

Return of Organization Exempt From Income Tax

2002

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2002 calendar year, or tax year beginning 2002, and ending 20

B Check if applicable:
 Address change
 Name change
 Initial return
 Final return
 Amended return
 Application pending

C Name of organization: **Halloween Magic, Inc**
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite: **PO Box 667102**
 City or town state or country and ZIP + 4: **Houston, TX 77266-7102**

D Employer identification number: **76 0578026**

E Telephone number: **(713) 226-2342**

F Accounting method: Cash Accrual
 Other (specify) ▶

H and I are not applicable to section 527 organizations.
H(a) Is this a group return for affiliates? Yes No
H(b) If "Yes," enter number of affiliates ▶ _____
H(c) Are all affiliates included? Yes No (If "No" attach a list. See instructions.)
H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No

I Enter 4-digit GEN ▶ _____

M Check if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF)

G Web site ▶ **www.halloweenmagic.org**

J Organization type (check only one) ▶ 501(c) () ◀ (insert no.) 4947(a)(1) or 527

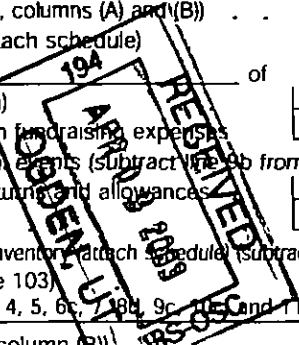
K Check here if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS, but if the organization received a Form 990 Package in the mail, it should file a return without financial data. Some states require a complete return.

L Gross receipts. Add lines 6b, 8b, 9b, and 10b to line 12 ▶ **137075 99**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See page 17 of the instructions)

Revenue	1 Contributions, gifts, grants, and similar amounts received					
	a Direct public support	1a		137075 99		
	b Indirect public support	1b				
	c Government contributions (grants)	1c				
	d Total (add lines 1a through 1c) (cash \$ 137075 99 noncash \$ _____)				1d	137075 99
	2 Program service revenue including government fees and contracts (from Part VII, line 93)				2	
	3 Membership dues and assessments				3	
	4 Interest on savings and temporary cash investments				4	
	5 Dividends and interest from securities				5	
	6a Gross rents	6a				
	b Less rental expenses	6b				
	c Net rental income or (loss) (subtract line 6b from line 6a)				6c	
7 Other investment income (describe ▶ _____)				7		
8a Gross amount from sales of assets other than inventory	(A) Securities		(B) Other			
	8a					
	b Less cost or other basis and sales expenses	8b				
	c Gain or (loss) (attach schedule)	8c				
d Net gain or (loss) (combine line 8c, columns (A) and (B))				8d		
9 Special events and activities (attach schedule)	a Gross revenue (not including \$ _____ of contributions reported on line 1a)	9a				
	b Less direct expenses other than fundraising expenses	9b				
	c Net income or (loss) from special events (subtract line 9b from line 9a)				9c	
10a Gross sales of inventory, less returns and allowances	10a					
	b Less cost of goods sold	10b				
	c Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)				10c	
11 Other revenue (from Part VII, line 103)				11		
12 Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)				12	137075 99	
Expenses	13 Program services (from line 44, column (B))			13	46947 26	
	14 Management and general (from line 44, column (C))			14	4521 52	
	15 Fundraising (from line 44, column (D))			15	47906 93	
	16 Payments to affiliates (attach schedule)			16	0	
	17 Total expenses (add lines 16 and 44, column (A))			17	99375 71	
Net Assets	18 Excess or (deficit) for the year (subtract line 17 from line 12)			18	37700 28	
	19 Net assets or fund balances at beginning of year (from line 73, column (A))			19	20777 92	
	20 Other changes in net assets or fund balances (attach explanation)			20	0	
	21 Net assets or fund balances at end of year (combine lines 18, 19, and 20)			21	58478 20	

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Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C) and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See page 21 of the instructions.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule) (cash \$ 46947.26 noncash \$ _____)	46947.26	46947.26		
23	Specific assistance to individuals (attach schedule)	0	0		
24	Benefits paid to or for members (attach schedule)	0	0		
25	Compensation of officers, directors, etc	0	0	0	0
26	Other salaries and wages	0	0	0	0
27	Pension plan contributions	0	0	0	0
28	Other employee benefits	0	0	0	0
29	Payroll taxes	0	0	0	0
30	Professional fundraising fees	0	0	0	0
31	Accounting fees	0	0	0	0
32	Legal fees	0	0	0	0
33	Supplies	10383.64	0	8.65	10374.99
34	Telephone	124.00	0	0	124.00
35	Postage and shipping	1521.50	0	0	1521.50
36	Occupancy	14391.00	0	560.00	13831.00
37	Equipment rental and maintenance	19349.59	0	236.26	19113.33
38	Printing and publications	2023.36	0	0	2023.36
39	Travel	0	0	0	0
40	Conferences, conventions and meetings	0	0	0	0
41	Interest	0	0	0	0
42	Depreciation, depletion, etc (attach schedule)	0	0	0	0
43	Other expenses not covered above (itemize): a Insurance	918.75	0	0	918.75
b	Bank Service Charges	268.00	0	268.00	0
c	Credit Card Processing Fees	3071.61	0	3071.61	0
d	Dues and Subscriptions	293.00	0	293.00	0
e	Miscellaneous	84.00	0	84.00	0
44	Total functional expenses (add lines 22 through 43). Organizations completing columns (B)-(D), carry these totals to lines 13-15	99375.71	46947.26	4521.52	47906.93

