Short Form Return of Organization Exempt From Income Tax

Form **990-EZ**

Department of the Treasury
Internal Revenue Service

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

▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990 All other organizations with gross receipts less than $1,000,000 and total assets less than $2,500,000 at the end of the year may use this form

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

OMB No 1545-1150

2008

Open to Public Inspection

SCANNED MAR 12 2010

A For the 2008 calendar year, or tax year beginning JUL 1, 2008 and ending JUN 30, 2009

B Check if applicable.
- [X] Address change
- [ ] Name change
- [ ] Initial return
- [ ] Termination
- [ ] Amended return
- [ ] Application pending

Please use IRS label or print or type See Specific Instructions

C Name of organization
MIDTOWN PREGNANCY SUPPORT CENTER

Number and street (or P O box, if mail is not delivered to street address) Room/suite
110 EAST 40TH STREET 706

City or town, state or country, and ZIP + 4
NEW YORK, NY 10016

D Employer identification number
13-3771206

E Telephone number
(212)689-1705

F Group Exemption Number ▶

- **Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).**

G Accounting method [ ] Cash [X] Accrual Other (specify) ▶

I Website: ▶ WWW.MPSC.ORG

H Check ▶ [ ] if the organization is **not** required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

J Organization type (check only one)— [X] 501(c) (3) ◀ (insert no) [ ] 4947(a)(1) or [ ] 527

K Check ▶ [ ] if the organization is not a section 509(a)(3) supporting organization **and** its gross receipts are normally **not** more than $25,000 A return is not required, but if the organization chooses to file a return, be sure to file a complete return

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if $1,000,000 or more, file Form 990 instead of Form 990-EZ ▶ $ 381,706.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I)

Revenue	1	Contributions, gifts, grants, and similar amounts received		1	354,090.
	2	Program service revenue including government fees and contracts		2	
	3	Membership dues and assessments		3	
	4	Investment income		4	
	5a	Gross amount from sale of assets other than inventory	5a		
	b	Less cost or other basis and sales expenses	5b		
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a) (attach schedule)		5c	
	6	Special events and activities (complete applicable parts of Schedule G) If any amount is from **gaming**, check here ▶ [ ]			
	a	Gross revenue (not including $ 38,298. of contributions reported on line 1)	6a 27,587.		
	b	Less direct expenses other than fundraising expenses	6b 27,587.		
	c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)		6c	0.
	7a	Gross sales of inventory, less returns and allowances	7a		
	b	Less cost of goods sold	7b		
	c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)		7c	
	8	Other revenue (describe ▶ INTEREST)		8	29.
	9	**Total revenue.** Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8 ▶		9	354,119.
Expenses	10	Grants and similar amounts paid (attach schedule)		10	
	11	Benefits paid to or for members		11	
	12	Salaries, other compensation, and employee benefits		12	123,595.
	13	Professional fees and other payments to independent contractors		13	4,750.
	14	Occupancy, rent, utilities, and maintenance		14	63,444.
	15	Printing, publications, postage, and shipping		15	2,289.
	16	Other expenses (describe ▶ See Statement 1)		16	89,867.
	17	**Total expenses.** Add lines 10 through 16 ▶		17	283,945.
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)		18	70,174.
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)		19	106,046.
	20	Other changes in net assets or fund balances (attach explanation)		20	
	21	Net assets or fund balances at end of year Combine lines 18 through 20 ▶		21	176,220.

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See Statement 3

Part II Balance Sheets. If Total assets on line 25, column (B) are $2,500,000 or more, file Form 990 instead of Form 990-EZ

(See the instructions for Part II)

		(A) Beginning of year		(B) End of year
22	Cash, savings, and investments	81,023.	22	161,610.
23	Land and buildings		23	
24	Other assets (describe ▶ See Statement 2)	27,313.	24	16,909.
25	**Total assets**	108,336.	25	178,519.
26	**Total liabilities** (describe ▶)	2,290.	26	2,299.
27	**Net assets or fund balances** (line 27 of column (B) must agree with line 21)	106,046.	27	176,220.

Part III Statement of Program Service Accomplishments (See the instructions for Part III)

What is the organization's primary exempt purpose? See Statement 6

Describe what was achieved in carrying out the organization's exempt purposes In a clear and concise manner, describe the services provided, the number of persons benefited, or other relevant information for each program title

Expenses (Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts, optional for others)

28 See Statement 5

(Grants $) If this amount includes foreign grants, check here ▶ ☐ 28a 188,900.

29

(Grants $) If this amount includes foreign grants, check here ▶ ☐ 29a

30

(Grants $) If this amount includes foreign grants, check here ▶ ☐ 30a

31 Other program services (attach schedule)

(Grants $) If this amount includes foreign grants, check here ▶ ☐ 31a

32 **Total program service expenses** (add lines 28a through 31a) ▶ 32 188,900.

Part IV List of Officers, Directors, Trustees, and Key Employees. List each one even if not compensated (See the instructions for Part IV)

(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 & deferred compensation	(e) Expense account and other allowances
SUSANNE METAXAS C/O ORGANIZATION, NEW YORK, NY 10016	PRESIDENT & TREASURER 20.00	40,118.	0.	
NIKKI LEOPOLD C/O ORGANIZATION, NEW YORK, NY 10016	CHAIRPERSON 5.00	0.	0.	
CHRIS HIMES C/O ORGANIZATION, NEW YORK, NY 10016	DIRECTOR 5.00	0.	0.	
AMY AIKEN C/O ORGANIZATION, NEW YORK, NY 10016	DIRECTOR 5.00	0.	0.	
ANDREW YONG C/O ORGANIZATION, NEW YORK, NY 10016	SECRETARY 5.00	0.	0.	
JENNY GREGORY C/O ORGANIZATION, NEW YORK, NY 10016	DIRECTOR 5.00	0.	0.	

