



Department of the Treasury
Internal Revenue Service
Tax Exempt and Government Entities

Date:
November 6, 2023
Taxpayer ID number (last 4 digits):

Form:

Tax periods ended:

Release Number: 202405011
Release Date: 2/2/2024
UIL Code: 501.03-00

Person to contact:
Name:
ID number:
Telephone:
Fax:
Last day to file petition with United States
Tax Court:
Tuesday, February 6, 2024

CERTIFIED MAIL - Return Receipt Requested

Dear :

Why we are sending you this letter

This is a final determination that you don't qualify for exemption from federal income tax under Internal Revenue Code (IRC) Section 501(a) as an organization described in IRC Section 501(c)(3), effective . Your determination letter dated , is revoked.

Our adverse determination as to your exempt status was made for the following reasons: You ceased operations and conducting exempt activities under Internal Revenue Code (IRC) Section 501(c)(3). This causes you to fail the operational test required under IRC Section 501(c)(3). Thus, because you are no longer operating and/or conducting exempt activities, you do not meet the requirements of IRC Section 501(c)(3) and Treasury Regulations Section 1.501(c)(3)-1. In addition, you did not submit your articles of dissolution nor did you formally dissolve with the State, as specified within IRC Section 6043(b) and Treasury Regulations Section 1.6043-3.

Organizations that are not exempt under IRC Section 501 generally are required to file federal income tax returns and pay tax, where applicable. For further instructions, forms and information please visit **IRS.gov**.

Contributions to your organization are no longer deductible under IRC Section 170.

What you must do if you disagree with this determination

If you want to contest our final determination, you have 90 days from the date this determination letter was mailed to you to file a petition or complaint in one of the three federal courts listed below.

How to file your action for declaratory judgment

If you decide to contest this determination, you can file an action for declaratory judgment under the provisions of Section 7428 of the Code in either:

- The United States Tax Court,
- The United States Court of Federal Claims, or
- The United States District Court for the District of Columbia

You must file a petition or complaint in one of these three courts within 90 days from the date we mailed this determination letter to you. You can download a fillable petition or complaint form and get information about filing at each respective court's website listed below or by contacting the Office of the Clerk of the Court at one of the addresses below. Be sure to include a copy of this letter and any attachments and the applicable filing fee with the petition or complaint.

You can eFile your completed U.S. Tax Court petition by following the instructions and user guides available on the Tax Court website at ustaxcourt.gov/dawson.html. You will need to register for a DAWSON account to do so. You may also file your petition at the address below:

United States Tax Court
400 Second Street, NW
Washington, DC 20217
ustaxcourt.gov

The websites of the U.S. Court of Federal Claims and the U.S. District Court for the District of Columbia contain instructions about how to file your completed complaint electronically. You may also file your complaint at one of the addresses below:

US Court of Federal Claims
717 Madison Place, NW
Washington, DC 20439
uscfc.uscourts.gov

US District Court for the District of Columbia
333 Constitution Avenue, NW
Washington, DC 20001
dcd.uscourts.gov

Processing of income tax returns and assessments of any taxes due will not be delayed if you file a petition for declaratory judgment under IRC Section 7428.

Information about the IRS Taxpayer Advocate Service

The IRS office whose phone number appears at the top of the notice can best address and access your tax information and help get you answers. However, you may be eligible for free help from the Taxpayer Advocate Service (TAS) if you can't resolve your tax problem with the IRS, or you believe an IRS procedure just isn't working as it should. TAS is an independent organization within the IRS that helps taxpayers and protects taxpayer rights. Contact your local Taxpayer Advocate Office at:

Internal Revenue Service

Or call TAS at 877-777-4778. For more information about TAS and your rights under the Taxpayer Bill of Rights, go to taxpayeradvocate.irs.gov. Do not send your federal court pleading to the TAS address listed above. Use the applicable federal court address provided earlier in the letter. Contacting TAS does not extend the time to file an action for declaratory judgment.

