

Form **990****Return of Organization Exempt From Income Tax**

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

OMB No. 1545-0047

**2004**Department of the Treasury  
Internal Revenue Service

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

Open to Public  
Inspection

<b>A</b> For the 2004 calendar year, or tax year beginning		and ending	
<b>B</b> Check if applicable:  <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization  GILDA'S CLUB NASHVILLE		<b>D</b> Employer identification number  62-1614190
	Number and street (or P.O. box if mail is not delivered to street address)		<b>E</b> Telephone number
	Room/suite		615 834-0948
	City or town, state or country, and ZIP + 4 NASHVILLE, TN 37212		<b>F</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) ▶
	• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ). <b>G</b> Website: WWW.GILDASCLUBNASHVILLE.ORG		
<b>J</b> Organization type (check only one) <input checked="" type="checkbox"/> 501(c) ( 3 ) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		<b>H</b> and <b>I</b> are not applicable to section 527 organizations. <b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> If "Yes," enter number of affiliates ▶ <b>H(c)</b> Are all affiliates included? N/A <input type="checkbox"/> Yes <input type="checkbox"/> No (If "No," attach a list.) <b>H(d)</b> Is this a separate return filed by an organization covered by a group ruling? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>I</b> Group Exemption Number ▶	
<b>K</b> Check here <input type="checkbox"/> if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS; but if the organization received a Form 990 Package in the mail, it should file a return without financial data. Some states require a complete return.		<b>M</b> Check <input type="checkbox"/> if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).	
<b>L</b> Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶		444,464.	

**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances**

<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, and similar amounts received:			
	<b>a</b> Direct public support	<b>1a</b>	333,268.	
	<b>b</b> Indirect public support	<b>1b</b>	15,078.	
	<b>c</b> Government contributions (grants)	<b>1c</b>		
	<b>d</b> Total (add lines 1a through 1c) (cash \$ 348,346. noncash \$ )	<b>1d</b>	348,346.	
	<b>2</b> Program service revenue including government fees and contracts (from Part VII, line 93)	<b>2</b>		
	<b>3</b> Membership dues and assessments	<b>3</b>		
	<b>4</b> Interest on savings and temporary cash investments	<b>4</b>	3,251.	
	<b>5</b> Dividends and interest from securities	<b>5</b>		
	<b>6a</b> Gross rents	<b>6a</b>		
<b>b</b> Less: rental expenses	<b>6b</b>			
<b>c</b> Net rental income or (loss) (subtract line 6b from line 6a)	<b>6c</b>			
<b>7</b> Other investment income (describe ▶ )	<b>7</b>			
<b>Expenses</b>	<b>8a</b> Gross amount from sales of assets other than inventory	(A) Securities	(B) Other	
	<b>b</b> Less: cost or other basis and sales expenses	<b>8a</b>		
	<b>c</b> Gain or (loss) (attach schedule)	<b>8b</b>		
	<b>d</b> Net gain or (loss) (combine line 8c, columns (A) and (B))	<b>8c</b>		
	<b>8d</b>			
	<b>9</b> Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>			
	<b>a</b> Gross revenue (not including \$ 15,000. of contributions reported on line 1a)	<b>9a</b>	92,867.	
	<b>b</b> Less: direct expenses other than fundraising expenses	<b>9b</b>	47,960.	
	<b>c</b> Net income or (loss) from special events (subtract line 9b from line 9a)	<b>9c</b>	SEE STATEMENT 2	44,907.
	<b>10a</b> Gross sales of inventory, less returns and allowances	<b>10a</b>		
<b>b</b> Less: cost of goods sold	<b>10b</b>			
<b>c</b> Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	<b>10c</b>			
<b>11</b> Other revenue (from Part VII, line 103)	<b>11</b>			
<b>12</b> Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	<b>12</b>	396,504.		
<b>Net Assets</b>	<b>13</b> Program services (from line 44, column (B))	<b>13</b>	309,578.	
	<b>14</b> Management and general (from line 44, column (C))	<b>14</b>	53,027.	
	<b>15</b> Fundraising (from line 44, column (D))	<b>15</b>	51,687.	
	<b>16</b> Payments to affiliates (attach schedule)	<b>16</b>		
	<b>17</b> Total expenses (add lines 16 and 44, column (A))	<b>17</b>	414,292.	
<b>18</b> Excess or (deficit) for the year (subtract line 17 from line 12)	<b>18</b>	<17,788.>		
<b>19</b> Net assets or fund balances at beginning of year (from line 73, column (A))	<b>19</b>	444,938.		
<b>20</b> Other changes in net assets or fund balances (attach explanation)	<b>20</b>	0.		
<b>21</b> Net assets or fund balances at end of year (combine lines 18, 19, and 20)	<b>21</b>	427,150.		

**Part II Statement of Functional Expenses**

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others.