Part V Other Information (Note the statement requirements in the instructions for Part VI)

			Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	33		X
34	Were any changes made to the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes	34	X	
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining your reason for not reporting the income on Form 990-T			
a	Did the organization have unrelated business gross income of $1,000 or more or section 6033(e) notice, reporting, and proxy tax requirements?	35a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	35b	N/A	
36	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," complete applicable parts of Sch N	36		X
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions ▶ 37a 0.			
b	Did the organization file **Form 1120-POL** for this year?	37b		X
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still unpaid at the start of the period covered by this return?	38a		X
b	If "Yes," complete Schedule L, Part II and enter the total amount involved 38b N/A			
39	Section 501(c)(7) organizations Enter			
a	Initiation fees and capital contributions included on line 9 39a N/A			
b	Gross receipts, included on line 9, for public use of club facilities 39b N/A			
40a	Section 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	Section 501(c)(3) and (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," complete Schedule L, Part I	40b		X
c	Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0.			
d	Enter amount of tax on line 40c reimbursed by the organization ▶ 0.			
e	All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T	40e		X

41 List the states with which a copy of this return is filed ▶ NY

42a The books are in care of ▶ The Organization Telephone no ▶ (212)689-1705

Located at ▶ 110 EAST 40TH STREET, NEW YORK, NY ZIP + 4 ▶ 10016

			Yes	No
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	42b		X
	If "Yes," enter the name of the foreign country ▶			
	See the instructions for exceptions and filing requirements for **Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.**			
c	At any time during the calendar year, did the organization maintain an office outside of the U S ?	42c		X
	If "Yes," enter the name of the foreign country ▶			

43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43 N/A

			Yes	No
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ	44		X
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ	45		X

Part VI **Section 501(c)(3) organizations only.** All section 501(c)(3) organizations must answer questions 46-49 and complete the tables for lines 50 and 51.

			Yes	No
46	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	46		X
47	Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	47		X
48	Is the organization operating a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	48		X
49a	Did the organization make any transfers to an exempt non-charitable related organization?	49a		X
b	If "Yes," was the related organization(s) a section 527 organization?	49b		

50 Complete this table for the five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than $100,000 of compensation from the organization If there is none, enter "None"

(a) Name and address of each employee paid more than $100,000	(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 $100,000 ▶				

51 Complete this table for the five highest compensated independent contractors who each received more than $100,000 of compensation from the organization If there is none, enter "None"

NONE

(a) Name and address of each independent contractor paid more than $100,000	(b) Type of service	(c) Compensation
Total number of other independent contractors each receiving over $100,000 ▶		

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

▶ Susanne Metaxas — Signature of officer — Date 2/15/10

▶ Susanne Metaxas, President — Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ [signature] CPA — Date FEB 12 2010 — Check if self-employed ▶ ☐ — Preparer's Identifying Number (See instr.)

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ Owen J Flanagan & Co, 60 East 42nd Street, New York, NY 10165 — EIN ▶ — Phone no ▶ 212-682-2783

May the IRS discuss this return with the preparer shown above? See instructions ▶ [X] Yes ☐ No

Form **990-EZ** (2008)

832174
12-17-08

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization	Employer identification number
MIDTOWN PREGNANCY SUPPORT CENTER	13-3771206

Part I Reason for Public Charity Status (All organizations must complete this part.) (see instructions)

The organization is not a private foundation because it is: (Please check only **one** organization.)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).** (Attach Schedule H.)

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 ☐ 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 exempt 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).** (Complete the Part III.)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).** (see instructions)

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i)	A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)	
(ii)	A family member of a person described in (i) above?	11g(ii)	
(iii)	A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	

h Provide the following information about the organizations the organization supports.

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

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

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	140,407.	111,241.	216,370.	249,575.	354,090.	1071683.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 - 3	140,407.	111,241.	216,370.	249,575.	354,090.	1071683.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						221,290.
6 **Public Support.** Subtract line 5 from line 4						850,393.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4	140,407.	111,241.	216,370.	249,575.	354,090.	1071683.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources		119.	107.	88.	29.	343.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 **Total support.** Add lines 7 through 10						1072026.

12 Gross receipts from related activities, etc. (see instructions) 12

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	79.33 %
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f	15	73.90 %

16a **33 1/3% support test - 2008.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☒

b **33 1/3% support test - 2007.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% -facts-and-circumstances test - 2008.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

b **10% -facts-and-circumstances test - 2007.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

Part III Support Schedule for Organizations Described in Section 509(a)(2) (Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 - 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or $5,000						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 **Total support** (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2008** (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from **2007** Schedule A, Part IV-A, line 27h	18	%

19a **33 1/3% support tests - 2008.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2007.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

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

SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

▶ Attach to Form 990 or Form 990-EZ. Must be completed by organizations that answer "Yes" to Form 990, Part IV, lines 17, 18, or 19, and by organizations that enter more than $15,000 on Form 990-EZ, line 6a.

OMB No 1545-0047

2008

Open To Public Inspection

Name of the organization: MIDTOWN PREGNANCY SUPPORT CENTER

Employer identification number: 13-3771206

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a [X] Mail solicitations
- b [X] Email solicitations
- c [ ] Phone solicitations
- d [X] In-person solicitations
- e [X] Solicitation of non-government grants
- f [ ] Solicitation of government grants
- g [X] Special fundraising events

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? [ ] Yes [X] No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization. Form 990-EZ filers are not required to complete this table.

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions? Yes	(iii) No	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
Total ▶						

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than $5,000.

		(a) Event #1 AUCTION (event type)	(b) Event #2 (event type)	(c) Other Events None (total number)	(d) Total Events (Add col. (a) through col. (c))
Revenue	1 Gross receipts	65,885.			65,885.
	2 Less: Charitable contributions	38,298.			38,298.
	3 Gross revenue (line 1 minus line 2)	27,587.			27,587.
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes				
	6 Rent/facility costs	13,841.			13,841.
	7 Other direct expenses	13,746.			13,746.
	8 Direct expense summary. Add lines 4 through 7 in column (d) ▶				(27,587.)
	9 Net income summary. Combine lines 3 and 8 in column (d) ▶				0.

