

Return of Organization Exempt From Income Tax

2011

Department of the Treasury Internal Revenue Service

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

Open to Public Inspection

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

A For the 2011 calendar year, or tax year beginning JUL 1, 2011 and ending JUN 30, 2012

Form sections B through L: B Name of organization (ADOPT A FAMILY OF THE PALM BEACHES, INC.), D Employer identification number (59-2471253), E Telephone number (561-253-1361), G Gross receipts (\$7,627,101), H(a) Is this a group return for affiliates? (No), H(b) Are all affiliates included? (No), I Tax-exempt status (501(c)(3)), J Website (WWW.ADOPTAFAMILY.PBC.ORG/), K Form of organization (Corporation), L Year of formation (1984), M State of legal domicile (FL)

Part I Summary

Table with 3 columns: Description, Prior Year, Current Year. Rows include: 1-7a Activities & Governance, 8-12 Revenue, 13-19 Expenses, 20-22 Net Assets or Fund Balances.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Signature block fields: Sign Here (Signature of officer: TEQUISHA MYLES, ESQ., PRESIDENT), Paid Preparer (Name: DAVID J. THOMAS, Signature: David J. Thomas CPA, Date: 5/7/2013, Firm: HOLYFIELD & THOMAS, LLC, Address: 125 BUTLER STREET, WEST PALM BEACH, FL 33407, EIN: 65-1083521, Phone: (561) 689-6000)

May the IRS discuss this return with the preparer shown above? (see instructions) [X] Yes [] No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission:
ADOPT-A-FAMILY IS DEDICATED TO RESTORING FAMILIES IN CRISIS TO STABILITY AND SELF-SUFFICIENCY BY PROVIDING ACCESS TO ALL-ENCOMPASSING SERVICES TO FAMILIES AND THEIR CHILDREN.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [X] Yes [] No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 2,820,348. including grants of \$ 2,673,047.) (Revenue \$ 4,419.)
NEIGHBORHOOD STABILIZATION PROGRAM 2 (NSP2) WAS ESTABLISHED TO STABILIZE NEIGHBORHOODS WHOSE VIABILITY HAS BEEN AND CONTINUES TO BE DAMAGED BY THE NEGATIVE ECONOMIC EFFECTS OF PROPERTIES THAT HAVE BEEN FORECLOSED UPON AND ABANDONED. THE ORGANIZATION, IN CONJUNCTION WITH THE LAKE WORTH COMMUNITY REDEVELOPMENT AGENCY (CRA) AND OTHER CONSORTIUM PARTNERS, PLAN TO PURCHASE AND REHABILITATE 50 UNITS OF FORECLOSED PROPERTIES WITHIN LAKE WORTH UNTIMATELY RENTING/SELLING THE HOMES TO INCOME-QUALIFIED HOUSEHOLDS.

4b (Code:) (Expenses \$ 578,169. including grants of \$ 304,176.) (Revenue \$)
THE PROJECT UPLIFT PROGRAM PROVIDES SHORT-TERM (UP TO THREE MONTHS) ASSISTANCE TO FAMILIES WITH CHILDREN WHO ARE AT RISK OF BEING HOMELESS. THE PROGRAM TARGETS FAMILIES EXPERIENCING A SITUATIONAL CRISIS SUCH AS A JOB LAYOFF, UNEMPLOYMENT, ILLNESS OR DIVORCE. THOSE ENTERING THE PROGRAM ARE TAUGHT PROBLEM-SOLVING SKILLS AND HOW TO FIND SOLUTIONS FOR PROBLEMS BASED ON AVAILABLE IDENTIFIABLE RESOURCES.

4c (Code:) (Expenses \$ 553,299. including grants of \$ 259,193.) (Revenue \$)
RAPID RE-HOUSING IS A FEDERALLY FUNDED PROGRAM UNDER TITLE XII OF THE AMERICAN RECOVERY AND REINVESTMENT ACT OF 2009 ("ARRA"). THE GOAL IS TO ASSIST THOSE EXPERIENCING HOMELESSNESS TO BE QUICKLY RE-HOUSED AND STABILIZED. PRIORITY IS GIVEN TO HOUSEHOLDS RESIDING IN EMERGENCY SHELTERS AND TRANSITIONAL HOUSING. A KEY GOAL FOR RAPID RE-HOUSING IS TO SHORTEN THE LENGTH OF STAY IN A SHELTER. HOMELESS HOUSING PROVIDERS IDENTIFY INDIVIDUALS AND FAMILIES THAT CAN BENEFIT FROM THIS PROGRAM. THESE HOUSEHOLDS ARE: HOMELESS EMPLOYED OR HAVE OTHER SOURCE OF INCOME TO SUSTAIN, EARNING LESS THAN 50% OF AREA MEDIAN INCOME AND NOT IN NEED OF PERMANENT SUPPORTIVE HOUSING. INDIVIDUALS AND FAMILIES ENTERING THE PROGRAM IMMEDIATELY BEGIN WORKING WITH A HOUSING SPECIALIST IN AN EFFORT TO IDENTIFY SAFE, AFFORDABLE HOUSING. PARTICIPANTS WORK CLOSELY

4d Other program services (Describe in Schedule O.)
(Expenses \$ 1,680,792. including grants of \$ 360,429.) (Revenue \$ 242,836.)

