

Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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.

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

10/01, 2017, and ending

09/30, 2018

Name of foundation PRESBYTERIAN HEALTH FOUNDATION		A Employer identification number 73-0709836
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions)
655 RESEARCH PARKWAY	500	(405) 319-8150
City or town, state or province, country, and ZIP or foreign postal code OKLAHOMA CITY, OK 73104-3603		C If exemption application is pending, check here. <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) ▶ \$ 190,543,721.	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.					
3 Interest on savings and temporary cash investments.	156.	156.			
4 Dividends and interest from securities	5,349,139.	5,349,139.			
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a	3,257,468.				
7 Capital gain or (loss) (from Part IV, line 2)			920,205.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
11 Gross profit or (loss) (attach schedule)					
12 Total. Add lines 1 through 11	2,030,151.	2,054,132.	1,972,987.		
13 Compensation of officers, directors, trustees, etc.	8,344,209.	8,323,632.	1,972,987.		
14 Other employee salaries and wages	202,878.	47,439.		155,439.	
15 Pension plans, employee benefits	242,780.	187,072.	168,503.	57,089.	
16a Legal fees (attach schedule) ATCH. 2	130,920.	65,445.	42,010.	71,448.	
b Accounting fees (attach schedule) ATCH. 3	10,430.	2,058.	2,058.	8,372.	
c Other professional fees (attach schedule) ATCH. 4	87,131.	24,013.	17,000.	63,118.	
17 Interest	467,998.	464,623.	66,409.	3,375.	
18 Taxes (attach schedule) (see instructions) ATCH. 5					
19 Depreciation (attach schedule) and depletion	147,787.	112,643.	112,446.	247.	
20 Occupancy	1,043,489.	674,086.	704,061.		
21 Travel, conferences, and meetings	460,111.	338,785.	325,305.	132,092.	
22 Printing and publications	20,607.	2,737.	752.	17,870.	
23 Other expenses (attach schedule) ATCH. 6	1,851.	185.		2,208.	
24 Total operating and administrative expenses. Add lines 13 through 23.	534,807.	282,493.	219,413.	302,880.	
25 Contributions, gifts, grants paid ATCH. 16	3,350,789.	2,201,579.	1,657,957.	814,138.	
26 Total expenses and disbursements. Add lines 24 and 25	8,344,747.			6,899,437.	
27 Subtract line 26 from line 12	11,695,536.	2,201,579.	1,657,957.	7,713,575.	
a Excess of revenue over expenses and disbursements	-3,351,327.				
b Net investment income (if negative, enter -0-)		6,122,053.			
c Adjusted net income (if negative, enter -0-)			315,030.		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		4,747,963.	4,092,768.	4,092,768.
	3	Accounts receivable ▶ 142,680.				
		Less allowance for doubtful accounts ▶		333,654.	142,680.	142,680.
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ *			2,803,605.	ATCH 7
		Less allowance for doubtful accounts ▶		3,046,342.	2,803,605.	2,803,605.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		105,652.	100,040.	100,040.
	10a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 7A		147,579,458.	151,406,138.	151,406,138.
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶ 7,530,276.				
	Less accumulated depreciation ▶ 155,400.		7,422,581.	7,374,876.	7,374,876.	
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶ ATCH 8)		25,364,867.	24,466,127.	24,623,614.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		188,600,517.	190,386,234.	190,543,721.	
Liabilities	17	Accounts payable and accrued expenses		177,049.	183,854.	
	18	Grants payable		4,842,463.	6,287,772.	
	19	Deferred revenue		51,226.	45,003.	
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ ATCH 9)		300,000.	300,000.	
23	Total liabilities (add lines 17 through 22)		5,370,738.	6,816,629.		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.				
	24	Unrestricted		183,229,779.	183,569,605.	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		183,229,779.	183,569,605.	
	31	Total liabilities and net assets/fund balances (see instructions)		188,600,517.	190,386,234.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	183,229,779.
2	Enter amount from Part I, line 27a.	2	-3,351,327.
3	Other increases not included in line 2 (itemize) ▶ ATCH 10	3	3,691,153.
4	Add lines 1, 2, and 3	4	183,569,605.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	183,569,605.

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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.)
1 a SEE PART IV SCHEDULE						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(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						
b						
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	920,205.	
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	0.	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	7,830,632.	158,943,123.	0.049267
2015	16,813,200.	155,334,122.	0.108239
2014	5,623,198.	161,336,115.	0.034854
2013	36,775,721.	153,459,606.	0.239644
2012	3,128,383.	89,909,044.	0.034795
2 Total of line 1, column (d)			2 0.466799
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 0.093360
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 169,574,394.
5 Multiply line 4 by line 3.			5 15,831,465.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 61,221.
7 Add lines 5 and 6.			7 15,892,686.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 7,932,063.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	122,441.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b.		2	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	122,441.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		4	0.
3 Add lines 1 and 2.		5	122,441.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2017 estimated tax payments and 2016 overpayment credited to 2017.	6a 73,186.		
b Exempt foreign organizations - tax withheld at source.	6b		
c Tax paid with application for extension of time to file (Form 8868).	6c 90,000.		
d Backup withholding erroneously withheld.	6d		
7 Total credits and payments. Add lines 6a through 6d.		7	163,186.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached.		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed.		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	40,745.
11 Enter the amount of line 10 to be Credited to 2018 estimated tax. 40,745. Refunded		11	

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?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. OK,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? 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

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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 ATCH 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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.PHFOKC.COM	X	
14 The books are in care of ► BEVERLY TRAVIS Telephone no ► (405) 319-8150 Located at ► 655 RESEARCH PARKWAY, STE. 500; OKLAHOMA CITY, OK ZIP+4 ► 73104-3603		
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		
16 At any time during calendar year 2017, 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 ►		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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ► <input type="checkbox"/>	1b	X
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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017)	3b	X
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 2017?	4b	X

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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		Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
5b	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.			
	Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
6b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			X
	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
7b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation. See instructions.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		202,878.	32,048.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 13		70,184.	8,702.	0.

Total number of other employees paid over \$50,000. 0.

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 14		709,681.
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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 THE FOUNDATION PURCHASED LOW-INCOME HOUSING APARTMENTS DURING THE YEAR ENDED SEPTEMBER 30, 2016. THE COSTS OF THE PROJECT ALLOCABLE TO THE YEAR ENDING SEPTEMBER 30, 2018 ARE:	218,488.
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	218,488.

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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	151,962,003.
b	Average of monthly cash balances	1b	3,471,051.
c	Fair market value of all other assets (see instructions).	1c	16,723,691.
d	Total (add lines 1a, b, and c)	1d	172,156,745.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	172,156,745.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	2,582,351.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	169,574,394.
6	Minimum investment return. Enter 5% of line 5	6	8,478,720.

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	8,478,720.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	122,441.
b	Income tax for 2017 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	122,441.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,356,279.
4	Recoveries of amounts treated as qualifying distributions	4	554,699.
5	Add lines 3 and 4	5	8,910,978.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	8,910,978.

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	7,713,575.
b	Program-related investments - total from Part IX-B	1b	218,488.
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	7,932,063.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,932,063.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				8,910,978.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only,				
b Total for prior years 20 15 , 20 14 , 20 13				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013	1,725,109.			
c From 2014				
d From 2015	8,741,646.			
e From 2016				
f Total of lines 3a through e	10,466,755.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 7,932,063				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2017 distributable amount,				7,932,063.
e Remaining amount distributed out of corpus,				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	978,915.			978,915.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,487,840.			
b Prior years' undistributed income Subtract line 4b from line 2b,				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				
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)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	9,487,840.			
10 Analysis of line 9				
a Excess from 2013	746,194.			
b Excess from 2014				
c Excess from 2015	8,741,646.			
d Excess from 2016				
e Excess from 2017				

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** *(continued)***3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient 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 SEE ATTACHMENT 16				6,899,437.
Total			3a	6,899,437.
b Approved for future payment SEE ATTACHMENT 16				2,105,000.
Total			3b	2,105,000.