Where you can find more information

Enclosed are Publication 1, Your Rights as a Taxpayer, and Publication 594, The IRS Collection Process, for more comprehensive information.

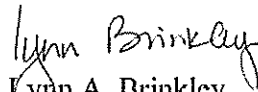
Find tax forms or publications by visiting [IRS.gov/forms](https://www.irs.gov/forms) or calling 800-TAX-FORM (800-829-3676). If you have questions, you can call the person shown at the top of this letter.

If you prefer to write, use the address shown at the top of this letter. Include your telephone number, the best time to call, and a copy of this letter.

You may fax your documents to the fax number shown above, using either a fax machine or online fax service. Protect yourself when sending digital data by understanding the fax service's privacy and security policies.

Keep the original letter for your records.

Sincerely,

A handwritten signature in black ink that reads "Lynn Brinkley". The signature is written in a cursive style with a large initial "L".

Lynn A. Brinkley

Director, Exempt Organizations Examinations

Enclosures:

Publication 1

Publication 594

Publication 892



Department of the Treasury
Internal Revenue Service
Tax Exempt and Government Entities

Date:
9/19/2023
Taxpayer ID number:

Form:

Tax periods ended:

Person to contact:

Name:
ID number:
Telephone:
Fax:
Address:

Manager's contact information:

Name:
ID number:
Telephone:
Response due date:
October 4, 2023

CERTIFIED MAIL – Return Receipt Requested

Dear _____ :

Why you're receiving this letter

We enclosed a copy of our audit report, Form 886-A, Explanation of Items, explaining that we propose to revoke your tax exempt status as an organization described in Internal Revenue Code (IRC) Section 501(c)(3).

If you agree

If you haven't already, please sign the enclosed Form 6018, Consent to Proposed Action, and return it to the contact person shown at the top of this letter. We'll issue a final adverse letter determining that you aren't an organization described in IRC Section 501(c)(3) for the periods above.

After we issue the final adverse determination letter, we'll announce that your organization is no longer eligible to receive tax deductible contributions under IRC Section 170.

If you disagree

1. Request a meeting or telephone conference with the manager shown at the top of this letter.
2. Send any information you want us to consider.
3. File a protest with the IRS Appeals Office. If you request a meeting with the manager or send additional information as stated in 1 and 2, above, you'll still be able to file a protest with IRS Appeals Office after the meeting or after we consider the information.

The IRS Appeals Office is independent of the Exempt Organizations division and resolves most disputes informally. If you file a protest, the auditing agent may ask you to sign a consent to extend the period of limitations for assessing tax. This is to allow the IRS Appeals Office enough time to consider your case. For your protest to be valid, it must contain certain specific information, including a statement of the facts, applicable law, and arguments in support of your position. For specific information needed for a valid protest, refer to Publication 892, How to Appeal an IRS Determination on Tax-Exempt Status.

Fast Track Mediation (FTM) referred to in Publication 3498, The Examination Process, generally doesn't apply now that we've issued this letter.

4. Request technical advice from the Office of Associate Chief Counsel (Tax Exempt Government Entities) if you feel the issue hasn't been addressed in published precedent or has been treated inconsistently by the IRS.

If you're considering requesting technical advice, contact the person shown at the top of this letter. If you disagree with the technical advice decision, you will be able to appeal to the IRS Appeals Office, as explained above. A decision made in a technical advice memorandum, however, generally is final and binding on Appeals.

If we don't hear from you

If you don't respond to this proposal within 15 calendar days from the date of this letter, we'll issue a final adverse determination letter.

Contacting the Taxpayer Advocate Office is a taxpayer right

The Taxpayer Advocate Service (TAS) is an independent organization within the IRS that can help protect your taxpayer rights. TAS can offer you help if your tax problem is causing a hardship, or you've tried but haven't been able to resolve your problem with the IRS. If you qualify for TAS assistance, which is always free, TAS will do everything possible to help you. Visit www.taxpayeradvocate.irs.gov or call 877-777-4778.