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col (a) through col. (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	
	7 Direct expense summary. Add lines 2 through 5 in column (d) ▶				( )
	8 Net gaming income summary. Combine lines 1 and 7 in column (d) ▶				

		Yes	No
9	Enter the state(s) in which the organization operates gaming activities: _____		
a	Is the organization licensed to operate gaming activities in each of these states? 9a		
b	If "No," Explain:		
10a	Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? 10a		
b	If "Yes," Explain:		
11	Does the organization operate gaming activities with nonmembers? 11		
12	Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? 12		

			Yes	No
13 Indicate the percentage of gaming activity operated in:				
a The organization's facility	**13a**	%		
b An outside facility	**13b**	%		
14 Provide the name and address of the person who prepares the organization's gaming/special events books and records:				
Name ▶				
Address ▶				
15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?		**15a**		
b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ _____ and the amount of gaming revenue retained by the third party ▶ $ _____ .				
c If "Yes," enter name and address:				
Name ▶				
Address ▶				
16 Gaming manager information:				
Name ▶				
Gaming manager compensation ▶ $ _____				
Description of services provided ▶				
☐ Director/officer ☐ Employee ☐ Independent contractor				
17 Mandatory distributions:				
a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?		**17a**		
b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $				

Form 990-EZ — Other Expenses — Statement 1

Description	Amount
OFFICE EXPENSE	37,812.
SERVICE EXPANSION COSTS	32,279.
ADVERTISING	19,776.
Total to Form 990-EZ, line 16	89,867.

Form 990-EZ — Other Assets — Statement 2

Description	Beg. of Year	End of Year
CONTRIBUTIONS RECEIVABLE	5,000.	1,025.
DEPOSITS AND PREPAID EXPENSES	16,009.	10,534.
Other Depreciable Assets	6,304.	5,350.
Total to Form 990-EZ, line 24	27,313.	16,909.

Form 990-EZ — Occupancy, Rent, Utilities and Maintenance — Statement 3

Description	Amount
Depreciation/Amortization	954.
Other Expenses	62,490.
Total to Form 990-EZ, line 14	63,444.

FORM 990-EZ Information Regarding Transfers Associated with Personal Benefit Contracts Statement 4

A) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . [ ] Yes [X] No

B) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . [ ] Yes [X] No

OPERATION OF A CENTER OFFERING FREE OPTIONS COUNSELING AND HELP TO WOMEN AND FAMILIES WITH UNPLANNED PREGNANCIES OR SUFFERING THE EFFECTS OF A PAST ABORTION. IN FISCAL YEAR 2009 THE CENTER HAD OVER 550 CLIENT VISITS WHICH INCLUDE REPEAT VISITS, CLASSES AND GROUP COUNSELING SESSIONS. OF THESE VISITS, APPROXIMATELY 350 WERE NEW CLIENTS. SIXTY-FIVE PERCENT OF OUR PREGNANT CLIENTS WERE LIKELY TO CARRY TO TERM AFTER RECEIVING OPTIONS COUNSELING AT THE CENTER.

FREE COUNSEL AND HELP TO WOMEN WITH UNPLANNED PREGNANCIES.

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization 990-EZ
(Including Information on Listed Property)

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

OMB No 1545-0172

2008

Attachment Sequence No **67**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
MIDTOWN PREGNANCY SUPPORT CENTER	Form 990-EZ Page 1	13-3771206

Part I **Election To Expense Certain Property Under Section 179** **Note:** *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount. See the instructions for a higher limit for certain businesses	1	250,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	800,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2007 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2009. Add lines 9 and 10, less line 12 ▶	13	

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

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

14	Special depreciation for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	247.

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

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2008	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2008 Tax Year Using the General Depreciation System

	(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a	3-year property						
b	5-year property						
c	7-year property						
d	10-year property						
e	15-year property						
f	20-year property						
g	25-year property			25 yrs.		S/L	
h	Residential rental property	/		27.5 yrs.	MM	S/L	
		/		27 5 yrs.	MM	S/L	
i	Nonresidential real property	/		39 yrs.	MM	S/L	
		/			MM	S/L	

Section C - Assets Placed in Service During 2008 Tax Year Using the Alternative Depreciation System

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

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

21	Listed property. Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	247.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

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

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

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

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

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

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

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

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

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

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

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

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2008 tax year:					
43 Amortization of costs that began before your 2008 tax year				43	707.
44 **Total.** Add amounts in column (f). See the instructions for where to report				44	707.

BY-LAWS

OF

MIDTOWN PREGNANCY SUPPORT CENTER

(a Type B corporation organized under the Not-For-Profit Corporation Law of the State of New York)
Effective January 8, 2009

MISSION STATEMENT

The Midtown Pregnancy Support Center (MPSC) is a Christian organization providing abortion alternatives and post-abortion support to professionals and students in the greater New York City area by providing the practical resources and emotional and social support necessary to form a realistic plan for the future.

ARTICLE I

BOARD OF DIRECTORS

Section 1.1 Powers. The Board of Directors shall direct and manage the affairs of the Corporation and, in connection therewith, may exercise all such powers and do all such lawful acts and things in carrying out the purposes of the Corporation as are permitted under applicable laws of the State of New York and under the provisions of the Certificate of Incorporation, as the same may be amended from time to time, and under the provisions of these By-Laws, as the same may be amended from time to time.

Section 1.2. Term of Office; Election; Staggered Board. The Directors shall be divided into three (3) classes which shall be as equal in number as feasible. Each Director shall be elected for a term of three (3) years until the expiration of the term for which he or she is elected or appointed and until his or her successor has been elected or appointed and duly qualified or until his or her earlier resignation, death or removal, *provided, however,* that the term of office of two (2) of the classes comprising the initial Board of Directors shall be for one and two years, respectively, so that the terms of one-third of such Directors shall expire each year. Elections of Directors shall be held at each Annual Meeting. Nominations for Directors can be made only by Directors then in office.