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 (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion 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 .				14	156 .	
4 Dividends and interest from securities				14	5,349,139 .	
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				15	39,372 .	
8 Gain or (loss) from sales of assets other than inventory				18	964,763 .	
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b ATCH 15 _____			5,438 .		134,770 .	1,850,571 .
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)			5,438 .		6,488,200 .	1,850,571 .
13 Total. Add line 12, columns (b), (d), and (e)					13	8,344,209 .

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
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			

Form **990-PF** (2017)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
3,061,115.		REALIZED GAIN ON SECURITIES PROPERTY TYPE: SECURITIES 2,090,650.				VAR 970,465.	VAR
130,813.		SALE OF CYTOVANCE STOCK - FORM 6252 PROPERTY TYPE: SECURITIES 22,044.				VAR 108,769.	10/05/2015
65,541.		P'SHIP FLOW-THROUGH INV-REALIZED GAIN PROPERTY TYPE: SECURITIES				VAR 65,541.	VAR
		P'SHIP FLOW-THROUGH-REALIZED LOSS PROPERTY TYPE: SECURITIES 218,869.				VAR -218,869.	VAR
		WRITE-OFF OF INTERSOUTH IV PROPERTY TYPE: SECURITIES 5,701.				VAR -5,701.	VAR
TOTAL GAIN(LOSS)						<u>920,205.</u>	

FORM 990PF, PART I - OTHER INCOMEATTACHMENT 1

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
PRI INCOME - RESEARCH PARK	798,752.	798,752.	798,752.
PRI INCOME - CHAPARRAL TOWNHOUSES	1,057,257.	1,051,819.	1,051,819.
ROYALTY INCOME	39,372.	40,288.	
INTEREST INCOME FROM PROMISSORY NOTES	59,808.	59,808.	59,416.
GRANT RECOVERY	11,962.		
INVESTMENT INCOME FLOW-THROUGH		40,465.	
LAND LEASE	63,000.	63,000.	63,000.
TOTALS	<u>2,030,151.</u>	<u>2,054,132.</u>	<u>1,972,987.</u>

ATTACHMENT 2FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	10,430.	2,058.	2,058.	8,372.
TOTALS	<u>10,430.</u>	<u>2,058.</u>	<u>2,058.</u>	<u>8,372.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	87,131.	24,013.	17,000.	63,118.
TOTALS	<u>87,131.</u>	<u>24,013.</u>	<u>17,000.</u>	<u>63,118.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
MANAGEMENT FEES	66,409.	66,409.	66,409.	
CONSULTING FEES	3,375.			3,375.
INVESTMENT MANAGEMENT FEES	398,214.	398,214.		
TOTALS	<u>467,998.</u>	<u>464,623.</u>	<u>66,409.</u>	<u>3,375.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	26,779.	26,529.	26,438.	247.
FEDERAL EXCISE TAX	35,000.			
REAL ESTATE TAXES	86,008.	86,008.	86,008.	
FOREIGN TAXES PAID		106.		
TOTALS	<u>147,787.</u>	<u>112,643.</u>	<u>112,446.</u>	<u>247.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MAINTENANCE & REPAIR	13,121.	11,729.	11,575.	1,392.
INSURANCE	116,278.	93,596.	91,076.	22,683.
MISCELLANEOUS EXPENSE	7,701.	1,292.	554.	6,367.
INVESTMENT EXP. IN PARTNERSHIP		49,004.		
SUPPLIES	17,278.	13,065.	12,597.	4,213.
TELEPHONE	11,478.	5,105.	4,397.	6,129.
DUES & SUBSCRIPTIONS	21,080.	3,078.	1,078.	18,002.
POSTAGE & FREIGHT	1,658.	675.	566.	982.
CONTRACT LABOR	30,565.	1,656.		29,280.
LANDSCAPE MAINTENANCE	54,541.	32,615.	30,179.	23,402.
COMMISSIONS	4,622.	4,622.	4,622.	
OFFICE EXPENSES	40,369.	10,787.	7,500.	29,583.
MARKETING/PR	13,390.	3,833.	3,833.	9,557.
OTHER PROGRAM EXPENSES	151,290.			151,290.
EQUIPMENT	51,436.	51,436.	51,436.	
TOTALS	534,807.	282,493.	219,413.	302,880.

PRESBYTERIAN HEALTH FOUNDATION

EIN: 73-0709836

September 30, 2018

FORM 990-PF, PART II, LINE 7, NOTES AND LOANS RECEIVABLE

<u>Borrower</u>	<u>Original Amount</u>	<u>Balance Due</u>	<u>Date of Note</u>	<u>Maturity Date</u>	<u>Repayment Terms</u>	<u>Interest Rate</u>	<u>Security from Borrower</u>	<u>Purpose of Loan</u>
Oklahoma City Renewal Authority A-2	\$ 6,500,000	\$ 2,203,605	8/31/2007	7/1/2022	Monthly	Variable	None	Research Park Construction
Otologic Pharmaceuticals, Inc	\$ 300,000	\$ 300,000	5/17/2017	5/19/2018	Quarterly	8% *	None	Convertible Promissory Note
Otologic Pharmaceuticals, Inc	\$ 300,000	\$ 300,000	2/28/2018	2/28/2019	Quarterly	8%	None	Convertible Promissory Note
TOTAL	<u><u>\$ 7,100,000</u></u>	<u><u>\$ 2,803,605</u></u>						

*8% increases to 12% after one year

Presbyterian Health Foundation
2017 Form 990-PF
Year Ended: September 30, 2018

FORM 990-PF, PART II, LINE 10b INVESTMENTS - CORPORATE STOCK

<u>Name of Stock</u>	<u>End of Year Market Value</u>
Accele Holdings, Inc.	64,469
Tetherex	499,992
Sub-Total	<u>564,461</u>
 Total Assets from OU Foundation	 66,139,438
 Total Assets from Vanguard	 84,702,239
 Total Investments for Part II, Line 10b	 <u><u>151,406,138</u></u>

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 8

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CHAPARRAL TOWNHOUSES, NET	10,807,855.	10,322,281.	10,322,281.
RESEARCH PARK BUILDING, NET	2,330,433.	2,038,710.	2,038,710.
LEASE COMMISSION, NET	17,718.	13,096.	13,096.
INVESTMENT IN LLC	1,561,588.	1,675,133.	1,675,133.
INVESTMENT IN LLP'S	10,647,273.	10,416,907.	10,416,907.
ROYALTY INTERESTS			157,487.
TOTALS	<u>25,364,867.</u>	<u>24,466,127.</u>	<u>24,623,614.</u>

ATTACHMENT 9FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
OCRA INTEREST RESERVE	300,000.	300,000.
TOTALS	<u>300,000.</u>	<u>300,000.</u>

ATTACHMENT 10FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED GAIN ON SECURITIES

3,691,153.

TOTAL

3,691,153.

ATTACHMENT 11FORM 990PF, PART VII-A, LINE 11A-TRANSFERS FROM CONTROLLED ENTITY STATEMENT

TOTAL AMOUNT

791,870.

CONTROLLED ENTITY'S NAME: CV SUBSIDIARY, LLC
CONTROLLED ENTITY'S ADDRESS: 655 RESEARCH PARKWAY
SECOND LINE ADDRESS: OKLAHOMA CITY, OK 73102
EIN: 26-0061221
TRANSFER AMOUNT: 791,870.
EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:

*SEE ADDITIONAL INFORMATION BELOW

*RENT FROM A CONTROLLED ENTITY THAT DOES NOT GENERATE NET
UNRELATED INCOME WITHIN THE MEANING OF 512(b)(13)(B)(i)(1).
THIS PAYMENT IS NOT A QUALIFIED SPECIFIED PAYMENT.
THIS ENTITY IS NOT AN EXCESS BUSINESS HOLDING BECAUSE IT DOES
NOT MEET THE DEFINITION OF A BUSINESS ENTERPRISE UNDER
SECTION 4943(d)(3).

