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	 	\$	

Name of organization

Employer identification number

KINDER FOUNDATION**76-0519073****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

OMB No. 1545-0123

▶ Attach to the corporation's tax return.

FORM 990-PF

▶ Go to www.irs.gov/Form2220 for instructions and the latest information.

2020

Name KINDER FOUNDATION	Employer identification number 76-0519073
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Note: Generally, the corporation is not 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	58,196.
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	
d 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 does not owe the penalty	3	58,196.
4 Enter the tax shown on the corporation's 2019 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	30,055.
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	30,055.

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 does not owe a penalty. See instructions.

- 6 ☐ The corporation is using the adjusted seasonal installment method.
- 7 ☒ The corporation is using the annualized income installment method.
- 8 ☒ 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. Filers with installments due on or after April 1, 2020, and before July 15, 2020, see instructions	9	07/15/20	07/15/20	09/15/20	12/15/20
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	10				
11 Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions	11	64,648.			
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	12		64,648.	64,648.	64,648.
13 Add lines 11 and 12	13		64,648.	64,648.	64,648.
14 Add amounts on lines 16 and 17 of the preceding column	14				
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	64,648.	64,648.	64,648.	64,648.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16				
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	17				
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	18	64,648.	64,648.	64,648.	

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. (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.) 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 4/15/2020 and before 7/1/2020	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 5\% (0.05)}{366}$...	22 \$	\$	\$	\$
23 Number of days on line 20 after 6/30/2020 and before 10/1/2020	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 3\% (0.03)}{366}$...	24 \$	\$	\$	\$
25 Number of days on line 20 after 9/30/2020 and before 1/1/2021	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 3\% (0.03)}{366}$...	26 \$	\$	\$	\$
27 Number of days on line 20 after 12/31/2020 and before 4/1/2021	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 3\% (0.03)}{365}$...	28 \$	\$	\$	\$
29 Number of days on line 20 after 3/31/2021 and before 7/1/2021	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 6/30/2021 and before 10/1/2021	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 9/30/2021 and before 1/1/2022	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 12/31/2021 and before 3/16/2022	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 34; 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.

Schedule A Adjusted Seasonal Installment Method and Annualized Income Installment Method

See instructions.

Form 1120-S filers: For lines 1, 2, 3, and 21, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a), whichever applies.

Part I Adjusted Seasonal Installment Method

Caution: Use this method only if the base period percentage for any 6 consecutive months is at least 70%.
See instructions.

		(a)	(b)	(c)	(d)
		First 3 months	First 5 months	First 8 months	First 11 months
1 Enter taxable income for the following periods.					
a Tax year beginning in 2017	1a				
b Tax year beginning in 2018	1b				
c Tax year beginning in 2019	1c				
2 Enter taxable income for each period for the tax year beginning in 2020. See the instructions for the treatment of extraordinary items	2				
3 Enter taxable income for the following periods.		First 4 months	First 6 months	First 9 months	Entire year
a Tax year beginning in 2017	3a				
b Tax year beginning in 2018	3b				
c Tax year beginning in 2019	3c				
4 Divide the amount in each column on line 1a by the amount in column (d) on line 3a	4				
5 Divide the amount in each column on line 1b by the amount in column (d) on line 3b	5				
6 Divide the amount in each column on line 1c by the amount in column (d) on line 3c	6				
7 Add lines 4 through 6	7				
8 Divide line 7 by 3.0	8				
9a Divide line 2 by line 8	9a				
b Extraordinary items (see instructions)	9b				
c Add lines 9a and 9b	9c				
10 Figure the tax on the amt on ln 9c using the instr for Form 1120, Sch J, line 2, or comparable line of corp's return ...	10				
11a Divide the amount in columns (a) through (c) on line 3a by the amount in column (d) on line 3a	11a				
b Divide the amount in columns (a) through (c) on line 3b by the amount in column (d) on line 3b	11b				
c Divide the amount in columns (a) through (c) on line 3c by the amount in column (d) on line 3c	11c				
12 Add lines 11a through 11c	12				
13 Divide line 12 by 3.0	13				
14 Multiply the amount in columns (a) through (c) of line 10 by columns (a) through (c) of line 13. In column (d), enter the amount from line 10, column (d)	14				
15 Enter any alternative minimum tax (trusts only) for each payment period. See instructions	15				
16 Enter any other taxes for each payment period. See instr.	16				
17 Add lines 14 through 16	17				
18 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions	18				
19 Total tax after credits. Subtract line 18 from line 17. If zero or less, enter -0-	19				

Part II **Annualized Income Installment Method**

		(a)	(b)	(c)	(d)
		First <u>2</u> months	First <u>3</u> months	First <u>6</u> months	First <u>9</u> months
20 Annualization periods (see instructions)	20				
21 Enter taxable income for each annualization period. See instructions for the treatment of extraordinary items	21				
22 Annualization amounts (see instructions)	22	6.000000	4.000000	2.000000	1.333330
23a Annualized taxable income. Multiply line 21 by line 22 ...	23a				
b Extraordinary items (see instructions)	23b				
c Add lines 23a and 23b	23c				
24 Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2, or comparable line of corporation's return	24				
25 Enter any alternative minimum tax (trusts only) for each payment period (see instructions)	25				
26 Enter any other taxes for each payment period. See instr.	26				
27 Total tax. Add lines 24 through 26	27				
28 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions	28				
29 Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	29				
30 Applicable percentage	30	25%	50%	75%	100%
31 Multiply line 29 by line 30	31				

Part III **Required Installments**

		1st installment	2nd installment	3rd installment	4th installment
Note: Complete lines 32 through 38 of one column before completing the next column.					
32 If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31	32	0.	0.	0.	0.
33 Add the amounts in all preceding columns of line 38. See instructions	33				
34 Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0- ...	34				
35 Enter 25% (0.25) of line 5 on page 1 of Form 2220 in each column. Note: "Large corporations," see the instructions for line 10 for the amounts to enter	35	7,514.	21,584.	14,549.	14,549.
36 Subtract line 38 of the preceding column from line 37 of the preceding column	36		7,514.	29,098.	43,647.
37 Add lines 35 and 36	37	7,514.	29,098.	43,647.	58,196.
38 Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10. See instructions	38	0.	0.	0.	0.

Form 2220 (2020)

** ANNUALIZED INCOME INSTALLMENT METHOD USING STANDARD OPTION

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT 1	
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
MERRILL LYNCH DIVIDENDS	1,782,044.	0.	1,782,044.	1,782,044.		
MERRILL LYNCH DIVIDENDS	108,159.	0.	108,159.	108,159.		
MERRILL LYNCH DIVIDENDS	603,036.	0.	603,036.	603,036.		
MERRILL LYNCH DIVIDENDS	106,453.	0.	106,453.	106,453.		
MERRILL LYNCH DIVIDENDS	393,601.	0.	393,601.	393,601.		
MERRILL LYNCH INTEREST	403.	0.	403.	403.		
MERRILL LYNCH INTEREST	45.	0.	45.	45.		
MERRILL LYNCH INTEREST	5,317.	0.	5,317.	5,317.		
MERRILL LYNCH INTEREST	102.	0.	102.	102.		
MERRILL LYNCH INTEREST	407.	0.	407.	407.		
TO PART I, LINE 4	2,999,567.	0.	2,999,567.	2,999,567.		

FORM 990-PF		OTHER INCOME		STATEMENT 2	
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME		
NONDIVIDEND DISTRIBUTIONS	28,806.	0.			
MISCELLANEOUS INCOME	2,092.	2,092.			
TOTAL TO FORM 990-PF, PART I, LINE 11	30,898.	2,092.			