Joint Costs Check if you are following SOP 98-2

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No

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

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

Part III Statement of Program Service Accomplishments (See page 24 of the instructions)

What is the organization's primary exempt purpose? **Fundraising for other 501(c)3 organizations**

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

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

a	See attached "History of Halloween Magic"	(Grants and allocations \$ 46947.26)	46947.26
b		(Grants and allocations \$ _____)	
c		(Grants and allocations \$ _____)	
d		(Grants and allocations \$ _____)	
e	Other program services (attach schedule)	(Grants and allocations \$ _____)	
f	Total of Program Service Expenses (should equal line 44, column (B), Program services)		46947.26

Part IV Balance Sheets (See page 24 of the instructions)

Note. Where required attached schedules and amounts within the description column should be for end of year amounts only		(A) Beginning of year		(B) End of year
Assets	45 Cash—non-interest-bearing	20777.92	45	58478.20
	46 Savings and temporary cash investments	0	46	0
	47a Accounts receivable	0	47a	
	b Less allowance for doubtful accounts	0	47b	47c
	48a Pledges receivable	0	48a	
	b Less allowance for doubtful accounts	0	48b	48c
	49 Grants receivable	0	49	0
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)	0	50	0
	51a Other notes and loans receivable (attach schedule)	0	51a	
	b Less allowance for doubtful accounts	0	51b	51c
	52 Inventories for sale or use	0	52	0
	53 Prepaid expenses and deferred charges	0	53	0
	54 Investments—securities (attach schedule) <input type="checkbox"/> Cost <input type="checkbox"/> FMV	0	54	0
	55a Investments—land, buildings, and equipment basis	0	55a	
	b Less accumulated depreciation (attach schedule)	0	55b	55c
56 Investments—other (attach schedule)	0	56	0	
57a Land, buildings, and equipment basis	0	57a		
b Less accumulated depreciation (attach schedule)	0	57b	57c	
58 Other assets (describe ▶ _____)	0	58	0	
59 Total assets (add lines 45 through 58) (must equal line 74)	20777.92	59	58478.20	
Liabilities	60 Accounts payable and accrued expenses	0	60	0
	61 Grants payable	0	61	0
	62 Deferred revenue	0	62	0
	63 Loans from officers, directors, trustees, and key employees (attach schedule)	0	63	0
	64a Tax-exempt bond liabilities (attach schedule)	0	64a	0
	b Mortgages and other notes payable (attach schedule)	0	64b	0
65 Other liabilities (describe ▶ _____)	0	65	0	
66 Total liabilities (add lines 60 through 65)	0	66	0	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74		67	
	67 Unrestricted		67	
	68 Temporarily restricted		68	
	69 Permanently restricted		69	
	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 70 through 74		70	
	70 Capital stock, trust principal or current funds	20777.92	70	58478.20
	71 Paid-in or capital surplus, or land, building, and equipment fund	0	71	0
	72 Retained earnings, endowment, accumulated income, or other funds	0	72	0
73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72 column (A) must equal line 19 column (B) must equal line 21)	20777.92	73	58478.20	
74 Total liabilities and net assets / fund balances (add lines 66 and 73)	20777.92	74	58478.20	

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

Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return (See page 26 of the instructions)

Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return

a Total revenue, gains and other support per audited financial statements ▶	a n/a
b Amounts included on line a but not on line 12, Form 990	
(1) Net unrealized gains on investments \$ _____	
(2) Donated services and use of facilities \$ _____	
(3) Recoveries of prior year grants \$ _____	
(4) Other (specify) _____	
_____ \$ _____	
Add amounts on lines (1) through (4) ▶	b
c Line a minus line b ▶	c
d Amounts included on line 12, Form 990 but not on line a:	
(1) Investment expenses not included on line 6b, Form 990 \$ _____	
(2) Other (specify) _____	
_____ \$ _____	
Add amounts on lines (1) and (2) ▶	d
e Total revenue per line 12, Form 990 (line c plus line d) ▶	e

a Total expenses and losses per audited financial statements ▶	a n/a
b Amounts included on line a but not on line 17, Form 990	
(1) Donated services and use of facilities \$ _____	
(2) Prior year adjustments reported on line 20, Form 990 \$ _____	
(3) Losses reported on line 20, Form 990 \$ _____	
(4) Other (specify) _____	
_____ \$ _____	
Add amounts on lines (1) through (4) ▶	b
c Line a minus line b ▶	c
d Amounts included on line 17, Form 990 but not on line a:	
(1) Investment expenses not included on line 6b, Form 990 \$ _____	
(2) Other (specify) _____	
_____ \$ _____	
Add amounts on lines (1) and (2) ▶	d
e Total expenses per line 17, Form 990 (line c plus line d) ▶	e

Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated see page 26 of the instructions)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (if not paid, enter -0-)	(D) Contributions to employee benefit plans & deferred compensation	(E) Expense account and other allowances
Gilbert J Perez 900 West 14th Street Houston, TX 77008	President - 5	0	0	0
Mary Beth Reuter 1018 E T C Jester Houston, TX 77008	Vice President - 5	0	0	0
Mark J Abshire 11406 Oak Lake Point Drive Sugar Land, TX 77478	Treasurer - 4	0	0	0
Jay Beasley 908 West 14th Street Houston, TX 77008	Recording Secretary-4	0	0	0
Carl Gordon 3010 Linkwood Houston, TX 77025	Corr Secretary - 4	0	0	0

75 Did any officer, director, trustee, or key employee receive aggregate compensation of more than \$100,000 from your organization and all related organizations, of which more than \$10,000 was provided by the related organizations? Yes No
If "Yes" attach schedule—see page 26 of the instructions

