

Form 990-PF

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2002

Department of the Treasury
Internal Revenue Service

Note The organization may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2002, or tax year beginning , and ending

G Check all that apply Initial return Final return Amended return Address change Name change

Name of organization: The Gerber Foundation
Number and street (or P O box number if mail is not delivered to street address): 4747 West 48th Street
Room/suite: 153
City or town state, and ZIP code: Fremont MI 49412

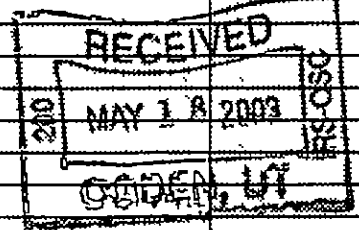
A Employer identification number: 38-6068090
B Telephone number (see page 10 of the instructions): 231-924-3175
C If exemption application is pending, check here
D 1 Foreign organizations check here
2 Foreign org meeting the 85% test check here and attach computation
E If private foundation status was terminated under section 507(b)(1)(A) check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

H Check type of organization: Section 501(c)(3) exempt private foundation
Section 4947(a)(1) nonexempt charitable trust
Other taxable private foundation

I Fair market value of all assets at end of year (from Part II col (c), line 16): \$ 67,611,443
J Accounting method: Cash Accrual

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Contributions, Distributions, Interest, Dividends, Rents, Net gain/loss, Capital gain, Income modifications, Gross sales, Other income, Compensation, Pension, Legal fees, Accounting fees, Interest, Taxes, Depreciation, Occupancy, Travel, Printing, Other expenses, Total operating and administrative expenses, Contributions paid, Total expenses, Subtract line 26, Excess of revenue, Net investment income, Adjusted net income.

SCANNED - FEB 26 2003



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash-non-interest-bearing				
	2	Savings and temporary cash investments		123,646	260,902	260,902
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers directors trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes & loans receivable ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments-U S and state government obligations (att schedule) Stmt 7		83,677,894	70,817,211	67,323,972
	b	Investments-corporate stock (attach schedule)				
	c	Investments-corporate bonds (attach schedule)				
	11	Investments-land, buildings, & equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments-mortgage loans					
13	Investments-other (attach schedule)					
14	Land, buildings and equipment basis ▶ 45,809					
	Less accumulated depreciation ▶ 19,240		14,520	26,569	26,569	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers-see page 10 of the instructions. Also see page 1, item I)		83,816,060	71,104,682	67,611,443	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors trustees, and other disqualified persons				
	21	Mortgages and other notes payable (att sch)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances		Organizations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31 ▶ <input checked="" type="checkbox"/>				
	24	Unrestricted		83,816,060	71,104,682	
	25	Temporarily restricted				
	26	Permanently restricted				
		Organizations that do not follow SFAS 117, check here and complete lines 27 through 31 ▶ <input type="checkbox"/>				
	27	Capital stock trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see page 16 of the instructions)		83,816,060	71,104,682		
31	Total liabilities and net assets/fund balances (see page 16 of the instructions)		83,816,060	71,104,682		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year-Part II column (a) line 30 (must agree with end-of-year figure reported on prior year's return)	1	83,816,060
2	Enter amount from Part I, line 27a	2	-12711378
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	71,104,682
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)-Part II, column (b), line 30	6	71,104,682

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)

(b) How acquired
P-Purchase
D-Donation

(c) Date acquired
(mo, day, yr)

(d) Date sold
(mo, day, yr)

1a	Investments - See Schedule		
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a -11,560,518			-11,560,518
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j) if any	(l) Gains (Col (h) gain minus col (k) but not less than -0-) or Losses (from col (h))
a			-11,560,518
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	-11,560,518
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 12 and 17 of the instructions) If (loss) enter -0- in Part I, line 8		3	

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

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

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

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the organization does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year. See page 17 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2001	4,303,703	85,315,406	5.044462
2000	4,965,742	97,918,005	5.071327
1999	4,529,894	87,589,533	5.171730
1998	3,976,303	79,174,506	5.022201
1997	3,547,199	73,420,223	4.831365

2 Total of line 1, column (d)	2	25.141085
3 Average distribution ratio for the 5-year base period-divide the total on line 2 by 5 or by the number of years the foundation has been in existence if less than 5 years	3	5.028217
4 Enter the net value of noncharitable-use assets for 2002 from Part X line 5	4	73,592,114
5 Multiply line 4 by line 3	5	3,700,371
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	18,381
7 Add lines 5 and 6	7	3,718,752
8 Enter qualifying distributions from Part XII line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 17.	8	3,006,528

Part VI Exclude Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948-see page 17 of the instructions)

Table with 11 rows and 2 columns. Row 1: 36,762; Row 2: 0; Row 3: 36,762; Row 4: 0; Row 5: 36,762; Row 6a: 19,283; Row 7: 19,283; Row 8: 495; Row 9: 17,974; Row 10: (blank); Row 11: (blank).

Part VII-A Statements Regarding Activities

Table with 11 rows and 3 columns (Yes/No). Row 1a: No; Row 1b: No; Row 1c: No; Row 2: No; Row 3: No; Row 4a: No; Row 4b: N/A; Row 5: No; Row 6: N/A; Row 7: No; Row 8a: MI; Row 8b: No; Row 9: No; Row 10: No; Row 11: No.

12 The books are in care of Cathy Obits Telephone no 231-924-3175
Located at 4747 W. 48th St. Fremont, MI ZIP + 4 49412
13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -Check here and enter the amount of tax-exempt interest received or accrued during the year 13

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies

Table with columns for question text, Yes/No checkboxes, and Yes/No columns. Rows include questions 1a through 6a regarding disqualifying activities, disaster assistance, and business holdings.

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 20 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) Contrib to employee benefit plans and deferred compensation	(e) Expense account other allowances
See Attached		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1-see page 20 of the instructions) If none, enter "NONE "

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
Cathy Obits 4747 W. 48th Street	40	56,829	9,243	0

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

3 Five highest-paid independent contractors for professional services-(see page 20 of the instructions) If none, enter "NONE "

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 21 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 21 of the instructions	
3	
Total Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 21 of the instructions)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc purposes		
a Average monthly fair market value of securities	1a	74,272,413
b Average of monthly cash balances	1b	440,393
c Fair market value of all other assets (see page 22 of the instructions)	1c	0
d Total (add lines 1a, b, and c)	1d	74,712,806
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2 Acquisition indebtedness applicable to line 1 assets	2	0
3 Subtract line 2 from line 1d	3	74,712,806
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount see page 22 of the instructions)	4	1,120,692
5 Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V line 4	5	73,592,114
6 Minimum investment return Enter 5% of line 5	6	3,679,606

Part XI Distributable Amount (see page 23 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1 Minimum investment return from Part X line 6	1	3,679,606
2a Tax on investment income for 2002 from Part VI, line 5	2a	36,762
b Income tax for 2002 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	36,762
3 Distributable amount before adjustments Subtract line 2c from line 1	3	3,642,844
4a Recoveries of amounts treated as qualifying distributions	4a	
b Income distributions from section 4947(a)(2) trusts	4b	
c Add lines 4a and 4b	4c	
5 Add lines 3 and 4c	5	3,642,844
6 Deduction from distributable amount (see page 23 of the instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII line 1	7	3,642,844

Part XII Qualifying Distributions (see page 23 of the instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses contributions gifts etc -total from Part I column (d), line 26	1a	2,990,456
b Program-related investments-Total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable etc., purposes	2	16,072
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V line 8 and Part XIII, line 4	4	3,006,528
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 24 of the instructions)	5	0
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	3,006,528

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 24 of the instructions)

	(a) Corpus	(b) Years prior to 2001	(c) 2001	(d) 2002
1 Distributions for 2002 from Part XI, line 7				3,642,844
2 Undistributed income if any as of the end of 2001				
a Enter amount for 2001 only				
b Total for prior years 20 _____ 19 _____, 19 _____				
3 Excess distributions carryover if any, to 2002				
a From 1997	42,504			
b From 1998	311,230			
c From 1999	315,377			
d From 2000	357,740			
e From 2001	80,975			
f Total of lines 3a through e	1,107,826			
4 Qualifying distributions for 2002 from Part XII, line 4 PS 3,006,528				
a Applied to 2001 but not more than line 2a				
b Applied to undistributed income of prior years (Election required-see page 24 of the instructions)				
c Treated as distributions out of corpus (Election required-see page 24 of the instructions)				
d Applied to 2002 distributable amount				3,006,528
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2002 (If an amount appears in column (d) the same amount must be shown in column (a))	636,316			636,316
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c and 4e Subtract line 5	471,510			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount-see page 24 of the instructions				
e Undistributed income for 2001 Subtract line 4a from line 2a Taxable amount-see page 24 of the instructions				
f Undistributed income for 2002 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2003				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 24 of the instructions)				
8 Excess distributions carryover from 1997 not applied on line 5 or line 7 (see page 25 of the instructions)				
9 Excess distributions carryover to 2003 Subtract lines 7 and 8 from line 6a	471,510			
10 Analysis of line 9				
a Excess from 1998				
b Excess from 1999	32,795			
c Excess from 2000	357,740			
d Excess from 2001	80,975			
e Excess from 2002				

Part XIV Private Operating Foundations (see page 25 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation and the ruling is effective for 2002 enter the date of the ruling N/A

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2002	(b) 2001	(c) 2000	(d) 1999	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b or c for the alternative test relied upon					
a "Assets" alternative test-enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-Enter 2/3 of min investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test-enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year-see page 25 of the instructions.)