FORM 990-PF		LEGAL FEES		STATEMENT 3	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	2,500.	0.		2,500.	
TO FM 990-PF, PG 1, LN 16A	2,500.	0.		2,500.	

FORM 990-PF	ACCOUNTING FEES		STATEMENT 4	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND TAX SERVICES	24,415.	12,208.		12,207.
TO FORM 990-PF, PG 1, LN 16B	24,415.	12,208.		12,207.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT 5	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	10,650.	0.		10,650.
PUBLIC RELATIONS FEES	115,452.	0.		115,452.
ADMINISTRATIVE FEES	6,000.	0.		6,000.
TO FORM 990-PF, PG 1, LN 16C	132,102.	0.		132,102.

FORM 990-PF	TAXES		STATEMENT 6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2020 EXCISE TAX	13,200.	0.		0.
FOREIGN TAXES	111,062.	111,062.		0.
PAYROLL TAXES	45,420.	1,110.		44,310.
TO FORM 990-PF, PG 1, LN 18	169,682.	112,172.		44,310.

FORM 990-PF	OTHER EXPENSES		STATEMENT 7	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	744,655.	744,655.		0.
BANKING FEES/CHECK ORDER FEE	7,766.	3,883.		3,883.
OFFICE AND TECHNOLOGY EXPENSES	86,192.	2,106.		84,086.
CHARITABLE ENTITY EVENTS	25,514.	0.		25,514.
EXPENSE REIMBURSEMENT	4,485.	0.		4,485.
PAYROLL PROCESSING FEES	900.	0.		900.
MEALS AND ENTERTAINMENT	2,660.	0.		2,660.
MEMBERSHIPS	65,000.	0.		65,000.
TO FORM 990-PF, PG 1, LN 23	937,172.	750,644.		186,528.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 8
DESCRIPTION		AMOUNT
UNREALIZED GAIN ON STOCK CONTRIBUTION		2,288,365.
TOTAL TO FORM 990-PF, PART III, LINE 3		2,288,365.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ML ACCT 02135	COST	10,400,431.	13,727,266.
ML ACCT 04A63	COST	18,171,606.	26,637,199.
ML ACCT 2066	COST	53,887,089.	101,535,987.
ML ACCT 4002	COST	11,213,887.	21,109,047.
ML ACCT 4003	COST	23,233,332.	34,825,489.
TOTAL TO FORM 990-PF, PART II, LINE 13		116,906,345.	197,834,988.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 10
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE DECOR AND FURNISHINGS	3,269.	2,734.	535.
SIGNAGE	1,918.	1,604.	314.
COMPUTER AND TECHNOLOGY	21,108.	21,108.	0.
OFFICE DECOR AND FURNISHINGS	110,473.	92,388.	18,085.
TELEPHONE SYSTEM	17,999.	17,999.	0.
FURNITURE AND FIXTURES	184,717.	154,478.	30,239.
AV EQUIPMENT	16,702.	16,702.	0.
OFFICE DECOR AND FURNISHINGS	1,666.	1,294.	372.
OFFICE DECOR AND FURNISHINGS	7,452.	5,789.	1,663.
OFFICE DECOR AND FURNISHINGS	262.	203.	59.
OFFICE DECOR AND FURNISHINGS	3,667.	2,848.	819.
OFFICE DECOR AND FURNISHINGS	659.	512.	147.
LCD NETWORK PHONE	275.	228.	47.
LEASEHOLD IMPROVEMENT	7,518.	2,312.	5,206.
OFFICE DECOR AND FURNISHINGS	2,251.	1,548.	703.
OFFICE DECOR AND FURNISHINGS	2,251.	1,548.	703.
OFFICE DECOR AND FURNISHINGS	2,751.	1,892.	859.
OFFICE DECOR AND FURNISHINGS	2,751.	1,892.	859.
COMPUTER AND TECHNOLOGY	1,799.	1,281.	518.
COMPUTER AND TECHNOLOGY	1,159.	825.	334.
AV EQUIPMENT	899.	640.	259.
AV EQUIPMENT	1,299.	925.	374.
ICE MAKER	3,083.	1,734.	1,349.
COMPUTER AND TECHNOLOGY	1,691.	592.	1,099.
COMPUTER AND TECHNOLOGY	1,951.	98.	1,853.
COMPUTER EQUIPMENT	401.	20.	381.
TOTAL TO FM 990-PF, PART II, LN 14	399,971.	333,194.	66,777.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 12 QUALIFYING DISTRIBUTION STATEMENT	STATEMENT 11
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EXPLANATION

DURING THE YEAR, THE KINDER FOUNDATION TRANSFERRED \$280,000 TO DONOR ADVISED FUNDS MANAGED AT AND BY THE GREATER HOUSTON COMMUNITY FOUNDATION. THE DONOR ADVISED FUNDS ARE ADVISED BY CURRENT KINDER FOUNDATION BOARD AND ADVISORY BOARD MEMBERS, OTHER THAN THE FOUNDERS AND SUBSTANTIAL CONTRIBUTIONS. THE TRANSFERS ARE INCLUDED IN THE 2020 QUALIFYING DISTRIBUTIONS OF THE KINDER FOUNDATION.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 12	STATEMENT 12
	SECTION 170(C)(2)(B) STATEMENT	

EXPLANATION

ALL DISTRIBUTIONS FROM THE DONOR ADVISED FUNDS AT THE GREATER HOUSTON
COMMUNITY FOUNDATION ARE REQUIRED TO BE FOR THE BENEFIT OF 501(C)(3)
CHARITIES THAT MEET THE DEFINITIONAL PURPOSES OF THE IRC 170(C)(2)(B).

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RICHARD D. KINDER 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	CHAIRMAN 10.00	0.	0.	0.
NANCY G. KINDER 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	PRESIDENT/CEO/TREASURER 40.00	0.	0.	0.
KARA K. VIDAL 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	BOARD MEMBER 0.00	0.	0.	0.
DAVID D. KINDER 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	BOARD MEMBER 0.00	0.	0.	0.
GARY C. DUDLEY 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	CHIEF OF STAFF & BOARD MEMBER 10.00	66,232.	0.	2,422.
ROXANN S. NEUMANN 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	BOARD MEMBER 10.00	0.	0.	0.
JAMES V. DERRICK JR. 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	SECRETARY & BOARD MEMBER 0.00	0.	0.	0.
GINGER A. CORLEY 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	BOARD MEMBER 0.00	0.	0.	0.
TODD V. ADAM 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	BOARD MEMBER 0.00	0.	0.	0.
POLLY K. WHITTLE 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	BOARD MEMBER 0.00	0.	0.	0.

