

MORRISON, BROWN, ARGIZ AND FARRA, LLC
301 EAST LAS OLAS BLVD., 4TH FLOOR
FORT LAUDERDALE, FL 33301

BEATRIZ ANAZCO
2121 NW 21ST STRET
MIAMI, FL 33142

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DRAFT

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CLIENT'S COPY

DRAFT



JUNE 30, 2011

BEATRIZ ANAZCO
GOODWILL INDUSTRIES OF SOUTH FLORIDA, INC
2121 NW 21ST STRET
MIAMI, FL 33142

DEAR MS. ANAZCO:

ENCLOSED IS THE ORGANIZATION'S 2010 EXEMPT ORGANIZATION
RETURN.

SPECIFIC FILING INSTRUCTIONS ARE AS FOLLOWS.

FORM 990 RETURN:

THIS RETURN HAS BEEN PREPARED FOR ELECTRONIC FILING. IF YOU
WISH TO HAVE IT TRANSMITTED ELECTRONICALLY TO THE IRS, PLEASE
SIGN, DATE, AND RETURN FORM 8879-EO TO OUR OFFICE. WE WILL
THEN SUBMIT THE ELECTRONIC RETURN TO THE IRS. DO NOT MAIL A
PAPER COPY OF THE RETURN TO THE IRS.

A COPY OF THE RETURN IS ENCLOSED FOR YOUR FILES. WE SUGGEST
THAT YOU RETAIN THIS COPY INDEFINITELY.

VERY TRULY YOURS,

DAVID HOLLANDER, CPA

Return of Organization Exempt From Income Tax

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

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

Open to Public Inspection

A For the **2010** calendar year, or tax year beginning and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization GOODWILL INDUSTRIES OF SOUTH FLORIDA, INC.		D Employer identification number 59-0866126
	Doing Business As		E Telephone number (305) 325-9114
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	G Gross receipts \$ 109,686,290.
	2121 NW 21ST STREET		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
City or town, state or country, and ZIP + 4 MIAMI, FL 33142		F Name and address of principal officer: DENNIS PASTRANA SAME AS C ABOVE	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ WWW.GOODWILLSOUTHFLORIDA.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation: 1959 M State of legal domicile: FL

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: GOODWILL INDUSTRIES HELPS PEOPLE WITH DISABILITIES AND OTHER SPECIAL NEEDS MAKE THE TRANSITION TO	
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.	
	3 Number of voting members of the governing body (Part VI, line 1a)	3 34
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4 34
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5 2928
	6 Total number of volunteers (estimate if necessary)	6 0
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a 0.
b Net unrelated business taxable income from Form 990-T, line 34	7b 0.	

Revenue		Prior Year	Current Year
		8 Contributions and grants (Part VIII, line 1h)	27,119,100.
9 Program service revenue (Part VIII, line 2g)	17,010,120.	17,588,012.	
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	4,836.	2,957.	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	36,638,083.	61,114,385.	
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	80,772,139.	109,527,290.	
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	40,948,408.	47,174,772.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 411,921.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	37,353,517.	54,836,179.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	78,301,925.	102,010,951.	
19 Revenue less expenses. Subtract line 18 from line 12	2,470,214.	7,516,339.	

Net Assets or Fund Balances		Beginning of Current Year	End of Year
		20 Total assets (Part X, line 16)	46,895,458.
21 Total liabilities (Part X, line 26)	28,087,070.	29,837,754.	
22 Net assets or fund balances. Subtract line 21 from line 20	18,808,388.	26,324,727.	