1 Information Regarding Foundation Managers

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

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

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

Check here if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc (see page 25 of the instructions) to individuals or organizations under other conditions complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed
Cathy Obits 231-924-3175
4747 W. 48th Street Fremont, MI 49412

b The form in which applications should be submitted and information and materials they should include
See Stmt 8

c Any submission deadlines
See Stmt 9

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
See Stmt 10

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached				2,733,577
Total				2,733,577
b Approved for future payment See Attached				3,843,124
Total				3,843,124

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

a Transfers from the reporting organization to a noncharitable exempt organization of

(1) Cash

(2) Other assets

b Other Transactions

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities equipment or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment mailing lists, other assets or paid employees

d If the answer to any of the above is "Yes" complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

Table with columns Yes, No and rows 1a(1), 1a(2), 1b(1), 1b(2), 1b(3), 1b(4), 1b(5), 1b(6), 1c. All 'No' boxes are checked (X).

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

2a Is the organization directly or indirectly affiliated with, or related to one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No (No is checked)

b If "Yes" complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Under penalties of perjury I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) or fiduciary.

Signature of officer or trustee (Signature: John Kustay)

Preparer's information: John Kustay for Hendon & Slate, P.C., P.O. Box 9, Fremont, MI 49412

Underpayment of Estimated Tax by Corporations

Department of the Treasury
Internal Revenue Service

▶ See separate instructions
▶ Attach to the corporation's tax return

2002

Name **The Gerber Foundation** Employer identification number **38-6068090**

Note In most cases the corporation does not need to file Form 2220 (See Part I below for exceptions) The IRS will figure any penalty owed and bill the corporation If the corporation does not need to file Form 2220 it may still use it to figure the penalty Enter the amount from line 34 on the estimated tax penalty line of the corporation's income tax return, but do not attach Form 2220

Part I Reasons for Filing- Check the boxes below that apply to the corporation If any boxes are checked the corporation must file Form 2220 even if it does not owe the penalty If the box on line 1 or line 2 applies the corporation may be able to lower or eliminate the penalty

- 1 The corporation is using the annualized income installment method
- 2 The corporation is using the adjusted seasonal installment method
- 3 The corporation is a "large corporation" figuring its first required installment based on the prior year's tax

Part II Figuring the Underpayment

4 Total tax (see instructions)		4	36,762
5a Personal holding company tax (Schedule PH (Form 1120) line 26) included on line 4	5a		
b Look-back interest included on line 4 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	5b		
c Credit for Federal tax paid on fuels (see instructions)	5c		
d Total Add lines 5a through 5c		5d	
6 Subtract line 5d from line 4 If the result is less than \$500, do not complete or file this form The corporation does not owe the penalty		6	36,762
7 Enter the tax shown on the corporation's 2001 income tax return (see instructions) Caution If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 6 on line 8		7	21,521
8 Enter the smaller of line 6 or line 7 If the corporation must skip line 7, enter the amount from line 6		8	21,521

	(a)	(b)	(c)	(d)	
9 Installment due dates Enter in col (a) through (d) the 15th day of the 4th (Form 990-PF filers, Use 5th mo), 6th 9th, and 12th months of the corp tax year	9	5/15/02	6/17/02	9/16/02	12/16/02
10 Required installments If the box on line 1 and/or line 2 above is checked enter the amounts from Sch A, line 40 If the box on line 3 (but not 1 or 2) is checked see instructions for the amt to enter If none of these boxes are checked enter 25% of line 8 above in each col	10	5,380	13,001	9,191	9,190
11 Estimated tax paid or credited for each period (see instructions) For column (a) only, enter the amount from line 11 on line 15	11	19,283			
Complete lines 12 through 18 of one column before going to the next column					
12 Enter amount if any from line 18 of the preceding col	12		13,903	902	
13 Add lines 11 and 12	13		13,903	902	
14 Add amounts on lines 16 & 17 of the preceding column	14				8,289
15 Subtract line 14 from line 13 If zero or less enter -0-	15	19,283	13,903	902	0
16 If the amount on line 15 is zero, subtract line 13 from line 14 Otherwise enter -0-	16		0	0	
17 Underpayment If line 15 is less than or equal to line 10 subtract line 15 from line 10 Then go to line 12 of the next column Otherwise go to line 18	17	0	0	8,289	9,190
18 Overpayment If line 10 is less than line 15 subtract line 10 from line 15 Then go to line 12 of the next column	18	13,903	902		

Complete Part III on page 2 to figure the penalty If there are no entries on line 17, no penalty is owed

Part III Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year whichever is earlier (see instructions) (Form 990-PF and Form 990-T filers Use 5th month instead of 3rd month)				
20 Number of days from due date of installment on line 9 to the date shown on line 19				
21 Number of days on line 20 after 4/15/2002 and before 1/1/2003				
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21}}{365}$ x 6%	\$	\$	\$	\$
23 Number of days on line 20 after 12/31/2002 & before 4/1/2003				
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23}}{365}$ x 5%	\$	\$	\$	\$
25 Number of days on line 20 after 3/31/2003 & before 7/1/2003				
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25}}{365}$ x %	\$	\$	\$	\$
27 Number of days on line 20 after 6/30/2003 & before 10/1/2003				
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27}}{365}$ x %	\$	\$	\$	\$
29 Number of days on line 20 after 9/30/2003 & before 1/1/2004				
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29}}{365}$ x %	\$	\$	\$	\$
31 Number of days on line 20 after 12/31/2003 & before 2/16/2004				
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31}}{366}$ x %	\$	\$	\$	\$
33 Add lines 22, 24, 26, 28, 30, and 32	\$	\$	\$	\$
34 Penalty Add columns (a) through (d), of line 33 Enter the total here and on Form 1120 line 33 Form 1120-A, line 29, or the comparable line for other income tax returns			34	\$ 495

*For underpayments paid after March 31, 2003 For lines 26, 28, 30, and 32 use the penalty interest rate for each calendar quarter which the IRS will determine during the first month in the preceding quarter These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin To obtain this information on the Internet access the IRS Web Site at www.irs.gov You can also call 1-800-829-1040 to get interest rate information

Schedule A Annualized Income Installment Method and/or the Adjusted Seasonal Installment Method Under Section 6655(e)
(see instructions)

Form 1120S filers For lines 2 14 15 and 16, below "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a) (or the corresponding provisions of prior law), whichever applies

Part I-Annualized Income Installment Method

		(a)	(b)	(c)	(d)
		First <u>2</u> months	First <u>3</u> months	First <u>6</u> months	First <u>9</u> months
1 Annualization periods (see instructions)	1				
2 Enter taxable income for each annualization period (see instructions)	2	306,349	459,523	919,046	1,378,569
3 Annualization amounts (see instructions)	3	6.00000	4.00000	2.00000	1.33333
4 Annualized taxable income Multiply line 2 by line 3	4	1,838,094	1,838,092	1,838,092	1,838,087
5 Figure the tax on the amt in each col on ln 4 using the instr for Form 1120, Schedule J, line 3 (or the comparable line of the tax return)	5	36,762	36,762	36,762	36,762
6 Enter any other alternative minimum tax and other taxes for each payment period (see instructions)	6				
7 Total tax Add lines 5 and 6	7	36,762	36,762	36,762	36,762
8 For each period enter the same type of credits as allowed on Form 2220 lines 4 and 5c (see instructions)	8				
9 Total tax after credits Subtract line 8 from line 7. If zero or less enter -0-	9	36,762	36,762	36,762	36,762
10 Applicable percentage	10	25%	50%	75%	100%
11 Multiply line 9 by line 10	11	9,191	18,381	27,572	36,762
12 Add the amounts in all preceding columns of line 40 (see instructions)	12		5,380	18,381	27,572
13 Annualized Income Installments Subtract line 12 from line 11. If zero or less enter -0-	13	9,191	13,001	9,191	9,190

Part II-Adjusted Seasonal Installment Method (Caution: Use this method only if the base period percentage for any 6 consecutive months is at least 70%. See instructions for more information.)