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Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule)				
	(cash \$ _____ noncash \$ _____)				
23	Specific assistance to individuals (attach schedule)				
24	Benefits paid to or for members (attach schedule)				
25	Compensation of officers, directors, etc.	52,945.	37,062.	8,471.	7,412.
26	Other salaries and wages	165,514.	115,248.	26,097.	24,169.
27	Pension plan contributions				
28	Other employee benefits				
29	Payroll taxes	39,367.	27,990.	5,802.	5,575.
30	Professional fundraising fees				
31	Accounting fees				
32	Legal fees				
33	Supplies	4,385.	4,251.	95.	39.
34	Telephone	5,707.	5,145.	281.	281.
35	Postage and shipping	4,853.	4,418.	210.	225.
36	Occupancy	58,318.	52,492.	2,913.	2,913.
37	Equipment rental and maintenance				
38	Printing and publications	5,758.	4,810.	74.	874.
39	Travel	26.	23.		3.
40	Conferences, conventions, and meetings	4,782.	4,339.	251.	192.
41	Interest				
42	Depreciation, depletion, etc. (attach schedule)	5,167.	4,134.	258.	775.
43	Other expenses not covered above (itemize):				
a					
b					
c					
d					
e	SEE STATEMENT 3	67,470.	49,666.	8,575.	9,229.
44	Total functional expenses (add lines 22 through 43). Organizations completing columns (B)-(D), carry these totals to lines 13-15.	414,292.	309,578.	53,027.	51,687.

Joint Costs. Check ☐ if you are following SOP 98-2.Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? ☐ Yes ☒ No

If "Yes," enter (i) the aggregate amount of these joint costs \$ \_\_\_\_\_; (ii) the amount allocated to Program services \$ \_\_\_\_\_;

(iii) the amount allocated to Management and general \$ \_\_\_\_\_; and (iv) the amount allocated to Fundraising \$ \_\_\_\_\_

**Part III Statement of Program Service Accomplishments**What is the organization's primary exempt purpose? ☐

PROVIDE SUPPORT SERVICES FOR CANCER PATIENTS AND FAMILIES.

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

**Program Service Expenses**  
 (Required for 501(c)(3) and (4) orgs. and 4947(a)(1) trusts; but optional for others.)

a	SEE STATEMENT 4				
		(Grants and allocations \$ _____)			309,578.
b					
		(Grants and allocations \$ _____)			
c					
		(Grants and allocations \$ _____)			
d					
		(Grants and allocations \$ _____)			
e	Other program services (attach schedule)				
f	Total of Program Service Expenses (should equal line 44, column (B), Program services)				309,578.

**Part IV** Balance Sheets

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year		(B) End of year
<b>Assets</b>	45 Cash - non-interest-bearing .....	357,463.	45	418,851.
	46 Savings and temporary cash investments .....		46	
	47 a Accounts receivable .....	47a		
	b Less: allowance for doubtful accounts .....	47b	47c	
	48 a Pledges receivable .....	48a		
	b Less: allowance for doubtful accounts .....	48b	48c	
	49 Grants receivable .....		49	
	50 Receivables from officers, directors, trustees, and key employees .....		50	
	51 a Other notes and loans receivable .....	51a		
	b Less: allowance for doubtful accounts .....	51b	51c	
	52 Inventories for sale or use .....		52	
	53 Prepaid expenses and deferred charges .....	4,750.	53	9,750.
	54 Investments - securities .....	<input type="checkbox"/> Cost <input type="checkbox"/> FMV	54	
	55 a Investments - land, buildings, and equipment: basis .....	55a 50,557.		
	b Less: accumulated depreciation .....	55b 44,566.	7,256.	55c 5,991.
56 Investments - other .....		56		
57 a Land, buildings, and equipment: basis .....	57a			
b Less: accumulated depreciation .....	57b	57c		
58 Other assets (describe ► .....		58		
59 Total assets (add lines 45 through 58) (must equal line 74) .....	451,969.	59	434,592.	
<b>Liabilities</b>	60 Accounts payable and accrued expenses .....		60	
	61 Grants payable .....		61	
	62 Deferred revenue .....		62	
	63 Loans from officers, directors, trustees, and key employees .....		63	
	64 a Tax-exempt bond liabilities .....		64a	
	b Mortgages and other notes payable .....		64b	
65 Other liabilities (describe ► <u>ACCRUED EMPLOYEE LEAVE</u> ) .....	7,031.	65	7,442.	
66 Total liabilities (add lines 60 through 65) .....	7,031.	66	7,442.	
<b>Net Assets or Fund Balances</b>	Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.			
	67 Unrestricted .....	343,212.	67	389,174.
	68 Temporarily restricted .....	101,726.	68	37,976.
	69 Permanently restricted .....		69	
	Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 70 through 74.			
	70 Capital stock, trust principal, or current funds .....		70	
	71 Paid-in or capital surplus, or land, building, and equipment fund .....		71	
	72 Retained earnings, endowment, accumulated income, or other funds .....		72	
	73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72; column (A) must equal line 19; column (B) must equal line 21) .....	444,938.	73	427,150.
	74 Total liabilities and net assets / fund balances (add lines 66 and 73) .....	451,969.	74	434,592.

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

<b>Part IV-A</b>	<b>Reconciliation of Revenue per Audited Financial Statements with Revenue per Return</b>
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a	Total revenue, gains, and other support per audited financial statements	a	427,032.
b	Amounts included on line a but not on line 12, Form 990:		
(1)	Net unrealized gains on investments \$		
(2)	Donated services and use of facilities \$		
(3)	Recoveries of prior year grants \$		
(4)	Other (specify): \$		
	Add amounts on lines (1) through (4)	b	0.
c	Line a minus line b	c	427,032.
d	Amounts included on line 12, Form 990 but not on line a:		
(1)	Investment expenses not included on line 6b, Form 990 \$		
(2)	Other (specify):		
	STMT 6 \$ <30,528.>		
	Add amounts on lines (1) and (2)	d	<30,528.
e	Total revenue per line 12, Form 990 (line c plus line d)	e	396,504.