Additional information

You can get any of the forms and publications mentioned in this letter by visiting our website at www.irs.gov/forms_pubs or by calling 800 TAX FORM (800 829 3676).

If you have questions, you can contact the person shown at the top of this letter.

Sincerely,

Russell I. Renwick

Digitally signed by Russell I. Renwick
Date: 2023.09.19 13:50:36 -04'00'

For

Lynn A. Brinkley

Director, Exempt Organizations Examinations

Enclosures Form

886-A

Form 4621-A

Form 6018

Publication 892

Publication 3498

Form 886-A (May 2017)	Department of the Treasury - Internal Revenue Service	Schedule number or exhibit
Explanation of Items		
Name of taxpayer	Tax Identification Number (last 4 digits)	Year/Period ended

ISSUES:

Whether _____ continues to qualify as an exempt organization under IRC Section 501(c)(3).

FACTS:

_____ ("_____") is incorporated under the laws of the State of _____ as a non-profit corporation on _____. The foundation was granted exemption under Internal Revenue Code 501(c)(3) by Form M-0714 dated _____. _____ is classified as a supporting organization with the meaning of Section 509(a)(3).

The Form 990-EZ Short Form Return of Organization Exempt from Income Tax for tax year ending _____, filed by _____ was selected for examination to ensure that the organization's activities and operations were in compliance with IRC Section 501(c)(3). According to Form 990-EZ, _____ primary exempt purpose is to _____ in _____.

An examination for tax year ending _____ was opened. Initial contact letter 6031 was sent with Form 4564 Information Document Request, Publication 1, Publication 5295, and Notice 609 on _____ with a response due date of _____. The correspondence requested a copy of any amendments to governing instruments including Articles, Constitution and By laws, made to date, meeting minutes, financial data to reconcile the Form 990-EZ to the organization's books and records.

_____ responded to the initial Form 4564 Information Document Request on _____. The _____ spoke to _____ and _____ indicated that organization has terminated and Form 990-EZ tax year ending _____ was their final return. _____ gave the phone number for _____ and requested that _____ communicate with _____ on the termination process of this examination. _____ spoke to _____ and discussed the required documentations to be submitted for the organization to properly terminate its exempt status.

_____ sent Form 4564 Information Document Request # _____ on _____ with a response due date of _____ to _____, via secured email. Form 4564 Information Document Request # _____ requested the following documentation:

1. According to Form 990EZ tax return ending _____ and our telephone conversation, dated _____, _____ has terminated with final tax return filed ending _____. _____ transferred its assets to _____. Please provide documentation for the transfer of assets to _____, for example, bank statements, canceled checks and written statement of disposition of assets.
2. Copy of Articles of Dissolution and proof of filing with the state of _____.

Form 886-A (May 2017)	Department of the Treasury - Internal Revenue Service	Schedule number or exhibit
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Name of taxpayer	Tax Identification Number (last 4 digits)	Year/Period ended

called and spoke to , on , and inquired about the response to Form 4564 IDR # . requested more time to gather and submit the required documents. and agreed to an extension of .

On , called and spoke to . stated that needed more time to obtain the required documentation pertaining to Form 4564 IDR# . An agreed extension was set for .

On , received an email from , that stated the needed to contact , / . stated that indicated that would handle providing the required documents in response to Form 4564 IDR # .

On , called and spoke to . Discussed F4564-IDR # and the documents that were requested. stated that would submit the documents by , requested F4564-IDR# be sent to email: .

On , emailed a response to F4564-IDR # which included the following documents:

1. Letter from the Secretary of the State of - Administrative Dissolution or Revocation for a Non-Profit Corporation, dated . (See).
2. Copy of partial Bylaws of , dated , which highlighted Article . Dissolution Sections:

“

Article . Dissolution

Form 886-A (May 2017)	Department of the Treasury - Internal Revenue Service Explanation of Items	Schedule number or exhibit
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3. Documents on Disposition of Assets, Letter – Summary of Contributions, dated between to . Letter – Summary of Contributions and copies of checks and transfer wires that documented distributions totaling \$ to , an organization exempt under IRC 501(c)(3). (See).