4e Total program service expenses 5,632,608.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
14a Did the organization maintain an office, employees, or agents outside of the United States?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b <i>If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?</i>	<input type="checkbox"/>	<input type="checkbox"/>

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	X	
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	X	
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	X	
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Table with columns for question numbers (1a-14b), Yes/No checkboxes, and numerical answers (e.g., 6, 0, 54). Includes questions about Form 1096, Form W-2G, Form W-3, and various tax compliance requirements.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
1a	23		
b	Enter the number of voting members included in line 1a, above, who are independent		
1b	23		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a		X
b		
10b		
11a	X	
b		
11a	X	
b	X	
12a	X	
b	X	
12b	X	
c	X	
12c	X	
13	X	
14	X	
15		
a	X	
b	X	
15a	X	
b	X	
15b	X	
16a		X
b		
16a		X
b		
16b		

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed **FL**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **WENDY TIPPETT - 561-253-1361**
1712 SECOND AVE. NORTH, LAKE WORTH, FL 33460

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's **five current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) TEQUILSHA Y. MYLES PRESIDENT	1.00	X		X			0.	0.	0.	
(2) RICHARD P. RIBEK 1ST VICE PRESIDENT	1.00	X		X			0.	0.	0.	
(3) MICHAEL ST. JACQUES 2ND VICE PRESIDENT	1.00	X		X			0.	0.	0.	
(4) LINDA REICHEL SECRETARY	1.00	X		X			0.	0.	0.	
(5) CHRIS OBERLINK TREASURER	1.00	X		X			0.	0.	0.	
(6) JOHN CASTRONUOVO PAST PRESIDENT	1.00	X					0.	0.	0.	
(7) NANCY GOLDER MEMBER-AT-LARGE	1.00	X					0.	0.	0.	
(8) SEAN BRESNAN MEMBER	1.00	X					0.	0.	0.	
(9) JOHN DEESE MEMBER	1.00	X					0.	0.	0.	
(10) HEATHER FERGUSON MEMBER	1.00	X					0.	0.	0.	
(11) MARI FRANKEL MEMBER	1.00	X					0.	0.	0.	
(12) SUZANNE FRISBIE MEMBER	1.00	X					0.	0.	0.	
(13) RUTH HENNESSY MEMBER	1.00	X					0.	0.	0.	
(14) ROGER JORN MEMBER	1.00	X					0.	0.	0.	
(15) WENDY LABBETT MEMBER	1.00	X					0.	0.	0.	
(16) JAMES LARSCHAN MEMBER	1.00	X					0.	0.	0.	
(17) KAELA LERNER MEMBER	1.00	X					0.	0.	0.	

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) JOHN MARASCO MEMBER	1.00	X					0.	0.	0.	
(19) JAY MARCUS MEMBER	1.00	X					0.	0.	0.	
(20) LINDA MURPHY MEMBER	1.00	X					0.	0.	0.	
(21) GARTH ROSENKRANCE MEMBER	1.00	X					0.	0.	0.	
(22) DEBORAH ROUSE MEMBER	1.00	X					0.	0.	0.	
(23) ANDRE VARONA MEMBER	1.00	X					0.	0.	0.	
(24) WENDY A. TIPPETT CHIEF EXECUTIVE OFF.	40.00			X			123,282.	0.	8,832.	
(25) DEANNA ROGERS CHIEF FINANCIAL OFF.	40.00			X			78,844.	0.	7,941.	
(26) COREY O'GORMAN CHIEF OPERATING OFF.	40.00			X			90,012.	0.	0.	
1b Sub-total							292,138.	0.	16,773.	
c Total from continuation sheets to Part VII, Section A							207,156.	0.	18,218.	
d Total (add lines 1b and 1c)							499,294.	0.	34,991.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **1**

- 3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual **X**
- 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual **X**
- 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person **X**