Part VI Other Information (See page 27 of the instructions)

		Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes" attach a detailed description of each activity		✓
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes		✓
78a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		✓
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement		✓
80a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?		✓
b	If "Yes," enter the name of the organization ▶ _____ and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt		
81a	Enter direct or indirect political expenditures. See line 81 instructions		
b	Did the organization file Form 1120-POL for this year?		✓
82a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	✓	
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II (See instructions in Part III)		
	82b 2557.75		
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	✓	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	✓	
84a	Did the organization solicit any contributions or gifts that were not tax deductible?		✓
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
85	501(c)(4), (5) or (6) organizations		
a	Were substantially all dues nondeductible by members?		
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year		
c	Dues, assessments, and similar amounts from members		
d	Section 162(e) lobbying and political expenditures		
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices		
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)		
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?		
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?		
86	501(c)(7) orgs		
a	Initiation fees and capital contributions included on line 12		
b	Gross receipts, included on line 12, for public use of club facilities		
87	501(c)(12) orgs		
a	Gross income from members or shareholders		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX		✓
89a	501(c)(3) organizations Enter amount of tax imposed on the organization during the year under section 4911 ▶ 0 section 4912 ▶ 0 section 4955 ▶ 0		
b	501(c)(3) and 501(c)(4) orgs Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction		✓
c	Enter amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955 and 4958 ▶ 0		
d	Enter amount of tax on line 89c, above, reimbursed by the organization ▶ 0		
90a	List the states with which a copy of this return is filed ▶ _____		
b	Number of employees employed in the pay period that includes March 12, 2002 (See instructions)	90b	0
91	The books are in care of ▶ Mark J Abshire Telephone no ▶ (713) 304-7253 Located at ▶ 11406 Oak Lake Point Drive Sugar Land, TX ZIP + 4 ▶ 77478		
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 92		

Part VII Analysis of Income-Producing Activities (See page 31 of the instructions)

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

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

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See page 32 of the instructions)

Line No	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
▼	The organization's only purpose is to raise funds for other non-profit 501(c)3 organizations, usually through an annual fundraising event

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See page 32 of the instructions)

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

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See page 33 of the instructions)

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

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

Under penalties of perjury, I declare that I have examined this return in its entirety and believe it is true, correct, and complete. Declaration of preparer (other than the taxpayer) is based on all information of which preparer has any knowledge.

Please Sign Here

Signature of officer: *Mark J Abshire*

Mark J Abshire, Treasurer

Type or print name and title

Paid Preparer's Use Only

Preparer's signature: _____

Firm's name (or yours if self-employed) and address and ZIP + 4: _____



SCHEDULE A
(Form 990 or 990-EZ)

Organization Exempt Under Section 501(c)(3)

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

OMB No 1545 0047

2002

Department of the Treasury
Internal Revenue Service

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

Name of the organization

Halloween Magic, Inc

Employer identification number

76 0578026

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 1 of the instructions List each one If there are none, enter "None")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				
.....				
.....				
.....				
.....				
.....				
Total number of other employees paid over \$50,000 ▶				

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

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

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
None		
.....		
.....		
.....		
.....		
Total number of others receiving over \$50,000 for professional services ▶		

Part III Statements About Activities (See page 2 of the instructions)		Yes	No
1	During the year has the organization attempted to influence national state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes" enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ _____ (Must equal amounts on line 38, Part VI-A or line 1 of Part VI-B) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI A Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities		✓
2	During the year, has the organization, either directly or indirectly engaged in any of the following acts with any substantial contributors trustees directors officers, creators key employees or members of their families or with any taxable organization with which any such person is affiliated as an officer director trustee majority owner or principal beneficiary? (If the answer to any question is "Yes" attach a detailed statement explaining the transactions)		
a	Sale exchange or leasing of property?		✓
b	Lending of money or other extension of credit?		✓
c	Furnishing of goods services or facilities?		✓
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?		✓
e	Transfer of any part of its income or assets?		✓
3	Does the organization make grants for scholarships fellowships, student loans, etc.? (See Note below)		✓
4	Do you have a section 403(b) annuity plan for your employees?		✓
Note Attach a statement to explain how the organization determines that individuals or organizations receiving grants or loans from it in furtherance of its charitable programs "qualify" to receive payments			

Part IV Reason for Non-Private Foundation Status (See pages 3 through 5 of the instructions)

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

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

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

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

Part IV-A Support Schedule (Complete only if you checked a box on line 10 11 or 12) *Use cash method of accounting*