KATHRYN DOLLINS 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	ASSISTANT SECRETARY 20.00	55,927.	1,678.	0.
SABRINA W. KIRWIN 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	ASSISTANT TREASURER 6.00	21,342.	640.	0.
AARTI K. GAREHGRAT 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	ASSISTANT TREASURER 6.00	20,498.	615.	0.
SARAH NEWBERY 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	DIRECTOR OF PARKS & GREENSPACE 40.00	214,757.	6,443.	0.
GUY HAGSTETTE 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	SR. VP OF PARKS & CIVIC PROJECTS 40.00	325,279.	9,758.	2,063.
PATRA BRANNON 2229 SAN FELIPE, SUITE 1700 HOUSTON, TX 77019	DIR. OF EDUCATION & COMMUNITY PROJECTS 40.00	172,924.	5,188.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

876,959.	24,322.	4,485.
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FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

NANCY G. KINDER, PRESIDENT & CEO
2229 SAN FELIPE, SUITE 1700
HOUSTON, TX 77019

TELEPHONE NUMBER

713-529-5537

FORM AND CONTENT OF APPLICATIONS

PRESELECTED APPLICATIONS, WHEN NOTIFIED BY THE FOUNDATION, SHOULD BE SUBMITTED IN WRITING AND CONTAIN THE NAME AND ADDRESS OF THE CHARITABLE ORGANIZATION AS WELL AS A DISCUSSION OF THE PURPOSE OF THE GRANT

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE KINDER FOUNDATION IS PRIMARILY, BUT NOT EXCLUSIVELY, FOCUSED ON THE GREATER HOUSTON COMMUNITY. THE FOUNDATION ONLY MAKES CONTRIBUTIONS TO PRE-SELECTED CHARITABLE ORGANIZATIONS AND DOES NOT ACCEPT UNSOLICITED REQUESTS FOR FUNDS.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 15

NAME OF MANAGER

RICHARD D. KINDER
NANCY G. KINDER

GENERAL EXPLANATION

STATEMENT 16

FORM/LINE IDENTIFIER

PART VII-B 1B

EXPLANATION:

PART VII-B 1B: THE KINDER FOUNDATION IS ANSWERING YES TO PART VII-B 1A(3) BECAUSE THE FOUNDATION IS PROVIDED OVER 7,000 SQUARE FEET OF OFFICE SPACE WITHOUT ANY RENT CHARGE OR COST BY THE KINDER FAMILY OFFICE.

2020 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No.	Description	Date Acquired	Method	Life	C o n v	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	OFFICE DECOR AND FURNISHINGS	12/22/15	200DB	7.00	MC	17	3,269.				3,269.	2,448.		286.	2,734.
2	SIGNAGE	12/02/15	200DB	7.00	MC	17	1,918.				1,918.	1,437.		167.	1,604.
3	COMPUTER AND TECHNOLOGY	11/18/15	200DB	5.00	MC	17	21,108.				21,108.	19,087.		2,021.	21,108.
4	OFFICE DECOR AND FURNISHINGS	10/13/15	200DB	7.00	MC	17	110,473.				110,473.	82,743.		9,645.	92,388.
5	TELEPHONE SYSTEM	09/28/15	200DB	5.00	MC	17	17,999.				17,999.	16,728.		1,271.	17,999.
6	FURNITURE AND FIXTURES	12/02/15	200DB	7.00	MC	17	184,717.				184,717.	138,351.		16,127.	154,478.
7	AV EQUIPMENT	11/16/15	200DB	5.00	MC	17	16,702.				16,702.	15,103.		1,599.	16,702.
8	OFFICE DECOR AND FURNISHINGS	01/19/16	200DB	7.00	HY	17	1,666.				1,666.	1,145.		149.	1,294.
9	OFFICE DECOR AND FURNISHINGS	03/22/16	200DB	7.00	HY	17	7,452.				7,452.	5,124.		665.	5,789.
10	OFFICE DECOR AND FURNISHINGS	05/26/16	200DB	7.00	HY	17	262.				262.	180.		23.	203.
11	OFFICE DECOR AND FURNISHINGS	08/08/16	200DB	7.00	HY	17	3,667.				3,667.	2,521.		327.	2,848.
12	OFFICE DECOR AND FURNISHINGS	08/22/16	200DB	7.00	HY	17	659.				659.	453.		59.	512.
18	LCD NETWORK PHONE	08/16/17	200DB	5.00	HY	17	275.				275.	196.		32.	228.
19	LEASEHOLD IMPROVEMENT	03/09/17	150DB	15.00	HY	17	7,518.				7,518.	1,733.		579.	2,312.
20	OFFICE DECOR AND FURNISHINGS	01/17/17	200DB	7.00	HY	17	2,251.				2,251.	1,267.		281.	1,548.
21	OFFICE DECOR AND FURNISHINGS	06/19/17	200DB	7.00	HY	17	2,251.				2,251.	1,267.		281.	1,548.
22	OFFICE DECOR AND FURNISHINGS	07/13/17	200DB	7.00	HY	17	2,751.				2,751.	1,548.		344.	1,892.
23	OFFICE DECOR AND FURNISHINGS	10/30/17	200DB	7.00	HY	17	2,751.				2,751.	1,548.		344.	1,892.

2020 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No.	Description	Date Acquired	Method	Life	C o n v	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
25	COMPUTER AND TECHNOLOGY	02/07/18	200DB	5.00		HY17	1,799.				1,799.	936.		345.	1,281.
26	COMPUTER AND TECHNOLOGY	05/24/18	200DB	5.00		HY17	1,159.				1,159.	603.		222.	825.
27	AV EQUIPMENT	03/27/18	200DB	5.00		HY17	899.				899.	468.		172.	640.
28	AV EQUIPMENT	03/27/18	200DB	5.00		HY17	1,299.				1,299.	676.		249.	925.
29	ICE MAKER	11/01/18	200DB	7.00		HY17	3,083.				3,083.	1,195.		539.	1,734.
30	COMPUTER AND TECHNOLOGY	02/17/20	200DB	5.00		MC19B	1,691.				1,691.			592.	592.
31	COMPUTER AND TECHNOLOGY	11/12/20	200DB	5.00		MC19B	1,951.				1,951.			98.	98.
32	COMPUTER EQUIPMENT	12/03/20	200DB	5.00		MC19B	401.				401.			20.	20.
	* TOTAL 990-PF PG 1 DEPR						399,971.				399,971.	296,757.		36,437.	333,194.
	CURRENT YEAR ACTIVITY														
	BEGINNING BALANCE						395,928.			0.	395,928.	296,757.			332,484.
	ACQUISITIONS						4,043.			0.	4,043.	0.			710.
	DISPOSITIONS/RETIRED						0.			0.	0.	0.			0.
	ENDING BALANCE						399,971.			0.	399,971.	296,757.			333,194.
	ENDING ACCUM DEPR											333,194.			
	ENDING BOOK VALUE											66,777.			

KINDER FOUNDATION

FORM 990-PF PAGE 1

76-0519073

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	1,040,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,590,000.
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 2019 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11	12	
13	Carryover of disallowed deduction to 2021. Add lines 9 and 10, less line 12	13	

Note: Don't use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Don't include listed property.)

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

Part III MACRS Depreciation (Don't include listed property. See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2020	17	35,727.
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		

Section B - Assets Placed in Service During 2020 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 5-year property		4,043.	5 YRS.	MQ	200DB	710.
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2020 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 30-year	/		30 yrs.	MM	S/L	
d 40-year	/		40 yrs.	MM	S/L	

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 instr.	22	36,437.
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 aircraft, 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.)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ 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 **25**

26 Property used more than 50% in a qualified business use:

	:	:	%					
	:	:	%					
	:	:	%					

27 Property used 50% or less in a qualified business use:

	:	:	%			S/L -		
	:	:	%			S/L -		
	:	:	%			S/L -		

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	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle
30 Total business/investment miles driven during the year (don't 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?	Yes	No	Yes	No	Yes	No
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 **aren't** more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
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?		
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?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," don't 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 2020 tax year:

	:	:			
	:	:			

43 Amortization of costs that began before your 2020 tax year **43**

44 **Total.** Add amounts in column (f). See the instructions for where to report **44**



Deloitte Tax LLP

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April 27, 2021

Internal Revenue Service
TE/GE-EO Determinations
P.O. Box 2508
Cincinnati, OH 45201

To whomever it may concern:

We are enclosing the amended bylaws per the instruction to Part VII-A, Line 3 of Form 990-PF for the following taxpayer:

Name: Kinder Foundation
EIN: 76-0519073
Address: 2229 San Felipe, Suite 1700, Houston, TX 77019

Sincerely,

A handwritten signature in black ink, appearing to read "Thomas Shingledecker".