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
------------------	---	--------------	---	---

CARL EDWARDS
655 RESEARCH PARKWAY
500
OKLAHOMA CITY, OK 73104-3603

CHAIRMAN
1.00

0. 0. 0.

ROBERT S. ELLIS, M.D.
655 RESEARCH PARKWAY
500
OKLAHOMA CITY, OK 73104-3603

DIRECTOR
1.00

0. 0. 0.

JERRY B. VANNATTA, M.D.
655 RESEARCH PARKWAY
500
OKLAHOMA CITY, OK 73104-3603

DIRECTOR
1.00

0. 0. 0.

DAVID RAINBOLT
655 RESEARCH PARKWAY
500
OKLAHOMA CITY, OK 73104-3603

DIRECTOR
1.00

0. 0. 0.

MICHAEL JOSEPH
655 RESEARCH PARKWAY
500
OKLAHOMA CITY, OK 73104-3603

DIRECTOR
1.00

0. 0. 0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
RAINEY WILLIAMS 655 RESEARCH PARKWAY 500 OKLAHOMA CITY, OK 73104-3603	DIRECTOR 1.00	0.	0.	0.
TOM GRAY 655 RESEARCH PARKWAY 500 OKLAHOMA CITY, OK 73104-3603	PRESIDENT AND TRUSTEE 40.00	120,000.	16,855.	0.
WILLIAM BARNES, M.D. 655 RESEARCH PARKWAY 500 OKLAHOMA CITY, OK 73104-3603	DIRECTOR 1.00	0.	0.	0.
CHRISTY EVEREST 655 RESEARCH PARKWAY 500 OKLAHOMA CITY, OK 73104-3603	DIRECTOR 1.00	0.	0.	0.
BEVERLY TRAVIS 655 RESEARCH PARKWAY 500 OKLAHOMA CITY, OK 73104-3603	CONTROLLER 30.00	82,878.	15,193.	
GRAND TOTALS		202,878.	32,048.	0.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
JESSICA WEDEL 655 RESEARCH PARKWAY, STE. 500 OKLAHOMA CITY, OK 73104-3603	DIRECTOR OF GRANTS & PROGRAMS 40.00	70,184.	8,702. 0.
	TOTAL COMPENSATION	<u>70,184.</u>	<u>8,702. 0.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
UNIVERSITY OF OKLAHOMA FOUNDATION 100 TIMBERDELL ROAD NORMAN, OK 73019	INVESTMENT MGMT FEES	337,100.
SCOTT-WHETSTONE CONSTRUCTION LLC 700 N. TULSA OKLAHOMA CITY, OK 73107	CONSTRUCTION & REPAIR	311,467.
VANGUARD 400 DEVON PARK DRIVE WAYNE, PA 19087-1815	INVESTMENT MGMT FEES	61,114.
TOTAL COMPENSATION		<u>709,681.</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 15

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PRI INCOME - RESEARCH PARK					798,752.
PRI INCOME - CHAPARRAL TOWNHOUSES	454210 & 812300	5,438.			1,051,819.
INTEREST INCOME ON PROMISSORY NOTES			14	59,808.	
GRANT RECOVERY			01	11,962.	
LAND LEASE			16	63,000.	
TOTALS		<u>5,438.</u>		<u>134,770.</u>	<u>1,850,571.</u>

FORM 990-PF, PART XV, LINE 3A- GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Name	Address	Grant Payment	Approved in Current Year but Not Paid	Relationship Status	Foundation Status of Recipient	Purpose
A Chance to Change Foundation	5228 Classen Cir, Oklahoma City, OK 73118-4473	\$10,000		None	PC	Program Support
A Chance to Change Foundation	5228 Classen Cir, Oklahoma City, OK 73118-4473	\$25,000		None	PC	Program Support
A Chance to Change Foundation	5228 Classen Cir, Oklahoma City, OK 73118-4473	\$2,000		None	PC	Program Support
Allied Arts	1015 N Broadway, Ste 200, Oklahoma City, OK 73102	\$10,000		None	PC	Program Support
Ambassadors' Concert Choir	PO Box 18301, Oklahoma City, OK 73154	\$7,500		None	PC	Program Support
American Cancer Society	6525 N Meridian, Suite 110 Oklahoma City, OK 73116	\$200,000	\$800,000	None	PC	Program Support
American Heart Association	7272 Greenville Ave., Dallas, TX 75231-5129	\$5,000		None	PC	Program Support
American Indian Cultural Center Foundation	659 American Indian Boulevard, Oklahoma City, OK 73129	\$60,000		None	PC	Program Support
Arts Council of Oklahoma City	400 W California Ave., Oklahoma City, OK 73102-5002	\$1,000		None	PC	Program Support
Bob Steops Champions Foundation	1001 Benbrook Pl., Norman OK 73072-4019	\$1,500		None	PC	Program Support
Boy Scouts of America Last Frontier Council	3031 NW 64th St., Oklahoma City, OK 73116	\$2,500		None	PC	Program Support
Boys & Girls Club of OK Co., Inc	PO Box 18701, Oklahoma City, OK 73154	\$25,000		None	PC	Program Support
Boys & Girls Club of OK Co., Inc	PO Box 18701, Oklahoma City, OK 73154	\$15,000		None	PC	Program Support
Cavett Kids	3801 N Classen Blvd., Ste 300, Oklahoma City, OK 73118-2853	\$2,500		None	PC	Program Support
Children's Hospital Foundation	800 Research Parkway, Suite 130, Oklahoma City, OK 73104	\$5,000		None	PC	Program Support
Cleats for Kids	720 W Wilshire Blvd., Ste 120, Oklahoma City, OK 73116-7737	\$1,000		None	PC	Program Support
Dean McGee Eye Institute	608 Stanton L. Young Blvd, Ste 346, Oklahoma City, OK 73104-5014	\$100,000		None	PC	Program Support
Dean McGee Eye Institute	608 Stanton L. Young Blvd, Ste 346, Oklahoma City, OK 73104-5014	\$100,000	\$100,000	None	PC	Program Support
Downtown Initiatives	211 N Robinson No 225, Oklahoma City, OK 73102-7109	\$3,500		None	PC	Program Support
Fields & Futures Foundation	7001 NW 164th St., Edmond, OK 73013-8928	\$15,000		None	PC	Program Support
Fields & Futures Foundation	7001 NW 164th St., Edmond, OK 73013-8928	\$2,500		None	PC	Program Support
First Serve OKC Foundation	7301 Broadway Ext., Ste 225, Oklahoma City, OK 73116-9070	\$2,500		None	PC	Program Support
Healthy Schools Oklahoma	500 N Broadway, Suite 225, Oklahoma City, OK 73102-6212	\$5,000		None	PC	Program Support
i2E, Inc	500 N Broadway, Suite 225, Oklahoma City, OK 73102-6212	\$1,000		None	PC	Program Support
i2E, Inc	840 Research Parkway, Ste 250, Oklahoma City, OK 73104-3616	\$100,000		None	PC	Program Support
i2E, Inc	840 Research Parkway, Ste 250, Oklahoma City, OK 73104-3616	\$5,000		None	PC	Program Support
i2E, Inc	840 Research Parkway, Ste 250, Oklahoma City, OK 73104-3616	\$5,000		None	PC	Program Support
INTEGRIS Foundation	3030 NW Expressway, Suite 1600, Oklahoma City, OK 73112	\$10,000		None	PC	Program Support
John W. Rex Charter Elementary School	500 W Sheridan Ave., Oklahoma City, OK 73102-5001	\$1,500		None	PC	Program Support
John W. Rex Charter Elementary School	500 W Sheridan Ave., Oklahoma City, OK 73102-5001	\$10,000		None	PC	Program Support
Joliette Low Leadership Society (Girl Scouts of Western Oklahoma)	6100 N Robinson Ave, Oklahoma City, OK 73118	\$500		None	PC	Program Support
KidsAlive, Inc	600 N High Ave., Room 140, Oklahoma City, OK 73117	\$5,000		None	PC	Program Support
Kipp Reach Academy Charter School Inc	PO Box 776, Oklahoma City, OK 73101	\$12,500		None	PC	Program Support
Leukemia & Lymphoma Society	500 N Broadway, Suite 250, Oklahoma City, OK 73102	\$5,000		None	PC	Program Support
Myriad Botanical Gardens Foundation	301 W Reno Ave., Oklahoma City, OK 73102-5030	\$5,000		None	PC	Program Support
National Multiple Sclerosis Society - Oklahoma Chapter	8111 N Stadium Drive, Suite 100, Houston, TX 77054	\$5,000		None	PC	Program Support
Neighborhood Services Organization	431 SW 11th St., Oklahoma City, OK 73109	\$50,000		None	PC	Program Support
Newspapers in Education	3127 63rd Place, Cheverly, MD 20785	\$1,000		None	PC	Program Support
Northeast OKC Renaissance Inc	PO Box 17442, Oklahoma City, OK 73136	\$2,000		None	PC	Program Support
OKC Beautiful	3535 N Classen Blvd., Oklahoma City, OK 73118-3256	\$1,000		None	PC	Program Support
OKC ECONOMIC DEV FND - FORWARD OKC V	123 Park Ave., Oklahoma City, OK 73102-9005	\$100,000		None	PC	Program Support
Oklahoma Bioscience Association	840 Research Parkway, Ste 250, Oklahoma City, OK 73104-3616	\$25,000		None	PC	Program Support
Oklahoma City Community College	7777 South May Avenue, Oklahoma City, OK 73159	\$40,000		None	PC	Program Support
Oklahoma City Community Foundation, Inc	PO Box 1146, Oklahoma City, OK 73101-1146	\$2,500		None	PC	Program Support
Oklahoma City Economic Development Fnd	123 Park Ave., Oklahoma City, OK 73102-9005	\$5,000		None	PC	Program Support
Oklahoma City Museum of Art	415 Couch Drive, Oklahoma City, OK 73102-2214	\$6,000		None	PC	Program Support
Oklahoma City National Memorial & Museum	PO Box 323, Oklahoma City, OK 73101-0323	\$10,000		None	PC	Program Support
Oklahoma City Public Schools Foundation	431 West Main Street Suite E, Oklahoma City, OK 73102-4418	\$5,000		None	PC	Program Support
Oklahoma Hall of Fame	1400 Classen Dr., Oklahoma City, OK 73106-6614	\$1,000		None	PC	Program Support
Oklahoma Health Center Foundation	800 Research Parkway, Suite 400, Oklahoma City, OK 73104-3600	\$100,000	\$400,000	None	PC	Program Support
Oklahoma Medical Research Foundation	825 NE 13th Street, Oklahoma City, OK 73104	\$164,022		None	PC	Program Support
Oklahoma Medical Research Foundation	825 NE 13th Street, Oklahoma City, OK 73104	\$817,294		None	PC	Program Support
Oklahoma Medical Research Foundation	825 NE 13th Street, Oklahoma City, OK 73104	\$734,864		None	PC	Program Support
Oklahoma Medical Research Foundation	825 NE 13th Street, Oklahoma City, OK 73104	\$200,000		None	PC	Program Support
Oklahoma Medical Research Foundation	825 NE 13th Street, Oklahoma City, OK 73104	\$25,000		None	PC	Program Support
Oklahoma Project Women	P O Box 14026, Tulsa, OK 74159	\$5,000		None	PC	Program Support

