Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter social security numbers on this form as it may be made public.

Go to *www.irs.gov/Form990PF* for instructions and the latest information

OMB No. 1545-0047

2024

Open to Public Inspection

For the calendar year 2024, or tax year beginning January 01, **2024, and ending** December 31, **2024**

Name of foundation GOOD WOLF INC		**A** Employer identification number 83-1459009
Number and street (or P.O. box number if mail is not delivered to street address) 177A E MAIN ST,	Room/suite	**B** Telephone number (see instructions) (917) 471-4812
City or town, state or province, country, and ZIP or foreign postal code NEW ROCHELLE, NY 10801-5711		**C** If exemption application is pending, check here ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here . . . . ☐

2. Foreign organizations meeting the 85% test, check here and attach computation . . . ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here . . . . . . ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) $ 0

J Accounting method: ☑ Cash ☐ Accrual ☐ Other (specify) -----------------------

(Part I, column (d), must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

Section	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received(attach schedule)	139,549			
	2	Check ☐ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments .				
	4	Dividends and interest from securities				
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 .	0			
	b	Gross sales price for all assets on line 6a 0				
	7	Capital gain net income (from Part IV, line 2) . . .		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold . .				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	139,549	0		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc. .				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	995	0	0	995
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	3,361	0	0	50
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings	1,633			1,632
	22	Printing and publications	1,755			1,755
	23	Other expenses (attach schedule)	126,938	0	0	125,555
	24	**Total operating and administrative expenses.** Add lines 13 through 23	134,682	0		129,987
	25	Contributions, gifts, grants paid	0			0
	26	**Total expenses and disbursements.** Add lines 24 and 25	134,682	0		129,987
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	4,867			
	b	**Net investment income** (if negative, enter -0-) .		0		
	c	**Adjusted net income** (if negative, enter -0-) . .			0	

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	9,951	14,818	
	2	Savings and temporary cash investments	500	2,000	
	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 instructions)			
	7	Other notes and loans receivable (attach schedule)			
		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 (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach schedule)			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis			
		accumulated depreciation (attach schedule)			
	15	Other assets (describe)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	10,451	16,818	0
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 (attach schedule)			
	22	Other liabilities (describe)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow FASB ASC 958, check here and complete lines 24, 25, 29, and 30.** ☐			
	24	Net assets without donor restrictions			
	25	Net assets with donor restrictions			
		Foundations that do not follow FASB ASC 958, check here and complete lines 26 through 30. ☑			
	26	Capital stock, trust principal, or current funds			
	27	Paid-in or capital surplus, or land, bldg., and equipment fund			
	28	Retained earnings, accumulated income, endowment, or other funds	10,451	16,818	
	29	**Total net assets or fund balances** (see instructions)	10,451	16,818	
	30	**Total liabilities and net assets/fund balances** (see instructions)	10,451	16,818	

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 29 (must agree with end-of-year figure reported on prior year's return)	1	10,451
2	Enter amount from Part I, line 27a	2	4,867
3	Other increases not included in line 2 (itemize)	3	1,500
4	Add lines 1, 2, and 3	4	16,818
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 29	6	16,818

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, 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				
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				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) **or** Losses (from col. (h))
	(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	
a				
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	
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 instructions. If (loss), enter -0- in Part I, line 8	3	

Part V Excise Tax Based on Investment Income (Section 4940(a), 4940(b), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______________ **(attach copy of letter if necessary—see instructions)**			1	0
b	All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations, enter 4% (0.04) of Part I, line 12, col. (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)			2	
3	Add lines 1 and 2			3	0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	0
6	Credits/Payments:				
a	2024 estimated tax payments and 2023 overpayment credited to 2024	6a			
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due**. If the total of lines 5 and 8 is more than line 7, enter **amount owed**			9	0
10	**Overpayment**. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**			10	0
11	Enter the amount of line 10 to be: **Credited to 2025 estimated tax** **Refunded**			11	0

Part VI-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	☐	☑
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b	☐	☑
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c	☐	☑
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. $ ______ **(2)** On foundation managers. $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	☐	☑
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	☑	☐
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	☐	☑
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	☐	☐
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T.*	5	☐	☑
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	☑	☐
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XIV	7	☑	☐
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. DE,NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General. (or designate) of each state as required by *General Instruction G?* If "No," attach explanation	8b	☑	☐
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2024 or the tax year beginning in 2024? See the instructions for Part XIII. If "Yes," complete Part XIII	9	☑	☐
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	☑	☐
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11	☐	☑
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12	☐	☑
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	☑	☐