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

SEE PART VII, SECTION A CONTINUATION SHEETS

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a	425,412.					
	b Membership dues	1b						
	c Fundraising events	1c	173,187.					
	d Related organizations	1d						
	e Government grants (contributions)	1e	5,783,736.					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	607,745.					
	g Noncash contributions included in lines 1a-1f: \$		40,182.					
	h Total. Add lines 1a-1f			6,990,080.				
Program Service Revenue	2 a HOUSING PROGRAM RENTS	Business Code	531110	247,255.	247,255.			
	b							
	c							
	d							
	e							
	f All other program service revenue							
	g Total. Add lines 2a-2f			247,255.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			367.			367.	
	4 Income from investment of tax-exempt bond proceeds							
	5 Royalties							
	6 a Gross rents	(i) Real	(ii) Personal					
		b Less: rental expenses						
		c Rental income or (loss)						
		d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other					
		b Less: cost or other basis and sales expenses						
		c Gain or (loss)						
		d Net gain or (loss)						
	8 a Gross income from fundraising events (not including \$ 173,187. of contributions reported on line 1c). See Part IV, line 18	a		373,989.				
		b Less: direct expenses	b	154,211.				
		c Net income or (loss) from fundraising events			219,778.			219,778.
	9 a Gross income from gaming activities. See Part IV, line 19	a						
b Less: direct expenses		b						
c Net income or (loss) from gaming activities								
10 a Gross sales of inventory, less returns and allowances	a							
	b Less: cost of goods sold	b						
	c Net income or (loss) from sales of inventory							
Miscellaneous Revenue			Business Code					
11 a OTHER INCOME		900099	15,410.			15,410.		
b								
c								
d All other revenue								
e Total. Add lines 11a-11d			15,410.					
12 Total revenue. See instructions.			7,472,890.	247,255.	0.	235,555.		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	3,596,845.	3,596,845.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	558,977.	435,896.	48,729.	74,352.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	779,951.	605,777.	68,173.	106,001.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	13,974.	11,343.	1,185.	1,446.
9 Other employee benefits	134,300.	109,011.	11,393.	13,896.
10 Payroll taxes	117,517.	94,273.	9,481.	13,763.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	27,250.	20,768.	2,321.	4,161.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	66,442.	50,637.	5,659.	10,146.
12 Advertising and promotion	598.	598.		
13 Office expenses	20,201.	15,175.	2,088.	2,938.
14 Information technology				
15 Royalties				
16 Occupancy	133,881.	123,890.	5,959.	4,032.
17 Travel	19,312.	17,552.	580.	1,180.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	25,511.	11,564.	13,947.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	302,014.	294,581.	4,630.	2,803.
23 Insurance	105,599.	86,391.	8,306.	10,902.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a BUILDING MAINTENANCE	97,147.	97,147.		
b TELEPHONE	24,481.	24,481.		
c OTHER EXPENSES	22,283.		22,283.	
d FOOD SERVICE	16,564.	16,564.		
e All other expenses	46,698.	20,115.	16,296.	10,287.
25 Total functional expenses. Add lines 1 through 24e	6,109,545.	5,632,608.	221,030.	255,907.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	168.	1	106,968.
	2	Savings and temporary cash investments	358,870.	2	298,696.
	3	Pledges and grants receivable, net	384,727.	3	393,274.
	4	Accounts receivable, net	10,651.	4	17,036.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0.	5	15,600.
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	55,324.	9	52,861.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 5,253,955.		
	b	Less: accumulated depreciation	10b 2,414,178.	10c	2,839,777.
	11	Investments - publicly traded securities	750.	11	0.
	12	Investments - other securities. See Part IV, line 11		12	
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11	3,827,040.	15	4,810,104.
16	Total assets. Add lines 1 through 15 (must equal line 34)	7,634,630.	16	8,534,316.	
Liabilities	17	Accounts payable and accrued expenses	109,528.	17	174,183.
	18	Grants payable		18	
	19	Deferred revenue	154,140.	19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0.	22	0.
	23	Secured mortgages and notes payable to unrelated third parties	1,037,211.	23	567,134.
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	49,328.	25	145,231.
	26	Total liabilities. Add lines 17 through 25	1,350,207.	26	886,548.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	4,412,647.	27	4,719,595.
	28	Temporarily restricted net assets	1,871,776.	28	2,928,173.
	29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
33	Total net assets or fund balances	6,284,423.	33	7,647,768.	
34	Total liabilities and net assets/fund balances	7,634,630.	34	8,534,316.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	7,472,890.
2	Total expenses (must equal Part IX, column (A), line 25)	2	6,109,545.
3	Revenue less expenses. Subtract line 2 from line 1	3	1,363,345.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	6,284,423.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	0.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	7,647,768.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
2b	Were the organization's financial statements audited by an independent accountant?	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	X	
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	X	

Form 990 (2011)

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	2651917.	2871807.	3137271.	5031223.	6990080.	20682298.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge ...						
4 Total. Add lines 1 through 3	2651917.	2871807.	3137271.	5031223.	6990080.	20682298.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						7,282.
6 Public support. Subtract line 5 from line 4.						20675016.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	2651917.	2871807.	3137271.	5031223.	6990080.	20682298.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...	5,324.	1,870.	946.	672.	367.	9,179.
9 Net income from unrelated business activities, whether or not the business is regularly carried on ...						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	7,960.	130,275.	7,474.	33,280.	15,410.	194,399.
11 Total support. Add lines 7 through 10						20885876.
12 Gross receipts from related activities, etc. (see instructions)					12	2,287,666.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	98.99 %
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	98.06 %
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>	
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

ADOPT A FAMILY OF THE PALM BEACHES, INC.