		(a)	(b)	(c)	(d)
		First 3 months	First 5 months	First 8 months	First 11 months
14 Enter taxable income for the following periods					
a Tax year beginning in 1999	14a				
b Tax year beginning in 2000	14b				
c Tax year beginning in 2001	14c				
15 Enter taxable income for each period for the tax year beginning in 2002	15				
		First 4 months	First 6 months	First 9 months	Entire year
16 Enter taxable income for the following periods					
a Tax year beginning in 1999	16a				
b Tax year beginning in 2000	16b				
c Tax year beginning in 2001	16c				
17 Divide the amount in each column on line 14a by the amount in column (d) on line 16a	17				
18 Divide the amount in each column on line 14b by the amount in column (d) on line 16b	18				
19 Divide the amount in each column on line 14c by the amount in column (d) on line 16c	19				

		(a) First 4 months	(b) First 6 months	(c) First 9 months	(d) Entire year
20	Add lines 17 through 19	20			
21	Divide line 20 by 3	21			
22	Divide line 15 by line 21	22			
23	Figure the tax on the amount on line 22 using the instructions for Form 1120, Schedule J line 3 (or the comparable line of the return)	23			
24	Divide the amount in columns (a) through (c) on line 16a by the amount in column (d) on line 16a	24			
25	Divide the amount in columns (a) through (c) on line 16b by the amount in column (d) on line 16b	25			
26	Divide the amount in columns (a) through (c) on line 16c by the amount in column (d) on line 16c	26			
27	Add lines 24 through 26	27			
28	Divide line 27 by 3	28			
29	Multiply the amount in columns (a) through (c) of line 23 by columns (a) through (c) of line 28. In col (d) enter the amount from line 23 col (d)	29			
30	Enter any alternative minimum tax and other taxes for each payment period (see instructions)	30			
31	Total tax. Add lines 29 and 30	31			
32	For each period enter the same type of credits as allowed on Form 2220 lines 4 and 5c (see instructions)	32			
33	Total tax after credits. Subtract line 32 from line 31. If zero or less, enter -0-	33	0	0	0
34	Add the amounts in all preceding columns of line 40 (see instructions)	34			
35	Adjusted seasonal installments. Subtract line 34 from line 33. If zero or less, enter -0-	35	0	0	0

Part III-Required Installments

		1st installment	2nd installment	3rd installment	4th installment	
36	If only one of the above parts is completed, enter the amount in each column from line 13 or line 35. If both parts are completed enter the smaller of the amounts in each column from line 13 or line 35	36	9,191	13,001	9,191	9,190
37	Enter 25% of line 8 on page 1 of Form 2220 in each column (Note "Large corporations" see the instr. for line 10 for the amounts to enter)	37	5,380	13,001	9,191	9,191
38	Subtract line 40 of the preceding column from line 39 of the preceding column	38				
39	Add lines 37 and 38	39	5,380	13,001	9,191	9,191
40	Required installments. Enter the smaller of line 36 or line 39 here and on page 1 of Form 2220 line 10	40	5,380	13,001	9,191	9,190

Form 2220 Worksheet

Form **2220****2002**

For calendar year 2002, or tax year beginning _____, and ending _____

Name

Employer Identification Number

The Gerber Foundation

38-6068090

	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	
Due date of estimated payment	<u>5/15/02</u>	<u>6/17/02</u>	<u>9/16/02</u>	<u>12/16/02</u>	
Amount of underpayment			<u>8,289</u>	<u>9,190</u>	
Prior year overpayment applied	<u>19,283</u>				
	1st Payment	2nd Payment	3rd Payment	4th Payment	5th Payment
Date of payment	<u>5/15/02</u>	<u>6/17/02</u>	<u>9/16/02</u>	<u>12/16/02</u>	
Amount of payment					

Qtr	From	To	Underpayment	#Days	Rate	Penalty
3	9/16/02	12/31/02	8,289	106	6.00	144
3	12/31/02	5/17/03	8,289	137	5.00	156
4	12/16/02	12/31/02	9,190	15	6.00	23
4	12/31/02	5/17/03	9,190	137	5.00	172
Total Penalty						495

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

<u>Desc</u>	<u>How Rec'd</u>	<u>Whom Sold</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sale Price</u>	<u>Cost & Expense</u>	<u>Deprec</u>	<u>Net G/L</u>
Investments - See Schedule					\$-11560518	\$	\$	\$-11560518
Total					<u>\$-11560518</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$-11560518</u>

Federal Statements

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Amount
Other Income	\$ 5,526
Total	\$ 5,526

Statement 3 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Clark Hill, PC	\$ 9,470	\$ 9,470	\$ 9,470	\$
Warner Norcross	1,981	1,981	1,981	\$
Total	\$ 11,451	\$ 11,451	\$ 11,451	\$ 0

Statement 4 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Crowe Chizek	\$ 7,000	\$	\$	\$ 7,000
Hendon & Slate	17,100			17,100
Total	\$ 24,100	\$ 0	\$ 0	\$ 24,100

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Foreign Investment Taxes	\$ 35,635	\$ 35,635	\$ 35,635	\$
Total	\$ 35,635	\$ 35,635	\$ 35,635	\$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
Insurance	9,198			9,198
Investment Fees	502,329	502,329	502,329	
Dues and Subscriptions	23,292			23,292
Supplies and Postage	6,138			6,138
Contracted Services	2,933			2,933
Miscellaneous	2,458			2,458
Meals	1,869			1,869
Total	\$ 548,217	\$ 502,329	\$ 502,329	\$ 45,888

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10a - US and State Government Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
	<u>\$83,677,894</u>	<u>\$70,817,211</u>	Cost	<u>\$67,323,972</u>
Total	<u>\$83,677,894</u>	<u>\$70,817,211</u>		<u>\$67,323,972</u>

Federal Statements

Statement 8 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Grant Application Form

Statement 9 - Form 990-PF, Part XV, Line 2c - Submission Deadlines

February 1st, May 1st, August 1st

Statement 10 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

The Foundation focuses in the area of infants, children,
nutrition, and education

Book Asset Detail 1/01/02 - 12/31/02

990 PF
 PART II
 LINE 14

990 PF Part II
 Page 2 #14

Asset	Property Description	Date In Service	Book Cost	Book Sec 179 Exp c	Book Sal Value	Book Prior Deprec	Book Current Depreciation	Book End Depreciation	Book Net Book Value	Book Method	Book Period
Group											
1	Computer Equipment	6/15/96	5,660 00	0 00	0 00	5,660 00	0 00	5,660 00	0 00	S/L	5 0
2	Computer Equipment	4/15/97	2,722 00	0 00	0 00	2,313 75	408 25	2,722 00	0 00	S/L	5 0
3	Copier	4/15/97	1,007 00	0 00	0 00	856 00	151 00	1,007 00	0 00	S/L	5 0
4	Computer software	4/15/97	1,500 00	0 00	0 00	1,275 00	225 00	1,500 00	0 00	S/L	5 0
5	Gateway Computer	6/23/99	1,741 58	0 00	0 00	870 80	348 32	1,219 12	522 46	S/L	5 0
6	Office Furniture (table/file cabinets)	8/10/99	949 34	0 00	0 00	327 75	135 62	463 37	485 97	S/L	7 0
7	Custer Office Furniture	11/22/99	6,100 00	0 00	0 00	1,815 48	871 43	2,686 91	3,413 09	S/L	7 0
8	Telephone System	2/13/00	1,658 77	0 00	0 00	454 19	236 97	691 16	967 61	S/L	7 0
9	Custer Office Furniture	5/26/00	6,583 30	0 00	0 00	1,489 08	940 47	2,429 55	4,153 75	S/L	7 0
10	Sound Station with 2 mics	3/15/01	1,078 82	0 00	0 00	128 43	154 12	282 55	796 27	S/L	7 0
11	2 armless upholstered chairs	10/15/01	736 26	0 00	0 00	26 30	105 18	131 48	604 78	S/L	7 0
12	Shelving Units	8/08/02	628 95	0 00c	0 00	0 00	17 47	17 47	611 48	S/L	15 0
13	Software (Microedge)	11/25/02	15,443 00	0 00c	0 00	0 00	428 97	428 97	15,014 03	S/L	3 0
	No Group		45,809 02	0 00c	0 00	15,216 78	4,022 80	19,239 58	26,569 44		
	Grand Total		45,809 02	0 00c	0 00	15,216 78	4,022 80	19,239 58	26,569 44		

The Gerber Foundation
Federal ID # 38-6068090
Schedule of Capital Gains
For the Year Ended December 31, 2002

<u>Month</u>	William Blair	Pimco	Alliance	Massachusetts Financial	Lord Abbett	Invesco	John Levin	Total
	Gain (Loss)	Gain (Loss)	Gain (Loss)	Gain (Loss)	Gain (Loss)	Gain (Loss)	Gain (Loss)	
Jan	-		(104,983)	13,980	44,314	48,998	(75)	2,235
Feb	(63,072)		(51,826)	209,591	(83,413)	33,931	(40,388)	4,824
Mar	(49,287)		(34,608)	(392,210)	92,515	39,609	336	(343,644)
April	-		(120,055)	(9,076)	86,777	12,302	5,171	(24,881)
May	(16,663)		(87,284)	(6,712)	59,067	32,528	5,857	(13,207)
June	-		(55,107)	(2,387,383)	(126,122)	8,427	37,061	(2,523,125)
July	-		(304,707)	(2,054,515)	(102,361)	(369,791)	(910,043)	(3,741,417)
Aug	(44)		(73,263)	(1,298,461)	(15,873)	(25,314)	(40,698)	(1,453,653)
Sept	(596)		(42,338)	(670,305)	(102,674)	5,761	(50,143)	(860,296)
Oct	(73,257)		(46,621)	(831,077)	(39,694)	(27,311)	(25,745)	(1,043,705)
Nov	(7,003)		(133,655)	(272,997)	(190,137)	(44,050)	(271,362)	(919,204)
Dec	(17,101)	126,625	(12,387)	(337,761)	(109,105)	(18,284)	(276,431)	(644,444)
Total	(227,022)	126,625	(1,066,834)	(8,036,927)	(486,705)	(303,195)	(1,566,460)	(11,560,518)