Note You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting

Calendar year (or fiscal year beginning in) ▶	(a) 2001	(b) 2000	(c) 1999	(d) 1998	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28.)	137075.99	106911.75	101191.81	90200.00	435379.55
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable etc. purpose			15040.00	18000.00	33040.00
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975					
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge.					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets.					
23 Total of lines 15 through 22	137075.99	106911.75	116231.81	108200.00	468419.55
24 Line 23 minus line 17	137075.99	106911.75	101191.81	90200.00	435379.55
25 Enter 1% of line 23	1370.76	1069.12	1162.32	1082.00	
26 Organizations described on lines 10 or 11	<p>a Enter 2% of amount in column (e), line 24 ▶</p> <p>b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 1998 through 2001 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts ▶</p> <p>c Total support for section 509(a)(1) test. Enter line 24, column (e) ▶</p> <p>d Add amounts from column (e) for lines: 18 _____ 19 _____ 22 _____ 26b _____</p> <p>e Public support (line 26c minus line 26d total) ▶</p> <p>f Public support percentage (line 26e (numerator) divided by line 26c (denominator)) ▶</p>				<p>26a</p> <p>26b</p> <p>26c</p> <p>26d</p> <p>26e</p> <p>26f %</p>
27 Organizations described on line 12	<p>a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of and total amounts received in each year from each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year:</p> <p>(2001) n/a (2000) n/a (1999) n/a (1998) n/a</p> <p>b For any amount included in line 17 that was received from each person (other than "disqualified persons") prepare a list for your records to show the name of and amount received for each year that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000 (include in the list organizations described in lines 5 through 11, as well as individuals). Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year:</p> <p>(2001) n/a (2000) n/a (1999) n/a (1998) n/a</p> <p>c Add amounts from column (e) for lines: 15 <u>435379.55</u> 16 _____ 17 <u>33040.00</u> 20 _____ 21 _____</p> <p>d Add line 27a total _____ and line 27b total _____</p> <p>e Public support (line 27c total minus line 27d total) ▶</p> <p>f Total support for section 509(a)(2) test. Enter amount from line 23, column (e) ▶ 27f </p> <p>g Public support percentage (line 27e (numerator) divided by line 27f (denominator)) ▶</p> <p>h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)) ▶</p>				<p>27c 468419.55</p> <p>27d 0</p> <p>27e 469419.55</p> <p>27g 100 %</p> <p>27h 0 %</p>

28 Unusual Grants For an organization described in line 10, 11, or 12 that received any unusual grants during 1998 through 2001, prepare a list for your records to show for each year the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

Part V Private School Questionnaire (See page 7 of the instructions)
 (To be completed **ONLY** by schools that checked the box on line 6 in Part IV)

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

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions)
 (To be completed **ONLY** by an eligible organization that filed Form 5768)

Check **a** if the organization belongs to an affiliated group Check **b** if you checked "a" and "limited control" provisions apply

Limits on Lobbying Expenditures		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
(The term "expenditures" means amounts paid or incurred.)			
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38	Total lobbying expenditures (add lines 36 and 37)	38	
39	Other exempt purpose expenditures	39	
40	Total exempt purpose expenditures (add lines 38 and 39)	40	
41	Lobbying nontaxable amount Enter the amount from the following table— If the amount on line 40 is— The lobbying nontaxable amount is— Not over \$500,000 20% of the amount on line 40 Over \$500,000 but not over \$1,000,000 \$100,000 plus 15% of the excess over \$500,000 Over \$1,000,000 but not over \$1,500,000 \$175,000 plus 10% of the excess over \$1,000,000 Over \$1,500,000 but not over \$17,000,000 \$225,000 plus 5% of the excess over \$1,500,000 Over \$17,000,000 \$1,000,000	41	
42	Grassroots nontaxable amount (enter 25% of line 41)	42	
43	Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36	43	
44	Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38	44	
Caution If there is an amount on either line 43 or line 44, you must file Form 4720			

4-Year Averaging Period Under Section 501(h)

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

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2002	(b) 2001	(c) 2000	(d) 1999	(e) Total
45	Lobbying nontaxable amount				
46	Lobbying ceiling amount (150% of line 45(e))				
47	Total lobbying expenditures				
48	Grassroots nontaxable amount				
49	Grassroots ceiling amount (150% of line 48(e))				
50	Grassroots lobbying expenditures				

Part VI-B Lobbying Activity by Nonelecting Public Charities
 (For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.)

During the year did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum through the use of

	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines c through h)			
If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities			



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2001 Beneficiary Distributions
 As of September 1, 2002

Beneficiary Name	%age	Goals	4/15/2002	9/1/2002
The Assistance Fund	31 250%	\$25,000 00	\$13,750 00	\$921 02
American Red Cross	12 500%	\$10,000 00	\$ 5,500 00	\$368 41
Bering Omega	12 500%	\$10,00 00	\$ 5,500 00	\$368 41
Casa de Esperanza	12 500%	\$10,000 00	\$ 5,500 00	\$368 41
The Center for AIDS	12 500%	\$10,000 00	\$ 5,500 00	\$368 41
Houston Buyer's Club	6 250%	\$5,000 00	\$ 2,750 00	\$184 20
Steven's House	6 250%	\$5,000 00	\$ 2,750 00	\$184 20
Kolbe Project	3 125%	\$2,500 00	\$ 1,375 00	\$92 10
Unhinged Productions	3 125%	\$2,500 00	\$ 1,375 00	\$92 10
Total	100%	\$80,000 00	\$44,000 00	\$2,947 26
Total Distributed				\$46,947 26



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HISTORY OF HALLOWEEN MAGIC

Halloween Magic started in 1988 as a series of dinner parties held on the Sunday before Halloween to benefit FIRM (The Foundation for Inter-Faith Research & Ministries) and Body Positive.

Three years later, Roger Aucoin, a loyal friend to Halloween Magic approached the organizers of the event with a novel idea. He wanted to give a party, but with the format of a play. In 1991 "Roxie Whorra Beauty Shop" was brought to the stage. It was (up-to-that-point) an unprecedented success, bringing in over \$10,000.

1992 gave birth to the sequel of "Roxie Whorra Beauty Shop" appropriately named "Hair Wars" This event surpassed the previous year bringing in more money than all the dinner parties combined. As a result of this, the Halloween Magic organizers decided to place more emphasis on the play (still doing dinner and cocktail parties) and began doing spoofs of Broadway shows and movies.

In 1993 came "The Sound of Montrose," followed in 1994 by "The Phantom of Montrose " 1994 saw the event change from a Sunday performance to a Saturday evening show.