Employer identification number
59-2471253

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

Yes No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b Assets included in Form 990, Part X

▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

	Amount
1c	Beginning balance
1d	Additions during the year
1e	Distributions during the year
1f	Ending balance

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a	Beginning of year balance				
b	Contributions				
c	Net investment earnings, gains, and losses				
d	Grants or scholarships				
e	Other expenditures for facilities and programs				
f	Administrative expenses				
g	End of year balance				

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment _____ %
- b Permanent endowment _____ %
- c Temporarily restricted endowment _____ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations _____
- (ii) related organizations _____

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? _____

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		561,775.		561,775.
b Buildings		4,033,189.	1,916,282.	2,116,907.
c Leasehold improvements				
d Equipment		527,722.	402,764.	124,958.
e Other		131,269.	95,132.	36,137.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				2,839,777.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) SECURITY DEPOSITS	6,768.
(2) NSP2 HOMES	2,778,702.
(3) CLT-LAND	296,669.
(4) CLT-BUILDING	1,727,965.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	4,810,104.

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) REFUNDABLE RENTAL DEPOSITS	71,831.
(3) LEASE OBLIGATIONS	69,300.
(4) NSP2 REFUNDABLE DEPOSITS	4,100.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	145,231.

FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	7,472,890.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	6,109,545.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	1,363,345.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	1,363,345.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	7,627,101.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	154,211.
e	Add lines 2a through 2d	2e	154,211.
3	Subtract line 2e from line 1	3	7,472,890.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	7,472,890.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	6,263,756.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	154,211.
e	Add lines 2a through 2d	2e	154,211.
3	Subtract line 2e from line 1	3	6,109,545.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	6,109,545.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2: THE ORGANIZATION ADOPTED FASB ASC 740-10-00,

"ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES." THIS PRONOUNCEMENT SEEKS TO REDUCE THE DIVERSITY IN PRACTICE ASSOCIATED WITH CERTAIN ASPECTS OF MEASUREMENT AND RECOGNITION IN ACCOUNTING FOR INCOME TAXES. IT PRESCRIBES A RECOGNITION THRESHOLD AND MEASUREMENT ATTRIBUTE FOR FINANCIAL STATEMENT RECOGNITION AND MEASUREMENT OF A TAX POSITION WHICH AN ENTITY TAKES OR EXPECTS TO TAKE IN A TAX RETURN. AN ENTITY MAY ONLY RECOGNIZE OR CONTINUE TO RECOGNIZE TAX POSITIONS WHICH MEET A "MORE LIKELY THAN NOT" THRESHOLD.

Part XIV Supplemental Information (continued)

THE ORGANIZATION ASSESSES ITS INCOME TAX POSITIONS BASED ON MANAGEMENT'S EVALUATION OF THE FACTS, CIRCUMSTANCES AND INFORMATION AVAILABLE AT THE REPORTING DATE. THE ORGANIZATION USES THE PRESCRIBED "MORE LIKELY THAN NOT" THRESHOLD WHEN MAKING ITS ASSESSMENT. AT ADOPTION, THE ORGANIZATION DID NOT RECORD ANY CUMULATIVE EFFECT ADJUSTMENT, AND THE ORGANIZATION DID NOT ACCRUE ANY INTEREST EXPENSE OR PENALTIES RELATED TO TAX POSITIONS. THERE ARE CURRENTLY NO OPEN FEDERAL OR STATE TAX YEARS UNDER AUDIT.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL FUNDRAISING EVENTS EXPENSES 154,211.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL FUNDRAISING EVENTS EXPENSES 154,211.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))	
		TREE LIGHTING (event type)	OTHER (event type)	NONE (total number)		
Revenue	1	Gross receipts	356,526.	190,650.		547,176.
	2	Less: Charitable contributions	54,000.	119,187.		173,187.
	3	Gross income (line 1 minus line 2)	302,526.	71,463.		373,989.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs				
	7	Food and beverages				
	8	Entertainment				
	9	Other direct expenses	51,809.	102,402.		154,211.
	10	Direct expense summary. Add lines 4 through 9 in column (d)				(154,211)
	11	Net income summary. Combine line 3, column (d), and line 10				219,778.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1	Gross revenue			
Direct Expenses	2	Cash prizes			
	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
	7	Direct expense summary. Add lines 2 through 5 in column (d)			()
	8	Net gaming income summary. Combine line 1, column d, and line 7			