The Gerber Foundation
Federal ID #38-6068090
Listing of Members, Officers, and Trustees
For the Year Ended December 31, 2002

Officers

Barbara J Ivens	President
Jane Jeannero	Vice-President
Fernando Flores	Secretary
Stan M VanderRoest	Treasurer

Trustees

Steven W Poole	Jane M Jeannero
Tracy A Baker	David C Joslin
Fernando Flores	William B Weil, Jr
Ted C Davis	Carolyn R Morby
Stan M VanderRoest	Randy A Puff
Michael G Ebert	John J James
Barbara J Ivens	

The Gerber Foundation
Monthly Average of Securities at Fair Market Value
For the Year Ended December 31, 2002

	<u>Merrill Lynch</u>	<u>PIMCO</u>	<u>William Blair</u>	<u>John Levin</u>	<u>Alliance</u>	<u>Massachusetts Financial</u>	<u>Lord Abbett</u>	<u>Invesco</u>
January	-	14,694,157	14,476,162	11,688,202	14,189,952	12,422,480	5,553,400	8,524,094
February	-	14,648,155	14,655,354	10,926,562	13,686,982	11,469,226	5,399,676	8,656,781
March	-	14,360,858	14,507,459	12,212,047	14,116,502	12,367,236	5,744,795	9,123,922
April	-	14,681,321	14,653,841	11,599,122	13,059,111	10,930,757	5,717,892	9,345,017
May	-	14,800,660	15,207,268	11,238,598	12,871,730	10,291,392	5,458,696	9,510,184
June	-	14,141,737	15,376,479	10,118,223	12,866,116	8,596,480	5,090,682	9,062,203
July	-	14,221,319	15,566,198	9,065,586	12,082,008	7,614,862	4,173,298	8,285,061
August	10	14,460,028	14,949,750	9,150,760	12,296,613	7,679,722	4,163,947	8,424,991
September	10	14,223,850	15,312,703	7,903,482	10,224,982	6,901,842	3,844,387	7,402,749
October	10	14,223,716	15,224,211	8,575,759	11,146,898	7,517,084	3,914,038	7,585,885
November	10	13,528,605	15,207,041	9,311,831	11,497,893	8,005,385	4,218,885	7,998,060
December	10	13,806,815	14,901,243	8,817,686	10,583,653	7,485,318	3,979,430	7,749,813
	50	171,791,221	180,037,709	120,607,858	148,622,450	111,281,784	57,259,126	101,668,760
	12	12	12	12	12	12	12	12
Average Value	\$ 4	\$14,315,935	\$ 15,003,142	\$ 10,050,655	\$ 12,385,204	\$ 9,273,482	\$ 4,771,594	8,472,397

Monthly Avg FMV of securities \$ 74,272,413

The Gerber Foundation
Federal ID #38-6068090
Monthly Average of Cash Balances

	Beginning Cash	Ending Cash	
January	\$ 123,648 09	(84,660 49)	
February	(84,660 49)	366,666 42	
March	366,666 42	303,329 73	
April	303,329 73	170,996 62	
May	170,996 62	159,708 64	
June	159,708 64	750,838 04	
July	750,838 04	286,028 74	
August	286,028 74	881,788 41	
September	881,788 41	1,068,352 17	
October	1,068,352 17	247,484 23	
November	247,484 23	941,907 10	
December	941,907 10	260,901 96	
	<u>\$ 5,216,087 70</u>	<u>5,353,341 57</u>	10,569,429 27
			<u>24</u>
			Avg cash balance <u>440,392 89</u>

Name	Address	Purpose of Grant	Amount
4 H Foundation Farm Safety PO Box 2609 Alma AR 72921		Heritage Giving	100
Ada Christian School 7192 Bradfield Street SE Ada MI 49301		Matching Grants	300
Ads Project New Haven 1302 Chapel Street New haven CT 06511		Directors Gift	1 000
Albion College 811 Porter Street, Albion MI 49224		Scholarship	1 000
Alma College 814 Superior Street, Alma MI 48801		Matching Grants	225
Amenan Academy of Pediatrics Elk Grove Village IL 60007		Science & Research	75 000
American Legion Elfig Stoufer 31 Fort Smith AR 72914		Matching Grant	150
American Lung Association Little Rock AR 72205		Matching Grant	500
American Red Cross North Carolina PO Box 35045 Fayetteville NC 28303		Matching Grant	240
American Cancer Society One Point Place Madison WI 53719		Matching Grants	540
Alternatives in Motion 1916 Breton SE Grand Rapids MI		Directors Gifts	6 000
AKL Educational Foundation PO BOX 20430 Indianapolis IN 46208		Matching Grants	875
Alzheimers Association Rockville MD 20850		Matching Grants	800
American Society for Nutritional Services 8650 Rockville Pike Bethesda MD 20814		Heritage Giving	21 000
America & Keswick Whiting NJ 08759-3501		Matching Grants	570
Aquinas College Grand Rapids MI 49506		Matching Grant	75
Arkansas Rice Depot Fort Smith, AR 72901		Heritage Giving	1 000
Arizona State University Tempe AZ 85280		Matching Grant	225
Arkansas Sheriffs PO Box 3964 Batesville AR 72503		Heritage Giving	50
Arkansas State University PO Box 1620 State University AR 72467		Scholarship	1 500
Atlantic City Rescue Mission 2009 Bacharach Blvd Atlantic City NJ 08404		Matching Grant	270
Avon Breast Cancer 3 Day Chicago Chicago IL 60674		Matching Grant	300
BACA of Arkansas Inc Fort Smith AR 72918		Heritage Giving	1 000
Bethlehem Neighborhood Park Muskegon Heights MI 49444		Heritage Giving	2 500
Bishop Ward High School Kansas City KS 66102		Heritage Giving	750
Bethany Christian Services 6995 W 48th St, Fremont, MI 49412		Infant & Child	716 319
Biblical Theological Seminary 200 N Main St Hatfield PA 19440		Matching Grant	300
Blodgett Butterworth Hlth Care Foundation 100 Michigan St NE Grand Rapids MI 49503		Matching Grants	150
Blue Lake Public Radio 300 East Crystal Lake Rd Twin Lake MI 49457		Matching Grant	600
Blue Lakes Fine Arts Camp 300 East Crystal Lake Rd Twn Lake MI 49457		Matching Grant	525
Blue Lake Cooperative Playground 541 E Slocum Street, Whitehall MI 49481		Director's Gift	2 500
BOST Foundation Inc PO Box 11495 Fort Smith AR 72917		Heritage Giving	2 000
Boy Scouts of America 3213 Walker Ave Walker MI 49544		Matching Grants	1 012

The Gerber Foundation
990 PF
Part xv
Line 3a
39-6068090

Butler University Indianapolis IN 46208	Scholarship	4 000
Calvin College 3201 Burton St SE Grand Rapids MI 49502	Matching Grant	4 763
Calvin Theological Seminary 3233 Burton St. SE, Grand Rapids MI 49548	Matching Grant	1 312
Children s Sunshine Netork Grand Rapids MI 49505	Heritage Gving	3 333
Chaplaincy Services Newaygo County Fremont, MI 49412	Heritage Gving	1 950
Chnstian Reformed World Relief Grand Rapids MI 49560	Matching Grants	450
Chrstofferson Hannah Fremont, MI 49412	Scholarship	1 500
Central Michigan University Carlin Alumni House Mt Pleasant MI 48859	Matching Grant/Scholarship	11 300
Blackburn College Carlinville IL 62628	Matching Grants	150
Cardinal's Lenten Appeal Balto MD 21264	Matching Grant	75
Carl Albert State College 1507 S McKenna Poteau OK 74953	Scholarship	3 000
Baker College Fremont, MI 49412	Scholarship	3 500
Catholic Social Services 1095 Third Street Muskegon MI 49441	Heritage Gving	5 000
Centro Sor Isolina Ferr San Juan PR 00928	Heritage Gving	500
Chaplaincy Fund 212 S Sullivan Fremont MI 49412	Matching Grant	300
Child Abuse Council of Muskegon County 1781 Peck Street, Muskegon MI 49441	Heritage Gving	5 000
Child and Family Servies Knoxville TN 37915	Heritage Gving	5 000
Children s Servie League PO Box 10008 Fort Smith AR 72917	Heritage Gving	750
Club De leonas Cupay San Juan PR 00919	Heritage Gving	500
Colorado Christian University 180 S Gamson St Lakewood CO 80226	Scholarship	1 500
City of Fremont Main Street Fremont, MI 49412	Heritage Gving	4 000
City of VanBuren - Field of Dreams Van Buren AR 72956	Heritage Gving	4 800
Claxton-Hepburn Medical Cener Ogdensburg NY 13669	Matching Grants	450
Concordia College 4090 Geddes Rd Ann Arbor MI 48105	Matching Grants	8 450
Clemson Alumni Foundation Clemson SC 29633	Matching Grants	660
Clemson University Clemson SC 29633	Matching Grants	2 490
Columbia College of Chicago 600 S Michigan Ave Chicago IL 60605	Scholarship	1 000
Comerstone University 1159 East Beltline Grand Rapids MI 49525	Scholarship	1 500
Comerstone University - WCSG 1159 East Beltline Grand Rapids MI 49525	Matching Grant	577
Trinity Christian College Palos Heights IL 60463	Matching Grants	1 500
Comerstone Christian Academy Fremont, MI 49412	Matching Grants	1 218
Cornell University Ithaca NY 14851	Matching Grants	1 275