<b>Part IV-B</b>	<b>Reconciliation of Expenses per Audited Financial Statements with Expenses per Return</b>
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a	Total expenses and losses per audited financial statements	a	444,820.
b	Amounts included on line a but not on line 17, Form 990:		
(1)	Donated services and use of facilities \$		
(2)	Prior year adjustments reported on line 20, Form 990 \$		
(3)	Losses reported on line 20, Form 990 \$		
(4)	Other (specify):		
	STMT 5 \$ 30,528.		
	Add amounts on lines (1) through (4)	b	30,528.
c	Line a minus line b	c	414,292.
d	Amounts included on line 17, Form 990 but not on line a:		
(1)	Investment expenses not included on line 6b, Form 990 \$		
(2)	Other (specify):		
	\$		
	Add amounts on lines (1) and (2)	d	0.
e	Total expenses per line 17, Form 990 (line c plus line d)	e	414,292.

<b>Part V</b>	<b>List of Officers, Directors, Trustees, and Key Employees</b> (List each one even if not compensated.)
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[illegible]

75 Did any officer, director, trustee, or key employee receive aggregate compensation of more than \$100,000 from your organization and all related organizations, of which more than \$10,000 was provided by the related organizations? If "Yes," attach schedule. ☐ Yes ☒ No

**Part VI Other Information**

	Yes	No
76 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	76	X
77 Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes.	77	X
78 a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	78a	X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A	78b	
79 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79	X
80 a Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?	80a	X
b If "Yes," enter the name of the organization and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt.		
81 a Enter direct or indirect political expenditures. See line 81 instructions 81a 0.		
b Did the organization file Form 1120-POL for this year?	81b	X
82 a Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a	X
b If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.) 82b		
83 a Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X
b Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b	X
84 a Did the organization solicit any contributions or gifts that were not tax deductible?	84a	X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? N/A	84b	
85 501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members? N/A	85a	
b Did the organization make only in-house lobbying expenditures of \$2,000 or less? N/A	85b	
If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		
c Dues, assessments, and similar amounts from members 85c N/A		
d Section 162(e) lobbying and political expenditures 85d N/A		
e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices 85e N/A		
f Taxable amount of lobbying and political expenditures (line 85d less 85e) 85f N/A		
g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f? N/A	85g	
h If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year? N/A	85h	
86 501(c)(7) organizations. Enter: a Initiation fees and capital contributions included on line 12 86a N/A		
b Gross receipts, included on line 12, for public use of club facilities 86b N/A		
87 501(c)(12) organizations. Enter: a Gross income from members or shareholders 87a N/A		
b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.) 87b N/A		
88 At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	88	X
89 a 501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 0.; section 4912 0.; section 4955 0.		
b 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b	X
c Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 0.		
d Enter: Amount of tax on line 89c, above, reimbursed by the organization 0.		
90 a List the states with which a copy of this return is filed TENNESSEE		
b Number of employees employed in the pay period that includes March 12, 2004 90b 8		
91 The books are in care of ELAINE DORRIS Telephone no. 615 834-0948		

Located at 1033 18TH AVENUE SOUTH NASHVILLE, TN

ZIP + 4 37212

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here ☐  
and enter the amount of tax-exempt interest received or accrued during the tax year 92 N/A

**Part VII Analysis of Income-Producing Activities** (See page 33 of the instructions.)

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
93 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f Medicare/Medicaid payments _____					
g Fees and contracts from government agencies _____					
94 Membership dues and assessments _____					
95 Interest on savings and temporary cash investments _____			14	3,251.	
96 Dividends and interest from securities _____					
97 Net rental income or (loss) from real estate:					
a debt-financed property _____					
b not debt-financed property _____					
98 Net rental income or (loss) from personal property _____					
99 Other investment income _____					
100 Gain or (loss) from sales of assets other than inventory _____					
101 Net income or (loss) from special events _____			05	44,907.	
102 Gross profit or (loss) from sales of inventory _____					
103 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E)) _____		0.		48,158.	0.
105 Total (add line 104, columns (B), (D), and (E)) _____					48,158.

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.

**Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes** (See page 34 of the instructions.)

Line No. Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).

**Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities** (See page 34 of the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

**Part X Information Regarding Transfers Associated with Personal Benefit Contracts** (See page 34 of the instructions.)

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Please Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.	
	Signature of officer <i>Sandra G. Towers</i>	Date <i>16.28.05</i> Type or print name and title <i>SANDRA G. TOWERS - EXEC DIR</i>
Paid Preparer's Use Only	Preparer's signature <i>McGinn Hillstead</i>	Date <i>06/24/05</i>
	Firm's name (or yours if self-employed), address, and ZIP + 4 <i>KRAFTCPAS PLLC 555 GREAT CIRCLE ROAD, SUITE 200 NASHVILLE, TN 37228-1310</i>	Check if self-employed <input checked="" type="checkbox"/> Preparer's SSN or PTIN <i>00228165</i>
423161 01-13-05	EIN <i>62-1614190</i>	Phone no. <i>(615) 242-7351</i>

**SCHEDULE A**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Organization Exempt Under Section 501(c)(3)**

(Except Private Foundation) and Section 501(e), 501(f), 501(k),  
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

**Supplementary Information-(See separate instructions.)**

▶ **MUST** be completed by the above organizations and attached to their Form 990 or 990-EZ

OMB No. 1545-0047

**2004**

Name of the organization

GILDA'S CLUB NASHVILLE

Employer identification number

62 1614190

**Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees**

(See page 1 of the instructions. List each one. If there are 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 & deferred compensation	(e) Expense account and other allowances
NONE				