Part II Signature Block

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

Sign Here	▶ Signature of officer		Date
	▶ DENNIS PASTRANA, PRESIDENT AND CEO		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date
	Firm's name ▶ MORRISON, BROWN, ARGIZ AND FARRA, LLC	Firm's EIN ▶	Check if self-employed <input type="checkbox"/> PTIN
Firm's address ▶ 301 EAST LAS OLAS BLVD., 4TH FLOOR		Phone no. (954) 760-9000	
Firm's address ▶ FORT LAUDERDALE, FL 33301			

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission: SEE SCHEDULE O

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 53,412,203. including grants of \$) (Revenue \$ 61,063,385.) APPAREL MANUFACTURING (SEE SCHEDULE O FOR CONTINUATIONS)

4b (Code:) (Expenses \$ 23,651,427. including grants of \$) (Revenue \$) DONATED GOODS OPERATIONS (SEE SCHEDULE O FOR CONTINUATIONS)

4c (Code:) (Expenses \$ 9,588,352. including grants of \$) (Revenue \$ 10,160,146.) SERVICE CONTRACTS (CUSTODIAL) (SEE SCHEDULE O FOR CONTINUATIONS)

4d Other program services. (Describe in Schedule O.) (Expenses \$ 10,796,457. including grants of \$) (Revenue \$ 7,427,866.)

4e Total program service expenses 97,448,439.

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?		X
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	X	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i>	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X
b	If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	X	
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	X	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	X	
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	X	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?		X
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
	1a 22		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	1b 0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
	1c		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	2a 2928		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)	X	
	2b		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
	3a		
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
	3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
	4a		
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
	4b		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
	5a		
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
	5b		
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
	5c		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
	6a		
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
	6b		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
	7a		
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
	7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
	7c		
d	If "Yes," indicate the number of Forms 8282 filed during the year		
	7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
	7e		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
	7f		
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		X
	7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		X
	7h		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
	8		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
	9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
	9b		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
	1a		34
b	Enter the number of voting members included in line 1a, above, who are independent		
	1b		34
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Does the organization have members or stockholders?		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
7b			
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
8a			
b	Each committee with authority to act on behalf of the governing body?	X	
8b			
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Does the organization have local chapters, branches, or affiliates?		X
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
10b			
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
11a			
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	X	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12b			
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	X	
12c			
13	Does the organization have a written whistleblower policy?	X	
13			
14	Does the organization have a written document retention and destruction policy?	X	
14			
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	X	
15a			
b	Other officers or key employees of the organization	X	
15b			
	If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		
16b			

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **NONE**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **BEATRIZ ANAZCO - (305) 325-9114**
2121 NW 21ST STREET, MIAMI, FL 33142

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
JAYNE HARRIS ABESS CHAIR EMERITUS	1.00	X		X				0.	0.	0.
JOSEPH P. LACHER CHAIR	1.00	X		X				0.	0.	0.
SHERRILL W. HUDSON VICE CHAIR	1.00	X		X				0.	0.	0.
LAURENCE A. DEETS SECRETARY	1.00	X		X				0.	0.	0.
MARY MARTIN YOUNG TREASURER	1.00	X		X				0.	0.	0.
ANTHONY BATTAGLIA DIRECTOR	1.00	X						0.	0.	0.
JORGE A. FERNANDEZ DIRECTOR	1.00	X						0.	0.	0.
RUDY KRANYS DIRECTOR	1.00	X						0.	0.	0.
ALESIA MOGUL DIRECTOR	1.00	X						0.	0.	0.
RONALD MURFIN DIRECTOR	1.00	X						0.	0.	0.
DENNIS PASTRANA CEO	40.00	X		X				303,779.	0.	12,906.
WILLIAM BEAMES DIRECTOR	1.00	X						0.	0.	0.
MICHAEL L. BURNSTINE DIRECTOR	1.00	X						0.	0.	0.
MICHAEL BURRIS DIRECTOR	1.00	X						0.	0.	0.
HENRY CALVO DIRECTOR	1.00	X						0.	0.	0.
CLIVE COLLINS DIRECTOR	1.00	X						0.	0.	0.
CAROLYN DONALDSON DIRECTOR	1.00	X						0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
TOMAS P. ERBAN DIRECTOR	1.00	X					0.	0.	0.	
JAMES M. FRASER DIRECTOR	1.00	X					0.	0.	0.	
MEG GARZA DIRECTOR	1.00	X					0.	0.	0.	
GARY M. GOLDBLOOM DIRECTOR	1.00	X					0.	0.	0.	
WIFREDO GORT DIRECTOR	1.00	X					0.	0.	0.	
MAURICE E. GRAY DIRECTOR	1.00	X					0.	0.	0.	
DAVID LANDSBERG DIRECTOR	1.00	X					0.	0.	0.	
ALFRED J. NOVAK DIRECTOR	1.00	X					0.	0.	0.	
DONALD L. PEGUES DIRECTOR	1.00	X					0.	0.	0.	
1b Sub-total							303,779.	0.	12,906.	
c Total from continuation sheets to Part VII, Section A							661,744.	0.	52,321.	
d Total (add lines 1b and 1c)							965,523.	0.	65,227.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **10**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation
BILZIN SUMBERG BAENA PRICE 200 S BISCAYNE BLVD, MIAMI, FL 33131	LEGAL	294,671.
ADP, INC PO BOX 7247-0372, PHILADELPHIA, PA 19170	PAYROLL SERVICES	154,930.
FLORIDA SAFEGUARD 8207 SW 124 ST, MIAMI, FL 33156	SECURITY SERVICES	137,260.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **3**