Crawford Sebastian Community Development Van Buren AR 72956	Heritage Giving	500
Crow Canyon Archaeological Center Cortez, CO 81321	Matching Grants	150
Crawford County Arts Association Van Buren AR 72956	Heritage Giving	100
Crossroad Bible Institute Grandville M 49418	Matching Grants	375
City of White Plains Youth Bureau White Plains NY 10601	Heritage Giving	250
Cystic Fibrosis Foundation Little Rock AR 72211	Heritage Giving	2 491
District Health Department #10 521 Cobb Street Cadillac MI 49601	Heritage Giving	10 000
Delta Sigma Theta Sorority 1828 Eloise Muskegon MI 49444	Directors Gifts	1 000
Dordt College 498 4th Ave NE Sioux Center IA 51250	Matching Grant	150
Duke University 2138 Campus Drive Durham NC 27708	Scholarship	1 500
DeVos children s Hospital Foundation Grand Rapids MI 49503	Heritage Giving	38 060
Eagle Village Center Hersey MI 49639	Heritage Giving	3 000
Eastern MI University Ypsilanti MI 48197	Scholarship	2 408
Economics Wisconsin 161 West Wisconsin Ave Milwaukee WI 53203	Heritage Giving	400
Edgewood College 855 Woodrow St Madison WI 53711	Scholarship	1 500
Every Women s Place 122 N Lansing St Muskegon MI 49501	Directors Gifts	8 875
Evangelical Child & Family Agency Heaton IL 60187	Matching Grants	150
Grand Rapids Community College Grand Rapids MI 49503	Scholarship	2 500
Grand Valley State University Grand Rapids MI 49504	Scholarship	25 450
Faith Christian School 7729 W 48th St Fremont, MI 49412	Matching Grants	13 799
Feed the Children Oklahoma City OK 73101	Matching Grants	113
Ferris State University 401 Oak St. West Bldg, Big Rapids MI 49307	Matching Grant/Scholarship	13 125
Florida Gulf Coast University Fort Myers FL 33965	Matching Grant	150
Focus on the Family Colorado Springs CO 80955	Heritage Giving	5 833
Fremont Area District Library Main Street Fremont MI 49412	Education & Training Matching Grant/Heritage Giving	100 150
Fremont Area Community Foundation 4424 W 48th St, Fremont, MI 49412	Matching Grants Heritage Giving	1 500 50 000
Fremont Christian School 208 Hillcrest Fremont MI 49412	Matching Grants	7 725
Fellowship of Christian Athletes 3200 Old Greenwood Road Fort Smith AR 72903	Heritage Giving	500
Fremont Public Schools Fremont MI 49412	Heritage Giving	12 250
Fuller Theological Seminary 135 N Oakland Ave Pasadena CA 91101	Matching Grant	2 250
First Reformed Church Fremont MI 49412	Matching Grants	1 463
Forgotten Man Ministries 3940 Fruitridge NW Grand Rapids MI 49544	Matching Grant	75

Fort Smith Boys&Girls Club Fort Smith AR 72904	Heritage Gving	1 000
Friends of Channel Eight Phoenix AZ 85038	Matching Grants	75
Friends of Alma Public Library 824 Fayetteville Ave Alma AR 72921	Heritage Gving	200
Friends University 2100 W University Street Wichita KS 67213	Scholarship	1 500
Gerber Memorial Health Services Fremont, MI 49412	Matching Grants Directors Gifts	2 550
GLUMC Leukemia Research Fund 5609 Faye Drive Greensboro NC 27410	Matching Grant	150
Grace Bible College Grand Rapids MI 49509	Matching Grants	2 250
Gerald R Ford council BSA Fremont, MI 49412	Heritage Gving/Directors Gifts Matching Grants	5 240
God's Bible School and College 1810 Young St. Cincinnati OH 45210	Matching Grant	975
Gonzaga University 229 Administration Bldg Spokane WA 99258	Scholarship	1 500
Good Shepherd Church Naperville IL	Heritage Gving	7 000
Grant High School State Street Grant, MI 49327	Heritage Gving	300
Grand Rapids Christen School Grand Rapids MI 49508	Matching Grants	1 875
Greater Europe Mission PO Box 62150 Colorado Springs CO 80962 2150	Matching Grants	1 200
Greenstone Farm Credit Services Grand Rapids MI 49514	Heritage Gving	1 849
Habitat for Humanity International Americus GA 31709	Matching Grants	414
Habitat for Humanity Newaygo County Fremont MI 49412	Heritage Gving/Matching Grant	3 075
Hannah House Fort Smith AR 72902	Heritage Gving	750
Hanover College PO Box 108 Hanover IN 47243	Matching Grant	1 125
Harvard Business School Fund Soldiers Field Boston MA 02138	Matching Grant	113
Harding University PO Box 1255 Searcy AR 72149	Scholarship	1 500
Hemophilia Foundation of MI Ann Arbor MI 48103	Heritage Gving	5 000
Hesperia Library Hesperia MI 49421	Heritage Gving/Matching Grants	4 200
Henderson Co Council of Aging 304 Chadwick Ave Hendersonville NC 28792	Matching Grant	150
Hillsdale College 33 E College St. Hillsdale MI 49242	Matching Grant	75
His Kids Radio/WCSG 159 East Beltline Grand Rapids 1 49525	Heritage Gving	2 500
Hofstra University 126 Hofstra University Hempstead NY 11549	Scholarship	1 500
Hogar De Ninos que Quieren Sonrer Sancurce PR 00921	Heritage Gving	1 000
Hogar Hospital del Nino San Juan PR 00922	Heritage Gving	1 000
Hogar Shekunah San Juan PR 00922	Heritage Gving	500
Hogar Teresa Toda Canovanas PR 00729	Heritage Gving	1 000
Home School Building 5625 Burlingame SW Wyoming MI 49509	Heritage Gving	2 500
Hope College Holland MI	Matching Grants	1 200

Hospice of Newaygo County 819 W Main, Fremont, MI 49412	Heritage Giving	1 275
Hospice of Michigan Southfield MI 48075	Heritage Giving	5 075
Howard Elementary School Fort Smith AR 72901	Heritage Giving	2 990
Housatonic Council of Boy Scouts 326 Derby Ave Derby CT 06418-2700	Heritage Giving	1 000
Hunting Ridge School District Palatine IL 60067	Directors Gifts	7 000
Huntley Park District PO Box 146 Huntley IL 60142	Directors Gifts	2 000
Huntley School District 13719 Harmony Rd Suite C Huntley IL 60142	Directors Gifts	5 000
Indiana Wesleyan University 4201 S Washington St. Marion IN 46953	Scholarship	3 000
Institute for Healing Racism Muskegon MI 49442	Heritage Giving	25 000
Illinois Wesleyan University PO Box 2900 Bloomington IL 61702	Matching Grant	1 200
Ironton/LaVale Elementary LaVale WI 53941	Heritage Giving	1 000
Jumpstart Boston MA 02110	Education & Training	300 000
Joplin Girls Sport Association 3831 Norman Drive Joplin MO 64804	Director's Gifts	2 500
Kilgoar Foundation Grand Rapids MI 49506	Directors Gifts	5 000
Kalamazoo College 1200 Academy Street Kalamazoo MI 49004	Scholarship	1 500
LaSalle Academy Providence RI 02908	Matching Grants	500
LaVale Fire Department LaVale WI 53941	Heritage Giving	400
Lancaster County Day School 725 Hamilton Road Lancaster PA 17603	Matching Grant	75
Lee Memorial Health System Foundation PO Box 2218 Fort Myers FL 33902	Matching Grant	75
Literacy Council-Western Arkansas Fort Smith AR 72901	Heritage Giving	250
Local Initiatives Support Corp New York, NY 10017	Special Initiative	100 000
Madonna University 36800 Schoolcraft Rd Livonia MI 48150	Matching Grant	150
Mamrelund Lutheran Church Kent City MI 49330	Matching Grants	2 250
Mexican American Legal Defense Los Angeles CA 90014	Education & Training	50 000
March of Dimes Reedsburg WI	Heritage Giving	6 821
Make-A Wish Foundation Mt Kisco NY 10549	Heritage Giving	2 903
Manistee Catholic Central Schools Manistee MI 49660	Matching Grants	1 125
Mary Queen of the Universe 4230 Rips Ave St. Louis MO 63125	Directors Gift	1 700
Muskegon County Catholic 1851 Barclay Muskegon MI 49441	Matching Grants	150
Muskegon Community College 221 South Quarterline Rd Muskegon, MI 49442	Scholarship	11 050
Muskegon Community Health 565 W Western Ave Muskegon MI 49440	Heritage Giving	10 000
Muscular Dystrophy Association Grand Rapids MI 49503	Heritage Giving	665
Michigan State University 4700 S Hagadorn Rd East Lansing MI 48823	Matching Grants Scholarship	300 61 575