9 Enter the state(s) in which the organization operates gaming activities: _____

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain: _____

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:
- | | | |
|------------|--|---|
| 13a | | % |
| 13b | | % |
- a The organization's facility
- b An outside facility
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

- Director/officer Employee Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
PROGRAM ACCOMPLISHMENT-RAPID REHOUSING	749	259,193.	0.		
PROGRAM ACCOMPLISHMENT-PROJECT SAFE	129	48,691.	0.		
PROGRAM ACCOMPLISHMENT-PROJECT UPLIFT	589	304,176.	0.		
PROGRAM ACCOMPLISHMENT-FAMILY EMPOWERMENT	348	17,410.	0.		
PROGRAM ACCOMPLISHMENT-BRIDGES TO SUCCESS	44	201,582.	0.		

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

SCHEDULE I, PART I, LINE 2: OUR HOMELESS HOUSING PROVIDERS WILL IDENTIFY INDIVIDUALS AND FAMILIES THAT CAN BENEFIT FROM THESE PROGRAMS. THESE PERSONS ARE HOMELESS, EMPLOYED OR HAVE OTHER SOURCES OF INCOME TO SUSTAIN MINIMAL LIVING STANDARDS. THEIR EARNINGS ARE LESS THAN 50% OF AREA MEDIAN INCOME AND NOT IN NEED OF PERMANENT SUPPORTIVE HOUSING.

INDIVIDUALS AND FAMILIES ENTERING THE PROGRAM IMMEDIATELY BEGIN WORKING WITH A HOUSING SPECIALIST IN AN EFFORT TO IDENTIFY SAFE, AFFORDABLE HOUSING. PARTICIPANTS WORK CLOSELY WITH A FAMILY ADVOCATE WHO HELPS

Part III Continuation of Grants and Other Assistance to Individuals in the United States (Schedule I (Form 990), Part III.)

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
PROGRAM ACCOMPLISHMENT-SERVICE ENRICHED HOUSING	93	743	0		
PROGRAM ACCOMPLISHMENT-PLACE CALLED HOME	32	82,657	0		
PROGRAM ACCOMPLISHMENT-NSP2	40	2,673,047	0		

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

Name of the organization

ADOPT A FAMILY OF THE PALM BEACHES, INC.

Employer identification number

59-2471253

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods	X		40,182.	THRIFT STORE VALUE
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ ()				
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement 29

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?		X
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2011)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization

ADOPT A FAMILY OF THE PALM BEACHES, INC.

Employer identification number

59-2471253

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

PROVIDING ACCESS TO ALL-ENCOMPASSING SERVICES TO FAMILIES AND THEIR
CHILDREN.

FORM 990, PART III, LINE 2, NEW PROGRAM SERVICES:

NEIGHBORHOOD STABILIZATION PROGRAM 2 (NSP2) WAS ESTABLISHED TO
STABILIZE NEIGHBORHOODS WHOSE VIABILITY HAS BEEN AND CONTINUES TO BE
DAMAGED BY THE NEGATIVE ECONOMIC EFFECTS OF PROPERTIES THAT HAVE BEEN
FORECLOSED UPON AND ABANDONED. (CONTINUED IN "ACCOMPLISHMENT #1).

FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS:

WITH A FAMILY ADVOCATE WHO HELPS IDENTIFY ANY BARRIERS TO SUSTAINING
HOUSING.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

THE PROJECT S.A.F.E. PROGRAM PROVIDES TRANSITIONAL HOUSING AND SUPPORT
SERVICES (FOR UP TO 24 MONTHS) TO HOMELESS FAMILIES AND THEIR CHILDREN.
SUPPORT SERVICES PROVIDED FOR EACH FAMILY INCLUDE BUDGETING, CASE
MANAGEMENT, JOB TRAINING, DAYCARE ASSISTANCE, SUPPORT GROUPS, FAMILY
AND INDIVIDUAL COUNSELING AND AN AFTER-SCHOOL/OUT-OF-SCHOOL PROGRAM FOR
SCHOOL-AGED CHILDREN.

EXPENSES \$ 530,811. INCLUDING GRANTS OF \$ 48,691. REVENUE \$ 40,746.

THE SERVICE ENRICHED HOUSING PROGRAM OFFERS HOUSING TO LOW-INCOME,
WORKING-POOR FAMILIES WHO WISH TO MOVE INTO HOME OWNERSHIP WITHIN TWO
YEARS. THE PROGRAM OFFERS A CREDIT REPAIR PLAN, FIRST TIME HOMEBUYERS

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

Schedule O (Form 990 or 990-EZ) (2011)

132211
01-23-12

Name of the organization

ADOPT A FAMILY OF THE PALM BEACHES, INC.