Website address N/A

14 The books are in care of John Delfs Telephone no. (917) 471-4812

Located at 16 Hemlock Place, NEW ROCHELLE, NY ZIP+4 10805-2302

15 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 | 15 |

		Line	Yes	No
16	At any time during calendar year 2024, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country	16	☐	☑

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

		Line	Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year, did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	**1a(1)**	☐	☑
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	**1a(2)**	☐	☑
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	**1a(3)**	☐	☑
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	**1a(4)**	☐	☑
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	**1a(5)**	☐	☑
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	**1a(6)**	☐	☑
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	**1b**	☐	☐
c	Organizations relying on a current notice regarding disaster assistance, check here ☐			
d	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2024?	**1d**	☐	☑
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2024, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2024?	**2a**	☐	☑
	If "Yes," list the years 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	**2b**	☐	☐
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	**3a**	☐	☑
b	If "Yes," did it have excess business holdings in 2024 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2024.)	**3b**	☐	☐
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	**4a**	☐	☑
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2024?	**4b**	☐	☑

Part VI-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

		Line	Yes	No
5a	**During the year, did the foundation pay or incur any amount to:**			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	5a(1)	☐	☑
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	5a(2)	☐	☑
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	5a(3)	☐	☑
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	5a(4)	☐	☑
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	5a(5)	☐	☑
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	5b	☐	☐
c	Organizations relying on a current notice regarding disaster assistance, check here ☐			
d	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	5d	☐	☐
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	6a	☐	☑
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.	6b	☐	☑
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	7a	☐	☑
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	☐	☐
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year?	8	☐	☑

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

1 List all officers, directors, trustees, and foundation managers and their compensation. See 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 and deferred compensation	**(e)** Expense account other allowances
John Delfs MD 16 Hemlock Place, NEW ROCHELLE, NY 10805-2302	President 40	0	0	0
Anthony Venezia CPA 7874 Sunrise Loop, Park City, UT 84098	Treasurer & CFO 4	0	0	0
Richard Martin JD 14 North Chatsworth, Larchmont, NY 10538	Chief Legal Officer 5	0	0	0
Daniel Hier, MD 507 La Chateau Place, Rolla, MO 65401	Vice-Chair 1	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see 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
NONE				
Total number of other employees paid over $50,000				

Part VII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Jade de Saussure-Desa Training Inc 3419 Irwin Avenue, Apt. 2202, Bronx, NY 10463	Program Development and Delivery	71,351
Total number of others receiving over $50,000 for professional services		

Part VIII-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 See Statement	
2 Adolescent Programs. We implemented a program teaching insights from neuroscience combined with social-emotional learning to high school adolescents in New Rochelle NY to decrease negative behaviors and improve self-regulation and goal-directed behaviors.	49,395
3 Senior Citizens Programs. We implemented a program teaching insights from neuroscience to senior citizens in community centers in New Rochelle, Yonkers, and Mount Vernon, NY. Results included decreased stress, enhanced life planning, and improved sense of well-being.	45,497
4 Teaching in the Community. Local and regional presentations included the Columbia University Seminars, the Prison Relations Advisory Committee to the Town of Bedford, NY, and the Coming Home Program of the Communities for Healing and Justice of Harlem, NY.	11,698

Part VIII-B **Summary of Program-Related Investments** (see instructions)

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

Part IX Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	0
b	Average of monthly cash balances	1b	20,581
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	20,581
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	
3	Subtract line 2 from line 1d	3	20,581
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)	4	309
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3	5	20,272
6	**Minimum investment return.** Enter 5% (0.05) of line 5	6	1,014

Part X Distributable Amount (see 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 IX, line 6	1	
2a	Tax on investment income for 2024 from Part V, line 5 — 2a:		
b	Income tax for 2024. (This does not include the tax from Part V.) — 2b:		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1	7	

Part XI Qualifying Distributions *(see 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	129,987
b	Program-related investments—total from Part VIII-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	0
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part XII, line 4	4	129,987

Part XII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2023	(c) 2023	(d) 2024
1	Distributable amount for 2024 from Part X, line 7				
2	Undistributed income, if any, as of the end of 2024:				
a	Enter amount for 2023 only				
b	Total for prior years: 20 ___, 20 ___, 20 ___				
3	Excess distributions carryover, if any, to 2024:				
a	From 2019				
b	From 2020				
c	From 2021				
d	From 2022				
e	From 2023				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2024 from Part XI, line 4: $ ___				
a	Applied to 2023, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2024 distributable amount				
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2024 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 instructions				
e	Undistributed income for 2023. Subtract line 4a from line 2a. Taxable amount—see instructions				
f	Undistributed income for 2024. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2025				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8	Excess distributions carryover from 2019 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2025.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9:				
a	Excess from 2020 . . .				
b	Excess from 2021 . . .				
c	Excess from 2022 . . .				
d	Excess from 2023 . . .				
e	Excess from 2024 . . .				