Mountain Home Fire & Rescue 3710 Asheville Highway Mountain Home NC 28758	Matching Grants	300
MIT Cambridge MI 02139	Matching Grants	165
Michigan Tech Fund Houghton MI 49931	Matching Grants	158
Mills College 5000 MacArthur Blvd Oakland CA 94613	Matching Grant	750
Montague High School 4900 Stanton Blvd Montague MI 49437	Heritage Giving	700
Montana State University 1501 S 11th Ave Bozeman MT 59717	Matching Grant	450
Mt. Zion Disability Outreach 188 West Muskegon Ave Muskegon MI 49440	Director's Gift	1 500
MSU-MI 4-H Foundation Newaygo Co HRH 4700 S Hagadorn Rd East Lansing, MI 48823	Matching Grants	540
MSU Coop Extension Fremont MI 49412	Heritage Giving	5 000
MSU Food & Human Nutrition East Lansing MI 48824	Science & Research	18 800
Muskegon Heights High School 2603 Leahy Street, Muskegon Heights MI 49444	Director's Gifts	1 500
Muskegon Catholic Central 1145 W Laketon Ave Muskegon MI 49441	Matching Grant	2 250
National Council of La Raza 1111 19th St. NW Washington DC 20036	Education & Training	50 000
National Federation of the Blind Little Rock AR 72219-2841	Heritage Giving	1 000
National MS Society PO Box 2292 Shawnee Mission KS 66201	Heritage Giving	150
National Junior Horticulture Foundation 11230 Garr Road Benien Springs MI 49103	Matching Grants	2 100
New Brunswick Theological Seminary New Brunswick, NJ 08901	Heritage Giving Matching Grants	12 250
Newaygo County 4-H Fremont, MI 49412	Matching Grant	75
NCCS Fund at TFAF 4 West Oak St, Fremont MI 49412	Heritage Giving	13 900
Newaygo County Day Care Corp 5784 Division Newaygo MI 49337	Matching Grant	375
Newaygo County ISD Fremont, MI 49412	Heritage Giving	500
North Idaho College 1000 W Gardin Ave Oeur D'Alene ID 83814	Scholarship	1 500
New York Botanical Garden Bronx, NY 10458	Heritage Giving	4 000
Northeastern State University 601 N Grand Ave Tahlequah OK 74484	Scholarship	3 000
Northern Illinois University DeKalb IL 60115	Scholarship	1 500
Newaygo County Agric. Fair Assoc Box 14 Fremont, MI 49412	Heritage Giving	5 000
Northern Michigan University 1401 Presque Isle Ave Marquette MI 49855	Matching Grant	2 650
Olivet Nazarene University One University Ave Bourbonnais IL 60914	Scholarship	3 750
Pardee Hospital Foundation 715 Fleming St Hendersonville NC 28791	Heritage Giving	450
Parent Project Muscular Dystrophy 6910 N 8th Street Kalamazoo MI 49009	Matching Grant	75
Pine Bluff Alumni Chapter 120 S Blake Street, Pine Bluff AZ 71603	Directors Gift	1 500
Prevent Child Abuse Newaygo 600 Peach Lane Newaygo MI 49337	Heritage Giving	75

Prevent Child Abuse America 200 S Michigan Chicago IL 60604	Heritage Giving	100 902
Prison Fellowship Ministries Memfield VA 22116	Matching Grants	157
Philadelphia Biblical University Langhorne PA 19047	Matching Grant	1 110
Phoenix Children's Hospital Phoenix AZ 85008	Infant & Child	52 450
Phoenix Christian School 2425 N 28th Phoenix AZ 85008	Matching Grants	300
Public Museum of Grand Rapids 272 Pearl Street, Grand Rapids MI 49504	Heritage Giving	100 000
Planned Parenthood Centers of W MI Grand Rapids MI 49503-4691	Matching Grant	270
Purdue Research Foundation 1801 Purdue Memorial Union Lafayette IN 47907	Matching Grants	2 250
Reedsburg Area Medical Center Reedsburg WI 53959	Heritage Giving	1 000
Reedsburg Area United Fund 195 Main Street, Reedsburg WI 53959	Heritage Giving	5 000
Reedsburg Area Youth Football Reedsburg WI 53959	Heritage Giving	1 000
Ragon Family Center 3300 N 6th Street Fort Smith AZ 72904	Heritage Giving	250
Ravenna High School 2768 S Ravenna Rd Ravenna MI 49451	Heritage Giving	700
Reedsburg Fire Department Reedsburg WI 53959	Heritage Giving	500
Rockhurst University Kansas City MO 64110	Scholarship	750
Rose-Hulman Institute of Technology 5500 Wabash Ave Terre Haute IN 47803	Scholarship	1 500
Reformed Bible College 3333 East Bellline NE Grand Rapids MI 49505	Matching Grant	3 600
Rehoboth School Box 41 Rehoboth NM 87322	Matching Grant	75
Rotary Foundation PO Box 75133 Chicago IL 75133	Matching Grant	600
Michigan Technological University Houghton MI 49931	Matching Grants	300
Moody Bible Institute Chicago IL 60610	Matching Grant	450
Salvation Army P O Box 4121 Carol Stream, IL 60197	Matching Grant	75
Safe Kids PO Box 1959 B27Agua PR 00725	Heritage Giving	1 000
Salvation Army Big Rapids MI 49307	Matching Grant	75
Salvation Army - Fort Smith 301 N 6th Street Fort Smith AR 72902	Matching Grant	500
St. Michael School 10250 Maple Island Rd Fremont, MI 49412	Matching Grants	9 900
Sacred Heart Academy Hamden CT 06514	Matching Grants	375
Sar De Puerto Rico San Juan PR 00922	Heritage Giving	500
Shriners Hospital for Children 12502 N Pine Drive Tampa FL 33612	Matching Grants	2 250
Soccer Club of Reedsburg 2434 CTH V Reedsburg WI 53959	Heritage Giving	1 000
Solano County Habitat for Humanity PO Box 538 Benicia CA 99510	Matching Grant	150
Son Life Camp and Retreat 189 126th Ave Wayland MI 49348	Directors Gift	5 833

Spring Hill Initiatives Ewart MI 49631	Matching Grant	1 530
South School 420 Plum Street, Reedsburg WI 53959	Heritage Giving	200
Special Olympics Arkansas PO Box 251564 Little Rock AR 72225	Heritage Giving	230
Southern Poverty Law Center Montgomery AL 38104	Directors Gifts	2 000
Sunny Ridge Family Center Wheaton IL 60187	Matching Grant	75
Stamer Trisha Algonquin IL 60102	Scholarship	1 500
St. Mary's Mercy Medical Center 475 South State Street Sparta MI 49345	Heritage Giving	1 500
St. Joseph's Academy Richmond MI 48062	Matching Grant	150
St. Lawrence University Canton NY 13617 9988	Matching Grants	120
St. Jude's Children's Research Memphis TN 38105	Heritage Giving	1 911
Summer Outdoor Adventure Club Inc Reedsburg WI 53959	Heritage Giving	250
St. Mary's College 110 LeMans Hall Noire Dame IN 46556	Matching Grant	345
St. John's Home Grand Rapids MI 49505	Directors Gifts	5 000
St. Peter's Ev. Lutheran School Reedsburg WI 53959	Heritage Giving	500
Stars Therapeutic Riding Center PO Box 349 Hackett, AK 72937	Heritage Giving	100
Sudden Infant Death Syndrome All 1314 Bedford Ave Baltimore MD 21208	Director's Gifts	4 000
Sebastian County 4-H Fort Smith AR 72902	Heritage Giving	150
Taylor University Fort Wayne IN 46807	Scholarship	1 000
Tarahumera Children's Hospital Warren MI 48903	Matching Grant	600
The Arc for the River Valley 1-801 S 74th Street, Fort Smith AR 72903	Heritage Giving	100
The First Tee 5800 Green Road Fort Smith AR 72918	Heritage Giving	500
The Fort Smith Symphony PO Box 3151 Fort Smith AR 72913	Heritage Giving	500
The UCLA Foundation Los Angeles CA 90024	Matching Grant	225
The WMC Foundation Business World Madison WI 53701	Heritage Giving	1 000
Tree of Life Prevention Health Maintenance Fort Smith AR 72918	Heritage Giving	500
Turpentine Creek Wildlife Refuge Eureka Springs AR 72632	Heritage Giving	200
Tierra Santa Support Inc Eden Prairie MN 55347	Matching Grant	2 250
UNC - Chapel Hill PO Box 2446 Chapel Hill NC 27515	Matching Grant	225
University of Arkansas 325 Admin Bldg Fayetteville AR 72701	Directors Gifts	21 500
University of Chicago 5736 Woodlawn Ave Chicago IL 60637	Matching Grants	1 875
University of Central Arkansas Conway AR 72035	Scholarship	1 500
University of Colorado Foundation Boulder CO 80306	Matching Grant	150
University of Detroit Mercy Detroit MI 48219	Scholarship	1 000