Section 1.3 Number. The Board of Directors shall consist of not less than three (3) nor more than eighteen (18) persons. The exact number of Directors shall be fixed by resolution of the Board of Directors; *provided, however,* that no change in the number of Directors shall affect the terms of any Directors then in office, and if any change reduces the number of Directors, it shall not take effect until the number of Directors whose terms of office continue for one or more years after an annual election is less than the number then so determined.

Section 1.4 Quorum and Manner of Acting. A majority of the entire Board of Directors, but not less than two (2), shall constitute a quorum for the transaction of business at any meeting, except as provided in Section 1.6 of these By-Laws. Action of the Board shall be authorized by the vote of a majority of the Directors present at the time of the vote if there is a quorum, unless otherwise provided by law or these By-Laws. In the absence of a quorum, a majority of the Directors present may adjourn any meeting from time to time until a quorum is present. Notice of any such adjourned meeting shall be given in accordance with these By-Laws to the Directors who were not present at the time of the adjournment. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 1.5 Resignation and Removal of Directors. Any Director may resign at any time. Any Director may be removed with cause by vote of the members of the Board of Directors.

Section 1.6 Vacancies. Any vacancy in the Board of Directors, including one created by an increase in the number of Directors, may be filled for the unexpired term by a majority vote of the remaining Directors, even if less than a quorum.

Section 1.7 Regular Meetings; Annual Meetings. Regular meetings of the Board of Directors shall be held in the City, County and State of New York at such times, no less frequently than quarter-annually, as may from time to time be fixed by resolution of the Board of Directors. Annual Meetings shall be held at such time and on such date, not more than ninety (90) days after the financial statements for the preceding fiscal year shall be available, as may, from time to time, be determined by the Board of Directors. At each Annual Meeting, Directors and Officers shall be elected or re-elected, as the case may be.

Section 1.8 Special Meetings. Special meetings of the Board may be called by the President or by any Officer authorized by the Board of Directors or by any Directors upon written demand of not less than one-fifth of the entire Board or two Directors, whichever is greater.

Section 1.9 Notice of Meetings. Subject to the provisions of Section 1.10 of these By-Laws, notice of all meetings shall be given in writing at least five (5) days in advance of each such meeting; *provided, however,* that in the event of an emergency situation, notice may be given twenty-four hours in advance of a meeting. Notices may be hand delivered or sent by first class or overnight mail, postage or other delivery charges prepaid, or by electronic mail provided that there is an electronic mail address for all the Directors. Each notice of meeting shall include the time and place of the meeting. A meeting agenda shall be distributed to all Directors in advance of the meeting. Each notice of meeting relating to any meeting at which: (a) an election of any Directors or Officers is proposed to occur shall include a list of nominees; and (b) any amendments to these By-Laws is proposed shall, as provided in Section 9.1 hereof, set forth the proposed amendments.

Section 1.10 Waiver of Notice. Notice of any meeting of the Board of Directors need not be given to any Director who signs a waiver of notice either before or after the meeting. Attendance by a Director at a meeting shall, in and of itself, constitute a waiver of notice of such meeting by such Director.

Section 1.11 Telephone Participation. Directors may participate in meetings of the Board of Directors through the use of conference telephones or similar communications equipment so long as all Directors participating in the meeting can simultaneously hear one another. Such participation shall constitute personal presence at the meeting and consequently shall be counted toward the required quorum in any vote.

Section 1.12 Unanimous Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action. The effective date of any such consent shall, if not otherwise set forth therein, be the date on which the last signature is obtained. The resolution and the written consents, which may be signed in counterparts, thereto shall be filed with the minutes of the proceedings of the Board.

Section 1.13 Minutes. An accurate record of each meeting of the Board of Directors shall be made by the Secretary. Such minutes, together with a copy of all notices and waivers of meetings and of all actions by unanimous written consent, shall be filed in a minute book to be kept for the purpose of recording actions by the Board of Directors. Minutes of meetings and written consents shall be sent to the Directors in advance of the next succeeding meeting of the Board of Directors. Such minutes and consents shall not be filed with the official minutes of the Board of Directors until approved by the Board of Directors.

Section 1.14 No Compensation. The Directors shall serve in such capacity without compensation, except that the Board of Directors by resolution may provide for reasonable expenses incurred by any Director in connection with such service to be reimbursed.

Section 1.15 Qualifications. A person shall not be qualified to serve as a Director unless such person shall execute a Statement of Faith: (a) professing his or her belief in the sovereignty of Jesus Christ and in the authority of the Bible as the divinely inspired Word Of God and accepting Jesus Christ as his or her saviour and lord; and (b) professing a commitment to protecting the unborn by all lawful and ethical means at their reasonable disposal. Such person shall also provide proof of membership in a Church based upon the aforesaid beliefs.

ARTICLE II

COMMITTEES

Section 2.1 Establishment. From time to time, the Board of Directors may appoint standing or temporary committees of Directors and may invest such Committees with such of its powers as may seem to such Directors to be necessary or appropriate under the circumstances. Each such Committee shall consist of two or more Directors, as provided by the Board in its authorizing resolution. Each such Committee shall be authorized to exercise the authority of the

Board of Directors to the extent provided in the authorizing resolution; *provided, however,* that no such Committee shall have authority to: (a) fill vacancies in the Board of Directors or in any Committee; (b) fix compensation for any person; (c) amend or repeal these By-Laws or adopt new By-Laws; (d) amend or repeal any resolution of the Board of Directors; or (e) approve any contract or other transaction between the Corporation and one or more of its Directors or Officers or between the Corporation and any other corporation or other entity in which one or more of its Directors or Officers are directors or officers or have a substantial financial interest. Any such Committee shall act by majority, but in any event not less than two, votes.