In 1995, "Montrose Boulevard" was brought to the stage. This year the benefactors were changed to Body Positive, the HIV programs of the American Red Cross and Bering. A record breaking 850 people attended the event.

In 1996, "A Streetcar Named Montrose" benefited Body Positive and Bering,, out performing all previous years. The dinner parties were discontinued and the one "play/party" became the event.

In 1997 came "How to Succeed in Montrose without Really Trying" with an encore matinee performance added on Sunday. The event netted \$80,000.

"Murder on the Montrose Express - A Titanic Adventure" followed in 1998. It was during this year that Halloween Magic formed a 501©(3) non-profit corporation governed by a board of directors.

"Episode One - The Fairy Menace" hit the stage in 1999. Proceeds from this year's event allowed Halloween Magic to distribute \$70,000 to the Kolbe Foundation, Working Class, Inc , the AIDS Foundation, the Assistance Fund, Bering Community Service Foundation, Body Positive Wellness Center, Casa de Esperanza, the Center for AIDS and the Names Project.



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2000 brought in "Westside Cabaret - Montrose Style" which enabled Halloween Magic to distribute \$65,000 in fiscal year 2001 to Body Positive Wellness Center, Casa de Esperanza, the Center for AIDS, the Colt 45's, HATCH, the Names Project, Covenant House and The Assistance Fund

In 2001 came "Dames at Sea - Montrose Tour." Halloween Magic distributed \$46,947.26 to The Assistance Fund, The American Red Cross, Bering Omega, Casa de Esperanza de Los Ninos, The Center for AIDS, Houston Buyers Club, Steven's House, Kolbe Project and Unhinged Productions.

The 2002 performance of "The Women - A Ya Ya Montrose Sisterhood" was an instantaneous hit. The performance turned into a hilarious and oftentimes outrageously funny spectacle with the audience's laughter making it a show-stopping riot! Halloween Magic 2002 raised \$55,000 distributing funds to The Assistance Fund - Insurance & Prescription Assistance Program, Montrose Clinic - Frost Eye Clinic, Casa de Esperanza de Los Ninos - Long Term Care Program, Center for AIDS - Treatment Education and Outreach Program, AIDS Foundation Houston - Stone Soup Assistance Program, People with AIDS Coalition - The New Beginnings Household Restart Program, the Houston Buyer's Club - Nutritional Supplement Program and Resurrection Metropolitan Community Church - HIV/AIDS Assistance Program

Even bigger plans are coming together for 2003 We are truly proud!!



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Bylaws of Halloween Magic, Inc.

Article One Name and Offices

- 1 1 **Name** The name of this Corporation is Halloween Magic, Inc
- 1 2 **Offices** The Registered Office of the Corporation shall be in Houston, Harris County, Texas. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint for the purposes the Corporation may require
- 1 3 **Registered Office and Registered Agent** The Corporation shall continuously maintain in the State of Texas a Registered Office and a Registered Agent. The Registered Agent shall be the Recording Secretary, unless otherwise appointed by an affirmative vote of the majority of the Directors then serving, said determination to be made at either a regular or a special meeting of the Board of Directors duly and validly held. The Registered Office shall be the home address of the Registered Agent, unless otherwise determined by an affirmative vote of the majority of the Directors then serving, said determination to be made at either a regular or a special meeting of the Board of Directors duly and validly held. The Board of Directors may change the Registered Office and Registered Agent from time to time by an affirmative vote of the majority of the Directors then serving, said determination to be made at either a regular or a special meeting of the Board of Directors duly and validly held, provided the filing of the appropriate documents with the Secretary of State

Article Two Mission Statement

Halloween Magic's mission is to raise and distribute funds to non-profit organizations whose primary focus is to provide services to individuals infected and affected by HIV/AIDS living in the Greater Houston Area

Article Three Board of Directors

- 3 1 **General** The business and property of the Corporation shall be managed and controlled by a Board of Directors, each member of which shall hold office until their death, resignation, removal or end of term
- 3 2 **Number** The number of Directors of the Corporation shall be not less than five (5) nor more



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than twenty-three (23) providing there shall always be an odd number of Directors, and shall be set by the affirmative vote of the majority of the Directors then serving, said determination to be made at either a regular or a special meeting of the Board of Directors duly and validly held.

- 3 3 Term Directors shall serve two (2) year terms, beginning January 1st of the year following their election and ending the last day of December of the second year following their election
- 3 4 Election Directors shall be elected to the Board at anytime by the affirmative vote of a majority of the Directors then serving, said election to be held at either a regular or a special meeting of the Board of Directors duly and validly held
- 3 5 Resignation Any Director may resign at any time by giving written notice of such resignation to the Board of Directors
- 3 6 Removal Any Director may be removed from office, with or without cause and without notice and hearing, by the affirmative vote of a majority of the Board of Directors then serving, said determination to be made at either a regular or a special meeting of the Board of Directors duly and validly held
- 3 7 Vacancies Any vacancy in the Board of Directors, whether created by death, resignation removal or an increase in the number of Directors, may be filled with a substitute appointed by the affirmative vote of the majority of the Directors then serving, said election to be held at either a regular or a special meeting of the Board of Directors duly and validly held The substitute Director shall serve for the remainder of the term for the seat that was vacated
- 3 8 Meetings of the Directors
 - 3 8 1 General All meetings of the Directors of the Corporation shall be held at the Registered Office of the Corporation in the City of Houston, County of Harris, State of Texas, or at such other place, within the City of Houston, County of Harris, State of Texas, as shall be determined from time to time, by the Board of Directors