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

0

**Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services**

(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

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

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

0

**Part III** Statements About Activities (See page 2 of the instructions.)

	Yes	No
1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities $\blacktriangleright$ \$ _____ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes," must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.	1	X
2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)		
a Sale, exchange, or leasing of property?	2a	X
b Lending of money or other extension of credit?	2b	X
c Furnishing of goods, services, or facilities?	2c	X
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? SEE PART V, FORM 990	2d	X
e Transfer of any part of its income or assets?	2e	X
3 a Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments.)	3a	X
b Do you have a section 403(b) annuity plan for your employees?	3b	X
4 a Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?	4a	X
b Do you provide credit counseling, debt management, credit repair, or debt negotiation services?	4b	X

**Part IV** Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions.)

The organization is not a private foundation because it is: (Please check only ONE applicable box.)

- 5 ☐ A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6 ☐ A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7 ☐ A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8 ☐ A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9 ☐ A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state  $\blacktriangleright$  \_\_\_\_\_
- 10 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11a ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b ☐ A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
- 13 ☐ An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: (1) lines 5 through 12 above; or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). (See section 509(a)(3).)

Provide the following information about the supported organizations. (See page 5 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14 ☐ An organization organized and operated to test for public safety. Section 509(a)(4). (See page 5 of the instructions.)



**Part IV-A** **Support Schedule** (Complete only if you checked a box on line 10, 11, or 12.) Use cash method of accounting.  
Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	385,068.	242,555.	263,122.	264,334.	1,155,079.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	146,781.	131,560.	232,830.	96,315.	607,486.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	4,442.	5,724.	8,037.	7,556.	25,759.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					
23 Total of lines 15 through 22	536,291.	379,839.	503,989.	368,205.	1,788,324.
24 Line 23 minus line 17	389,510.	248,279.	271,159.	271,890.	1,180,838.
25 Enter 1% of line 23	5,363.	3,798.	5,040.	3,682.	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24					23,617.
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2000 through 2003 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					131,564.
c Total support for section 509(a)(1) test: Enter line 24, column (a)					1,180,838.
d Add: Amounts from column (e) for lines: 18 25,759. 19 131,564.					157,323.
e Public support (line 26c minus line 26d total)					1,023,515.
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					86.6770%
27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year: N/A					
(2003) (2002) (2001) (2000)					
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: N/A					
(2003) (2002) (2001) (2000)					
c Add: Amounts from column (e) for lines: 15 16 17 20 21					N/A
d Add: Line 27a total and line 27b total					N/A
e Public support (line 27c total minus line 27d total)					N/A
f Total support for section 509(a)(2) test: Enter amount on line 23, column (a)					N/A
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					N/A %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					N/A %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2000 through 2003, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

NONE

**Part V Private School Questionnaire** (See page 7 of the instructions.)

N/A

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

	Yes	No
29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body? .....	29	
30 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships? .....	30	
31 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? .....	31	
If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)		
32 Does the organization maintain the following:		
a Records indicating the racial composition of the student body, faculty, and administrative staff? .....	32a	
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis? .....	32b	
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships? .....	32c	
d Copies of all material used by the organization or on its behalf to solicit contributions? .....	32d	
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)		
33 Does the organization discriminate by race in any way with respect to:		
a Students' rights or privileges? .....	33a	
b Admissions policies? .....	33b	
c Employment of faculty or administrative staff? .....	33c	
d Scholarships or other financial assistance? .....	33d	
e Educational policies? .....	33e	
f Use of facilities? .....	33f	
g Athletic programs? .....	33g	
h Other extracurricular activities? .....	33h	
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)		
34 a Does the organization receive any financial aid or assistance from a governmental agency? .....	34a	
b Has the organization's right to such aid ever been revoked or suspended? .....	34b	
If you answered "Yes" to either 34a or b, please explain using an attached statement.		
35 Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation .....	35	

Schedule A (Form 990 or 990-EZ) 2004

**Part VI-A Lobbying Expenditures by Electing Public Charities** (See page 9 of the instructions.)

N/A

(To be completed ONLY by an eligible organization that filed Form 5768)

Check ☐ a ☐ if the organization belongs to an affiliated group. Check ☐ b ☐ if you checked "a" and "limited control" provisions apply.**Limits on Lobbying Expenditures**

(The term "expenditures" means amounts paid or incurred.)

(a)  
Affiliated group  
totals(b)  
To be completed for ALL  
electing organizations

N/A

36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36		
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37		
38	Total lobbying expenditures (add lines 36 and 37)	38		
39	Other exempt purpose expenditures	39		
40	Total exempt purpose expenditures (add lines 38 and 39)	40		
41	Lobbying nontaxable amount. Enter the amount from the following table -			
	If the amount on line 40 is -		The lobbying nontaxable amount is -	
	Not over \$500,000		20% of the amount on line 40	
	Over \$500,000 but not over \$1,000,000		\$100,000 plus 15% of the excess over \$500,000	
	Over \$1,000,000 but not over \$1,500,000		\$175,000 plus 10% of the excess over \$1,000,000	
	Over \$1,500,000 but not over \$17,000,000		\$225,000 plus 5% of the excess over \$1,500,000	
	Over \$17,000,000		\$1,000,000	
42	Grassroots nontaxable amount (enter 25% of line 41)	42		
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43		
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44		

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

**4-Year Averaging Period Under Section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 45 through 50 on page 11 of the instructions.)