Section 2.2 Notices; Minutes. The provisions of Article I of these By-Laws which apply to notices, adjournments, meetings, quorums and minutes of meetings of the Board of Directors shall also apply to all Committees established by such Board unless the authorizing resolution or any subsequent resolution adopted by the Board of Directors shall expressly exempt any particular Committee from such requirements.

ARTICLE III

ADVISORY BOARD

Section 3.1 Establishment. The Board of Directors may create and appoint an Advisory Board consisting of such number of persons as may be appointed thereto from time to time by the Board of Directors. The function of the Advisory Board shall be to counsel the Board of Directors. Members of the Advisory Board shall serve at the pleasure of the Board of Directors.

Section 3.2 Notices; Minutes. The provisions of Article I of these By-Laws which apply to notices, adjournments, meetings, quorums and minutes of meetings of the Board of Directors shall not apply to the Advisory Board.

Section 3.3 Compensation. Members of the Advisory Board shall be entitled to reimbursement of reasonable expenses incurred in connection with such service. Under appropriate circumstances, they may also, if so determined by the Board of Directors, be entitled to reasonable compensation for services performed by them for the benefit of the Corporation.

ARTICLE IV

OFFICERS

Section 4.1 Election. The Board of Directors shall elect a Chairperson, a President, a Treasurer and a Secretary. In addition, the Board of Directors shall have the right to elect other officers as provided in Section 4.8 hereof. Every Officer of the Corporation, other than Assistant Officers, shall also be a member of the Board of Directors then serving in office. The Officers of the Corporation shall normally be elected at the Annual Meeting of the Board of Directors, but vacancies may be filled at any meeting of the Board at which a quorum is present by a majority of the Directors present in person at the meeting; provided that, as set forth in Section 1.9 hereof, the notice of meeting has included therein a list of nominees together with a brief description of their respective qualifications. The duties and terms of office shall be as provided below in this Article. All Officers shall act under the direction and supervision of the Board.

Section 4.2 Term. Each Officer of the Corporation shall be elected to hold office until the next Annual Meeting of the Board of Directors following his or her election and until his or her successor, if any is to be elected, is elected or appointed and qualified or until his or her earlier resignation, death or removal.

Section 4.3 Chairperson. The Chairperson shall: (a) issue in writing all notices of meetings; (b) preside at all meetings of the Board of Directors; (c) sign such documents as may be authorized by the Board of Directors or as may be necessary in the absence of the President; and (d) shall perform such other duties as may be incidental to the office of Chairperson.

Section 4.4 President. The President shall be the Chief Executive Officer of the Corporation and shall: (a) preside at all meetings of the Board of Directors in the absence of the Chairperson; (b) be an advisory member of all Committees and of the Advisory Board; (c) manage the affairs and direct the work and employees and volunteers of the Corporation subject to, and in accordance with, the directions of the Board of Directors; (d) sign such documents as may be required by his or her office or as may be authorized and directed by the Board of Directors; (e) make such reports and recommendations to the Board of Directors of the Corporation at any regular or special meetings concerning the work and affairs of the Corporation as in his or her judgment may be necessary for their information and guidance; (f) require such reports from the Treasurer and Secretary as in his or her judgment are necessary; (g) be authorized to incur expenses in accordance with the approved budget or as otherwise directed by the Board of Directors; and (h) shall perform such other duties as may be incidental to the office.

Section 4.5 Vice Presidents. The Vice Presidents, in the order of their seniority, shall perform the duties of the President in the event of the absence, resignation, refusal to act or inability to act of the President. In addition, any Vice President may be given responsibility, subject to supervision by the President and the Board of Directors, to manage the affairs of any finite segment of the Corporation's activities and, in connection therewith, to direct the work and employees and volunteers of the Corporation related thereto.

Section 4.6 Secretary. The Secretary shall: (a) prepare corporate records and minutes of meetings of the Board of Directors; (b) be custodian of all corporate records of the Corporation except such records and papers as shall be kept by the Treasurer as herein provided; (c) maintain all corporate records of which he or she shall be custodian in the corporate office; (d) sign such papers as may be required by his or her office or as directed by the Board of Directors; and (e) perform such other duties as may be incidental to the office.

Section 4.7 Treasurer. The Treasurer shall: (a) keep a full account of all moneys received and paid out and shall make such reports thereof to the President and Board of Directors as they may require; (b) cause the books of account of the Corporation to be reviewed at least once annually by an accountant approved by the Board of Directors; (c) cause to be prepared and presented annually at a meeting of the Board of Directors a comprehensive financial statement including the report of the accountant; and (d) perform such other duties as may be incidental to the office. He or she shall not be required to give any bonds, unless the Board of Directors

provide otherwise and in the amounts as they shall determine, for the faithful performance of duties; *provided, however,* that the cost of any such bonds shall be paid by the Corporation. The aforesaid books of account shall be open at any time during regular business hours to inspection by any Director, the Chairperson , the President and any person named by any of the foregoing as having relevant business in connection therewith.

Section 4.8 Other Officers. The Board of Directors at any time and from time to time may appoint such other Officers as it shall deem necessary or appropriate, including without limitation, a Vice Chairperson, one or more Vice Presidents, one or more Assistant Treasurers and one or more Assistant Secretaries, as may seem to such Directors to be necessary or appropriate under the circumstances. Each of such Officers shall hold his or her respective office for such terms as shall be determined by the Board and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors or the President.

Section 4.9 Multiple Offices. Any person may hold two or more Offices at the same time, except the offices of President and Secretary.

Section 4.10 Compensation. The position of President shall be entitled to compensation for his or her services in such capacity. In addition, the Board of Directors by resolution may authorize the payment of compensation for the full or part time services of any Officers for their services in such capacities. The Board of Directors may also provide for reasonable expenses incurred by any Officers in connection with their services to the Corporation to be reimbursed whether or not such Officers are compensated for such services.

Section 4.11 Removal. The Board of Directors may remove any Officer with or without cause whenever in its judgment the best interests of the Corporation will be served thereby.