The place at which a meeting shall be held shall be stated in the notice and call of the meeting If no designation is made, the place of meeting shall be the Registered Office of the Corporation in the State of Texas

3 8 2 Regular Annual Meetings

- 3 8 2 1 December A regular annual meeting of the Board of Directors shall be held during the month of December for the purpose of installing Officers and appointing committee Chairpersons, effective January 1 of the following year, and transacting such other business as may properly come before the meeting
- 3 8 2 2 July A regular annual meeting of the Board of Directors shall be held during the month of July with advance notice of the meeting for the purpose of



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electing Officers and transacting such other business as may properly come before the meeting

- 3 8 3 Regular Monthly Meetings A regular meeting of the Board of Directors of the Corporation shall be held every month, on a date, at an hour and at a place, within or without the State of Texas, as shall be stated in call and notice of the meeting. In the absence of any designation in the notice and call of the meeting, the meeting shall be held at the Registered Office of the Corporation.
- 3 8 4 Special meetings Special meetings may be called by or at the request of the President, Vice President or any two Directors. The person or persons authorized to call the Special Meeting may designate the date, the hour and the place at which the Special Meeting shall be held.
- 3 8 5 Notice of Meetings Notice of a regular meeting of the Board of Directors must be given at least six (6) days before the date fixed for the regular meeting, by notice delivered personally, by mail, e-mail or telephone, by or at the direction of the President, the Recording or Corresponding Secretary or the persons calling the meeting, to each Director entitled to vote at such meeting. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at their business or residential address, with postage thereon paid.

However, notice of a special meeting of the Board of Directors must be given at least twenty-four (24) hours before the time fixed for the special meeting, by notice delivered personally, by mail, e-mail or telephone, by or at the direction of the President, the *Recording or Corresponding Secretary or the persons calling the meeting*, to each Director entitled to vote at such meeting. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at their business or residential address, with postage thereon paid.

Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice and call of the meeting.

- 3 8 6 Waiver of Notice and Call Whenever any notice and call is required to be given to each Director of the Corporation because of the laws of the State of Texas or the Articles of Incorporation of the Corporation or these Bylaws, a waiver thereof signed by the person entitled to such notice, whether before or after the time stated therein shall be equivalent to the giving of the notice and call.
- 3 8 7 Chair At all meetings of the Board of Directors, the Chairperson shall preside, as determined by the attendance of the Executive members in the following order
- 1 President



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- 2 Vice President
- 3 Treasurer
- 4 Recording Secretary
- 5 Corresponding Secretary

- 3 8 8 Quorum At all meetings of the Board of Directors, a majority of the Directors, in person or by written proxy, shall be necessary and sufficient to the act of the Board of Directors, except as may be otherwise specifically provided by statute or these Bylaws. If at any meeting there is less than a majority present, a further notice to any absent Director to attend by proxy may not be counted toward a majority.
- 3 9 Voting A Director may vote in person or by written proxy at any regular or special meeting as provided in these Bylaws. No proxy shall be valid after 3 months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.
- 3 10 Board Decisions The act of the Directors present in person or by proxy at a meeting at which a majority of Directors is present shall be the act of the Board of Directors, unless the Articles of Incorporation or these Bylaws require the act of a greater number.
- 3 11 Action by Unanimous Written Consent Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in written form, setting forth the action so taken, is signed by all members of the Board of Directors.
- 3 12 Contracts and Services The Directors of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, directors, or otherwise, provided, however that any contract, transaction, or act on behalf of the corporation in a matter in which the Directors are personally interested as shareholders, directors, or otherwise shall be at arm's length and not be in violation of the proscriptions in the Articles of Incorporation against the Corporation's use or application of its funds for private benefit and provided further that no contract, transaction, or act is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. In no event, however, shall Directors be obligated to inquire into the authority of any of them to enter into and consummate any contract, without first doing so.
- 3 13 Salaries No Director shall receive any stated salary for their services. The Board of Directors shall have power in its discretion, subject to the Articles of Incorporation, to contract for and to pay to any Director rendering unusual or exceptional services to the Corporation, special



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compensation appropriate to the value of such services

- 3 14 Powers All the Corporate powers shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to Officers of the Corporation or to committees formed by Board of Director' resolutions such powers as they may see fit, subject to such limitations as may be imposed by statute or by these Bylaws

Article Four Officers

- 4 1 General The Officers of the Corporation shall be the members of the Executive Board of Directors
- 4 2 Number The Officers of the Corporation shall be the President, Vice President, Treasurer, Recording Secretary and Corresponding Secretary, and such other Officers and Assistant Officers with such powers and duties, not inconsistent with these Bylaws, as may be appointed and determined by the Board of Directors
- 4 3 Term Officers of the Corporation shall serve two (2) year terms, beginning January 1st of the year following their election and ending the last day of December of the second year following their election
- 4 4 Election The President and Recording Secretary shall be elected from among the Directors then serving, at the regular Board of Directors meeting held in the month of July of every even year or a special meeting of the Board of Directors duly and validly held. At this meeting, all members may vote in person or by written proxy as provided in these Bylaws. The Vice President, Treasurer and Corresponding Secretary shall be elected from among the Directors then serving, at the regular Board of Directors meeting held in the month of July of every odd year or a special meeting of the Board of Directors duly and validly held. At this meeting, all members may vote in person or by written proxy as provided in these Bylaws. Officers can only be elected by the affirmative vote of the majority of the Directors then serving. The same person may hold any two offices, except those of President and Vice President, President and Secretary, and President and Corresponding Secretary
- 4 5 Members