FORM 990-PF, PART XV, LINE 3A: GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Name	Address	Grant Payment	Approved in		Relationship	Foundation Status of		Purpose
			Current Year	but Not Paid		Recipient	Recipient	
Oklahoma School of Science Mathematics Foundation	1141 North Lincoln Blvd., Oklahoma City, OK 73104	\$10,000			None	PC	PC	Program Support
OUHSC Grants and Contracts Accounting	1000 Stanton L. Young Blvd., Room 121, Oklahoma City, OK 73117	\$164,022			None	GOV	GOV	Program Support
OUHSC Grants and Contracts Accounting	1000 Stanton L. Young Blvd., Room 121, Oklahoma City, OK 73117	\$449,835			None	GOV	GOV	Program Support
OUHSC Grants and Contracts Accounting	1000 Stanton L. Young Blvd., Room 121, Oklahoma City, OK 73117	\$2,575,000			None	GOV	GOV	Program Support
OUHSC Grants and Contracts Accounting	1000 Stanton L. Young Blvd., Room 121, Oklahoma City, OK 73117	\$425,000			None	GOV	GOV	Program Support
OUHSC Grants and Contracts Accounting	1000 Stanton L. Young Blvd., Room 121, Oklahoma City, OK 73117		\$250,000		None	GOV	GOV	Program Support
Peaceful Family Solutions	7405 S. Douglas Ave., Oklahoma City, OK 73139-1911	\$1,500			None	PC	PC	Program Support
Rebuilding Together OKC	730 W. Wilshire Blvd., Ste 108, Oklahoma City, OK 73116-7738	\$2,500			None	PC	PC	Program Support
Redbud Foundation, Inc	720 W. Wilshire Blvd., Ste 116, Oklahoma City, OK 73116	\$5,000			None	PC	PC	Program Support
Regional Food Bank of Oklahoma	3355 S. Purdue, Oklahoma City, OK 73179	\$25,000			None	PC	PC	Program Support
ReMerge	P O Box 2845, Oklahoma City, OK 73103-3918	\$25,000			None	PC	PC	Program Support
Ronald McDonald House Charities	PO Box 7979, Edmond, OK 73083-9799	\$4,000			None	PC	PC	Program Support
Special Care, Inc	12201 N. Western Ave., Oklahoma City, OK 73114	\$25,000			None	PC	PC	Program Support
Special Care, Inc	12201 N. Western Ave., Oklahoma City, OK 73114	\$25,000			None	PC	PC	Program Support
Stephenson Cancer Center	800 NE 10th St., Oklahoma City, OK 73104	\$5,000			None	PC	PC	Program Support
Tenaciously Teal	720 W. Wilshire Blvd., Ste 117, Oklahoma City, OK 73116	\$5,000			None	PC	PC	Program Support
The Children's Hospital Volunteers	1200 Everett Dr., Oklahoma City, OK 73104	\$33,000			None	PC	PC	Program Support
The First Tee of Metro Oklahoma City (World Golf Foundation)	One World Golf Place, St. Augustine, FL 32092	\$2,500			None	PC	PC	Program Support
The Tree Bank Foundation	3535 N. Classen Blvd., Oklahoma City, OK 73118-3256	\$500			None	PC	PC	Program Support
The Urban Mission	3737 N. Portland Ave., Oklahoma City, OK 73112-2904	\$5,000			None	PC	PC	Program Support
The Urban Mission	3737 N. Portland Ave., Oklahoma City, OK 73112-2904	\$1,000			None	PC	PC	Program Support
The Urban Mission	3737 N. Portland Ave., Oklahoma City, OK 73112-2904	\$1,000			None	PC	PC	Program Support
United Way of Central Oklahoma	1444 NW 28th Street, Oklahoma City, OK 73101	\$25,000			None	PC	PC	Program Support
United Way of Central Oklahoma	1444 NW 28th Street, Oklahoma City, OK 73101-3430		\$55,000		None	PC	PC	Program Support
University of Oklahoma	1444 NW 28th Street, Oklahoma City, OK 73106-3430				None	PC	PC	Program Support
University of Oklahoma	660 Parrington Oval-Room 301, Norman, OK 73019	\$1,250			None	GOV	GOV	Program Support
University of Oklahoma Foundation	100 Timberdell Road, Norman, OK 73019-5016	\$150			None	PC	PC	Program Support
University of Oklahoma Foundation	100 Timberdell Road, Norman, OK 73019-5016	\$50,000			None	PC	PC	Program Support
University of Oklahoma Foundation	100 Timberdell Road, Norman, OK 73019-5016	\$25,000			None	PC	PC	Program Support
University of Oklahoma Foundation	100 Timberdell Road, Norman, OK 73019-5016	\$5,000			None	PC	PC	Program Support
US Foundation for the Inspiration & Recognition Science & Technology	200 Bedford Street, 5th Floor, Manchester, NH 03101	\$5,000			None	PC	PC	Program Support
YMCA of Greater Oklahoma City	500 N. Broadway Ave., Ste 500, Oklahoma City, OK 73102-6208	\$1,500			None	PC	PC	Program Support
YWCA of Oklahoma City, Inc	2460 NW 39th Street, Oklahoma City, OK 73112-8956	\$2,500			None	PC	PC	Program Support
TOTAL		\$6,899,437		\$2,105,000				