Thomas Shingledecker
Tax Partner, Deloitte Tax LLP

Enclosures

CERTIFIED COPY
OF
THE BYLAWS
OF
THE KINDER FOUNDATION

I, James V. Derrick, Jr., Secretary of the Kinder Foundation, a non-profit corporation duly organized and existing under the laws of the State of Texas (the "Foundation"), do hereby certify that attached to this certification is a true and correct copy of the Bylaws of the Foundation as adopted at a meeting of the Board of Directors of the Foundation duly held and convened on October 31, 2020, at which meeting every member of the Board of Directors was present and acting throughout, and that such Bylaws, as adopted, have not been further modified, amended, or revoked and are at present in full force and effect: IN WITNESS WHEREOF, the undersigned has affixed his signature this 3rd day of November 2020. The Foundation has no seal.

A handwritten signature in blue ink, appearing to read "James V. Derrick, Jr.", is written over a horizontal line.

James V. Derrick, Jr.
Secretary
Kinder Foundation

BYLAWS
OF THE
KINDER FOUNDATION¹

¹ These Kinder Foundation Bylaws are effective as of October 31, 2020, and they supersede and replace in their entirety all previous iterations of such Bylaws.

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THE KINDER FOUNDATION BYLAWS

These Kinder Foundation Bylaws are effective as of the Effective Date (as defined below), and they supersede and replace in their entirety all previous iterations of such Bylaws.

ARTICLE I

DEFINITIONS

SECTION 1.01. *Defined Terms.*

As used in these Bylaws, the following terms have the meanings specified below:

Annual Meeting means the annual meeting of the Board held pursuant to the provisions of Article V.

Applicable Law means all Federal, state, and local laws, statutes, rules, regulations, and ordinances that are applicable to the Corporation or to the conduct of its business.

Appropriate Purpose means a charitable endeavor intended primarily to benefit the residents of Houston, Texas in one or more of the following categories: (i) education, (ii) parks and green spaces, and (iii) quality of life.

Board means the Corporation's Board of Directors.

Bylaws means these Kinder Foundation Bylaws, as amended from time to time in accordance with the provisions hereof.

Community Director means an Eligible Community Member who, at the time in question, is serving as a Regular Director.

Corporation means the nonprofit corporation formed and incorporated under the laws of Texas, the Amended and Restated Certificate of Formation of which was filed with the Office of the Secretary of State on Texas on March 2, 2011 under file number 140576701.

Director means an individual who, at the time in question, is serving as a Founding Director or as a Regular Director pursuant to the provisions of Article V.

Disability means, in respect of any Director, a permanent and total disability that prevents such individual from carrying out his or her duties as a Director, as evidenced in a written document signed by the regular attending physician of the individual in question.

Effective Date means October 31, 2020.

Eligible Community Member means any individual other than an Eligible Family Member.

Eligible Family Member means any of the following-described individuals who, when nominated for election as a Family Director, has attained the age of at least thirty years: (i) Katherine Kinder Vidal; Polly Kinder Whittle; Ginger Adam Corley; David Duval Kinder; and Todd Vernon Adam; (ii) an individual who, at the time of nomination, is a spouse of one of the individuals named in clause (i) of this definition; and (iii) the lineal descendants of the individuals named in clause (i) of this definition, including both natural descendants and adopted descendants, *provided that*, in the case of adoption, such adoption occurred prior to the adoptee attaining the age of five years.

Family Director means an Eligible Family Member who, at the time in question, is serving as a Regular Director.

Founders Era means the period during which either Founding Director is serving as a Director.

Founding Directors means Richard D. Kinder and Nancy Goins Kinder.

Governmental Authority means the government of the United States of America or any political subdivision thereof, whether state or local, and any agency, authority, instrumentality, regulatory body, court, bank or other entity exercising executive, legislative, judicial, taxing, regulatory, or administrative powers or functions of or pertaining to government.

Indemnified Person means an individual who is entitled to indemnification pursuant to the provisions of Article VIII.

Internal Revenue Code means the Internal Revenue Code of 1986, as amended or corresponding provisions hereafter in effect.

Person means any natural person, corporation, limited liability company, trust, joint venture, association, company, partnership, Governmental Authority, or other entity.

Proceeding means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral, or investigative.

Regular Director means a Community Director or a Family Director.

Succeeding Era means the period during which neither Founding Director is serving as a Director.

Texas Business Organizations Code means the Business Organizations Code of the State of Texas as amended from time to time.

SECTION 1.02. *Terms Generally.*

(a) The definitions of terms herein shall apply equally to the singular and plural forms of the terms defined, and whenever

the context may require, any pronoun shall include the corresponding masculine, feminine, and neuter forms.

(b) The words “include”, “includes”, and “including” shall be deemed to be followed by the phrase “without limitation”, and the word “will” shall be construed to have the same meaning and effect as the word “shall”.

(c) The word “law” shall be construed as referring to all statutes, rules, regulations, codes, and other laws (including official rulings and interpretations thereunder having the force of law or with which affected Persons customarily comply), and all judgments, orders, and decrees, of all Governmental Authorities.

(d) Unless the context requires otherwise (i) any definition of or reference to any agreement, instrument, or other document herein shall be construed as referring to such agreement, instrument, or other document as from time to time amended, restated, supplemented, or otherwise modified (subject to any restrictions on such amendments, restatements, supplements, or modifications set forth herein); (ii) the words “herein”, “hereof”, and “hereunder”, and words of similar import, shall be construed to refer to these Bylaws in their entirety and not to any particular provision hereof; (iii) all references herein to Articles, Sections, and Exhibits shall be construed to refer to Articles and Sections of, and Exhibits to, these Bylaws; and (iv) any reference to any law, rule, or regulation herein shall, unless otherwise specified, refer to such law, rule or regulation as amended, modified, or supplemented from time to time.

ARTICLE II

NAME; PURPOSES; DURATION

SECTION 2.01. *Name.*

The name of the corporation is the Kinder Foundation.

SECTION 2.02. *Purposes.*

The Corporation is organized exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code, and it may conduct all activities consistent with these purposes and with the laws of the State of Texas. The Corporation shall be operated exclusively for such purposes. *With the exceptions that* the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of such purposes, no part of its net earnings shall inure to the benefit of, or be distributable to, any Director, officer, or other private Person. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. In furtherance of the preceding provisions, the purposes of the Corporation from time to time may, by either a written statement or agreement, be restricted or more specifically defined by the Founding Directors in a manner they deem advisable so long as such purposes, as restricted or more specifically defined by the Founding Directors, are consistent with those purposes of an organization organized and operated exclusively for charitable, scientific, literary, and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code.

SECTION 2.03. *Duration.*

In accordance with the expressly stated desire of the Founding Directors, the Corporation shall exist in perpetuity until such

time, if ever, as the Board determines, by the affirmative vote of at least eighty percent of the Directors, that there no longer exists an Appropriate Purpose for the Corporation to serve.