Calendar year (or fiscal year beginning in)	Lobbying Expenditures During 4-Year Averaging Period					N/A
	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total	
45 Lobbying nontaxable amount						0.
46 Lobbying ceiling amount (150% of line 45(e))						0.
47 Total lobbying expenditures						0.
48 Grassroots nontaxable amount						0.
49 Grassroots ceiling amount (150% of line 48(e))						0.
50 Grassroots lobbying expenditures						0.

**Part VI-B Lobbying Activity by Nonelecting Public Charities**

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers		X	
b Paid staff or management (Include compensation in expenses reported on lines c through h.)		X	
c Media advertisements		X	
d Mailings to members, legislators, or the public		X	
e Publications, or published or broadcast statements		X	
f Grants to other organizations for lobbying purposes		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body		X	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means		X	
i Total lobbying expenditures (Add lines c through h.)			0.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

(i) Cash .....

(ii) Other assets .....

(i) Sales or exchanges of assets with a noncharitable exempt organization .....

(ii) Purchases of assets from a noncharitable exempt organization .....

(iii) Rental of facilities, equipment, or other assets .....

(iv) Reimbursement arrangements .....

(v) Loans or loan guarantees .....

(vi) Performance of services or membership or fundraising solicitations .....

	Yes	No
51a(i)		X
a(ii)		X
b(i)		X
b(ii)		X
b(iii)		X
b(iv)		X
b(v)		X
b(vi)		X
c		X

[illegible]

b. If "Yes," complete the following schedule:

[illegible]

FORM 990 SPECIAL EVENTS AND ACTIVITIES STATEMENT 2

DESCRIPTION OF EVENT	GROSS RECEIPTS	CONTRIBUT. INCLUDED	GROSS REVENUE	DIRECT EXPENSES	NET INCOME
DINNER PARTY, WINE DINNER, ETC.	107,867.	15,000.	92,867.	47,960.	44,907.
TO FM 990, PART I, LINE 9	107,867.	15,000.	92,867.	47,960.	44,907.

FORM 990 OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING
BANK CHARGES	175.	32.	143.	
BOOKEEPING SERVICES	3,171.	2,853.	159.	159.
DUES & MEMBERSHIPS	565.	514.	22.	29.
EQUIPMENT LEASE	515.	463.	26.	26.
FOOD & BEVERAGE	3,069.	2,388.	681.	
GIFTS & PROMOTIONS	843.	794.	36.	13.
INSURANCE	11,684.	9,581.	1,675.	428.
MGMT INFO ASSISTANCE	1,741.	1,061.	340.	340.
CREDIT CARD FEES	2,502.		2,502.	
PROFESSIONAL FEES	6,000.	2,000.	2,000.	2,000.
UTILITIES	4,325.	3,893.	216.	216.
CONTRACT LABOR	11,250.	10,990.	130.	130.
OUTREACH	7,180.	7,178.	2.	
BUSINESS TAXES & LICENSES	505.	65.	440.	
EDUCATIONAL AND LIBRARY EXPENSE	143.		143.	
ANNUAL CAMPAIGN EXPENSE	5,221.			5,221.
GILDAGRAM NEWSLETTER	6,271.	5,644.		627.
REPAIRS AND MAINTENANCE	2,310.	2,210.	60.	40.
TOTAL TO FM 990, LN 43	67,470.	49,666.	8,575.	9,229.

FORM 990	STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS	STATEMENT	4
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## DESCRIPTION OF PROGRAM SERVICE ONE

GILDA'S CLUB OF NASHVILLE PROVIDES SUPPPORT AND NETWORKING GROUPS, LECTURES, WORKSHOPS AND SOCIAL EVENTS IN A NON-RESIDENTIAL, HOME-LIKE SETTING, PROVIDED FREE OF CHARGE TO ADULTS & CHILDREN LIVING WITH CANCER AND THEIR FAMILIES AND FRIENDS. DURING 2004 GILDA'S CLUB SPONSORED AND/OR CONDUCTED ACTIVITIES WITH 5515 MEMBER VISITS.

	GRANTS	EXPENSES
TO FORM 990, PART III, LINE A		309,578.

FORM 990	OTHER EXPENSES NOT INCLUDED ON FORM 990	STATEMENT	5
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DESCRIPTION	AMOUNT
FUNDRAISING EXPENSES NETTED WITH FUNDRAISING REVENUE	30,528.
TOTAL TO FORM 990, PART IV-B	30,528.

FORM 990	OTHER REVENUE INCLUDED ON FORM 990	STATEMENT	6
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DESCRIPTION	AMOUNT
FUNDRAISING EXPENSES NETTED WITH FUNDRAISING REVENUE	<30,528.>
TOTAL TO FORM 990, PART IV-A	<30,528.>

GILDA'S CLUB NASHVILLE

EIN : 621614190

**BOARD OF DIRECTORS**

FLEMING WILT (PRESIDENT)  
NANCY SATURN (VICE-PRESIDENT)  
DEREK SCHRAW (TREASURER)  
JACK GOODWIN (SECRETARY)  
MARK CARVER  
ALBIE DEL FAVERO  
DICK FLEMING  
FLETCHER FOSTER  
RON GALBRAITH  
CATHY TYNE JACKSON  
GERRY MACE  
RONNA RUBIN  
TOM SNYDER  
BECKY SOHR  
SHERI WARNKE

**ADVISORY BOARD**

WALTER CAMPBELL, EX OFFICIO  
JOE BARKER  
HOPE HINES  
MERWIN ULLESTAD  
BARBARA WINFREY

**AMENDED AND RESTATED****CHARTER****OF****GILDA'S CLUB NASHVILLE**

Pursuant to the Tennessee Nonprofit Corporation Act, Tenn. Code Ann. §§ 48-51-101, *et seq.* (the "Act"), the undersigned adopts the following Amended and Restated Charter pursuant to § 48-60-106 of the Act:

**Article I**

The name of the corporation is Gilda's Club Nashville (the "Corporation").