**FIRST AMENDMENT TO SECOND AMENDED AND RESTATED BYLAWS
OF
PRESBYTERIAN HEALTH FOUNDATION**

June 19, 2018

1. Number and Election. Section 3.4 of the Second Amended and Restated Bylaws of Presbyterian Health Foundation is hereby amended by and replaced in its entirety with the following:

3.4 Advisory Directors. The Board of Directors may appoint one or more individuals to serve as advisory directors of the Foundation, and if the Board of Directors appoints any advisory directors, the number of advisory directors shall be not less than one nor more than four, and within that range, shall be determined by the Board of Directors. Advisory directors shall be elected to serve for one term of three years. Advisory directors shall be entitled to the rights and privileges that the Board of Directors approves, but advisory directors shall not be entitled to vote as directors, shall not be counted for purposes of determining whether a quorum is present, may attend Board meetings only upon invitation from the Board Chair, shall not serve as members of the Executive Committee, and shall not serve as officers.

2. Ratification. Except as amended hereby, all of the terms, covenants and conditions of the Second Amended and Restated Bylaws are hereby ratified and confirmed and shall remain in full force and effect.

**SECOND AMENDED AND RESTATED BYLAWS
OF
PRESBYTERIAN HEALTH FOUNDATION**

September 6, 2017

**ARTICLE I
Name and Purposes**

1.1 Name. The name of the Foundation is "Presbyterian Health Foundation."

1.2 Purposes; Powers; Activities. The Foundation is organized and will be operated exclusively for charitable, scientific, and educational purposes. The purpose of the Foundation is also to make grants to and support organizations and institutions located at the Oklahoma Health Center and that work in conjunction and collaboration with organizations and institutions at the Oklahoma Health Center. Subject to the foregoing and the other limitations set forth in the Certificate of Incorporation or these Bylaws, the Foundation shall have and may exercise all of the powers of nonprofit corporations under Oklahoma law. The activities of the Foundation may include, among others: (a) supporting scientific, medical, biomedical, biotechnical, clinical, technology, and other research and education programs; (b) facilitating the recruitment and retention of scientists, researchers, physicians, and clinicians; (c) promoting translational research, technology commercialization, and technology transfer, including research in cooperation with academic institutions, research organizations, and industry; (d) fostering innovation through research, education, and collaborative working relationships, and making grants to research scientists that create value and cultivate connections and innovation; (e) encouraging physicians, scientists, and others to pursue research endeavors and conduct basic and applied research at the frontiers of knowledge; (f) support researchers to enhance their qualifications and diversify their specialized competencies, experience, and expertise; (g) strengthening interdisciplinary and collaborative scientific, biotech, and technology research programs; (h) contributing to the process of enabling promising research scientists to pursue and carry out their research, improve their qualifications, gain important research experience, and obtain essential grants and funding; (i) supporting the development of infrastructures that are necessary for medical education and scientific research; and (j) creating innovative frameworks to assist with meeting challenges for future generations.

1.3 Restrictions. In fulfilling its purposes, exercising its powers, and conducting its activities, the Foundation shall be subject to the following limitations:

(a) The Foundation shall not carry on any activity that is not permitted to be carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (collectively, the "Code").

(b) At no time, either on or before dissolution, shall any part of the funds or assets of the Foundation inure to the benefit of any private individual or be used for the purpose of carrying on propaganda or otherwise attempting to influence legislation, except as permitted by the Code. The

Foundation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

(c) The Foundation shall conduct its business and distribute its income as necessary for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code. The Foundation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, shall not retain any excess business holdings, as defined in Section 4943(c) of the Code, shall not make any investments in such a manner as to subject the Foundation to tax under Section 4944 of the Code, and shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(d) No member (other than a qualified nonprofit organization described in Section 501(c)(3) of the Code), director, or officer of the Foundation or any private individual shall be entitled to share in the distribution of any of the Foundation's assets on dissolution of the Foundation.

ARTICLE II

Offices

2.1 Principal Offices. The principal office of the Foundation shall be located in Oklahoma City. The Foundation may also have offices at such other places as the Board of Directors may determine or as the business of the Foundation requires.

2.2 Registered Office. The Foundation shall have and continuously maintain a registered office in Oklahoma and a registered agent whose office shall be identical with the registered office.

ARTICLE III

Board of Directors

3.1 General Powers. The Board of Directors shall manage and direct the business and affairs of the Foundation. The Board of Directors shall have all powers and authority provided in the Certificate of Incorporation and permitted by law. The members of the Board of Directors shall serve as the members of the Foundation.

3.2 Number. The number of directors shall be not less than nine nor more than 21, and within that range, shall be determined by the Board of Directors. No reduction in the number of directors shall have the effect of removing any director from office before the expiration of his or her term.

3.3 Election; Terms. The directors of the Foundation shall elect the individuals to serve as directors of the Foundation at the annual meeting of the Board of Directors. Directors shall be elected to serve for terms of three years and until their successors are elected and have qualified. Directors shall be divided into three classes, as nearly as equal in number as possible, with the terms of approximately one-third of the directors expiring each year. When the number of directors is changed, any newly created positions or any decrease in the number of directors shall be so apportioned among the classes as to make all classes as nearly equal in number as possible. Subject to the foregoing, the successors to the class of directors whose term are expiring shall be elected to hold office for a term expiring at the third succeeding annual meeting and until

his or her successor has been duly elected and has qualified. A director may be elected to serve for a maximum of five consecutive full three-year terms, but shall then not be eligible to serve as a director for a period of two years, provided: (a) the first full three-year term of an individual who is a director as of the date of these Bylaws shall be the first full three-year term beginning after the date of these Bylaws; (b) if a director has been elected as an officer, the director may continue to serve as a director during the term of office as an officer; and (c) the Board of Directors may retain a board member for one additional year beyond the five consecutive full three-year terms if a majority of directors (excluding the term-limited director) determines that the interests of the Foundation would be best served.

3.4 Advisory Directors. The Board of Directors may appoint one or more individuals to serve as advisory directors of the Foundation. Advisory directors shall be entitled to all of the rights and privileges of directors, but they shall not be entitled to vote as directors, shall not be counted for purposes of determining whether a quorum is present, may attend Board meetings only upon invitation from the Board Chair, may not serve as members of the Executive Committee, and may not serve as officers.