ARTICLE III

PRINCIPAL, REGISTERED, AND OTHER OFFICES; REGISTERED AGENT

SECTION 3.01. *Principal Office.*

The principal office of the Corporation shall be at 2229 San Felipe, Suite 1700, Houston, Texas 77019.

SECTION 3.02. *Other Offices.*

The Corporation may have such other offices, within or without the State of Texas, as the Founding Directors (during the Founders Era) or the Board (during the Succeeding Era) shall from time to time determine.

SECTION 3.03. *Registered Office and Registered Agent.*

The Corporation shall have and continuously maintain in the State of Texas (i) a registered office and (ii) a registered agent whose office is identical with such registered office, as required by the provisions of the Texas Business Organizations Code that apply to Texas nonprofit corporations. The registered office may be, but is not required to be, identical with the principal office of the Corporation in the State of Texas, and the address of such registered office may be changed from time to time by the Founding Directors (during the Founders Era) or by the Board (during the Succeeding Era).

ARTICLE IV

MEMBERS

SECTION 4.01. *Members.* The Corporation shall have no Members.

ARTICLE V

THE BOARD OF DIRECTORS

SECTION 5.01. *General Powers.*

The affairs of the Corporation shall be managed by a Board of Directors.

SECTION 5.02. *Categories of Directors.*

(a) During the Founders Era, the Board shall be comprised solely of the following two categories: (i) Founding Directors and (ii) Regular Directors.

(b) During the Succeeding Era, the Board shall be comprised solely of Regular Directors.

(c) During both the Founders Era and the Succeeding Era, the category of Regular Directors shall be comprised of the following two subcategories: (i) Community Directors and (ii) Family Directors.

SECTION 5.03. *Qualifications of Directors.*

(a) Richard D. Kinder and Nancy Goins Kinder shall serve as the Corporation's Founding Directors. No Person shall be eligible to succeed either of them as a Founding Director. Upon the conclusion of their service as Founding Directors, the title of *Founding Director* shall be permanently retired.

(a) Community Directors must be chosen solely from Eligible Community Members. No Eligible Family Member may serve as a Community Director.

(b) Family Directors must be chosen solely from Eligible Family Members. No Eligible Community Member may serve as a Family Director.

SECTION 5.04. *Election of Regular Directors.*

(a) During the Founders Era, Regular Directors shall be nominated and elected by the Founding Directors at the Annual Meeting.

(b) During the Succeeding Era, Regular Directors shall be nominated and elected by the affirmative vote of a majority of the Regular Directors at the Annual Meeting.

(c) *With the sole exception set forth in Section 5.12 (c)*, no Regular Director may cast a vote in respect of his or her own nomination or election, but such individual shall, if present at the meeting, be counted for purposes of ascertaining the presence of a quorum.

SECTION 5.05. *Terms of Directors.*

(a) Each Founding Director shall serve until the first to occur of such individual's (i) written resignation as a Founding Director, (ii) Disability, or (iii) death. No later than sixty days following the conclusion of a Founding Director's service as a Director, the remaining Founding Director (during the Founders Era) or a majority of the Regular Directors (during the Succeeding Era) shall nominate and elect the requisite number of additional Community Directors to fulfill the requirements of Section 5.06.

(b) Each Regular Director shall serve for a term of three years [*except as set forth in Section 5.05(d)(ii) and Section 5.05(d)(iii)*] and shall hold office until the earlier to occur of (i) the expiration of his or her term and until his or her successor has been elected and qualified or (ii) his or her resignation, death, or removal from office.

(c) (i) No Community Director may serve more than three consecutive terms [*except as set forth in Section 5.05(c)(ii) and Section 5.05(c)(iii)*], but that individual shall again be eligible for election as

a Community Director commencing three years after the date on which he or she last served as a Community Director.

(ii) During the Founders Era, the then serving Founding Directors may from time to time increase the number of consecutive terms a Community Director shall be eligible to serve. Such decision shall be evidenced by a written document signed by each Founding Director then serving, with such executed document to be filed in the records of the Corporation.

(iii) During the Succeeding Era, the number of consecutive terms a Community Director shall be eligible to serve may be increased from time to time by the affirmative vote of two-thirds of the Regular Directors, as evidenced by a resolution filed in the records of the Corporation.

(d) (i) There shall be no limit on the number of consecutive terms a Family Director is eligible to serve, but no Eligible Family Member or Family Director has a vested right to be nominated and elected or re-elected as a Family Director. Rather, the decision whether to nominate and elect or to nominate and re-elect an Eligible Family Member as a Family Director is vested solely in the Founding Directors (during the Founders Era) and in the Regular Directors (during the Succeeding Era).

(ii) The terms of the Regular Directors shall be staggered so as to prevent the terms of more than two Community Directors from expiring on the same date and to prevent the terms of more than two Family Directors from expiring on the same date. To implement that principle, (A) the terms of one of the three Community Directors and two of the five Family Directors serving as of the Effective Date shall expire at the conclusion of the 2021 Annual Meeting; (B) the terms of one of the three Community Directors and two of the five Family Directors serving as of the Effective Date shall expire at the conclusion of the 2022 Annual Meeting; (C) the terms of one of the Community Director and one of the Family Director serving as of the Effective Date shall expire at the conclusion of the 2023 Annual Meeting; and (D) the initial term of each Eligible Community Member elected as a Community Director during the Succeeding Era pursuant to the

requirement of the second sentence of Section 5.05 (a) shall be structured by the Board so as to effectuate the principle that the terms of no more than two Community Directors shall expire on the same date.

(iii) The term of any Eligible Community Member elected or re-elected as a Community Director, and the term of any Eligible Family Member elected or re-elected as a Family Director, at or subsequent to the 2021 Annual Meeting shall be three years, except as otherwise required to effectuate the principle that during the Succeeding Era the terms of no more than two Community Directors shall expire on the same date and that the terms of no more than two Family Directors shall expire on the same date.

(e) A Regular Director elected to fill a vacancy occurring for any reason other than the expiration of a term shall be elected for the unexpired term of such Regular Director's predecessor.

(f) A Director may resign at any time by giving notice of resignation to the Founding President (during the Founder's Era), to the President (during the Succeeding Era), or to the Secretary during either the Founders Era or the Succeeding Era. The resignation shall be effective as of the time so specified in the resignation. The acceptance of the resignation shall not be necessary to make it effective unless expressly so provided in the notice of resignation.

SECTION 5.06. *Number of Directors.*

(a) The number of Directors shall be ten unless the Founding Directors (during the Founders Era) or a majority of the Regular Directors (during the Succeeding Era) determines that a lesser number is appropriate, *but, during the Succeeding Era, the number of Community Directors shall never be less than the number of Family Directors.*

(b) During the Founders Era, the ten Directors shall be comprised of (i) the two Founding Directors while both are serving and one Founding Director while only one is serving, (ii) three Community Directors while both Founding Directors are serving and four Community Directors while only one Founding Director is serving, and (iii) five Family Directors.

(c) During the Succeeding Era, the ten Directors shall be comprised of (i) five Community Directors and (ii) five Family Directors.

SECTION 5.07. *Annual Meeting.* The Board's annual meeting shall be held at such time and place as the Founding Directors (during the Founders Era) or the Board (during the Succeeding Era) may determine. If such meeting is not held at the time and place so fixed, the meeting may be held thereafter at such time and place as shall be specified in a notice given in accordance with Section 5.10.