Section 4.12 Resignation. Any Officer may resign at any time on written notice to the Board of Directors, to take effect immediately unless a future effective date is specified, without affecting the rights of the Corporation under any contract executed by such Officer pursuant to any express authorization not inconsistent with these By-Laws.

Section 4.13 Vacancies. A vacancy in any Office shall exist on the death, resignation or removal of any Officer. In case of a vacancy, the Board of Directors may elect a new Officer. In case of the absence of any Officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board may delegate, on a temporary basis, any or all of the powers or duties of such Officer to any other Officer or to any Director.

ARTICLE V

INTERESTED DIRECTORS AND OFFICERS

Section 5.1 Contracts or Other Transactions. No contract or other transaction between the Corporation and one or more of its Directors or Officers or between the Corporation and any other corporation or other entity in which one or more of its Directors or Officers are directors or officers or have a substantial financial interest shall be void or voidable for such reason alone or by reason alone that such Director or Directors or Officer or Officers are present at the meeting

of the Board of Directors which authorizes such contract or transaction or that his or her or their votes are counted for such purpose if the approval of any such contract or other transaction has been obtained in compliance with applicable statutory provisions.

Section 5.2 Loans to Directors and Officers. No personal loans shall be made by the Corporation to any of its Directors or Officers or to any corporation or other entity in which one or more of its Directors or Officers are directors or officers or hold a substantial financial interest.

ARTICLE VI

INDEMNIFICATION

Section 6.1 Indemnification. The Corporation shall indemnify its Directors and Officers to the extent permitted by the Not-For-Profit Corporation Law of the State of New York and may indemnify its employees and agents to the same or a lesser extent.

Section 6.2 Insurance. The Board of Directors may authorize the maintenance of liability insurance coverage for any or all of the Corporation's Directors and Officers.

ARTICLE VII

CORPORATE SEAL

Section 7.1 Corporate Seal. The seal of the Corporation shall be in the form of a circle and shall bear the name of the Corporation and the year of its incorporation or shall be in such other form as the Board of Directors may from time to time determine.

ARTICLE VIII

FISCAL YEAR

Section 8.1 Fiscal Year. The fiscal year of the Corporation shall be such period as the Board of Directors shall determine and, unless otherwise so determined, shall begin on the first day of July of each year and end on the last day of June of each year.

ARTICLE IX

AMENDMENT

Section 9.1 By-Law Amendments. These By-Laws, as from time to time in effect, can be amended by a majority vote of the entire Board of Directors. The notice of any meeting at which any amendment to the By-Laws is proposed shall, as set forth in Section 1.9 hereof, set forth the proposed amendments.

N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS ALBANY, NY 12231-0001

FILING RECEIPT

ENTITY NAME: MIDTOWN PREGNANCY SUPPORT CENTER

DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP) COUNTY: NEWY
PURPOSES PROCESS RESTATED

FILED:02/02/2009 DURATION:********* CASH#:090202000184 FILM #:090202000172

FILER:

IRENE ZELNICK, ESQ.
173 RIVERSIDE DRIVE

NEW YORK, NY 10024

ADDRESS FOR PROCESS:

THE CORPORATION
104 EAST 40TH STREET
NEW YORK, NY 10016

REGISTERED AGENT:

SERVICE COMPANY: DELANEY CORPORATE SERVICES LTD. - 30 SERVICE CODE: 30

FEES	90.00	PAYMENTS	90.00
FILING	30.00	CASH	0.00
TAX	0.00	CHECK	0.00
CERT	0.00	CHARGE	0.00
COPIES	10.00	DRAWDOWN	90.00
HANDLING	50.00	OPAL	0.00
		REFUND	0.00

DOS-1025 (04/2007)

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and the official seal of the Department of State, at the City of Albany, on February 3, 2009.

Paul LaPointe
Special Deputy Secretary of State

Rev. 06/07

090202000 172

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RESTATED CERTIFICATE OF INCORPORATION
OF
MIDTOWN PREGNANCY SUPPORT CENTER
(Pursuant to Section 805 of the Not-for-Profit Corporation Law of the State of New York)

FIRST: The name of the Corporation is Midtown Pregnancy Support Center.

SECOND: The Certificate of Incorporation of the Corporation was filed by the Department of State of the State of New York on July 1, 1993.

THIRD: The Corporation was formed under the Not-for-Profit Corporation Law of the State of New York.

FOURTH: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law of the State of New York.

FIFTH: The Corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law of the State of New York. The Corporation shall continue, notwithstanding a modification of its corporate purposes effected hereby, to be a Type B corporation under Section 201 of the Not-for-Profit Corporation Law subsequent to the filing by the Department of State of the State of New York of this Restated Certificate of the Corporation's Certificate of Incorporation.

SIXTH: The Paragraphs of the Certificate of Incorporation effected by this Restated Certificate of Incorporation are: (a) Paragraph 3 which describes the initially intended purposes of the Corporation; and (b) Paragraph 11 which sets forth the address to which the Secretary of State is to forward service of process. In addition, Paragraph 4 of the Certificate of Incorporation, which also provides for corporate purposes, shall be combined with Paragraph 3 and subsequent paragraphs shall be renumbered, as articles. The cardinal paragraph numbers shall be changed hereby to ordinal article numbers.