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- 4 5 1 **President** The President shall have and exercise general charge and supervision of the affairs of the Corporation and shall do and perform such other duties as may be assigned to the President by the Board of Directors
- 4 5 2 **Vice President** At the request of the President or in the event of his absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President, and to the extent authorized by law, the Vice President shall have such other powers and duties as the Board of Directors may determine
- 4 5 3 **Treasurer** The Treasurer shall have custody of all funds, property and securities of the Corporation, subject to such relations as may be imposed by the Board of Directors The Treasurer may be required to post a bond to ensure the proper performance of his duties Such bond shall be in the minimum amount as the Directors may require When necessary or proper the Treasurer may endorse on behalf of the Corporation for collection checks, notes and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Directors may designate The Treasurer shall sign all receipts and vouchers and together with such other Officer as shall be designated by the Board of Directors, shall sign checks, bills of exchange and promissory notes issued by the Corporation The Treasurer shall make such payments, as may be necessary or proper to be made on behalf of the Corporation The Treasurer shall regularly maintain the books of the Corporation for the purpose of full and accurate accounting of all monies and obligations received and paid or incurred The Treasurer shall perform all the duties incident of the office of Treasurer, subject to the control of the Board of Directors
- 4 5 4 **Recording Secretary** The Recording Secretary shall have charge of such books, documents and papers as the Board of Directors may determine and shall have the custody of the corporate seal The Recording Secretary shall attend and keep the minutes of all the meetings of the Board of Directors and Executive Board of Directors The Recording Secretary may sign with the President or Vice President, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, may affix the seal of the Corporation The Recording Secretary shall perform all the duties incident to the office of the Recording Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to them by the Board of Directors



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- 4 5 5 Corresponding Secretary The Corresponding Secretary may sign with the President or Vice President, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors The Corresponding Secretary shall perform all the duties incident to the office of the Corresponding Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to them by the Board of Directors
- 4 6 Resignation Any Officer may resign at any time by giving written notice of such resignation to the Board of Directors
- 4 7 Removal Any Officer may be removed whenever in the judgment of the Board of Directors the best interests of the Corporation would thereby be served The Officer may be removed with or without cause, and without notice and hearing, and by the affirmative vote of a majority of the Board of Directors then serving
- 4 8 Vacancies Any vacancy in an Officers position, whether created by death, resignation, removal or an increase in the number of Officers, may be filled with a substitute appointed by the affirmative vote of the majority of the Directors then serving The substitute Officer shall serve for the remainder of the term for the position that was vacated
- 4 9 Meetings of the Officers
- 4 9 1 General All meetings of the Officers of the Corporation shall be held at the Registered Office of the Corporation in the City of Houston, County of Harris, State of Texas, or at such other place, within the City of Houston, County of Harris, State of Texas, as shall be determined from time to time, by the Executive Board of Directors
- The place at which a meeting shall be held shall be stated in the notice and call of the meeting If no designation is made, the place of meeting shall be the Registered Office of the Corporation in the State of Texas
- 4 9 2 Regular Monthly Meetings A regular meeting of the Executive Board of Directors of the Corporation shall be held every month, on a date, at an hour and at a place, within or without the State of Texas, as shall be stated in the notice and call of the meeting In the absence of any designation in the notice and call, the meeting shall be held at the Registered Office of the Corporation



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- 4 9 3 Special meetings Special meetings may be called by or at the request of the President, Vice President or any two Officers The person authorized to call the Special Meeting may designate the date, the hour and the place at which the Special Meeting shall be held
- 4 9 4 Notice of Meetings Notice of a regular meeting of the Executive Board of Directors must be given at least six (6) days before the date fixed for the regular meeting, by notice delivered personally, by mail, e-mail or telephone, by or at the direction of the President, the Recording or Corresponding Secretary or the persons calling the meeting, to each Officer entitled to vote at such meeting If mailed, the notice shall be deemed to be delivered when deposited in the United States mail addressed to the Officer at their business or residential address, with postage thereon paid

However, notice of a special meeting of the Executive Board of Directors must be given at least twenty-four (24) hours before the time fixed for the special meeting, by notice delivered personally, by mail, e-mail or telephone, by or at the direction of the President, the Recording or Corresponding Secretary or the persons calling the meeting, to each Officer entitled to vote at such meeting If mailed, the notice shall be deemed to be delivered when deposited in the United States mail addressed to the Officer at their business or residential address, with postage thereon paid

Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Executive Board of Directors need be specified in the notice and call of the meeting

- 4 9 5 Waiver of Notice Whenever any notice is required to be given to each Officer of the Corporation because of the laws of the State of Texas or the Articles of Incorporation of the Corporation or these Bylaws, a waiver thereof signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be equivalent to the giving of the notice
- 4 9 6 Chair At all meetings of the Executive Board of Directors, the Chairperson shall preside, as determined by the attendance of the Executive members in the following order
- 1 President
 - 2 Vice President
 - 3 Treasurer
 - 4 Recording Secretary
 - 5 Corresponding Secretary