Part XIII Private Operating Foundations (see instructions and Part VI-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 2024, enter the date of the ruling . . . .

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

	Tax year	Prior 3 years			
	(a) 2024	**(b)** 2023	**(c)** 2022	**(d)** 2021	**(e)** Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed	0	0	0	2,130	2,130
b 85% (0.85) of line 2a	0	0	0	1,811	1,811
c Qualifying distributions from Part XI, line 4, for each year listed .	129,987	65,448	196,398	43,073	434,906
d Amounts included in line 2c not used directly for active conduct of exempt activities . .	0	0	0	0	0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . .	129,987	65,448	196,398	43,073	434,906
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets	16,818	10,451	9,848	120,913	158,030
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) .	16,818	10,451	9,848	120,913	158,030
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part IX, line 6, for each year listed .	676	194	1,236	1,427	3,533
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) . . .	0	0	0	0	0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . .	0	0	0	0	0
(3) Largest amount of support from an exempt organization	0	0	0	0	0
(4) Gross investment income .	0	0	0	0	0

Part XIV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see 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).)

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.

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

Check here ☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

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

Part XIV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	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
a *Paid during the year*				
Total **3a**				
b *Approved for future payment*				
Total **3b**				

Part XV-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		0	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 0

(See worksheet in line 13 instructions to verify calculations.)

Part XV-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No.	Explain below how each activity for which income is reported in column (e) of Part XV-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

Part XVI Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations.

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)	☐	☑
	(2) Other assets	1a(2)	☐	☑
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	☐	☑
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	☐	☑
	(3) Rental of facilities, equipment, or other assets	1b(3)	☐	☑
	(4) Reimbursement arrangements	1b(4)	☐	☑
	(5) Loans or loan guarantees	1b(5)	☐	☑
	(6) Performance of services or membership or fundraising solicitations	1b(6)	☐	☑
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	☐	☑

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 foundation. If the foundation 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.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☐ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee	Date	Title
Anthony Venezia	08/11/2025	Treasurer & Chief Financial Officer

May the IRS discuss this return with the preparer shown below? See instructions. ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name	Firm's EIN
Firm's address	Phone no

Schedule B (Form 990) Department of the Treasury Internal Revenue Service	**Schedule of Contributors** Attach to Form 990 or Form 990-PF. Go to www.irs.gov/Form990 for the latest information.	OMB No. 1545-0047 **2024**

Name of the organization	Employer identification number
GOOD WOLF INC	83-1459009

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c) () organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 331/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) $5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Don't complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions totaling $5,000 or more during the year $

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990), but it must answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990).

Name of the organization	Employer identification number
GOOD WOLF INC	83-1459009

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(c) Type of contribution
1	Daniel Hier 505 La Chateau Place, Rolla, MO 65401	$ 11,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
2	John Delfs / Nanette Bourne 16 Hemlock Place, New Rochelle, NY 10805	$ 7,901	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
3	Richard A Martin 14 North Chatsworth, Apt 6H, Larchmont, NY 10538	$ 9,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
4	Rauls Boris 4 Vine Road, Larchmont, NY 10538	$ 8,035	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions.)
5	Barry Shanley 4383 Cornishon Avenue, La Canada, CA 91011	$ 5,165	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of the organization	Employer identification number
GOOD WOLF INC	83-1459009

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
4	33 Shares of GLD Stock. Cusip 78463V107, converted to cash amount automatically	$ 8,035	11/27/2024

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received

Name of the organization	Employer identification number
GOOD WOLF INC	83-1459009

Part III **Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor**. Complete columns **(a)** through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	

Name of the Organization	Employer identification number
GOOD WOLF INC	83-1459009

Statement name: **Accounting Fees - Part I Line 16b**

Explanation:	Quickbook and Araize software
Expenses per books:	$995
Net Investment Income:	$0
Adjusted Net Income:	$0
Disbursements for Charity Purpose:	$995

Statement name: **Taxes - Part I Line 18**

Explanation:	Penalty for late filing of Form 990 for 2023
Expenses per books:	$3,311
Net Investment Income:	$0
Adjusted Net Income:	$0
Disbursements for Charity Purpose:	$0
Explanation:	NY State License
Expenses per books:	$50
Net Investment Income:	$0
Adjusted Net Income:	$0
Disbursements for Charity Purpose:	$50