SEVENTH: To accomplish the Amendments, Paragraphs 3 (which will be combined with Paragraph 4) and 11 (which would, upon the filing of this Restated Certificate of Incorporation, become number 10) relating, respectively, to the purposes of the Corporation and to the address to which the Secretary of State is to forward service of process are hereby amended to read as set forth below in Articles THIRD and TENTH of the Certificate of Incorporation of the Corporation as hereinafter restated:

> FOURTH: The Corporation is formed for the religious and charitable purposes of providing aid, comfort, encouragement, spiritual guidance based on biblical principles and other assistance in the support and care of women and men

facing the financial, emotional and other challenges of untimely pregnancy and/or previously terminated pregnancies. The aforesaid aid will include, as warranted, emotional support by members of a peer group; spiritual guidance in the form of prayer and explanations, as appropriate, of the gospel message and scriptural views of the sanctity of life; practical assistance, such as furnishing maternity and childcare items and informational materials; arrangements for pregnancy confirmation tests; referrals, as needed, for medical and/or other professional care, housing, and financial assistance; and, if desired, information and referrals with respect to adoption. In furtherance of the foregoing purposes, the Corporation shall have the right to conduct any and all lawful activities, both alone and in cooperation with other persons or organizations, and do any other act or thing necessary or proper or incidental to or connected with accomplishing or advancing the same. In additional furtherance of the foregoing purposes, the Corporation shall have all the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, together with the power to solicit, collect and otherwise raise grants and contributions (of money or personal or real property) for any or all of the above described charitable and benevolent purposes. The Corporation shall have the right to exercise all other powers which are, or hereafter may be, conferred by law upon a corporation organized for the above purposes or incidental to the conferred powers.

ELEVENTH: The Secretary of State is designated as the agent of the Corporation upon whom process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation served upon him or her, as the case may be, is 104 East 40th Street, New York, NY 10016.

EIGHTH: The foregoing amendment of the Certificate of Incorporation of the Corporation was authorized at a meeting of the Board of Directors held on October 20, 2008. at which a quorum was present, by the vote of at least a majority of the entire Board of Directors, the Corporation having no members entitled to vote on said amendment.

NINTH: The text of the Certificate of Incorporation of the Corporation is hereby restated as above amended herein to read as follows:

[balance of this page intentionally left blank]

RESTATED CERTIFICATE OF INCORPORATION
OF
MIDTOWN PREGNANCY SUPPORT CENTER
(Under Section 402 of the Not-for-Profit Corporation Law of the State of New York)

The undersigned, natural persons of the age of eighteen or over, desiring to set forth the provisions of the Restated Certificate of Incorporation pursuant to the provisions of the Not-for-Profit Corporation Law of the State of New York, do hereby certify:

FIRST: The name of the Corporation is Midtown Pregnancy Support Center.

SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law of the State of New York. The Corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law of the State of New York. The Corporation shall continue, notwithstanding a modification of its corporate purposes effected hereby, to be a Type B corporation under Section 201 of the Not-for-Profit Corporation Law subsequent to the filing by the Department of State of the State of New York of this Restated Certificate of the Corporation's Certificate of Incorporation.

THIRD: The Corporation is formed for the religious and charitable purposes of providing aid, comfort, encouragement, spiritual guidance based on biblical principles and other assistance in the support and care of women and men facing the financial, emotional and other challenges of untimely pregnancy and/or previously terminated pregnancies. The aforesaid aid will include, as warranted, emotional support by members of a peer group; spiritual guidance in the form of prayer and explanations, as appropriate, of the gospel message and scriptural views of the sanctity of life; practical assistance, such as furnishing maternity and childcare items and informational materials; arrangements for pregnancy confirmation tests; referrals, as needed, for medical and/or other professional care, housing, and financial assistance; and, if desired, information and referrals with respect to adoption. In furtherance of the foregoing purposes, the Corporation shall have the right to conduct any and all lawful activities, both alone and in cooperation with other persons or organizations, and do any other act or thing necessary or proper or incidental to or connected with accomplishing or advancing the same. In additional furtherance of the foregoing purposes, the Corporation shall have all the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, together with the power to solicit, collect and otherwise raise grants and contributions (of money or personal or real property) for any or all of the above described charitable and benevolent purposes. The Corporation shall have the right to exercise all other powers which are, or hereafter may be, conferred by law upon a corporation organized for the above purposes or incidental to the conferred powers.

FOURTH: Notwithstanding any other provision of this Certificate, the Corporation is organized exclusively for religious and charitable purposes, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3).

FIFTH: The Corporation is not formed for pecuniary profit or for financial gain and no part of its assets, income or profit shall inure to the benefit of or be distributed to any private individual except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of one or more of its purposes.

SIXTH: Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Section 404(b) through 404(v) of the Not-for-Profit Corporation Law.

SEVENTH: No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation and the corporation shall not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

EIGHTH: The office of the Corporation shall be located in New York County, State of New York.

NINTH: The name and address of the initial directors (who are of full age and were of full age at the time of incorporation) of the Corporation until the first Annual Meeting of the Corporation was as follows:

NAME	ADDRESS
Catherine C. Sherman	160 East 38th Street New York, N.Y. 10016
Katherine A. Wheatley	720 Ft. Washington Ave. New York, N.Y. 10040
P. Christian Whitford	720 Ft. Washington Ave. New York, N.Y. 10040

TENTH: The Secretary of State is designated as the agent of the Corporation upon whom process against the Corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation served upon him or her is 104 East 40th Street, New York, NY 10016.

ELEVENTH: In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed for

the not-for-profit purposes of the Corporation and/or to such charitable organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended, in accordance with a plan approved by the Corporation and by a Justice of the Supreme Court of the State of New York.

TWELFTH: The original incorporator of this Corporation was Katherine A. Wheatley.

IN WITNESS WHEREOF, the undersigned has subscribed this document on the 15th day of December, 2008 and does hereby affirm, under penalties of perjury, that the statements contained herein have been examined by me and are true and correct.

Susanne Metaxas

Susanne Metaxas, President

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On the 15th day of December, 2008, before me, the undersigned, a Notary Public in and for the State of New York, personally appeared Susanne Metaxas, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity as President of Midtown Pregnancy Support Center, and that by her signature on the instrument, said individual acknowledged her authorization to so sign on behalf of said corporation.