SECTION 5.08. *Regular Meetings.* Regular meetings of the Board shall be held at such place and time and shall be determined by the Founding Directors (during the Founders Era) or the Board (during the Succeeding Era) and specified in the notice of such regular meeting given in accordance with Section 5.10.

SECTION 5.09. *Special Meetings.* Special meetings of the Board may be called by the Founding Chairman or by the Founding President (during the Founders Era) or by the Chairman or the President or a majority of the Regular Directors (during the Succeeding Era). Written notice of special meetings of the Board shall be given in accordance with Section 5.10.

SECTION 5.10. *Notice of Board Meetings.*

(a) Notice of all meetings of the Board, whether annual, regular, or special, shall be given at least three days prior to the meeting by a written notice setting forth the time and place for holding such meeting and delivered personally, sent by mail, or sent by facsimile or electronic transmission, including email, to each Director at his or her physical or email address as shown by the records of the Corporation.

(b) If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by

facsimile or electronic transmission, including email, such notice shall be deemed to be delivered when transmitted.

(c) Any Director may waive notice of any meeting as provided in Section 8.03. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, *except where* a Director attends a meeting for the express purpose of objecting to the transaction of any business thereat because such meeting is not lawfully called or convened.

(d) The business to be transacted at any regular or special meeting need not be specified in the notice or waiver of notice of such meeting *unless* it is specifically required to be set forth by Applicable Law or by these Bylaws.

SECTION 5.11. *Quorum*. The presence of at least one of the Founding Directors shall constitute a quorum at any meeting of the Board during the Founders Era, and the presence of at least four Community Directors and three Family Directors shall constitute a quorum at any meeting of the Board during the Succeeding Era. Unless a quorum is present, no business may be transacted at such Board meeting, but a majority of the Directors present at such meeting may adjourn it without further notice.

SECTION 5.12. *Act of the Board*.

(a) During the Founders Era, the act of both Founding Directors (or, if only one of them is then serving, the act of that one Founding Director) at a Board meeting at which a quorum is present shall be the act of the Board.

(b) During the Succeeding Era, the act of a majority of the Regular Directors at a Board meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by Applicable Law or by these Bylaws.

(c) During the Succeeding Era, if any vote of the Regular Directors results in a tie, the President (or, if the President is absent or is precluded for any reason from voting on the matter in question, the Chairman) shall have, and is hereby granted and directed to use, such additional votes as are necessary to break the tie. If it falls to the Chairman to break the tie, he or she is hereby authorized and directed to do so *irrespective of whether he or she might otherwise be precluded from voting on the matter in question*.

SECTION 5.13. *Regular Director Vacancies.*

(a) All Regular Director vacancies during the Founders Era shall be filled by the act of both Founding Directors (or if there is only one then serving, by that one Founding Director).

(b) All Regular Director vacancies during the Succeeding Era shall be filled by the affirmative vote of a majority of the Regular Directors unless the Board has determined not to elect a successor to the Regular Director who is the cause of the vacancy.

(c). An individual elected to fill a Regular Director vacancy shall be elected for the unexpired portion of his or her predecessor's term.

SECTION 5.14. *Means of Meetings.*

(a) Subject to the notice requirements of Section 5.10, Directors may participate in and hold a meeting of the Board by means of a conference telephone or similar communications equipment, or by means of another suitable electronic communications system, videoconferencing technology, and the internet, or by any combination of means, if the system permits each individual participating in the meeting to communicate with all of the other individuals participating in the meeting.

(b) Participation in such meeting shall constitute presence in person at such meeting *unless* the participation is for the express

purpose of objecting to the transaction of business at the meeting on the ground that the meeting has not been lawfully called or convened.

(c) If voting takes place at the meeting, the Corporation shall implement reasonable means to verify that every individual so voting is sufficiently identified and shall keep a record of the vote.

SECTION 5.15. *Actions by Directors Without Meeting.*

Any action required by these Bylaws or by Applicable Law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by each of the then serving Founding Directors (during the Founders Era) and by all of the Regular Directors (during the Succeeding Era).

SECTION 5.16. *Proxies.*

Directors shall not be entitled to vote by proxy.

SECTION 5.17. *Conduct of Business.*

(a) During the Founders Era, the Founding Chairman or, in such individual's absence, the Founding President, shall preside over all Board meetings. During the Succeeding Era, the Chairman or, in such officer's absence, the President, shall preside over all Board meetings. During both the Founders Era and the Succeeding Era, the succession of responsibility for presiding at Board meetings shall pass in order to the Vice President, if any, then to the Treasurer, and then to the Secretary. In the absence of all those officers, the Directors present at the Board meeting shall choose a Director to preside at the meeting.

(b) The Secretary shall act as secretary of all Board meetings. In the absence of the Secretary, the Assistant Secretary shall so act. In the absence of both those officers, the Directors

present at the Board meeting shall appoint an individual to act as Secretary.

SECTION 5.18. *Compensation of Directors; Expenses.*

Directors shall receive no compensation for their services as Directors, but each Director shall be entitled to reimbursement for such reasonable expenses as he or she incurs in carrying out his or her duties as a Director.

SECTION 5.19. *Directed Gifting.*

(a) In recognition of the time and effort expended by the Directors in assisting the Corporation, each one of them shall be entitled to direct \$25,000 (or such other amount as may be established from time to time by the Founding Directors, during the Founders Era, or by the Board, during the Succeeding Era, to take into consideration inflation and the Directors' responsibilities) of the Corporation's charitable expenditures annually (i) to a qualified charitable organization or (ii) to a qualified donor advised fund at either the Greater Houston Community Foundation or another qualified organization.

(b) The directed distributions shall be made only to or for the benefit of one or more organizations (i) that are organized and operated exclusively for charitable, scientific, literary, and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code or corresponding provisions hereafter in effect, and (ii) whose efforts are not inconsistent with the Corporation's Certificate of Formation or with the purposes of the Corporation as outlined in Section 2.02.

(c) The directed distributions may not be utilized by any Director (i) to satisfy any charitable pledge or other legal obligation of such Director or (ii) to purchase tickets, tables, or other forms of admission to social or community fundraising events or (iii) for similar purposes.

SECTION 5.20. *Removal of a Regular Director.*

Any Regular Director may be removed, with or without cause, at any time, by the Founding Directors (during the Founders Era) or by the affirmative vote of two-thirds of the Regular Directors (during the Succeeding Era).

SECTION. 5.21. *Committees of the Board.*

(a) The Founding Directors (during the Founders Era) or a majority of the Regular Directors (during the Succeeding Era) may, but are not required to, establish from time to time such Board committees as they deem appropriate to assist them in connection with the execution of their duties.

(b) Each committee so established shall be comprised of not fewer than three Directors, at least one of whom shall be a Founding Director or a Family Director, and shall be chaired by the Director designated as committee chair by the Founding Directors (during the Founders Era) or the Board (during the Succeeding Era).

(c) Notice of committee meetings shall be given to each of its members, and notices may be waived, in the same manner as required for notices in respect of meetings of the Board.

(d) Meetings of each committee may be held by the same means described in Section 5.14 for holding Board meetings.

(e) The presence at a committee meeting of a majority of the committee members shall constitute a quorum, and the affirmative vote of a majority of the members present at a meeting at which a quorum is present shall be necessary for the committee's adoption of any action, including any recommendation.

(f) No committee shall have any authority to bind the Corporation or to interfere with the Board's discretion and authority to manage the affairs of the Corporation.