Employer identification number

59-2471253

CLASSES AND SUPPORT SERVICES. RENT IS CALCULATED BASED AT 30% OF THE FAMILY'S GROSS INCOME, AND ANY ADDITIONAL AMOUNT PAID ABOVE \$400 IS PLACED IN ESCROW TO BE USED FOR A CREDIT REPAIR OR HOME OWNERSHIP WHEN THEY LEAVE THE ADOPT-A-FAMILY PROGRAM.

EXPENSES \$ 342,205. INCLUDING GRANTS OF \$ 658. REVENUE \$ 138,996.

PROJECT GROW IS AN AFTER-SCHOOL AND OUT-OF-SCHOOL PROGRAM FOR CHILDREN WHO RESIDE AT PROJECT S.A.F.E. AND SERVICE ENRICHED HOUSING WITH THE PRIMARY GOAL TO BRING THEIR EDUCATION AND SKILL LEVELS UP TO PAR WITH THEIR PEERS. IN ADDITION, THIS PROGRAM ALSO TEACHES EMOTIONAL, CULTURAL AND SOCIAL SKILLS WHILE PROVIDING A SAFE HAVEN TO CHILDREN WHO HAVE HAD NONE.

EXPENSES \$ 319,141. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

THE BRIDGES PROGRAM, WHICH BEGAN IN 2008, COMBINES THE GOAL OF PROVIDING UNIVERSAL ACCESS TO SERVICES WITH THE IDEA OF ONE-STOP-SHOPPING BY PROVIDING FAMILIES ACCESS TO ALL THE SERVICES THEY NEED AT A MUCH FASTER RATE. SERVICE RECIPIENTS ARE ASSIGNED A CASE MANAGER WHO OVERSEES AND COORDINATES ALL CARE. THE PROGRAM FOCUSES ON ASSISTING EACH CLIENT TO ACHIEVE GREATER INDEPENDENCE AND SELF-SUFFICIENCY WHILE PROMOTING THE HEALTH AND WELL-BEING OF THE CLIENT AND FAMILY. BRIDGES IS A COLLABORATIVE EFFORT OF SEVERAL NOT-FOR-PROFIT, GOVERNMENTAL, AND HEALTHCARE AGENCIES AND SERVICES FOR RESIDENTS OF PALM BEACH COUNTY.

EXPENSES \$ 201,844. INCLUDING GRANTS OF \$ 201,582. REVENUE \$ 0.

A PLACE CALLED HOME IS A PERMANENT HOUSING PROGRAM FOR PERSONS WITH DISABILITIES. FAMILIES ARE PLACED IN HOUSES OR APARTMENTS LOCATED IN

Name of the organization

ADOPT A FAMILY OF THE PALM BEACHES, INC.

Employer identification number

59-2471253

LAKE WORTH, FLORIDA. THE PROGRAM ENABLES SPECIAL NEEDS FAMILIES TO LIVE AS INDEPENDENTLY AS POSSIBLE. FAMILIES RECEIVE INTENSIVE IN-HOME CASE MANAGEMENT AND SUPPORTIVE SERVICES. THERE ARE EIGHT FAMILIES BEING SERVED BY THE PROGRAM.

EXPENSES \$ 118,940. INCLUDING GRANTS OF \$ 82,657. REVENUE \$ 7,444.

THE FAMILY EMPOWERMENT PROGRAM LINKS FAMILIES WHO ARE EXPERIENCING FINANCIAL DIFFICULTIES THROUGH NO FAULT OF THEIR OWN WITH [ADOPTERS] SUCH AS BUSINESSES, SERVICE CLUBS, CHURCHES AND PRIVATE INDIVIDUALS WHO SUPPORT THE FAMILY EMOTIONALLY AND ASSIST FINANCIALLY FOR A PERIOD OF ONE YEAR. DURING THE ONE-YEAR PERIOD, THE FAMILIES COMPLETE FAMILY ACTION PLANS, DEVELOPED WITH THEIR CASEWORKERS, WHICH LEAD TO SELF-SUFFICIENCY.

EXPENSES \$ 17,458. INCLUDING GRANTS OF \$ 17,410. REVENUE \$ 0.

THE ORGANIZATION IS OPERATING A COMMUNITY LAND TRUST PROGRAM, WHICH HOLDS REAL ESTATE FOR THE PURPOSE OF MAKING HOUSING AVAILABLE TO RESIDENTS WHO CANNOT OTHERWISE AFFORD IT WHILE PROVIDING BENEFITS TO THE LOCAL COMMUNITY. THE LAND IS HELD PERMANENTLY BY THE ORGANIZATION TO ENSURE PERPETUAL AFFORDABILITY; HOWEVER, THE HOMES ARE OWNED BY THOSE WHO LIVE IN THEM.