**Article II**

The Corporation is a not-for-profit public benefit corporation. The Corporation is not a religious corporation.

**Article III**

The name of the Corporation's registered agent is Joseph N. Barker and the complete address of the Corporation's registered office is 138 Second Avenue North, Suite 300, Nashville, Tennessee 37201.

**Article IV**

The address of the Corporation's principal office in the State of Tennessee is 1033 18<sup>th</sup> Avenue South, Nashville, Tennessee 37212.

**Article V**

The Corporation will be not for profit.

**Article VI**

The Corporation shall have no members.

**Article VII**

The Corporation is organized exclusively for charitable, scientific, and educational purposes. Without limiting the foregoing, the principal purposes for which the Corporation is organized is to provide an innovative and vital addition to the excellent services now available in the area, supplying a free-standing



"community" for people with cancer and their families, a place to meet for hope, friendship, and learning during the little attended to treatment phase of illness, and without charge. People with cancer will join with others—men and women of all ages and from all social walks and backgrounds, dealing with all different kinds of cancer—to actively involve themselves and their families and partners with their health care teams, becoming informed and energetic participants in their efforts toward recovery. There they will find the same kind of inspiration that Gilda Radner received as she reached out to others and took charge of her life during her illness. In her gratitude, Gilda became eager to let the word out: Having cancer does not have to mean losing all control of your life and feeling alone and helpless. Hope, education and friendship can be made available to everyone with cancer who chooses to be actively involved in personal and shared efforts toward recovery. The Corporation is authorized to, alone, or in cooperation with other persons or organizations, do any and all lawful acts and things that may be necessary, useful, suitable or proper for the furtherance, accomplishment or attainment of any or all of the purposes or powers of the Corporation.

#### Article VII

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

#### Article IX

In the event of the liquidation, dissolution, or winding up of the Corporation, and pursuant to Tenn. Code Ann. § 48-64-101, *et seq.*, all of the assets of the Corporation, after the payment of the obligations and liabilities of the Corporation, shall be transferred to one or more corporations or associations having a similar or analogous character or purpose as may be selected by the Corporation's Board of Directors; provided, however, that any transferee Corporation shall qualify under the provisions of Section 501(c)(3) of the Code, and such assets shall be used by such transferee for purposes substantially similar to those of the Corporation, or shall be distributed to the Federal, State, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Chancery Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes.

#### ARTICLE X

The powers of the Corporation shall be subject to the following terms, provisions, and limitations:

- A. No part of the net earnings of the Corporation shall inure to the benefit of any individual (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes in accordance with the applicable federal tax law governing Section 501(c)(3) organizations). No part of the activities of the Corporation shall

consist of attempts to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

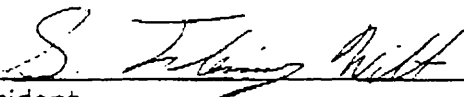
- B. Notwithstanding any other provision of this Charter, the Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, and (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

#### Article XI

The provisions of this Charter may be amended, altered, or repealed from time to time to the extent and in the manner prescribed by the Act, and any additional provisions authorized may be added hereto; provided that the provisions of this Charter shall not be changed, modified, repealed or expanded in such a manner as to be inconsistent with the purposes for which the Corporation is formed, or to jeopardize the Corporation's federal tax-exempt status under Section 501(c)(3) of the Code.

#### Certification

There being no members of the Corporation, the Board of Directors adopted this Amended and Restated Charter by unanimous written consent on the 9 of March 2004.

  
\_\_\_\_\_  
President

**BYLAWS**  
**OF**  
**GILDA'S CLUB NASHVILLE**

**ARTICLE I**

These Bylaws shall regulate the affairs of Gilda's Club Nashville (the "Corporation"), subject to the provisions of the Corporation's Charter and any applicable provision of the Tennessee Nonprofit Corporation Act §§ 48-51-101, et. seq. (the "Act").

Offices

Section A. Principal Office. The principal office of the Corporation and its mailing address shall be at 1033 18<sup>th</sup> Avenue South, Nashville, Tennessee 37212, or such other place as the Board of Directors of the Corporation (the "Board") may determine.

Section B. Registered Office. The Corporation shall have and continuously maintain in Davidson County, Tennessee, a registered office and a registered agent whose office is the registered office as required by the Act. The address of the registered office and the registered agent may be changed from time to time by the Board.

**ARTICLE II**

Purpose

Section A. General Purpose. The Corporation is organized exclusively for charitable, scientific, and educational purposes. Without limiting the foregoing, the principal purposes for which the Corporation is organized are: To alone, or in cooperation with other persons or organizations do any and all lawful acts and things that may be necessary, useful, suitable or proper for the furtherance, accomplishment or attainment of any or all of the purposes or powers of the Corporation; and to solicit, collect, receive, accumulate and administer and disburse funds in such a manner as will, in the sole discretion of the Board, most effectively operate to further charitable, scientific, and educational purposes that qualify under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the "Code").