On , called and spoke to / . discussed and explained that must file Articles of Dissolution with the State of to properly terminate its existence. further explained that once the Articles of Dissolution are filed, a complete copy of the Articles of Dissolution with proof of filing with the state, such as a " " stamp should be sent to the . stated that needed to inquire about the filing of Articles of Dissolution and would follow up with by .

On , emailed the following documents:

1. A copy of Form 990-EZ Short Form Return of Organization Exempt from Income Tax for tax year ending . (See).
2. Copy of sanitized . (See and meeting minutes dated and .

called and spoke to on , explained the requirement to file Articles of Dissolution with State of to properly terminate the organization's existence. further explained the difference between termination and revocation stated that would respond by about Articles of Dissolution. The organization's former representative declared that the organization had no operational or financial activities since . discussed revocation with the organization's former representative on and understood the difference between an organization's voluntary termination of its existence and Internal Revenue Service's ('IRS') proposed revocation as organization is no longer operating for an exempt purpose.

On , sent an email stating that spoke to an employee with the Secretary of the State office who told that Articles of Dissolution were not filed by , and the State administratively dissolved or revoked the non-profit corporation of . submitted a copy of the Secretary of the State document – Administrative Dissolution or Revocation for a Non-Corporation, dated . expressed that the employee of the Secretary of the State office indicated that does not need to file Articles of Dissolution because the State had administratively dissolved its non-profit corporation. (See).

Form 886-A (May 2017)	Department of the Treasury - Internal Revenue Service	Schedule number or exhibit
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The review the Secretary of State website, there was a section on that provided the following description of

Administrative Dissolution:

"

"

is declining to file an Articles of Dissolution with the Secretary of the State of to properly terminate its existence and, is accepting State of Administrative Dissolution or Revocation for a Non-Profit Corporation, dated , as its official Article of Dissolution.

Based on Form 990-EZ Short Form Return of Organization Exempt from Income Tax for tax year ending , notated it to be their final return and terminating its exempt status, meeting minutes dated ; indicating to file final return for the tax year ending , and discussion with , the organization had not been in operation since .

LAW:

Internal Revenue Code §501(c)(3) provides that an organization organized and operated exclusively for charitable or educational purposes is exempt from Federal income tax, provided no part of its net earnings inures to the benefit of any private shareholder or individual.

Treasury Regulation Section 1.501(c)(3) 1(a) In order to be exempt under §501(c)(3) the organization must be both organized and operated exclusively for one or more of the purposes specified in the section. (Religious, charitable, scientific, testing for public safety, literary or educational).

Treasury Regulation Section 1.501(c)(3)-1(a)(1) states that, in order to be exempt as an organization described in Section 501(c)(3) of the Code, an organization must be both organized and operated exclusively for one or more of the purposes specified in such section. If an organization fails to meet either the organizational test or the operational test, it is not exempt.

Treasury Regulation Section 1.501(c)(3)-1(b)(4) holds that an organization is not organized exclusively for one or more exempt purposes unless its assets are dedicated to an exempt purpose. An organization's assets will be considered dedicated to an exempt purpose, for example, if, upon dissolution, such assets would, by reason of a provision in the organization's articles or operation of law, be distributed for one or more exempt purposes.

Treasury Regulation Section 1.501(c)(3)-1(c)(1) provides that an organization will be regarded as operated exclusively for one or more exempt purposes only if it engages primarily in activities which accomplish one

Form 886-A (May 2017)	Department of the Treasury - Internal Revenue Service	Schedule number or exhibit
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or more of such exempt purposes specified in Section 501(c)(3) of the Code. An organization will not be so regarded if more than an insubstantial part of its activities is not in furtherance of an exempt purpose.