Statement name: **Other Expenses - Part I Line 23**

Explanation:	Miscellaneous
Expenses per books:	$1,239
Net Investment Income:	$0
Adjusted Net Income:	$0
Disbursements for Charity Purpose:	$0
Explanation:	Contractors
Expenses per books:	$104,022
Net Investment Income:	$0
Adjusted Net Income:	$0
Disbursements for Charity Purpose:	$104,022
Explanation:	Bank Fees
Expenses per books:	$242
Net Investment Income:	$0
Adjusted Net Income:	$0
Disbursements for Charity Purpose:	$242
Explanation:	Curriculum Development
Expenses per books:	$547
Net Investment Income:	$0
Adjusted Net Income:	$0
Disbursements for Charity Purpose:	$547

Explanation:	Fundraising
Expenses per books:	$499
Net Investment Income:	$0
Adjusted Net Income:	$0
Disbursements for Charity Purpose:	$499

Explanation:	Insurance
Expenses per books:	$3,632
Net Investment Income:	$0
Adjusted Net Income:	$0
Disbursements for Charity Purpose:	$3,632

Explanation:	Mailbox Rental
Expenses per books:	$631
Net Investment Income:	$0
Adjusted Net Income:	$0
Disbursements for Charity Purpose:	$631

Explanation:	Society Membership Fees
Expenses per books:	$2,196
Net Investment Income:	$0
Adjusted Net Income:	$0
Disbursements for Charity Purpose:	$2,196

Explanation:	Program Communications
Expenses per books:	$5,299
Net Investment Income:	$0
Adjusted Net Income:	$0
Disbursements for Charity Purpose:	$5,299

Explanation:	Organizational Fees
Expenses per books:	$400
Net Investment Income:	$0
Adjusted Net Income:	$0
Disbursements for Charity Purpose:	$400

Explanation:	Program Supplies & Software
Expenses per books:	$7,543
Net Investment Income:	$0
Adjusted Net Income:	$0
Disbursements for Charity Purpose:	$7,399

Explanation:	Subscriptions
Expenses per books:	$688
Net Investment Income:	$0
Adjusted Net Income:	$0
Disbursements for Charity Purpose:	$688

Statement name: **Changes in Net Assets - Part III Line 3**

Explanation:	Transfer to Savings
Amount:	$1,500

Statement name: **Part VII Line 1 List of officers**

(a) Name and title	(b) Average hours per week devoted to position	(c) Reportable compensation	(d) Health benefits	(e) Estimated amount of other compensation
Barry Shanley, JD Secretary 4383 Cornishon Avenue, La Canada, CA 91011	1	$0	$0	$0
Emily Anderson EdD MSW deceased Director 123 W 93rd Street Apt 4C, New York, NY 10025	0	$0	$0	$0
Danne Johnson, JD Director 714 NE 18th Street, Oklahoma City, OK 73105	0	$0	$0	$0
Mary Alice Lawless Diretor 614 Spring Valley Road, Morristown, NJ 07960	0	$0	$0	$0
Nancy Michael, PhD Director 60525 Woodstock Drive, South Bend, IN 46614	0	$0	$0	$0
Boris Rauls Director 4 Vine Road, Larchmont, NY 19538	0	$0	$0	$0
Steve Rosenblatt Director 270 5th Street, Mamaroneck, NY 10543	0	$0	$0	$0

Statement name: **Part VIII-A Direct Charitable Activities**

Explanation: Translation of Neuroscience Research Findings into Applicable Insights. We conducted literature research in cognitive and behavioral neuroscience and related scientific fields, translating research findings into practical insights, updating the Core Curriculum to use in current and future teaching activities to support the Good Wolf mission.

Amount: $23,397

Form **8453-TE**

Department of the Treasury
Internal Revenue Service

Tax Exempt Entity Declaration and Signature for E-file

For calendar year 2024, or tax year beginning January 01 , 2024, and ending December 31 , 20 24

For use with Forms 990, 990-EZ, 990-PF, 990-T, 1120-POL, 4720, 8868, 5227, 5330, and 8038-CP Go to www.irs.gov/Form8453TE for the latest information.

OMB No. 1545-0047

2024

Open to Public Inspection

Name of filer	EIN or SSN
GOOD WOLF INC	83-1459009

Part I Type of Return and Return Information

Check the box for the type of return being filed with Form 8453-TE and enter the applicable amount, if any, from the return. Form 8038-CP and Form 5330 filers may enter dollars and cents. For all other forms, enter whole dollars only. If you check the box on line **1a**,**2a**,**3a**,**4a**,**5a**,**6a**,**7a**,**8a**,**9a** or **10a** below, and the amount on that line of the return being filed with this form was blank, then leave line **1b**,**2b**,**3b**,**4b**,**5b**,**6b**,**7b**,**8b**,**9b**, or **10b**, whichever is applicable, blank (do not enter -0-). If you entered -0- on the return, then enter -0- on the applicable line below. **Do not complete** more than one line in Part I.