Section B. Programs and Activities. The Corporation will provide an innovative and vital addition to the excellent services now available in the area, supplying a free-standing "community" for people with cancer and their families, a place to meet for

hope, friendship, and learning during the little attended to treatment phase of illness, and without charge. People with cancer will join with others—men and women of all ages and from all social walks and backgrounds, dealing with all different kinds of cancer—to actively involve themselves and their families and partners with their health care teams, becoming informed and energetic participants in their efforts toward recovery. There they will find the same kind of inspiration that Gilda Radner received as she reached out to others and took charge of her life during her illness. In her gratitude, Gilda became eager to let the word out: Having cancer does not have to mean losing all control of your life and feeling alone and helpless. Hope, education and friendship can be made available to everyone with cancer who chooses to be actively involved in personal and shared efforts toward recovery.

### ARTICLE III

#### Board of Directors

Section A. General Powers. The Board shall supervise, manage and control all of the affairs, business activities, and policies of the Corporation.

Section B. Number. The Board shall consist of thirty (30) individuals. From time to time, the Board may increase or decrease the number of directors, provided the Board always consists of at least three (3) individuals. However, the Board cannot reduce the number directors unless there are vacancies or directors have been properly removed pursuant to Section C(5), as set forth below.

#### Section C. Election, Term, Vacancies and Removal.

1. Election. Directors shall be elected by the Board. Such election shall be made at the annual meeting of the Board or at any other meeting of the Board called for such purpose. Notice of any other meeting shall be given in accordance with section F of this Article IV, provided, however, that notice of any such meeting shall specify that the purpose of the meeting is the election of one or more directors.

2. Term of Office. Directors shall serve no more than two (2) terms of three (3) years each or until their successors are elected and assume office or until their voluntary resignation or removal. The terms shall be staggered as set by resolution of the Board.

3. Vacancies. Any vacancy occurring on the Board, including a vacancy resulting from an increase in the number of directors comprising the Board, shall be filled by election of the Board.

4. Resignation. Any director may resign at any time by notifying the President or the Secretary in writing. Such resignation shall take effect at the time therein specified.

5. Removal. Any director may be removed, with or without cause, by a majority of the Board.

Section D. Regular Meetings. There shall be a regular annual meeting of the Board. Such annual meeting may be held either within or without Davidson County, Tennessee, as determined by the Board. It may be held on any day set pursuant to resolution of the Board.

Section E. Additional Meetings. Additional meetings of the Board may be called by or at the request of the President or any director. The person(s) calling the additional meeting may fix the time and place, either within or without Davidson County, Tennessee, for the holding of additional meetings of the Board. Notice of such additional meeting shall be given in accordance with section (F) of these Bylaws.

Section F. Notice. Notice of any meeting of the Board shall be given at least ten (10) days prior thereto, in form decided by the Board. Any director may waive notice of any meeting. The attendance of any director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section G. Quorum. A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

Section H. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, except where otherwise provided by law or by these Bylaws. Meetings of the Board or of any committee formed under the authority of these Bylaws may be held by conference telephone call or any other similar communications equipment which allows all participants to communicate with each other.

Section I. Compensation. Directors shall not be compensated for their services as directors of the Corporation, but may be reimbursed for expenses incurred on behalf of the Corporation. Directors may serve as officers and employees of the Corporation.

Section J. Action Without a Meeting. Any action which is required to be taken, or which may be taken, at a meeting of directors, may be taken without a meeting if notice is given to all directors and if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

Section K. Advisors to the Corporation. The Board may elect or appoint any person or persons to act in an advisory capacity to the Corporation or in an honorary capacity with respect to the Corporation.

#### ARTICLE IV

##### Officers

Section A. The Officers. The officers of the Corporation shall be the President and Secretary, and such other officers as may be elected in accordance with the provisions of this Article. The Board may elect such other officers, including Vice Presidents, Assistant Secretaries, a Treasurer, or Assistant Treasurers, as it shall deem desirable, to have the authority and perform the duties prescribed, from time to time, by the Board. Any two (2) or more offices except those of President and Secretary may be held by the same person.

Section B. Election and Term of Office. The officers of the Corporation shall be elected at the regular annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until his or her successor shall have been duly chosen and shall qualify, or until his or her death, resignation or removal in the manner hereinafter provided.

Section C. Term and Vacancies. Officers shall serve for a term of one (1) year, renewable by vote of the board for a total of three (3) years. An officer may serve another term after a one (1) year absence. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a majority decision of the Board.

Section D. Resignations. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Any such resignation shall take effect at the date of receipt of such notice, or at any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section E. Removal. Any officer or agent elected or appointed by the Board may be removed, with or without cause, by a majority vote of the Board (excluding the vote of any director who is the officer or agent sought to be removed, provided that a quorum shall be a majority of the non-excluded directors).

Section F. President. The President shall supervise the affairs of the Corporation, subject, however, to the control of the Board. In addition, the President shall perform such other duties as may be prescribed by the Board.

Section G. Secretary. The Secretary shall keep the minutes of the meetings of the Board and of committees having any of the authority of the Board in one or

more books provided for that purpose; see that all notices are duly given in accordance with these Bylaws or as required by law; be custodian of the corporate records and, if applicable, the seal of the Corporation; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board.

Section H. Compensation. All of the officers of the Corporation shall serve without compensation, except as may be authorized by resolution of the Board, but shall be reimbursed for any expenditures incurred in discharge of their duties, subject to the approval of the Board.

## ARTICLE V

### Committees

The Board shall establish such committees as the Board deems necessary or appropriate or appropriate.