SEE PART VII, SECTION A CONTINUATION SHEETS

GOODWILL INDUSTRIES OF SOUTH FLORIDA,
INC.

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Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
CHARLES ROSENBERG DIRECTOR	1.00	X						0.	0.	0.
REV. THOMAS L. SHAFER DIRECTOR	1.00	X						0.	0.	0.
ALLISON P. SHIPLEY DIRECTOR	1.00	X						0.	0.	0.
EDWARD MANNO SHUMSKY DIRECTOR	1.00	X						0.	0.	0.
BARBARA L. SHRUT DIRECTOR	1.00	X						0.	0.	0.
MERRETT R. STIERHEIM DIRECTOR	1.00	X						0.	0.	0.
JORGE R. VILLACAMPA DIRECTOR	1.00	X						0.	0.	0.
BRUCE WEBER DIRECTOR	1.00	X						0.	0.	0.
SARAH N. ARTECONA TRUSTEE	1.00	X						0.	0.	0.
JIM BARKER TRUSTEE	1.00	X						0.	0.	0.
HENRY M. BARTLETT TRUSTEE	1.00	X						0.	0.	0.
ANDREW BLANK TRUSTEE	1.00	X						0.	0.	0.
JEROME BLANK TRUSTEE	1.00	X						0.	0.	0.
ROBERT BROMBERG TRUSTEE	1.00	X						0.	0.	0.
ROGER M. CARLTON TRUSTEE	1.00	X						0.	0.	0.
WILLIAM L. COX TRUSTEE	1.00	X						0.	0.	0.
NEWALL J. DAUGHTREY TRUSTEE	1.00	X						0.	0.	0.
WILLIAM FAUERBACH TRUSTEE	1.00	X						0.	0.	0.
MANUEL FERNANDEZ TRUSTEE	1.00	X						0.	0.	0.
CRAIG M. HAVERFIELD, ESQ. TRUSTEE	1.00	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1 a	Federated campaigns					
	b	Membership dues					
	c	Fundraising events					
	d	Related organizations					
	e	Government grants (contributions)	626,672.				
	f	All other contributions, gifts, grants, and similar amounts not included above	30195264.				
	g	Noncash contributions included in lines 1a-1f: \$					
	h	Total. Add lines 1a-1f		30821936.			
	Program Service Revenue	2 a	SERVICE CONTRACTS REVE	Business Code 900099	10160146.	10160146.	
b		COMMERCIAL SERVICES RE	900099	4,392,038.	4,392,038.		
c		REHABILITATION FEES	900099	3,035,828.	3,035,828.		
d							
e							
f		All other program service revenue					
g		Total. Add lines 2a-2f		17588012.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		2,957.		2,957.	
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6 a	Gross Rents	(i) Real				
		Less: rental expenses	(ii) Personal				
		Rental income or (loss)					
		Net rental income or (loss)					
	7 a	Gross amount from sales of assets other than inventory	(i) Securities				
		Less: cost or other basis and sales expenses	(ii) Other				
		Gain or (loss)					
		Net gain or (loss)					
	8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a	210,000.			
		Less: direct expenses	b	159,000.			
		Net income or (loss) from fundraising events			51,000.		51,000.
	9 a	Gross income from gaming activities. See Part IV, line 19	a				
Less: direct expenses		b					
Net income or (loss) from gaming activities							
10 a	Gross sales of inventory, less returns and allowances	a	61018444				
	Less: cost of goods sold	b					
	Net income or (loss) from sales of inventory			61018444.	61018444.		
Miscellaneous Revenue		Business Code					
11 a		900099	44,941.	44,941.			
	b						
	c						
	d	All other revenue					
	e	Total. Add lines 11a-11d		44,941.			
12	Total revenue. See instructions.		109527290.	78651397.	0.	53,957.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	310,725.		310,725.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	39,805,033.	38,236,576.	1,562,624.	5,833.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	187,989.	178,590.	9,399.	
9 Other employee benefits	2,919,837.	2,714,743.	205,094.	
10 Payroll taxes	3,951,188.	3,794,799.	155,304.	1,085.
11 Fees for services (non-employees):				
a Management				
b Legal	506,507.	294,426.	212,081.	
c Accounting	74,000.		74,000.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	2,801,254.	2,181,966.	265,262.	354,026.
12 Advertising and promotion	179,974.	157,201.	21,057.	1,716.
13 Office expenses	476,275.	373,213.	103,005.	57.
14 Information technology				
15 Royalties				
16 Occupancy	10,844,897.	10,589,972.	253,641.	1,284.
17 Travel	1,042,625.	956,377.	69,490.	16,758.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	38,259.	13,834.	14,518.	9,907.
20 Interest	1,810,048.	1,550,839.	259,209.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,967,376.	1,863,143.	104,233.	
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a MATERIALS AND SUPPLIES	33,197,705.	33,089,378.	91,682.	16,645.
b POSTAGE AND FREIGHT	682,891.	662,038.	16,914.	3,939.
c BAD DEBT EXPENSE	275,000.	235,144.	39,856.	
d MEMBERSHIP DUES	262,081.	29,592.	232,489.	
e EQUIPMENT RENTAL	160,699.	125,000.	35,699.	
f All other expenses	516,588.	401,608.	114,309.	671.
25 Total functional expenses. Add lines 1 through 24f	102,010,951.	97,448,439.	4,150,591.	411,921.
26 Joint costs. Check here <input checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