1a	**Form 990** check here.	☐	**b** **Total revenue,** if any (Form 990, Part VIII, column (A), line 12)	1b	
2a	**Form 990-EZ** check here	☐	**b** **Total revenue,** if any (Form 990-EZ, line 9)	2b	
3a	**Form 1120-POL** check here	☐	**b** **Total tax** (Form 1120-POL, line 22)	3b	
4a	**Form 990-PF** check here	☑	**b** **Tax based on investment income** (Form 990-PF, Part V, line 5)	4b	0
5a	**Form 8868** check here	☐	**b** **Balance due** (Form 8868, line 3c)	5b	
6a	**Form 990-T** check here	☐	**b** **Total tax** (Form 990-T, Part III, line 4)	6b	
7a	**Form 4720** check here	☐	**b** **Total tax** (Form 4720, Part III, line 1)	7b	
8a	**Form 5227** check here	☐	**b** **FMV of assets at end of tax year** (Form 5227, Item D)	8b	
9a	**Form 5330** check here	☐	**b** **Tax due** (Form 5330, Part II, line 19)	9b	
10a	**Form 8038-CP** check here	☐	**b** **Amount of credit payment requested** (Form 8038-CP, Part III, line 22)	10b	

Part II Declaration of Officer or Person Subject to Tax

11 a ☐ I authorize the U.S. Treasury and its designated Financial Agent to initiate an Automated Clearing House (ACH) electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment.

b ☐ If a copy of this return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I certify that I executed the electronic disclosure consent contained within this return allowing disclosure by the IRS of this Form 990/990-EZ/ 990-PF (as specifically identified in Part I above) to the selected state agency(ies).

Under penalties of perjury, I declare that ☑ I am an officer of the above named entity or ☐ I am the person subject to tax with respect to (name of entity) GOOD WOLF INC (EIN) 83-1459009 , and that I have examined a copy of the 2024 electronic return and accompanying schedules and statements, and, to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund.

Sign Here	Anthony Venezia	08/11/2025	Treasurer Chief Financial Officer
	Signature of officer or person subject to tax	Date	Title, if applicable

Part III Declaration of Electronic Return Originator (ERO) and Paid Preparer (see instructions)

I declare that I have reviewed the above return and that the entries on Form 8453-TE are complete and correct to the best of my knowledge. If I am only a collector, I am not responsible for reviewing the return and only declare that this form accurately reflects the data on the return. The entity officer or person subject to tax will have signed this form before I submit the return. I will give a copy of all forms and information to be filed with the IRS to the officer or person subject to tax, and have followed all other requirements in Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns. If I am also the Paid Preparer, under penalties of perjury I declare that I have examined the above return and accompanying schedules and statements, and, to the best of my knowledge and belief, they are true, correct, and complete. This Paid Preparer declaration is based on all information of which I have any knowledge.

ERO's Use Only	ERO's signature	Date	Check if also paid preparer ☐	Check if selfemployed ☐	ERO's SSN or PTIN
	Firm's name (or yours if self-employed), address, and ZIP code				EIN Phone no.

Under penalties of perjury, I declare that I have examined the above return and accompanying schedules and statements, and, to the best of my knowledge and belief, they are true, correct, and complete. Declaration of preparer is based on all information of which the preparer has any knowledge.

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if selfemployed ☐	PTIN
	Firm's name				Firm's EIN
	Firm's address				Phone no.

AMENDED AND RESTATED BY-LAWS

OF

GOOD WOLF, INC.
(a Not-For-Profit Corporation)

ARTICLE I - NAME AND PURPOSE

1. Name. The name of the organization shall be Good Wolf, Inc. (the "Corporation"). The Corporation shall be a nonprofit nonstock organization incorporated under the laws of the State of Delaware.

2. Purpose. The Corporation is organized exclusively for charitable, educational, and for scientific purposes, and those purposes of the Corporation set forth in the certificate of incorporation of the Corporation, as amended from time to time (the "Certificate"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code. Without limiting the foregoing, the specific purposes for which the Corporation is formed are:

(1) To promote the use of knowledge from Neuroscience and related fields to benefit humankind, including:
   a. Facilitating the development of scientific consensus on what is known;
   b. Translating such knowledge into resources and activities that communicate and educate the public on and promote the use of such knowledge;
   c. Validating certain teachings, values, and work from other fields through examining how they are supported by such knowledge;
   d. Creating a public conversation on how such knowledge is relevant to our lives and how it can be applied to guide us to survive and thrive in a changing world;
   e. Promoting healthy decision-making by individual, families, and communities for social, economic, and other choices through developing actionable understanding of such knowledge, and
   f. Bringing such knowledge into the public sphere to facilitate development and implementation of social, economic, and other policy at a local, state, national, and international level that leads us towards health, happiness, and a better world now and in the future.