EXPENSES \$ 140,986. INCLUDING GRANTS OF \$ 0. REVENUE \$ 6,075.

OTHER PROGRAMS, AND SERVICES.

EXPENSES \$ 9,407. INCLUDING GRANTS OF \$ 9,431. REVENUE \$ 49,575.

FORM 990, PART VI, SECTION B, LINE 11: THE ORGANIZATION'S CPA PREPARES THE RETURN AND PRESENTS IT TO THE BOARD OF DIRECTORS FOR APPROVAL PRIOR TO

Name of the organization

ADOPT A FAMILY OF THE PALM BEACHES, INC.

Employer identification number

59-2471253

FILING THE RETURN.

FORM 990, PART VI, SECTION B, LINE 12C: CONFLICTS OF INTEREST. IN THE
EVENT ANY DIRECTOR HAS A CONFLICT OF INTEREST WHICH MIGHT PROPERLY LIMIT
HIS/HER FAIR AND IMPARTIAL PARTICIPATION IN BOARD DELIBERATIONS OR
DECISIONS, SUCH DIRECTOR SHALL INFORM THE BOARD AS TO THE CIRCUMSTANCES OF
SUCH CONFLICT. IF THOSE CIRCUMSTANCES REQUIRE THE NON-PARTICIPATION OF THE
AFFECTED DIRECTOR, THE BOARD MAY REQUEST FROM THE DIRECTOR ANY APPROPRIATE
NON-CONFIDENTIAL INFORMATION WHICH MIGHT INFORM ITS DECISIONS. "CONFLICT
OF INTEREST," AS REFERRED TO HEREIN, SHALL INCLUDE BUT NOT BE LIMITED TO,
ANY TRANSACTION BY OR WITH THE CORPORATION IN WHICH A DIRECTOR HAS A DIRECT
OR INDIRECT PERSONAL INTEREST, OR ANY TRANSACTION IN WHICH A DIRECTOR IS
UNABLE TO EXERCISE IMPARTIAL JUDGMENT OR OTHERWISE ACT IN THE BEST
INTERESTS OF THE CORPORATION.

NO DIRECTOR SHALL CAST A VOTE, NOR TAKE PART IN THE FINAL DELIBERATION IN
ANY MATTER IN WHICH HE OR SHE, MEMBERS OF HIS OR HER IMMEDIATE FAMILY, OR
ANY ORGANIZATION TO WHICH SUCH DIRECTOR HAS ALLEGIANCE, HAS A PERSONAL
INTEREST WHICH MAY BE SEEN AS COMPETING WITH THE INTEREST OF THE
ORGANIZATION. ANY DIRECTOR WHO BELIEVES HE OR SHE MAY HAVE SUCH A CONFLICT
OF INTEREST SHALL SO NOTIFY THE BOARD PRIOR TO DELIBERATION ON THE MATTER
IN QUESTION, AND THE BOARD SHALL MAKE THE FINAL DETERMINATION AS TO WHETHER
ANY DIRECTOR HAS A CONFLICT OF INTEREST IN ANY MATTER. THE MINUTES OF THE
BOARD MEETING SHALL REFLECT DISCLOSURE OF ANY CONFLICT OF INTEREST AND THE
RECUSAL OF THE INTERESTED DIRECTOR.

FORM 990, PART VI, SECTION B, LINE 15: THE CEO AND EXECUTIVE COMMITTEE OF
THE BOARD ARE RESPONSIBLE FOR ESTABLISHING COMPENSATION FOR THE KEY
EMPLOYEES BASED ON PRIOR YEAR PERFORMANCE AND DATA COMPARING SIMILAR

132212
01-23-12

Schedule O (Form 990 or 990-EZ) (2011)

Name of the organization

ADOPT A FAMILY OF THE PALM BEACHES, INC.

Employer identification number

59-2471253

ORGANIZATIONS, REGION OF THE COUNTRY AND BUDGET CAPACITY. THE EXECUTIVE COMMITTEE AND FULL BOARD REVIEWS AND APPROVES THE ANNUAL BUDGET THAT INCLUDES BUDGETED INCREASES FOR THE REMAINDER OF THE STAFF. THE CEO THEN DETERMINES WHAT THE INDIVIDUAL SALARIES FOR THE STAFF WILL BE.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.

PART XII LINE 2C

AUDIT REPORT REVIEW PROCESS

THE AUDIT REPORT IS REVIEWED AT THE ANNUAL AUDIT REPORT REVIEW MEETING AS PRESENTED BY THE ORGANIZATION'S INDEPENDENT AUDITOR. THE PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR.