University of IL at Urbana-Champaign Urbana IL 61801	Scholarship	1 500
University of Maine PO Box 550 Orono ME 04473	Matching Grants	600
University of MI 1000 State St, Ann Arbor MI 48109	Directors Gifts/Science & Research	10 000
Dickinson State University Dickinson ND 58601	Matching Grant	98
University of Chicago Graduate School of Business Chicago IL 60637	Matching Grant	750
University of Chicago Law School Chicago IL 60637	Matching Grant	375
University of Texas M D Anderson Cancer Ctr Houston, TX 77030	Matching Grant	150
UNCTV Chapel Hill NC 27515	Matching Grant	150
University of Alabama 203 Student Services Bldg Tuscaloosa AL 35487	Scholarship	1 500
University of Arizona Fdn 1111 N Cherry Ave Tucson AR 85721	Matching Grant	75
University of North Carolina Chapel Hill NC 27515	Matching Grant	75
University of Oklahoma 100 Asp Ave RM 127 Norman OK 73019	Scholarship	1 500
University of Southern Colorado Pueblo CO 81001	Scholarship	1 500
University of Wisconsin LaCrosse LaCrosse WI 54601	Scholarship	1 500
University of Wyoming Laramie WY 82071	Scholarship	1 500
Miami University Oxford OH 45056	Matching Grant	150
University of South Carolina Columbia, SC 29208	Matching Grant	750
Ohio State University Columbus OH 43271	Matching Grant	75
Washington University St. Louis MO 63130	Matching Grant	375
Washburn University Topeka KS 66621	Matching Grant	225
Urban League of Greater Muskegon 1095 Third Street, Ste 201 Muskegon MI 49440	Directors Gifts	1 500
UTAG Villa Park Boxing club 300 S Ardmore Ave Villa Park, IL 60181	Directors gifts	2 500
United Way 320 S 18th, Ft Smith, AR 72901	Heritage Giving	7 500
United Way of Henderson County Hendersonville NC 28793	Matching Grants	225
United Way of Newaygo County PO Box B Fremont, MI 49412	Matching Grant	9 754
Vera Wilsie Elementary Newaygo MI 49337	Matching Grant	75
Valparaiso University Valparaiso IN 46383	Scholarship/Matching Grant	1 575
West Michigan Christian High School Muskegon MI 49442	Director's Gift	750
Western Carolina Rescue Mission Asheville NC 28802	Matching Grant	150
Wormfarm Institute Inc Reedsburg WI 53959	Heritage Giving	250
YFCA of Greater Muskegon Muskegon MI 49441	Heritage Giving	5 000
Wayne State University Div Of Detroit, MI 49201	Science & Research	166 688

Westchester Arts Council 701 Westchester Ave White Plains NY 10604	Heritage Giving	300
Western Michigan University 1201 Oliver St Kalamazoo MI 49008	Matching Grants	4 150
Western Theological Seminary 101 East 13th St. Holland MI 49423	Matching Grant	750
We Care Foundation Inc. PO Box 10010 Fort Smith AR 72917	Heritage Giving	380
Wells College Aurora NY 13028	Matching Grants	300
WGVU Grand Rapids MI 49505	Matching Grants	2 955
Western Michigan Christian High School Muskegon MI 49442	Matching Grants	1 500
Yosef ASU Foundation Boone NC 28608	Matching Grants	900
Zero To Three Nat Center for Infant 734 15th St NW Ste 1000 Washington, DC 20005	Education & Training	128 095

TOTAL

2,733,577

The Gerber Foundation
Federal ID # 38-6068090
For the Year Ended December 31, 2002

Grants and Contributions Approved for Future Payments

Science & Research	\$ 99,021
Infant and Child	379,442
Special Initiatives	<u>3,364,661</u>
Total Future Amounts Approved	<u>\$ 3,843,124</u>

BYLAWS
OF
THE GERBER FOUNDATION

The legal name of the Foundation is The Gerber Foundation, hereinafter "the Foundation"

ARTICLE I

Board of Trustees

Section 1. Governance The Foundation is organized as a directorship corporation in the State of Michigan. The affairs of the Foundation shall be managed by its Directors (hereinafter "Trustees") making up a Board of Directors (hereinafter the "Board of Trustees" or "Board")

Section 2. Number and Term of Office There shall be no fewer than 11 nor more than 15 Trustees. At least fifty percent of the persons serving as Trustees must be either employees or former employees of the Gerber Products Company.

The terms of Trustees shall be staggered so that at each annual meeting, the terms of approximately one-third of the Trustees shall expire. The term of office of any Trustee shall be for three years and continue until his or her successor has been elected and qualified, unless a Trustee is appointed to fill a vacancy, in which event it shall be for the remainder of the term to which the Trustee is succeeding.

Section 3. General Powers as to Negotiable Paper. The Board of Trustees shall, from time to time, authorize the making, signature or endorsement of checks, drafts, notes, and other negotiable paper or other instruments for the payment of money and designate the persons who shall be authorized to make, sign or endorse the same on behalf of the Foundation.

Section 4. Powers as to Other Documents The Board of Trustees may authorize any officer or officers, agent or agents, to negotiate and execute any contract, conveyance or other instrument on behalf of the Foundation. When the authority is granted without specification of the officer or agent authorized to execute an instrument, it may be executed on behalf of the Foundation by the President or any Vice President, and, if necessary, attested by the Secretary, an Assistant Secretary, the Treasurer, or an Assistant Treasurer.

Section 5. Compensation Trustees shall serve without compensation but may be reimbursed for actual, reasonable, and necessary expenses incurred by a Trustee in his or her capacity as a Trustee.

ARTICLE II

Meetings

Section 1 Annual Meeting. The Annual Meeting of the Trustees of the Foundation shall be held as early as practical in the fiscal year, at a time and place within Newaygo County, Michigan to be determined by the Board. The purpose of this meeting will be the electing of Trustees and officers for the ensuing year and for the transaction of other business properly brought before the meeting.

Section 2 Regular Meetings In addition to the Annual Meeting, regular meetings of the Board of Trustees shall be held as deemed necessary and as called by the President, but not less than three times per year

Section 3. Special Meetings. Special meetings of the Trustees may be called by the President and shall be called by the President or Secretary at the direction of not less than two Trustees, or as may otherwise be provided by law. Such meetings shall be held at the office of the Foundation unless otherwise directed by the President and stated in the notice of meeting. Any request for a meeting by Trustees must state the purpose or purposes of the proposed meeting.

Section 4. Notice of Meetings Except as otherwise required by law, written notice containing the time and place of all meetings of the Board will be given either personally or by mail to each Trustee, at least 3 days before the meeting. Notices of special meetings will state the purpose or purposes of the meeting and no business may be conducted at a special meeting except the business specified in the notice of the meeting. If mailed, the notice will be directed to each Trustee at his or her address as it appears in the records of the Foundation unless he or she shall have filed with the Secretary thereof a written request that notices intended for him or her be mailed to some other address, in which case it shall be mailed to the address designated in the request. Such further notice will be given as may be required by law. Meetings may be held without notice if all Trustees are present in person or if notice of the meeting is waived in writing, either before or after the meeting, by all Trustees not present at the meeting.

Section 5 Quorum. A majority of the Trustees then in office will constitute a quorum for the transaction of business and the action of a majority of the Trustees present at a meeting at which a quorum is present will be the action of the Board of Trustees, except as action by a majority of the Trustees then in office may be specifically required by other sections of these Bylaws or by law. No proxy voting will be permitted.

Section 6. Conduct of Meetings. Meetings of the Trustees will be presided over by the President. The Secretary or an Assistant Secretary of the Foundation or, in their absence, a person chosen at the meeting will act as Secretary of the meeting.

Section 7. Action by Unanimous Written Consent. If and when all of the Trustees either severally or collectively consent in writing to any action to be taken by the

Foundation either before or after the action is taken, that action will be deemed valid corporate action as though it had been authorized at a meeting of the Trustees and the written consents will be filed with the minutes of the proceedings of the Board of Trustees.

Section 8. Telephonic Conferences. A Trustee may participate in a meeting of Trustees by conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

ARTICLE III

Officers

Section 1. Election or Appointment. The Board of Trustees shall elect a President, a Secretary, and a Treasurer of the Foundation at each annual meeting, and may elect one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. The same person may hold any two or more offices, but no officer shall execute, acknowledge or verify any instrument in more than one capacity. The Trustees may also appoint such other officers and agents as they may deem necessary for the transaction of the business of the Foundation.

Section 2. Term of Office. The term of office of all officers shall commence upon their election or appointment and shall continue until the next annual meeting of the Foundation and thereafter until their respective successors are chosen or until their resignation or removal. Any officer may be removed from office at any meeting of the Trustees, with or without cause, by the affirmative vote of a majority of the Trustees, whenever in their judgment the best interests of the Foundation will be served thereby. An officer may resign by written notice to the Foundation. The resignation shall be effective upon its receipt by the Foundation or at a subsequent time specified in the notice of resignation. The Trustees shall have power to fill any vacancies in any offices occurring from whatever reason.

Section 3. Compensation. Any officer who is an employee of the Foundation shall receive such reasonable compensation for their services as may, from time to time, be fixed by the Board of Trustees.

Section 4. The President. The President shall be the chief executive officer of the Foundation and shall have general and active management of the activities of the Foundation, and shall see that all orders and resolutions of the Board of Trustees are carried into effect. He or she shall execute all authorized conveyances, contracts, or other obligations in the name of the Foundation except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Trustees to some other officer or agent of the Foundation. He

or she shall preside at all meetings of the Trustees. In his or her absence, the Trustees present thereat shall designate another presiding officer.