## ARTICLE VI

### Miscellaneous Provisions

Section A. Contracts and Other Documents. The Board, except as otherwise required by law, the Charter, or these Bylaws, may authorize any officer(s), or agent(s) of the Corporation, in addition to the President, to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section B. Checks, Drafts, Loans. Etc. All checks, drafts, loans or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by the Board. In the absence of such determination, such instrument shall be signed by the President.

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

Section D. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation. No gift of an interest in real property shall be effective and deemed to have been received until it shall have been accepted by the action of the Board.

Section E. Waiver of Notice. Wherever any notice whatever is required to be given under the provisions of these Bylaws, under the provisions of the Charter, or

under the Act, a waiver thereof signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE VII

### Books and Records

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board and committees having any authority of the Board, and shall keep at the registered office a record giving the names and addresses of the Board. All books and records of the Corporation may be inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time.

## ARTICLE VIII

### Annual Audit

.....The Corporation may provide for an annual audit of its accounts by a certified ..... public accountant to be chosen by the Board.

## ARTICLE IX

### Fiscal Year

The fiscal year of the Corporation shall be a calendar year unless otherwise determined by the Board.

## ARTICLE X

### Exculpation of Directors

Section A. General Exculpation. To the fullest extent that the law of the State of Tennessee as it exists on the date hereof or as it may hereafter be amended permits the limitation or elimination of the liability of directors, no director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director; provided, however, that this provision is not intended to eliminate or limit the liability of a director (i) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (ii) unlawful distributions under Section 48-58-304 of the Act, as amended from time to time.

Section B. Effect of Amendments to Act. If the Act is amended after approval of this Charter to authorize corporate action further limiting or eliminating the personal liability of directors, then the liability of a director of the Corporation shall be



deemed to be limited or eliminated to the fullest extent permitted by the Act, as amended.

## ARTICLE XI

### Indemnification

Section A. General Powers. The Corporation shall indemnify, and upon request shall advance expenses to, in the manner and to the full extent permitted by law, any officer or director (or the estate of any such person) who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee or employee of another corporation, partnership, joint venture, trust or other enterprise (an "indemnitee"). To the full extent permitted by law, the indemnification and advances provided for herein shall include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement. The rights to indemnification and advancement of expenses set forth above are intended to be greater than those which are otherwise provided for in the Act, are contractual between the Corporation and the person being indemnified, his heirs, executors and administrators, and are mandatory, notwithstanding a person's failure to meet the standard of conduct required for permissive indemnification under the Act, as amended from time to time.

Section B. Prohibited Indemnification. Notwithstanding the foregoing, the Corporation shall not indemnify any such indemnitee (1) in any proceeding by the Corporation against such indemnitee; or (2) if a judgment or other final adjudication adverse to the indemnitee establishes his liability for (i) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or (ii) unlawful distributions, if any, under section 48-58-304 of the Act.

Section C. Non-Limiting Application. The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any such expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement to the full extent permitted by law, both as to action in his official capacity and as to action in another capacity while holding such office. The rights to indemnification and advancement of expenses set forth in paragraph XII(A) above are nonexclusive of other similar rights which may be granted by law, the Charter, the Bylaws, a resolution of the Board, or an agreement with the Corporation, which means of indemnification and advancement of expenses are hereby specifically authorized.

Section D. Insurance. The Corporation may, to the full extent permitted by law, purchase and maintain insurance on behalf of any such person against any liability which may be asserted against him or her.

Section E. Repeal or Modification Not Retroactive. Any repeal or modification of the provisions of this Article, either directly or by the adoption of an inconsistent provision of this Charter, shall not adversely affect any right or protection set forth herein existing in favor of a particular individual at the time of such repeal or modification. In addition, if an amendment to the Act limits or restricts in any way the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification which occur subsequent to the effective date of such amendment.

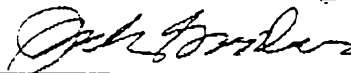
## ARTICLE XII

### Amendments to the Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of a quorum of the Board present at any regular or at any special-called meeting of the Board pursuant to the provisions of Tenn. Code Ann. § 48-60-201, et seq.

-----I certify that the foregoing Bylaws of the Corporation were approved and -----  
adopted for the Corporation by its Board, that these Bylaws are currently in effect,  
and that they contain all amendments thereto which have been duly approved and  
adopted by its Board.

Effective this the 9 day of March 2004.

  
\_\_\_\_\_  
Secretary

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

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
  - If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete **Part II** unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs, and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

**Electronic Filing (e-file).** Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile).

Type or print	Name of Exempt Organization	Employer identification number
	GILDA'S CLUB NASHVILLE	62-1614190
	Number, street, and room or suite no. If a P.O. box, see instructions. 1033 18TH AVENUE SOUTH	
File by the due date for filing your return. See instructions.	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NASHVILLE, TN 37212	

Check type of return to be filed (file a separate application for each return):

- |  |   |                                    |
|--|---|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL         | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ         | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF         | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

- The books are in the care of ► ELAINE DORRIS

Telephone No. ► 615 834-0948

FAX No. ► \_\_\_\_\_

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

- 1 I request an automatic 3-month (6-months for a **Form 990-T corporation**) extension of time until AUGUST 15, 2005 to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
► ☒ calendar year 2004 or  
► ☐ tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions ..... \$ \_\_\_\_\_

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit ..... \$ \_\_\_\_\_

c **Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions ..... \$ \_\_\_\_\_ N/A

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

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

Form 8868 (Rev. 12-2004)