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- 4 9 7 Quorum At all meetings of the Executive Board of Directors, a majority of the Officers, in person or by written proxy, shall be necessary and sufficient to the act of the Executive Board of Directors, except as may be otherwise specifically provided by the statute or by these Bylaws. If at any meeting there is less than a majority present, a further notice to any absent Officer to attend by proxy may not be counted toward a majority.
- 4 9 8 Voting An Officer may vote in person or by written proxy. No proxy shall be valid after 3 months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.
- 4 10 Executive Board Decisions The act of the majority of the Officers present in person or by proxy at a meeting at which a majority is present shall be the act of the Executive Board of Directors, unless the act of a greater number is required by the Articles of Incorporation or these Bylaws.
- 4 11 Action by Unanimous Written Consent Any action required or permitted to be taken at a meeting of the Executive Board of Directors may be taken without a meeting if all members of the Executive Board of Directors sign consent, setting forth the action so taken.
- 4 12 Contracts and Services The Officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, directors, or otherwise, provided, however that any contract, transaction, or act on behalf of the corporation in a matter in which the Officers are personally interested as shareholders, directors, or otherwise shall be at arm's length and not be in violation of the proscriptions in the Articles of Incorporation against the Corporation's use or application of its funds for private benefit and provided further that no contract, transaction, or act is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. In no event, however, shall Officers be obligated to inquire into the authority of any of them to enter into and consummate any contract, without first doing so.
- 4 13 Salaries No Officer shall receive any stated salary for their services. The Board of Directors shall, subject to the Articles of Incorporation, have the power in its discretion to contract for and to pay to any Officer rendering unusual or exceptional services to the Corporation, special compensation appropriate to the value of such services.



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Article Five Committees

- 5 1 **Number** Committees, not having and exercising the authority of the Board of Directors in the management of the Corporation, may be designated at anytime with such powers to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law and by an affirmative vote of the majority of the Directors then serving
- 5 2 **Chairperson** Except as otherwise provided in the resolution creating a committee, the Board of Directors shall appoint the Chairperson of each such committee from among their numbers
- 5 3 **Members** The Chairperson of each such committee shall appoint the members thereof
- 5 4 **Terms** Each committee Chairperson and member thereof shall continue as such until January 1 of the year following the installation of their successor which is determined at the previous Annual Meeting of the Board of Directors held in December of each year, unless the committee shall be sooner terminated, or unless the member be removed from the committee, or unless the member shall cease to qualify as a member thereof, or unless otherwise provided by the creating resolution
- 5 5 **Resignation** Any committee Chairperson or member may resign at any time by giving written notice of such resignation to the Board of Directors
- 5 6 **Removal** Any Chairperson or committee member thereof may be removed by the person authorized to appoint such member or an affirmative vote of the majority of the Directors then serving, whenever in the judgment of the Board of Directors, the best interest of the Corporation shall be served
- 5 7 **Vacancies**
- 5 7 1 **Chairperson** Any vacancy in the Chairperson's position of a committee, whether created by death, resignation, removal or an increase in the number of Chairpersons, may be filled with a substitute appointed by the affirmative vote of the majority of the Directors then serving. The substitute Chairperson shall serve for the remainder of the term for the position that was vacated
- 5 7 2 **Committee Members** Any vacancy in the membership of a committee, whether created by death, resignation, removal or an increase in the number of members, may be filled with a substitute appointed by the Chairperson of the committee. The substitute member shall serve for the remainder of the term for the position that was vacated



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- 5 8 Quorum Unless otherwise provided in the resolution of the Board of Directors creating the committee, the act of a majority of the committee members then serving shall be the act of the committee
- 5 9 Rules Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors
- 5 10 Salaries Committee Chairpersons and members shall not receive any stated salary for their services The Board of Directors shall, subject to the Articles of Incorporation, have the power in its discretion to contract for and to pay to any committee Chairperson or member rendering unusual or exceptional services to the Corporation, special compensation appropriate to the value of such services

Article Six Agents and Representatives

The Board of Directors, by an affirmative vote of the majority of the Directors then serving, may appoint such agents and representatives of the Corporation with such powers to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law

Article Seven Contracts

The Board of Directors, by an affirmative vote of the majority of the Directors then serving, except as stated in the Articles of Incorporation or these Bylaws, may authorize any agent or representative to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation Such authority may be general or confined to a specific instance and unless so authorized by the Board of Directors, no agent or representative of the Corporation shall have any power to pledge the credit of the Corporation, or render the Corporation financially liable for any purpose or amount

Article Eight Voting Upon Shares of Other Corporations

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to vote either in person or by written proxy at any meeting of the shareholders of any corporation in which this Corporation may hold shares, and at such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof, this Corporation might have possessed and exercised if present The Board of Directors may



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confer like powers upon any other person and may revoke such powers as granted at its discretion by an affirmative vote of the majority of the Directors then serving

Article Nine Fiscal Year

The fiscal year of the Corporation shall commence on January 1 of each year and end on December 31 of the succeeding year, unless changed by resolution of the Board of Directors

Article Ten Prohibition Against Sharing in Corporate Earnings

No Director, Officer, committee Chairperson, member of a committee, agent or representative of the Corporation, or any other private individual shall receive at any time, any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors, and no such person shall be entitled to share in the distribution of any of the Corporation assets upon dissolution of the Corporation. Upon dissolution of the Corporation, after all debts have been satisfied, the assets remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Corporation's Board of Directors may determine or as may be determined by a Court of competent jurisdiction upon application of the Board of Directors to such charitable, religious, educational or other organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended

Article Eleven Investments

The Corporation shall have the right to retain all or any part of any securities or property acquired by it, in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make, or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they exist or as they may hereafter be amended

Article Twelve Amendments



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The Board of Directors shall have power to make, alter, amend and repeal the Bylaws of the Corporation by affirmative vote of a majority of the Board of Directors

Article Thirteen Exempt Activities

Notwithstanding any other provision of these Bylaws, no Director, Officer, committee Chairperson, member of a committee, agent or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 1780(c)(2) of such Code and Regulation as they now exist or as they may hereafter be amended