Subscribed and Sworn to Before Me
On The Date First Above Written

Notary Public

CAMILLE M. GRAHAM
Notary Public, State of New York
No. 01GR6190281
Qualified in Queens County
Commission Expires July 21, 2012

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

IRENE ZELNICK, being duly sworn, deposes and says that she is an attorney and counselor at law for MIDTOWN PREGNANCY SUPPORT CENTER, the corporation submitting the attached Restated Certificate of Incorporation, and that no previous application for the approval of said Restated Certificate of Incorporation, or any of the amendments effected thereby, has ever been made.

Irene Zelnick

Subscribed and sworn to
before me on the 16th day
of December, 2008.

Notary Public

JANETTE H. WIGGAN (PEARCE)
Notary Public, State of New York
Qualified in Bronx County
Reg. No. 01WI6090747
My Commission Expires April 21, 2011

SHERRY KLEIN HEITLER

The undersigned, _____, a Justice of the Supreme Court of the State of New York, First Judicial District, does hereby approve the foregoing Restated Certificate of Incorporation of MIDTOWN PREGNANCY SUPPORT CENTER and the amendments effected thereby and consent that the same be filed.

Executed on the 28 day of January, 2009.

Justice of the Supreme Court
of the State of New York,
First Judicial District

SHERRY KLEIN HEITLER

THE ATTORNEY GENERAL HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL APPROVAL
HEREON, ACKNOWLEDGES RECEIPT OF
STATUTORY NOTICE AND DEMANDS SERVICE
OF FILED CERTIFICATE. SAID NO OBJECTION
IS CONDITIONED ON SUBMISSION OF THE
MATTER TO THE COURT WITHIN 60 DAYS HEREAFTER.

by Laura Werner
ASSISTANT ATTORNEY GENERAL

DATE
January 21, 2009

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

IRENE ZELNICK, being duly sworn, deposes and says that she is an attorney and counselor at law for MIDTOWN PREGNANCY SUPPORT CENTER, the corporation submitting the attached Restated Certificate of Incorporation, and that no previous application for the approval of said Restated Certificate of Incorporation, or any of the amendments effected thereby, has ever been made.

Irene Zelnick

Subscribed and sworn to
before me on the 16th day
of December, 2008.

Notary Public

JANETTE H. WIGGAN (PEARCE)
Notary Public, State of New York
Qualified in Bronx County
Reg. No. 01WI5090747
My Commission Expires April 21, 2011

The undersigned, _____, a Justice of the Supreme Court of the State of New York, First Judicial District, does hereby approve the foregoing Restated Certificate of Incorporation of MIDTOWN PREGNANCY SUPPORT CENTER and the amendments effected thereby and consent that the same be filed.

Executed on the ____ day of _____, 2008.

Justice of the Supreme Court
of the State of New York,
First Judicial District

mpsccertifiberAGmFundsAlternateForm112308

MIDTOWN PREGNANCY SUPPORT CENTER
(a not-for-profit corporation
organized under the laws of the State of New York)
104 East 40th Street
Suite 706
New York, NY 10016

CERTIFICATE REGARDING APPLICATION OF SOLICITED FUNDS

The undersigned, Susanne Metaxas, hereby certifies as follows:

1. I am the President of Midtown Pregnancy Support Center, a not-for-profit corporation organized under the laws of the State of New York (the "Corporation").

2. The Corporation has submitted for filing with the Secretary of State of the State of New York a Restated Certificate of Incorporation (the "Restatement") amending the purpose clause of the original Certificate of Incorporation to clarify the religious nature of its operations. The decision to so amend the purpose clause was duly made by the Board of Directors of the Corporation after due deliberation.

3. Inasmuch as the amendment is a clarification, rather than a change, of purposes and will not affect the manner in which the Corporation operates insofar as the implementation of its religious purposes are concerned, the Corporation does not believe it necessary to distinguish between funds received, and to be received, by the Corporation prior to the filing of the Amendment with the Secretary of State of New York State and those which will be received subsequent thereto.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 15th day of December, 2008.

Susanne Metaxas
Susanne Metaxas
President

STATE OF NEW YORK)
):
COUNTY OF NEW YORK)

On the date set forth below, SUSANNE METAXAS, known to me and to me known, came before me and swore that she is the President of Midtown Pregnancy Support Center, a not-for-profit corporation organized under the laws of the State of New York, and that the signature set forth above over her name is her signature.

Sworn to before me on the
15th day of December, 2008

Camille Graham
Notary Public

CAMILLE M. GRAHAM
Notary Public, State of New York
No. 01GR6190281
Qualified in Queens County
Commission Expires July 21, 2012

090202000172

RESTATED CERTIFICATE OF INCORPORATION
OF
MIDTOWN PREGNANCY SUPPORT CENTER
(Pursuant to Section 805 of the Not-For-Profit Corporation Law
of the State of New York)

1CC

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED FEB 02 2009
TAX $
BY: JCH
NEW YORK

JCH

Filed By:
Irene Zelnick, Esq.
173 Riverside Drive
New York, NY 10024
Tel: (212) 874-4026
Fax: (212) 595-6907
IreneZ@aol.com

2009 JAN 30 PM 3:05

RECEIVED

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DRAWDOWN
DELANEY #30

Form **8868**
(Rev. April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

- 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).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print	Name of Exempt Organization	**Employer identification number**
File by the due date for filing your return See instructions	MIDTOWN PREGNANCY SUPPORT CENTER	13-3771206
	Number, street, and room or suite no. If a P O box, see instructions. 110 EAST 40TH STREET, No. 706	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10016	

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

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[X] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[ ] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ The Organization 110 EAST 40TH STREET, No. 706 - NEW YORK, NY 10016
  Telephone No. ▶ (212)689-1705 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 corporation required to file Form 990-T) extension of time until February 15, 2010, to file the exempt organization return for the organization named above The extension is for the organization's return for:
▶ [ ] calendar year _____ or
▶ [X] tax year beginning JUL 1, 2008, and ending JUN 30, 2009.

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.	**3a**	$
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.	**3b**	$
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.	**3c**	$ 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.