3.5 Vacancies. If a vacancy results from the resignation, removal, or other inability or incapacity of a director, or as a result of an increase in the number of directors, then the remaining directors may fill the vacancy. A director so chosen shall be elected to serve for the remainder of term of the director whose position had become vacant, or, when applicable, to serve for the term of a newly-created position that increases the number of directors.

3.6 Resignation; Removal. Any director may resign from the Board of Directors at any time by giving written notice to the Board Chair. Unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective. Any director may be removed as a director with the approval of two-thirds of the entire Board of Directors (excluding the director who is subject to removal).

3.7 Annual and Regular Meetings. The Board of Directors shall hold an annual meeting for the purpose of electing directors and officers and transacting any other business that may properly come before the meeting. Notice of the annual meeting shall be given to each director at least ten days before the meeting. The Board of Directors may also hold additional regularly scheduled meetings on dates and at times and places determined by the Board Chair. Notice of quarterly and other regular meetings shall be given to each director at least seven days before the meeting. The notice of any annual or regular meeting shall set forth the date, time, and place of the meeting but need not, unless otherwise required by law, state the purposes of the meeting.

3.8 Special Meetings. The Board Chair or at least one-third of the directors then in office may call special meetings. Notice of a special meeting shall be given to each director at least seven days before the meeting. The notice shall set forth the date, time, and place of the meeting but need not, unless otherwise required by law, state the purposes of the meeting. The Board Chair or a majority of the directors present at any meeting may adjourn the meeting without notice, other than an announcement at the meeting.

3.9 Place of Meetings. Board meetings may be held at such places as the Board Chair or the Board of Directors may determine or as may be specified in the notice of the meeting.

3.10 Quorum and Voting. A majority of the directors, excluding any vacancies, present in person, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Each director shall be entitled to one vote on matters presented to the directors. Directors may not vote by proxy. Except as otherwise specified in these Bylaws, the act of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors.

3.11 Presence at Meeting. Members of the Board of Directors or of any Board committee may participate in a meeting of the Board of Directors or Board committee by means of conference telephone or similar communications equipment, provided that all individuals participating in the meeting can communicate with each other. Such participation shall be considered to be presence in person at the meeting.

3.12 Action Without Meeting. Any action required or permitted to be taken at any Board meeting or of any Board committee may be taken without a meeting if all members of the Board of Directors or such committee, as the case may be, consent to the action in writing, and the written consent is filed with the minutes of the proceedings of the Board of Directors or committee.

3.13 Compensation. The Foundation shall not pay any compensation to directors for their services as directors. The Foundation may reimburse directors for the actual and reasonable expenses incurred in attending any meeting of the Board of Directors or of any committee.

ARTICLE IV **Officers and Employees**

4.1 Election. At each annual meeting, the Board of Directors shall elect such officers of the Foundation as may be necessary to enable the Foundation to sign instruments that comply with the Oklahoma General Corporation Act. Officers may include a Board Chair, a Vice Chair, a President, a Secretary, a Treasurer, and other officers, including an Assistant Secretary and Assistant Treasurer. An individual may serve in more than one office, except that an individual may not simultaneously serve as both Board Chair or President, on the one hand, and Secretary or Assistant Secretary, on the other.

4.2 Terms, Removal, and Vacancies. The Board Chair shall hold office for a term of one year and may be elected to serve for a maximum of six consecutive full one-year terms, but shall then not be eligible to serve as Board Chair for a period of one year. All other officers shall hold office for terms of one year and until their successors are duly elected and qualified, and they may be re-elected for additional terms. The Board of Directors may remove any officer at any time whenever in its judgment removal would serve the best interests of the Foundation, except as provided in any employment contract between the Foundation and the officer. Any officer may resign at any time by giving written notice to the Board Chair, and unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective. The Board of Directors may fill a vacancy in any office.

4.3 Compensation. The Foundation shall not pay any compensation to its officers for their services as officers unless the officers are also employed by the Foundation. The Board of Directors shall determine the compensation of the President, and the President shall determine the compensation of any other officers employed by the Foundation.

4.4 Board Chair. The Board Chair shall be a director, shall preside at meetings of the Board of Directors and the Executive Committee, and shall be an ex-officio, voting member of all committees of the Board of Directors. The Board Chair shall have authority to execute deeds, mortgages, leases, contracts, and other instruments on behalf of the Foundation, except where the execution is expressly delegated by the Board of Directors to the President or another officer or agent of the Foundation. In addition, the Board Chair shall in general have such authority and perform all other duties incident to the position of Board Chair of a nonprofit corporation. The Board Chair shall regularly report to the Board of Directors on the business and affairs of the Foundation and the performance of Foundation functions. In the absence or inability to act of the President, the Board Chair may perform the duties and discharge the responsibilities of the President or delegate such duties and responsibilities to another director, officer or employee of the Foundation.

4.5 Vice Chair. A Vice Chair shall be a director and shall perform such duties as the Board of Directors or the Board Chair may assign. In the absence or inability to act of the Board Chair, the Vice Chair shall perform the duties and discharge the responsibilities of the Board Chair.

4.6 President. The President shall be a director, shall be subject to the direction of the Board of Directors, and shall perform such duties as may be assigned by the Board of Directors. The President shall: (a) supervise the business of the Foundation and direct the affairs and policies of the Foundation, subject to any directions which may be given by the Board of Directors; (b) assure that the Foundation conforms with the requirements of authorized regulatory authorities; (c) carry out all policies and procedures established by the Board of Directors; and (d) in general, have all other powers and perform all other duties incident to the position of chief executive officer of a corporation and have such authority and responsibilities as may be prescribed by the Board of Directors. The responsibilities of the President shall include acting as a representative of the Foundation to the public, the business community, governmental authorities, nonprofit organizations, and others and reporting to the Board of Directors on the performance of corporate functions. The President, in addition to the Board Chair, shall have authority to execute deeds, mortgages, leases, contracts, and other instruments of the Foundation, except where the execution is expressly delegated by the Board of Directors to another officer or agent of the Foundation. Additionally, the President shall perform such duties and responsibilities and carry out such functions as may be provided or prescribed in any employment agreement with the Foundation. The President shall be an ex officio, voting member of all committees of the Board of Directors unless otherwise appointed to such committee.

4.7 Secretary and Assistant Secretary. The Secretary shall keep corporate records and shall give notice of, attend, and record minutes of meetings of the Board of Directors. The Secretary shall generally perform all duties incident to the office of Secretary and such other duties as the Board of Directors or the President may assign. The Board of Directors or Secretary may delegate any such duties to an Assistant Secretary.

4.8 Treasurer and Assistant Treasurer. The Treasurer shall be responsible for reporting to the Board of Directors on the financial affairs of the Foundation. The Treasurer shall also perform such duties as the Board of Directors may assign. The Board of Directors or Treasurer may delegate any such duties to an Assistant Treasurer.

4.9 Other Officers. If the Board of Directors elects or appoints other officers, those officers shall perform such duties as the Board of Directors may assign.

ARTICLE V

Committees

5.1 Committees, Councils, and Task Forces. The Board of Directors may create and abolish committees consisting of one or more directors, appoint directors to and remove directors from those committees, and designate one or more directors as alternate members to replace any absent or disqualified director at any meeting of the committee, to assist in carrying out the business and affairs of the Foundation. The Board Chair shall appoint a chair of all committees, other than the Executive Committee. Any committee, to the extent authorized by the Board of Directors, will have and may exercise the authority of the Board of Directors in the management of the business and affairs of the Foundation and may generally perform duties and exercise authority as may be directed or delegated by the Board of Directors. Each committee will regularly report to the Board of Directors. Additionally, the Board Chair may create and abolish advisory councils and task forces and may appoint members of advisory councils and task forces. The Board Chair may appoint individuals who are not directors to serve as members of advisory councils and task forces, as well as ex-officio, nonvoting members of committees.