(2) To solicit, receive, and accept donations, gifts, bequests, grants, and other things of value; and

(3) To engage in any other lawful act or activity for which corporations may be organized under the Delaware law, and by virtue of such statement all lawful acts and activities shall be within the purposes of the Corporation, except for express limitations, if any, contained in this Certificate of Incorporation.

ARTICLE II - MEMBERSHIP

1. Membership. The members of the Board of Trustees of the Corporation (each a "Trustee" and collectively, the "Board") shall be the only members of the Corporation (the "Members").

2. Classes of Membership. The Corporation shall have one (1) class of Members.

ARTICLE III - BOARD OF TRUSTEES

1. Board Role, Size, and Compensation. The business and affairs of the Corporation shall be managed by or under the direction of the Board. The Board may adopt such rules and procedures, not inconsistent with the Certificate, these amended and restated by-laws (the "Bylaws"), or applicable law, as it may deem proper for the conduct of its meetings and the management of the Corporation. The Officers are responsible for reporting the day-to-day operations to the committees of the Board. The Board shall consist of one or more members, the number thereof to be determined from time to time by resolution of the Board. Subject to the foregoing, the number of Board may by increased or decreased by action of the Members of the Board. The Board receives no compensation other than reasonable documented expenses.

2. Terms. Each Trustee shall hold office until a successor is duly elected and qualified or until the Trustee's earlier death, resignation, disqualification, or removal. The Trustees shall be divided into three (3) classes of approximately equal size, members of which shall serve for a term of three (3) years. The term of office of at least one (1) class of Trustees shall expire each year. Elections of Trustees shall be held each year at a meeting called for such purpose. Trustees may also be elected at regular meetings of the Board, pursuant to appropriate notice. At each Annual Meeting, persons shall be nominated and elected by a majority of the Board to replace those whose terms are expiring, each Trustee thereafter to serve a term of 3 years until his or her successor is elected. If the number of Trustees is changed by the Board in accordance with these Bylaws, any increase or decrease shall be apportioned among the classes of Trustees in order to maintain the number of Trustees in each class as nearly or equally as possible. No Trustee shall serve more than 3 consecutive, full 3-year terms, unless such Trustee has had an intervening year in which such Trustee was not a Trustee.

3. Meetings and Notice. The Board shall meet at least annually (the "Annual Meeting"), at an agreed upon time and place. Special meetings of the Board shall be called upon the request of the chairperson of the Board (the "Chair"), or one-third of the Board. Any Board meeting requires that each Trustee have written, electronic transmission, oral or any other method of notice approved under Delaware law, at least 24 hours in advance. Notice of any meeting need not be given to any Trustee who shall, either before or after the meeting, submit a waiver of notice. Attendance by a Trustee at a Board meeting without protesting a lack of notice will serve as a waiver of any notice. Any Trustee so waiving notice of the meeting shall be bound by the proceedings of the meeting in all respects as if due notice thereof had been given. Board meetings may be held by means of telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other and be heard. Participation by a Trustee in a meeting pursuant to this Section 3 shall constitute presence in person at such meeting. Neither the business to be transacted at, nor the purpose of, any regular or special Board meeting need be specified in any waiver of notice.

4. Adjournment. A majority of the Trustees present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn and reconvene such meeting to another time and place. At least twenty-four (24) hours' notice of any adjourned meeting of the Board shall be given to each director whether or not present at the time of the adjournment, if such notice shall be given by one of the means specified herein. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

5. Board Elections. The Board shall elect Trustees annually to replace those whose terms will expire at the end of the fiscal year and those who have resigned during the year. This election shall

take place during a regular meeting of the Trustees, called in accordance with the provisions of these Bylaws.

6. Election Procedures. New Trustees shall be elected by a majority of Trustees present at such a meeting, provided there is a quorum present. Trustees so elected shall serve a term beginning on the first day of the next fiscal year.

7. Quorum; Action by Majority Vote. Unless otherwise required by law, the Corporation's Certificate, or these Bylaws, at each meeting of the Board, one-third (1/3) of the Trustees of the Corporation, present in person or by proxy, shall constitute a quorum for business transactions to take place and motions to pass. Except as otherwise provided by applicable law, the Certificate, or these Bylaws, the vote of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board.