Treasury Regulation Section 1.501(c)(3)-1(d)(i) states that an organization may be exempt as an organization described in 501(c)(3) if it is organized and operated exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, educational, or prevention of cruelty to children or animals.

Treasury Regulation Section 1.501(c)(3)-1(d)(1)(ii) provides that an organization is not organized or operated exclusively for one or more exempt purposes unless it serves a public rather than a private interest.

Rev. Rul. 58-617, 1958-2 CB 260, holds that Rulings and determinations letters granting exemption from Federal income tax to an organization described in section 501 (a) of the Internal Revenue Code of 1954, to which contributions are deductible by donors in computing their taxable income in the manner and to the extent provided by section 170 of the Code, are effective only so long as there are no material changes in the character of the organization, the purposes for which it was organized, or its methods of operation. The District Director of Internal Revenue for the district in which the organization is located must be advised immediately of any such changes in order that a determination may be made as to the effect the changes may have upon the exempt status of the organization. See generally sections 1.501 (a)-1 and 1.6033-1 of the Income Tax Regulations. Failure to comply with this requirement may result in serious consequences to the organization for the reason that the ruling or determination letter holding the organization exempt may be revoked retroactively to the date of the changes affecting its exempt status, depending upon the circumstances involved, and subject to the limitations on retroactivity of revocation found in section 503 of the Code.

TAXPAYER'S POSITION:

Whether _____ **continues to qualify as an exempt organization under IRC**
Section 501(c)(3).

It is the position of _____ that the organization has terminated its existence through the following actions:

1. _____ filed a final return, Form 990-EZ Short Form Return of Organization Exempt from Income Tax for tax year ending _____.
2. All the assets of the organization have been distributed to _____ and copies of checks.
3. _____ has been administratively dissolved by the State of _____. They are relying on statements from an employee of the Secretary of State of _____ that it is not necessary to file Articles of Dissolution.

Form 886-A (May 2017)	Department of the Treasury - Internal Revenue Service	Schedule number or exhibit
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Name of taxpayer	Tax Identification Number (last 4 digits)	Year/Period ended

GOVERNMENT'S POSITION:

Whether _____ **continues to qualify as an exempt organization under IRC Section 501(c)(3).**

As demonstrated in Rev.Rul. 58-617, an organization's exempt status will remain in effect only so long as there are no material changes in the character of the organization, the purposes for which it was organized, or its methods of operation. During the year under examination, the organization did not conduct any activities exempt under IRC 501(c)(3). In fact, _____ has been inactive and has no plans for future activities. The only activities during the year were wrapping up the organization and distributing the assets. As such, _____ had failed to meet the operational requirements to continue its exemption status under IRC 501(c)(3).

During the course of this examination, you have informed the IRS that you have terminated the organization. In IDR # _____ you were informed of the termination procedures which included: (1) filing a final return; (2) providing documentation of the distribution of the assets; and (3) submitting Articles of Dissolution with the State of _____. In response you indicated that your Form 990-EZ for the year ended _____ was your final return, and you provided documentation that your final assets were distributed to another organization exempt under IRC 501(c)(3). You did not submit the Articles of Dissolution because your position is that it is not required. Since you have not filed Articles of Dissolution with the State of _____, your corporate existence has not been terminated. According to the State of _____, Administrative dissolution does not mean that your corporation has ceased its existence. Thus, _____ has failed to properly terminate its existence.

CONCLUSION:

Based on the information provided, the organization had not conducted any activities since it ceased operations during the _____ year ended _____. In addition, you did not properly terminate your organization's existence described in Section 501(c)(3) of the Code.

Based on the foregoing reasons, _____ does not qualify for exemption from Federal income tax under Section 501(c)(3) of the Internal Revenue Code and its tax-exempt status should be revoked.

Accordingly, the organization's exempt status is revoked effective _____.