Section 5. Vice Presidents The Vice Presidents in the order designated by the Board of Trustees or, lacking such a designation, by the President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Trustees shall prescribe.

Section 6. The Secretary. The Secretary shall attend all meetings of the Board of Trustees and shall cause to be recorded all votes and the minutes of all proceedings in a book to be kept for that purpose. He or she shall give, or cause to be given, notice of all meetings of the Trustees for which notice may be required, and shall perform such other duties as may be prescribed by the Trustees or by the President, under whose supervision he or she shall act. The Secretary shall execute with the President all authorized conveyances, contracts or other obligations in the name of the Foundation except as otherwise directed by the Trustees.

Section 7. The Treasurer The Treasurer shall cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Foundation. He or she shall render to the President and Trustees, at the regular meetings of the Trustees, or whenever they may require it, an account of all transactions and of the financial condition of the Foundation. Upon the death, resignation, or removal from office of the Treasurer, all books, papers, vouchers, money and other property of whatever kind in the Treasurer's possession or under his or her control belonging to the Foundation shall be returned to the Foundation.

Section 8 Assistant Secretaries and Assistant Treasurers The Assistant Secretaries and the Assistant Treasurers, respectively (in the order designated by the Trustees or, lacking such designation, by the President), in the absence of the Secretary or Treasurer, as the case may be, shall perform the duties and exercise the powers of such Secretary or Treasurer and shall perform such other duties as the Trustees shall prescribe.

ARTICLE IV

Indemnification

Section 1. Indemnification and Insurance The Foundation will, to the fullest extent now or hereafter permitted by law and by regulations and rulings issued by the Internal Revenue Service, indemnify any Trustee or officer of the Foundation (and, to the extent provided in a resolution of the Board of Trustees or by contract, may indemnify any volunteer, employee or agent of the Foundation) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a Trustee, officer, volunteer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, partner, trustee, volunteer, employee or agent of another Foundation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit,

against expenses (other than taxes, penalties, or expenses of correction) including attorneys' fees (which expenses may be paid by the Foundation in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Foundation and such person is either successful in his or her defense or the proceeding is terminated by settlement. and such person has not acted willfully and without reasonable cause with respect to the Foundation duties concerned, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The Foundation may purchase and maintain insurance on behalf of any such person against any liability (including penalties, taxes, expenses of correction, judgments, settlements or expenses) asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify him or her against such liability under the provisions of this Article or under the provisions of Sections 561 through 565 of the Michigan Nonprofit Foundation Act.

Section 2. Rights to Continue The indemnification herein provided for shall continue as to a person who has ceased to be a Trustee or officer of the Foundation and, to the extent provided in a resolution of the Board of Trustees or in any contract between the Foundation and such person, may continue as to a person who has ceased to be a volunteer, employee or agent of the Foundation Any indemnification of a person who was entitled to indemnification after such person ceased to be a Trustee, officer, volunteer, employee or agent of the Foundation shall inure to the benefit of the heirs, personal representatives and administrators of such person

ARTICLE V

Fiscal Year, Notices

Section 1 Fiscal Year The fiscal year of the Foundation shall be the calendar year.

Section 2. Notices. Any notice required by statute or by these Bylaws to be given to the Trustees or to any officer of the Foundation, unless otherwise provided herein or in any statute, shall be sufficient if given by depositing the same in a United States post office box or receptacle in a sealed, postpaid wrapper, addressed to such Trustee or officer at his or her last address as the same appears on the records of the Foundation, and such notice shall be deemed to have been given at the time of such mailing

ARTICLE VI

Committees

Section 1. Executive Committee. The Board of Trustees may by resolution designate the President and any two or more of its members to constitute an Executive Committee

which during the intervals between the meetings of the Board shall have and may exercise such powers as are expressly granted to them in the Board resolution, including the powers and authority of the Board in the management of the activities and affairs of the Foundation, subject to such limitations as may be imposed by law or by resolution of the Board. The President shall serve as an ex-officio member of all other committees. The Trustees may, by resolution passed by a majority of all Trustees, at any time do any one or more of the following discharge any or all members of any committee, change the number or membership thereof, or fill vacancies

Section 2. Nominating Committee The Board of Trustees may by resolution designate any two or more of its members to constitute a Nominating Committee for the purpose of nominating candidates for election to trusteeship.

Section 3 Investment Committee. The Board of Trustees may by resolution designate any two or more of its members to constitute an Investment Committee. The Investment Committee shall have and may exercise, between quarterly meetings of the Trustees, all powers and authority of the Trustees to invest the funds of the Foundation pursuant to the policies and guidelines of the Foundation that may be established from time to time.

Section 4. Grant Evaluation Committee The Board of Trustees may by resolution designate any two or more of its members to constitute a Grant Evaluation Committee. The Grant Evaluation Committee shall have and may exercise, between quarterly meetings of the Trustees, all powers and authority of the Trustees to act upon expenditure requests pursuant to the policies and guidelines of the Foundation that may be established from time to time.

Section 5 Other Committees. The Trustees may designate such other committees as they may deem appropriate, and such committees shall exercise the authority delegated to them.

Section 6 Quorum and Action of a Committee. A majority of any committee of the Trustees shall constitute a quorum for the transaction of business, and the acts of a majority of the committee members present at a meeting at which a quorum is present shall be the acts of the committee.

ARTICLE VII

Amendments

Section 1. Amendments. These Bylaws may be altered or repealed or new Bylaws may be adopted in lieu thereof by the affirmative vote of a majority of the Board of Trustees then in office at any regular or special meeting of the Board if a notice of the proposed amendment is contained in the notice of such meeting.

Adopted: September 20, 2001

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RESTATED
ARTICLES OF INCORPORATION

OF

THE GERBER FOUNDATION
(a Michigan Nonprofit Corporation)

Pursuant to the provisions of Act 162, Public Acts of 1982, as amended (the "Act"),
the undersigned Corporation executes the following Restated Articles

- 1 The present name of the Corporation is The Gerber Foundation.

- 2 The Corporation Identification Number ("CID") assigned by the Bureau is
787-069

3. The previous names of the Corporation were The Gerber Baby Foods Fund and

The Gerber Companies Foundation

4. The date of filing of the original Articles of Incorporation was December 29,
1952.

The following Restated Articles of Incorporation supersede the Articles of
Incorporation as amended and shall be the Articles of Incorporation for the Corporation:

ARTICLE I

The name of the Corporation is The Gerber Foundation

ARTICLE II

The Corporation is organized exclusively for the purpose of receiving and administering funds for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The mission of The Gerber Foundation is enhancing the quality of life of infants and children in nutrition, care and development.

ARTICLE III

The Corporation, including all activities incident to its purposes, shall at all times be conducted so as to be an organization described in Section 501(c)(3) of the Code. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (b) by a corporation, the contributions to which are deductible under Section 170(c)(2) of the Code, or (c) by a nonprofit corporation organized under the laws of the State of Michigan pursuant to the provisions of the Act

No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable to its Trustees, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office

ARTICLE IV

The Corporation is organized on a non-stock basis.

The Corporation owns no real property assets. As of January 31, 1997, the Corporation owned personal property, including stock, bonds, and other investments, with a market value of \$71,096,120

The Corporation is to be financed through contributions and investment income.

The Corporation is organized on a directorship basis.

ARTICLE V

The address of the Registered Office is

4747 West 48th Street, Suite 153
Fremont, Michigan 49412-8119

The name of the Resident Agent at the Registered Office is Barbara J. Ivens.

ARTICLE VI

Upon the termination, dissolution, or winding up of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the remaining assets of the Corporation exclusively for the purposes of the Corporation in such manner and to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time of dissolution qualify as exempt under Section 501(c)(3) of the Code, as the Trustees may determine

ARTICLE VII

1. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
2. The Corporation shall not engage in active self-dealing as defined in Section 4941(d) of the Code
3. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code
4. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code

ARTICLE VIII

Except as otherwise provided by law, a volunteer Trustee or volunteer officer of the Corporation is not personally liable to the Corporation for monetary damages for a breach of the Trustee's or officer's fiduciary duty

The Corporation assumes all liability to any person other than the Corporation for all acts or omissions of a volunteer Trustee incurred in the good faith performance of his or her duties as a Trustee other than liability for excise taxes imposed under Chapter 42 of the Code and liability resulting from claims arising under state law for mismanagement of the Corporation's assets

The Corporation assumes the liability for all acts or omissions of volunteer officers and other volunteers, other than liability for excise taxes imposed under Chapter 42 of the Code, provided that

- (a) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- (b) the volunteer was acting in good faith;
- (c) the volunteer's conduct did not amount to gross negligence or willful or wanton misconduct;
- (d) the volunteer's conduct was not an intentional tort; and
- (e) the volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle as described in Section 209(e)(v) of the Act.

5b. These Restated Articles of Incorporation were duly adopted on the 20th day of February, 1997 in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate and do further amend the provisions of the Restated Articles of Incorporation and were duly adopted by the vote of the Trustees. The necessary number of votes were cast in favor of these Restated
Articles of Incorporation

Signed February 20, 1997

By Barbara J Ivens

President