8. Chair Shall Preside. The Chair, if any, shall preside at all meetings of the Board. If there is no Chair or in the absence of the Chair, the President shall preside. If there is no President or if the absence of the President, any other Trustee chosen by the vote of a majority of the Trustees present at such meeting, shall preside.

9. Vacancies. When a vacancy on the Board exists mid-term, the Secretary must receive nominations for new members from present Trustees two weeks in advance of a Board meeting. These nominations shall be sent out to Trustees with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Trustee's term.

10. Resignation, Termination, and Absences. Resignation from the Board must be in writing or by electronic transmission and received by the Secretary. Such resignation shall take effect at the date of receipt of such notice by the Corporation or at such later time as is therein specified. A verbal resignation shall not be deemed effective until confirmed by the director in writing or by electronic transmission to the Corporation. A Trustee may be terminated from the Board due to more than two unexcused absences from Board meetings by an affirmative vote by a majority of the remaining Trustees. A Trustee may be removed for other reasons by a three-fourths (3/4) vote of the remaining Trustees.

11. Consent in Lieu of Meeting. Any action required or permitted to be taken by the Board, or any Committee of the Board, may be taken without a meeting if all of the members of the Board or Committee, as the case may be, consent in writing to the adoption of a resolution authorizing the action.

12. Attendance by Call or Other Methods. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board by means of a conference call or other technologies that enable participation on a remote basis. Participating by such means shall constitute presence in person at a meeting.

ARTICLE IV - OFFICERS

1. Officers. The officers of the Corporation shall be elected by the Board and shall include a Chair (who must be a Trustee), a president, a treasurer, and a secretary. The Board, in its discretion, may also elect one or more vice chairs (who must be Trustees), and one or more vice presidents, assistant

treasurers, assistant secretaries, and other officers. Any two or more officers may be held by the same person.

2. Term. Each officer of the Corporation shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal. The election or appointment of an officer shall not of itself create contract rights.

3. Removal of Officers; Resignations; Vacancies. Any officer may be removed with or without cause by a majority of the Board. Any officer of the Corporation may resign at any time by giving written notice of their resignation to the president or the secretary. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Should any vacancy occur among the officers, the position shall be filled for the unexpired portion of the term by an appointment made by the Board.

4. Chairperson. The Board may elect a Chair. The Chair shall preside at all meetings of the Board.

5. President. The president shall be the chief executive officer of the Corporation, shall have general supervision of the affairs of the Corporation, perform such other duties as directed by the Board, and other duties incident to the office of president, and subject to the control of the Board in each case. The president shall keep the Board fully informed about the activities of the Corporation. The president shall have the authority to sign alone, unless the Board shall specifically require an additional signature, in the name of the Corporation, all contracts authorized whether generally or specifically by the Board.

6. Vice-President. The vice-president shall perform such duties as may be prescribed by the Board from time to time, and subject to the control of the Board in each case.

7. Secretary. The Secretary shall attend all meetings of the Board and committees thereof and shall maintain in the books of the Corporation the true minutes of the proceedings of all meetings. The Secretary shall give all notices required by statute, by these Bylaws, or resolution and shall perform any other duties as may be delegated by the Board. The secretary shall have such powers and perform such duties as may be assigned to the secretary and other duties incident to the office of secretary, and subject to the control of the Board in each case.

8. Treasurer. The Treasurer shall keep or cause to be kept a fully and accurate accounts of receipts and disbursements of the Corporation and shall oversee and be responsible for the bank accounts and depositories of the Corporation as shall be determined by the Board. The Treasurer shall perform such duties as may be prescribed by the Board from time to time and other duties incident to the office of treasurer, and subject to the control of the Board in each case.

9. Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

10. Compensation. Any officer, employee, or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority of the entire Board.

ARTICLE V - COMMITTEES

1. Committee of the Board. Powers and Authority. The Board may designate one or more committees (each a "Committee"), each committee to consist of one or more of the Trustees of the Corporation, and all members of a committee shall be Trustees. Any such committee, to the extent permitted by applicable law, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation and may authorize the seal of the Corporation to be affixed to all papers that may require it to the extent so authorized by the Board. A committee shall not have the power or authority to: (a) approve or adopt, any action or matter reserved for the Board; or (b) adopt, amend, or repeal the Corporation's Bylaws.

2. Committee of the Corporation. Special task forces or advisory committees may be appointed by the Chair of the Board and the President with the consent of the Board, and shall have only the powers specifically delegated to them by the Board. Any task force and any special committee or advisory committee may include committee members who are not Trustees, however, their service is advisory only, and only Trustees have a vote with respect to an action of a committee.