5.2 Executive Committee. The Executive Committee shall consist of the officers of the Foundation who are directors plus two additional directors appointed by the Board of Directors. The Executive Committee may meet at stated times or on notice to all of its members. During intervals between meetings of the Board of Directors, the Executive Committee may generally perform the duties and exercise the authority of the Board of Directors. The Executive Committee shall report on its actions at the next meeting of the Board of Directors.

5.3 Term. Each member of a committee shall continue as a committee member until the next annual meeting and until a successor is appointed, unless the committee to which the committee member belongs is discontinued earlier by the Board of Directors or unless the member dies, resigns, or is removed as a committee member. Members of advisory councils and task forces may continue to serve as determined by the Board Chair.

5.4 Meetings. The chair of each committee, advisory council, and task force shall determine the date, time, and place of meetings and shall arrange for written notice of the date, time, and place of each meeting to be given to each member of the committee, advisory council, or task force at least three days prior to the meeting. Business to be transacted at any regular meeting of the committees, advisory councils, or task forces shall not be limited to the matters set forth in the notice of meeting. The attendance of any member at any meeting shall constitute a waiver of notice of the meeting.

5.5 Quorum and Voting. A majority of the voting members of any committee, advisory council, or task force present in person constitutes a quorum for the transaction of business at any meeting of such committee, council, or task force. Each voting member of any committee, advisory council, or task force is entitled to one vote on matters presented to the committee, advisory council, or task force. Members may not vote by proxy. Except as otherwise specified in these Bylaws, the act of a majority of voting members of any committee, advisory council, or task force present in person at a meeting at which a quorum is present shall be the act of the committee, advisory council, or task force.

5.6 Vacancies. The Board Chair may appoint individuals to fill vacancies on committees, councils, and task forces, other than the Executive Committee, resulting from the resignation, removal, or other inability or incapacity of a committee member.

5.7 Action Without Meeting. Any action required or permitted to be taken at any meeting of any Board committee may be taken without a meeting if all of the voting members of the committee consent to the action in writing, and the written consent is filed with the minutes of the proceedings of the committee. Written consent may be obtained and provided by electronic communication or other means.

ARTICLE VI

Indemnification of Directors, Officers, Employees, and Agents

6.1 Actions Other than in the Right of the Foundation. The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Foundation) by reason of the fact that the person is or was a director, officer, employee, or agent of the Foundation or is or was serving at the request of the Foundation as a director, officer, partner, manager, member, trustee, employee, or agent of another corporation, partnership, joint venture, limited liability company, trust, or other enterprise against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Foundation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Foundation and with respect to any criminal action or proceeding had reasonable cause to believe that the conduct was unlawful.

6.2 Actions by or in the Right of the Foundation. The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Foundation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, or agent of the Foundation or is or was serving at the request of the Foundation as a director, officer, partner, manager, member, trustee, employee, or agent of another corporation, partnership, joint venture, limited liability company, trust, or other enterprise against expenses (including attorneys' fees)

actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the Foundation; except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Foundation unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in the view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

6.3 Advancement of Expenses. The Foundation may advance expenses incurred in defending a civil or criminal action, suit, or proceeding, in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount if it is ultimately determined that the person is not entitled to be indemnified by the Foundation as provided in these Bylaws.

6.4 Insurance. The Foundation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, partner, manager, member, trustee, employee, or agent of another corporation, partnership, joint venture, limited liability company, trust, or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify the person against such liability.

6.5 Indemnification Required. To the extent that a director, officer, employee, or agent of the Foundation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in these Bylaws or in defense of any claim, issue, or matter within an action, suit, or proceeding, the person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the action, suit, or proceeding.

6.6 Entitlement. Every such person shall be entitled, without demand upon the Foundation or any action by the Foundation, to enforce his or her right to such indemnity in an action at law against the Foundation. The right of indemnification and advancement of expenses provided in this Article shall not be deemed exclusive of any rights to which any such person may now or later be otherwise entitled. Without limiting the generality of the foregoing, the right to indemnity shall not be deemed exclusive of any rights pursuant to statute or otherwise, of any such person in any action, suit, or proceeding to have assessed or allowed in his or her favor against the Foundation or otherwise, costs and expenses incurred or connection with the matter.

ARTICLE VII

Interested Parties

7.1 Definitions.

(a) Interested Person. Any director or officer who has a material direct or indirect financial interest, as defined in this Article, is an interested person.

(b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (i) a material ownership or investment interest in any entity with which the Foundation has a transaction or arrangement; or (ii) a material compensation arrangement with the Foundation or with any entity or individual with which the Foundation has a transaction or arrangement. A person shall not be deemed to have a "financial interest" due to an employment arrangement with, or serving as a director, officer, or member of, another nonprofit organization that is exempt from federal income taxation under the Internal Revenue Code.

7.2 Disclosure. An interested person shall disclose to the Board of Directors the existence and nature of his or her financial interest in any proposed transaction or arrangement involving the Foundation.

7.3 Procedures for Addressing Conflicts of Interest. The Board Chair or the chair of a committee considering a transaction or arrangement involving an interested person shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. The Board of Directors or committee shall determine whether, in its judgment, the transaction or arrangement is fair to the Foundation. The Board of Directors or committee may also evaluate whether the Foundation may, without undue burden, delay or expense, obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest. In evaluating whether a transaction or arrangement is more advantageous, the members of the Board or committee, as the case may be, may take into account all facts and circumstances that they reasonably believe to be appropriate in their judgment, including factors relating to price, cost, quality, compensation arrangements, financial arrangements, capability, capacity, convenience to the organization, historical relationships, production efficiencies, market efficiencies, community interests, organizational support, reputation, availability, responsiveness, experience, location, commercial reasonableness, fair market value, market conditions, timing, scheduling, or other appropriate factors, depending on the nature of the transaction or arrangement. The Board of Directors or committee shall determine, by a majority vote of the directors (excluding directors who are interested persons), whether the transaction or arrangement is in the best interest of the Foundation, and it may pursue and approve the transaction or arrangement, as long as it reasonably believe in good faith that the transaction or arrangement is fair to the Foundation.

7.4 Violations. If the Board of Directors or committee has reasonable cause to believe that an interested person has failed to disclose a conflict of interest as required in this Article, the Board of Directors or committee shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose. If, after hearing the response of the interested person and making such further investigation as may be warranted in the circumstances, the Board of Directors or committee determines that the interested person has in fact failed to disclose a conflict of interest as required in this Article, the Board of Directors or committee shall take appropriate disciplinary and corrective action.

7.5 Record of Proceedings. The minutes of the Board of Directors or committee shall contain: (a) the names of the individuals who disclosed or otherwise were found to have a financial interest in connection with a conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the decision as to whether

a conflict of interest in fact existed; and (b) the names of the individuals who were present for discussions and votes relating to the transaction or arrangement, and a record of any votes taken.

7.6 Compensation. A director or committee member who receives compensation, directly or indirectly, from the Foundation shall not vote on matters pertaining to his or her compensation.

7.7 Validation of Contracts. No contract or transaction between the Foundation and one or more of its directors or officers, or between the Foundation and any other corporation, partnership, joint venture, limited liability company, trust, or other enterprise in which one or more of its directors or officers are directors, officers, partners, managers, members, trustees, employees, or agents, or have a financial interest shall be void or voidable solely for this reason or solely because the director or officer is present at or participates in the meeting at which the Board of Directors authorizes the contract or transaction or solely because the interested person's vote is counted for such purpose if: (a) the material facts as to the person's interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board of Directors in good faith authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested person; or (b) the contract or transaction is fair as to the Foundation as of the time it is authorized, approved, or ratified by the Board of Directors. Interested persons may be counted in determining the presence of a quorum at a meeting of the Board of Directors at which the directors authorize the contract or transaction.

7.8 Code of Ethics. The Board of Directors may adopt guidelines, rules, or policies concerning ethical standards and standards governing conflicts of interest for directors, officers, and employees of the Foundation.