PAGE 1 LINE 6

VOLUNTEERS

THE NUMBER OF VOLUNTEERS (150) ARE IN ADDITION TO THE UNCOMPENSATED MEMBERS OF THE BOARD OF DIRECTORS.

Asset Number	Description of property							
	Date placed in service	Method/IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
	BUILDINGS							
2	LAND IMPROVEMENTS							
	010100	SL	15.00	16	27,424.		16,266.	3,582.
3	BUILDINGS							
	010100	SL	39.00	16	3,884,673.		1,697,023.	156,031.
4	BUILDING IMPROVEMENTS							
	010100	SL	39.00	16	68,215.		32,806.	9,218.
9	BUILDING IMPROVEMENTS							
	070111	SL	39.00	16	52,877.			1,356.
	* 990 PAGE 10 TOTAL BUILDINGS							
					4,033,189.	0.	1,746,095.	170,187.
	MACHINERY & EQUIPMENT							
5	FURNITURE & EQUIPMENT							
	010105	SL	7.00	16	423,772.		347,795.	34,179.
10	EQUIPMENT UNDER CAPITAL LEASE							
	070111	SL	7.00	16	103,950.			20,790.
	* 990 PAGE 10 TOTAL MACHINERY & EQUIPMENT							
					527,722.	0.	347,795.	54,969.
	LAND							
1	LAND							
	010100	L			561,775.			0.
	* 990 PAGE 10 TOTAL LAND							
					561,775.	0.	0.	0.
	OTHER							
6	VEHICLES							
	010110	SL	5.00	16	131,269.		89,846.	5,286.
	* 990 PAGE 10 TOTAL OTHER							
					131,269.	0.	89,846.	5,286.
	* 990 PAGE 10 TOTAL -							
					5,253,955.	0.	2,183,736.	230,442.
	BUILDINGS							
8	CLT-BUILDING							
	010105	SL	39.00	16	1,968,238.		168,701.	71,572.
	* 990 PAGE 10 TOTAL BUILDINGS							
					1,968,238.	0.	168,701.	71,572.
	LAND							
7	CLT-LAND							
	010100	L			296,669.			0.
	* 990 PAGE 10 TOTAL LAND							
					296,669.	0.	0.	0.
	* 990 PAGE 10 TOTAL -							
					2,264,907.	0.	168,701.	71,572.
	* GRAND TOTAL 990 PAGE 10 DEPR							
					7,518,862.	0.	2,352,437.	302,014.

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

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

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

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

		Enter filer's identifying number, see instructions	
Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or	
File by the due date for filing your return. See instructions.	ADOPT A FAMILY OF THE PALM BEACHES, INC.	<input checked="" type="checkbox"/> 59-2471253	
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)	
	1712 SECOND AVENUE NORTH	<input type="checkbox"/>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	LAKE WORTH, FL 33460		

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

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

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

WENDY TIPPETT

• The books are in the care of **1712 SECOND AVE. NORTH - LAKE WORTH, FL 33460**

Telephone No. **561-253-1361**

FAX No.

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **MAY 15, 2013**

5 For calendar year , or other tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return

Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION IN ORDER TO FILE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature

Title **PRESIDENT**

Date

Application for Extension of Time To File an Exempt Organization Return

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

If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

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

Type or print	Name of exempt organization or other filer, see instructions. ADOPT A FAMILY OF THE PALM BEACHES, INC.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 59-2471253
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 1712 SECOND AVENUE NORTH	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LAKE WORTH, FL 33460	

Enter the Return code for the return that this application is for (file a separate application for each return) **01**

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

WENDY TIPPETT

• The books are in the care of ▶ **1712 SECOND AVE. NORTH - LAKE WORTH, FL 33460**

Telephone No. ▶ **561-253-1361** FAX No. ▶ _____

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year _____ or
▶ tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**.

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

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

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

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

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

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

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

		Enter filer's identifying number, see instructions
Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return. See instructions.	ADOPT A FAMILY OF THE PALM BEACHES, INC.	<input checked="" type="checkbox"/> 59-2471253
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	1712 SECOND AVENUE NORTH	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	LAKE WORTH, FL 33460	

Enter the Return code for the return that this application is for (file a separate application for each return) **01**

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

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

WENDY TIPPETT

• The books are in the care of **1712 SECOND AVE. NORTH - LAKE WORTH, FL 33460**
 Telephone No. **561-253-1361** FAX No.

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

4 I request an additional 3-month extension of time until **MAY 15, 2013**.

5 For calendar year _____, or other tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION IN ORDER TO FILE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature *Leslie K. Meltzer* Title **CPA** Date **2/5/13**