3. Advisory Board. The Board may appoint, from time to time, any number of persons as advisors to the Corporation, to act either singly or as a committee or committees. Each such advisor shall hold office at the pleasure of the Board and shall have such authority and obligations as the Board may from time to time determine. No such advisor of the Corporation shall receive any salary, compensation or emolument for any service rendered to the Corporation, except that the Board may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.

4. Quorum and Action by Committee. Unless the Board provides otherwise, at all meetings of a committee, a majority of the then authorized members of the committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the committee present at any meeting at which there is a quorum shall be the act of the committee.

5. Committee Rules and Procedures. Unless the Board provides otherwise, each committee designated by the Board may make, alter, and repeal rules and procedures for the conduct of its business. In the absence of such rules and procedures each committee shall conduct its business in the same manner as the Board conducts its business pursuant to these Bylaws.

6. Action Without Meeting; Remote Meetings. Unless otherwise restricted by the Certificate or these Bylaws, any action required or permitted to be taken at any committee meeting may be taken without a meeting if all members of the committee consent thereto in writing or by electronic transmission. After an action is taken, the consent or consents relating thereto shall be filed with the minutes of proceedings of the committee in accordance with applicable law. Committee meetings may be held by means of telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other and be heard. Participation by a member of a committee in a meeting pursuant to this Section shall constitute presence in person at such meeting. The President is the chair of the Executive Committee.

7. Executive Committee. The four officers serve as the members of the Executive Committee. The Board may appoint an additional member or members to the Executive Committee. Except for the power to amend the Certificate and Bylaws, the Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board and is subject to the direction and control of the full Board.

8. Finance Committee. The Treasurer is the chair of the Finance Committee, which includes three other Trustees. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with the Trustees. The Board must approve the budget, and all expenditures must be within budget. Any major changes in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income.

ARTICLE VI - CONFLICTS OF INTEREST, LIABILITY, INDEMNIFICATION AND INSURANCE

1. Conflicts of Interest; Adoption of Policy. The Board shall adopt and oversee the implementation of, and compliance with, a conflict-of-interest policy.

2. No Personal Liability for the Trustees. The Trustees of the Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation.

3. Indemnification. The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator or intestate was a Trustee, director, officer, advisor, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses including attorneys' fees.

4. Insurance. The Corporation may purchase and maintain insurance on behalf of any agent of the Corporation indemnified against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under Delaware law.

ARTICLE VII - AMENDMENTS

1. Amendments. These bylaws may be amended when necessary by a two-thirds majority of the Board. Proposed amendments must be submitted to the secretary to be sent out with regular Board announcements.

ARTICLE VIII - MISCELLANEOUS

1. Unless these Bylaws expressly or by clear construction or implication so provide, nothing contained in these Bylaws is intended to or shall limit, qualify, or restrict any power or authority granted or permitted under applicable law.

2. The Corporation shall keep at the principal office of the Corporation, complete and correct records and books of account of the Corporation, including a minute book, which shall contain a copy of the Certificate of the Corporation, a copy of these Bylaws, and all minutes of the meetings of the Board, or any committee thereof.

3. The Corporation shall not have a corporate seal, unless subsequently approved by the Board. The seal of the Corporation shall be in such form as shall be approved by the Board. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise, as may be prescribed by law or custom or by the Board.

4. Any records administered by or on behalf of the Corporation in the regular course of its activities, including its books of account and minute books, may be maintained on any information storage device, method, or one or more electronic networks or databases (including one or more distributed electronic networks or databases); provided that the records so kept can be converted into clearly legible paper form within a reasonable time. The Corporation shall convert any records so kept upon the request of any person entitled to inspect such records pursuant to applicable law.

5. All checks, notes, drafts, or other orders for the payment of money of the Corporation shall be signed, endorsed, or accepted in the name of the Corporation by such officer, officers, person, or persons as from time to time may be designated by the Board or by an officer or officers authorized by the Board to make such designation.

6. The fiscal year of the Corporation shall be fixed by the Board from time to time.

7. The Board shall review the Corporation's annual filing with the Internal Revenue Service prior to it being filed.

8. These Bylaws are adopted subject to any applicable law and the Certificate. Whenever these Bylaws conflict with any applicable law or the Certificate, such conflict shall be resolved in favor of such law or the Certificate.

9. Should any of the provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions shall be unaffected by such holding.

Adopted by the Good Wolf Board of Trustees on June 20, 2024.

Signed

John Delfs

John Delfs, MD

Chair, Board of Trustees, Good Wolf, Inc.