ARTICLE VIII

General Provisions

8.1 Fiscal Year. The Board of Directors will determine the fiscal year of the Foundation.

8.2 Notices. Unless otherwise provided by these Bylaws, notice may be given in writing, may be delivered personally or sent by United States mail postage paid, by email, or by other electronic means, and may be addressed to the individual to whom notice is being given at such address as appears on the records of the Foundation.

8.3 Waiver of Notice. A person entitled to receive notice under these Bylaws may waive the notice requirement by executing a written waiver, or in the case of notice of a meeting, by attending, and failing to object at or immediately prior to the beginning of, the meeting in question.

8.4 Non-Discrimination. The Foundation shall not exclude from participation, deny benefits or services, or discriminate against any individual on the basis of race, color, national origin, religion, age, gender, or physical disability or impairment under any program or activity it sponsors or conducts.

8.5 No Implied Rights. Except as provided in Article VI of these Bylaws, nothing contained in these Bylaws is intended to confer any rights or benefits upon any individual or to confer any private right, remedy, or right of action upon any person. These Bylaws are intended for internal corporate use only and solely for the governance of the internal affairs of the Foundation.

8.6 Immunities. To the fullest extent permitted by law, no director shall be liable for monetary damages to the Foundation or any of its members or any other person for breach of fiduciary duty as a director.

ARTICLE IX

Dissolution

The Foundation may only be dissolved upon the approval of at least 80% of all directors. Upon dissolution, the directors shall, after paying or making provision for the payment of all liabilities of the Foundation, dispose of all of the assets by transferring and conveying the assets to one or more organizations exempt from federal income taxation under section 501(c)(3) of the Code, in the following order of priority: (a) to a successor organization to this Foundation, if any; (b) to one or more organizations with purposes similar to the purposes of the Foundation, as determined by a majority vote of the directors; or (c) to one or more organizations, as determined by a majority vote of the directors.

ARTICLE X

Amendments

These Bylaws may be amended, altered, restated, or repealed, or new bylaws may be adopted, in the manner provided in the Oklahoma General Corporation Act and Certificate of Incorporation. The purposes of the Foundation may only be changed upon the approval of at least 80% of all directors. No change shall be made that would permit the funds or assets of the Foundation to inure to the benefit of any person in a manner prohibited by the Code.

OFFICE OF THE SECRETARY OF STATE



**RESTATED
CERTIFICATE OF INCORPORATION**

WHEREAS, the Restated Certificate of Incorporation of

PRESBYTERIAN HEALTH FOUNDATION

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



*Filed in the city of Oklahoma City this
18th day of September, 2017.*

Secretary of State

SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
PRESBYTERIAN HEALTH FOUNDATION

The name of the Foundation is "Presbyterian Health Foundation".

2100261740

The Foundation was originally incorporated as "The Wesley Hospital Foundation," and the original Certificate of Incorporation of the Foundation was filed with the Oklahoma Secretary of State on December 18, 1958.

The Amended and Restated Certificate of Incorporation of the Foundation was filed with the Oklahoma Secretary of State on April 2, 2009.

This Second Amended and Restated Certificate of Incorporation was adopted and declared advisable by the directors of the Foundation in accordance with the provisions of Sections 1077 and 1080 of the Oklahoma General Corporation Act.

The Amended and Restated Certificate of Incorporation of the Foundation is amended and restated in its entirety as follows:

1. The name of the Foundation is "Presbyterian Health Foundation".
2. The address of the Foundation's registered office in this state is 10th Floor, Two Leadership Square, 211 North Robinson, Oklahoma City, Oklahoma County, Oklahoma 73102. The name of the Foundation's registered agent at this address is McAfee & Taft A Professional Corporation.
3. The Foundation is organized and will be operated exclusively for charitable, scientific, and educational purposes. The purpose of the Foundation is also to make grants to and support organizations and institutions located at the Oklahoma Health Center and that work in conjunction and collaboration with organizations and institutions at the Oklahoma Health Center. Subject to the foregoing and the other limitations set forth in this Certificate of Incorporation, the Foundation shall have and may exercise all of the powers of nonprofit corporations under Oklahoma law. The activities of the Foundation may include, among others: (a) supporting scientific, medical, biomedical, biotechnical, clinical, technology, and other research and education programs; (b) facilitating the recruitment and retention of scientists, researchers, physicians, and clinicians; (c) promoting translational research, technology commercialization, and technology transfer, including research in cooperation with academic institutions, research organizations, and industry; (d) fostering innovation through research, education, and collaborative working relationships, and making grants to research scientists that create value and cultivate connections and innovation; (e) encouraging physicians, scientists, and others to pursue research endeavors and conduct basic and applied research at the frontiers of knowledge; (f) support researchers to enhance their qualifications and diversify their specialized competencies, experience, and expertise; (g) strengthening interdisciplinary and collaborative scientific, biotech, and technology research programs; (h) contributing to the process of enabling promising research scientists to pursue and carry out their research, improve their qualifications, gain important research experience, and obtain essential grants and funding; (i) supporting the



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development of infrastructures that are necessary for medical education and scientific research; and (j) creating innovative frameworks to assist with meeting challenges for future generations.

4. In fulfilling its purposes, exercising its powers, and conducting its activities, the Foundation shall be subject to the following limitations:

(a) The Foundation shall not carry on any activity that is not permitted to be carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (collectively, the "Code").

(b) At no time, either on or before dissolution, shall any part of the funds or assets of the Foundation inure to the benefit of any private individual or be used for the purpose of carrying on propaganda or otherwise attempting to influence legislation, except as permitted by the Code. The Foundation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

(c) The Foundation shall conduct its business and distribute its income as necessary for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code. The Foundation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, shall not retain any excess business holdings, as defined in Section 4943(c) of the Code, shall not make any investments in such a manner as to subject the Foundation to tax under Section 4944 of the Code, and shall not make any taxable expenditures, as defined in Section 4945(d) of the Code.

(d) No member (other than a qualified nonprofit organization described in Section 501(c)(3) of the Code), director, or officer of the Foundation or any private individual shall be entitled to share in the distribution of any of the Foundation's assets on dissolution of the Foundation.

5. The Foundation does not afford pecuniary gain, incidentally or otherwise, to its members.

6. The Foundation is formed as a nonprofit corporation and shall not issue capital stock.

7. The rights, privileges, prerogatives, and conditions of membership, if any, shall be stated in the Foundation's Bylaws.

8. The number of directors shall be determined as set forth in the Bylaws.

9. The Foundation shall have perpetual existence.

10. Upon dissolution, the directors shall, after paying or making provision for the payment of all liabilities of the Foundation, dispose of all of the assets by transferring and conveying the assets to one or more organizations exempt from federal income taxation under section 501(c)(3) of the Code, in the following order of priority: (a) to a successor organization to this Foundation, if any; (b) to one or more organizations with purposes similar to the purposes

of the Foundation, as determined by a majority vote of the directors; or (c) to one or more organizations, as determined by a majority vote of the directors.

11. To the fullest extent permitted by law, no director shall be liable for monetary damages to the Foundation or any of its members for breach of fiduciary duty as a director.

12. This Certificate of Incorporation may be amended in the manner provided in the Oklahoma General Corporation Act, this Certificate of Incorporation, and the Bylaws of the Foundation. The purposes of the Foundation may only be changed upon the approval of at least 80% of all directors. No change shall be made that would permit the funds or assets of the Foundation to inure to the benefit of any person in a manner prohibited by the Code.

This Certificate of Incorporation was adopted in the manner prescribed in the Oklahoma General Corporation Act and in the manner provided by this Certificate of Incorporation and the Bylaws of the Foundation.

September 14, 2017.


Tom R. Gray, III, President

ATTEST:


Jessica Wedel, Assistant Secretary