ARTICLE VI

OFFICERS OF THE CORPORATION

SECTION 6.01. *Officers.*

(a) During the Founders Era, the officers of the Corporation shall be the Founding Chairman, the Founding President, a Treasurer, one or more Assistant Treasurers, a Secretary, one or more Assistant Secretaries, and such other officers, including one or more Vice Presidents and an Executive Director, as the Founding Directors may determine from time to time to be appropriate.

(b) During the Succeeding Era, the officers of the Corporation shall be a Chairman, a President, a Treasurer, one or more Assistant Treasurers, a Secretary, one or more Assistant Secretaries, and such other officers, including one or more Vice Presidents and an Executive Director, as a majority of the Regular Directors may determine from time to time to be appropriate.

(c) Any two or more offices of the Corporation may be held simultaneously by the same individual with the following exceptions: (i) during the Founders Era, the same individual may not simultaneously hold (aa) the offices of Founding Chairman and Executive Director or (bb) the offices of Founding President and Secretary; and (ii) during the Succeeding Era, the same individual may not simultaneously hold (aa) the offices of Chairman and Executive Director or (bb) the offices of President and Secretary.

SECTION 6.02. *Election of Officers; Term of Office.*

(a) Richard D. Kinder shall serve as the Corporation's Founding Chairman until the first to occur of his (i) written resignation as Founding Chairman, (ii) Disability, or (iii) death. At the

conclusion of his service as the Founding Chairman, Nancy Goins Kinder shall automatically succeed him as Founding Chairman, and she shall serve in that role until the first to occur of her (i) written resignation as Founding Chairman, (ii) Disability, or (iii) death. At the conclusion of Nancy Goins Kinder's service as Founding Chairman, the title of *Founding Chairman* shall be permanently retired, and the title of *Chairman* shall be thenceforth be used in respect of each individual who is elected to the office of Chairman.

(b) Nancy Goins Kinder shall serve as the Corporation's Founding President until the first to occur of her (i) written resignation as Founding President, (ii) Disability, or (iii) death. At the conclusion of her service as the Founding President, the title of *Founding President* shall be permanently retired, and the title of *President* shall be used in respect of each individual who is thenceforth elected to the office of President.

(c) With the exceptions of the Founding Chairman and the Founding President, the officers of the Corporation shall be elected annually at the Annual Meeting by the Founding Directors (during the Founders Era) and by a majority of the Regular Directors (during the Succeeding Era). If the election of officers is not held at such meeting, it shall be held as soon thereafter as is practicable.

(d) With the exceptions of the Founding Chairman and the Founding President, each officer shall serve in his or her office for a term of one year and until his or her successor has been duly elected and qualified, or until such officer's earlier resignation, removal, or death.

SECTION 6.03. *Removal.*

With the exceptions of the Founding Chairman and the Founding President, any officer may be removed at any time with or without cause by the Founding Directors (during the Founders

Era) or by a majority of the Regular Directors (during the Succeeding Era), but such removal shall be without prejudice to such removed officer's contractual rights, if any.

SECTION 6.04. *Vacancies.*

With the exceptions of the offices of Founding Chairman and Founding President, a vacancy in any office may be filled by the Founding Directors (during the Founders Era) or by a majority of the Regular Directors (during the Succeeding Era) for the unexpired term of the vacant office.

SECTION 6.05. *Duties of the Founding Chairman and of the Chairman.*

The Founding Chairman (during the Founder's Era) and the Chairman (during the Succeeding Era) shall be a Director, shall preside at meetings of the Board, shall approve the minutes of the Board proceedings, and shall be available to consult with and advise the other officers of the Corporation with respect to the conduct of the Corporation's business and affairs.

SECTION 6.06. *Duties of the Founding President and of the President.*

(a) The Founding President (during the Founders Era) and the President (during the Succeeding Era) shall be a Director, shall be the principal executive officer of the Corporation (subject to the control of the Board), and shall, in general, supervise the affairs of the Corporation and see that all orders and resolutions of the Board are carried into effect.

(b) In the absence or Disability of the Founding Chairman (during the Founders Era) or the Chairman (during the Succeeding Era), the Founding President or the President, as applicable, shall perform the duties and exercise the powers of the Founding Chairman or the Chairman, as applicable. He or she may sign, together with the Treasurer or any other proper officer of the Corporation authorized by the Board so to act, any deeds,

mortgages, bonds, contracts, or other instruments that the Board has authorized, generally or specifically, to be executed, *except* in cases where the signing and execution thereof shall be expressly delegated by the Board, by these Bylaws, or by Applicable law to some other officer or agent of the Corporation; and shall, in general, perform all duties incident to the office of Founding President (during the Founders Era) and President (during the Succeeding Era). The Founding President and the President shall also have such other powers as the Board shall prescribe from time to time.

SECTION 6.07. *Duties of the Vice President.*

(a) The Corporation may have, but is not required to have, one or more Vice Presidents. If a Vice President has been elected, such officer shall have such powers and duties as the Board may from time to time assign to such officer.

(b) Each Vice President may be, but is not required to be, a Regular Director. Unless such officer is a Regular Director, he or she shall not have the right to vote on matters affecting the Corporation.

SECTION 6.08. *Duties of the Executive Director.*

(a) The Corporation may have, but is not required to have, an Executive Director. If an Executive Director has been elected, such officer

- (i) shall actively manage the affairs, property, and business of the Corporation, *but only to the extent that* such authority, responsibility, and actions are not inconsistent with those of the other officers of the Corporation; (ii) shall be subject to the control of the Founding Chairman and the Founding President (during the Founders Era) and to the Chairman and the President (during the Succeeding Era); and (iii) shall attend such meetings of the Board and of its committees as the Board may from time to time specify.

(b) The Executive Director may be, but is not required to be, a Regular Director. Unless such officer is a Regular Director, he or she shall not have the right to vote on matters affecting the Corporation.

SECTION 6.09. *Duties of the Treasurer.*

(a) The Treasurer (i) shall have charge and custody of, and shall be responsible for, all funds and securities of the Corporation; (ii) shall receive (or cause to be received) and give (or cause to be given) receipt for monies due and payable to the Corporation from any source whatsoever; and (iii) shall deposit (or cause to be deposited) all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board. If required by the Board, the Treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine.

(b) The Treasurer may be, but is not required to be, a Regular Director. Unless such officer is a Regular Director, he or she shall not have the right to vote on matters affecting the Corporation.

SECTION 6.10. *Duties of the Assistant Treasurers.*

(a) The Assistant Treasurers, in the order of their seniority, or the Secretary, acting as an Assistant Treasurer, shall, in the absence or Disability of the Treasurer, perform the duties and exercise the powers of the Treasurer. In addition, each Assistant Treasurer shall perform such other duties and have such other powers, if any, as the Board may from time to time prescribe.

(b) An Assistant Treasurer may be, but is not required to be, a Regular Director. Unless such officer is a Regular Director, he or she shall not have the right to vote on matters affecting the Corporation.

SECTION 6.11. *Duties of the Secretary.*

(a) The Secretary shall (i) keep the minutes of the meetings of the Board in one or more books provided for that purpose; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by Applicable Law; (iii) be the custodian of the corporate records of the Corporation; and

(iv) in general, perform all duties incident to the office of Secretary.

(b) The Secretary may be, but is not required to be, a Regular Director. Unless such officer is a Regular Director, he or she shall not have the right to vote on matters affecting the Corporation.

SECTION 6.12. *Duties of the Assistant Secretaries.*

(a) The Assistant Secretaries, in the order of their seniority, or the Treasurer, acting as an Assistant Secretary, shall, in the absence or Disability of the Secretary, perform the duties and exercise the powers of the Secretary. In addition, each Assistant Secretary shall perform such other duties and have such other powers, if any, as the Board may from time to time prescribe.

(b) An Assistant Secretary may be, but is not required to be, a Regular Director. Unless such officer is a Regular Director, he or she shall not have the right to vote on matters affecting the Corporation.

SECTION 6.13. *Compensation and Reimbursement of Officers.*

(a) With the exceptions of the Founding Chairman and the Founding President, each of whom shall serve without compensation, each officer of the Corporation (i) may receive such reasonable compensation, if any, as the Board may specify from time to time in respect of such officer and (ii) shall not be prevented from receiving such compensation from the Corporation solely by reason of his or her also serving as a Regular Director.

(b) Each officer of the Corporation shall be entitled to be reimbursed for those reasonable expenses that he or she incurs in pursuing the interests of the Corporation.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

SECTION 7.01. *Contracts.*

The Board may authorize any officer or officers or agent or agents of the Corporation, in addition to the officers so authorized by this Agreement, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or may be confined to a specific instance.

SECTION 7.02. *Checks, Drafts, or Orders for Payment.*

(a) During the Founders Era, all checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation in excess of \$5,000 shall be signed by the Founding Chairman or by the Founding President or by the Treasurer or such other officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

(b) During the Succeeding Era, all checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation in excess of \$5,000 shall be signed by the Chairman or by the President or by the Treasurer or such other officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

(c) During both the Founders Era and the Succeeding Era, all checks less than or equal to \$5,000 may be signed by such officer as shall be specified from time to time by the Board, *provided that* the check in question relates to and is consistent with a budget item previously approved by the Board.

SECTION 7.03. *Deposits.*

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

SECTION 7.04. *Gifts.*

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Corporation. Similarly, the Board may reject any contribution, gift, bequest, or devise that the Board determines to be not in the best interest of the Corporation.

SECTION 7.05. *Exercise of Investment Authority.*

The Board shall exercise ordinary business care and prudence under the facts and circumstances prevailing at the time of the action or decision in the administration of its powers to fund grants or scholarships with capital derived from the investment appreciation in the investments of the Corporation, to make and retain investments, and to delegate investment management of corporate funds. In so doing, the Board shall consider long-term and short-term needs of the Corporation in carrying out its purposes, its present and anticipated financial requirements, expected total return on its investment, price level trends, and general economic conditions.

SECTION 7.06. *Fiscal Agents.*

The Corporation may designate such fiscal agents, investment advisors, and custodians as the Board may from time to time select by resolution. The Board may at any time, with or without cause, discontinue the use of the services of any such fiscal agent, investment advisor, or custodian.

ARTICLE VIII

INDEMNIFICATION AND INSURANCE

SECTION 8.01. *Right to Indemnification.*

(a) Each Person who was or is made a party to or is threatened to be made a party to or is involved in any Proceeding or any appeal of a Proceeding, or any inquiry or investigation that could lead to a Proceeding, by reason of the fact that he or she or a Person of whom he or she is the legal representative, is or was a Director or an officer of the Corporation, or while a Director or an officer of the Corporation is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, manager, trustee, employee, agent, or similar functionary of another foreign or domestic Person, shall be indemnified by the Corporation to the fullest extent authorized by the Texas Business Organizations Code, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorneys' fees) actually incurred by such Person in connection with a Proceeding, *provided that* if the Proceeding was brought by or in behalf of the Corporation, the indemnification shall be limited to reasonable expenses actually incurred or suffered by such Person in connection therewith.

(b) Indemnification under these Bylaws shall continue as to a Person who has ceased to serve in the capacity that initially entitled such Person to indemnity hereunder. In no case, however, shall the Corporation indemnify any Person, or the legal representatives of any Person, with respect to any matters either (i) as to which such Person shall be finally adjudged in any such Proceeding to be liable on the basis that personal benefit resulted from an action taken in such Person's official capacity, or (ii) in which such Person is found liable to the Corporation,

or (ii) to the extent prohibited under §4941 of the Internal Revenue Code and the Treasury Regulations, rulings, and cases thereunder.

SECTION 8.02. *Advance Payment.*

An Indemnified Person's right to indemnification conferred in this Article VIII shall include the right to be paid or reimbursed by the Corporation for the reasonable expenses incurred by an Indemnified Person who was, is, or is threatened to be made a named defendant or respondent in a Proceeding in advance of the final disposition of the Proceeding; *provided, however*, that the payment of such expenses incurred by an Indemnified Person in advance of the final disposition of a Proceeding shall be made only upon delivery to the Corporation of a written affirmation by such Indemnified Person of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under this Article VIII and a written undertaking by or on behalf of such Indemnified Person to repay all amounts so advanced if it shall ultimately be determined that such Indemnified Person is not entitled to be indemnified under this Article VIII or otherwise.

SECTION 8.03. *Appearance as a Witness.*

Notwithstanding any other provision of this Article VIII, the Corporation may pay or reimburse expenses incurred by an Indemnified Person in connection with his or her appearance as a witness or other participation in a Proceeding at a time when he or she is not a named defendant or respondent in the Proceeding.

SECTION 8.04. *Non-exclusivity of Rights.*

The right to indemnification and to the advancement and payment of expenses conferred in this Article VIII shall not be exclusive of any other right that an Indemnified Person may have

or hereafter acquire under any Applicable Law, agreement, or vote of disinterested Directors.

SECTION 8.05. *Insurance.*

The Corporation may purchase and maintain insurance, at its expense, to protect itself or any Indemnified Person against any expense, liability, or loss under this Article VIII, whether or not the Corporation would have the power to indemnify such Person against such expense, liability, or loss.

SECTION 8.06. *Savings Clause.*

If this Article VIII or any portion of it shall be invalidated on any on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify and hold harmless each Indemnified Person as to costs, charges, and expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement with respect to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, to the fullest extent permitted by any applicable portion of this Article VIII that shall not have been invalidated and to the fullest extent permitted by Applicable Law.

ARTICLE IX

MISCELLANEOUS

SECTION 9.01. *Books and Records.*

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and of those Board committees, if any, that have any authority to bind the Corporation.

SECTION 9.02. *Fiscal Year.*

The fiscal year of the Corporation shall end on December 31 of each year.

SECTION 9.03. *Power to Alter, Amend, or Repeal these Bylaws.*

(a) During the Founders Era, these Bylaws may be altered, amended, or repealed only with the written consent of each of the then-serving Founding Directors.

(b) During the Succeeding Era, these Bylaws may be altered, amended, amended, or repealed by the affirmative vote of at least eighty percent of the Regular Directors at a meeting at which a quorum is present, *provided that* the proposed alteration, amendment, or repeal has been set forth in the notice of such meeting.

SECTION 9.04. *Governing Law; Severability.*

(a) These Bylaws are governed by and shall be construed in accordance with the laws of the State of Texas without giving effect to any principles that would require the application of the substantive internal laws of any other jurisdiction.

(b) Every provision of these Bylaws is intended to be severable. If any such provision or its application to any Person or circumstance is held invalid, illegal, or unenforceable to any extent, the remainder of these Bylaws and the application of that provision to other Persons or circumstances shall not be affected, and that provision shall be enforced to the greatest extent permitted by law. If any term or provision hereof is invalid, illegal, or unenforceable for any reason whatsoever, such invalidity, illegality, or unenforceability shall not affect the validity, legality, or enforceability of the remainder of these Bylaws.