GOODWILL INDUSTRIES OF SOUTH FLORIDA,
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Part X Balance Sheet

		(A)		(B)	
		Beginning of year		End of year	
Assets	1	Cash - non-interest-bearing	3,917,620.	1	4,545,538.
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net		3	66,666.
	4	Accounts receivable, net	6,551,105.	4	8,747,490.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	550,000.	5	550,000.
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use	4,722,101.	8	10,423,957.
	9	Prepaid expenses and deferred charges	656,214.	9	646,894.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 45,938,424.		
	b	Less: accumulated depreciation	10b 16,572,700.	28,857,473.	10c 29,365,724.
	11	Investments - publicly traded securities		11	
	12	Investments - other securities. See Part IV, line 11		12	
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11	1,640,945.	15	1,816,212.
16	Total assets. Add lines 1 through 15 (must equal line 34)	46,895,458.	16	56,162,481.	
Liabilities	17	Accounts payable and accrued expenses	5,641,917.	17	9,239,459.
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities	6,925,000.	20	14,044,600.
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties	14,576,396.	23	6,522,431.
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities. Complete Part X of Schedule D	943,757.	25	31,264.
	26	Total liabilities. Add lines 17 through 25	28,087,070.	26	29,837,754.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	18,808,388.	27	26,258,061.
	28	Temporarily restricted net assets		28	66,666.
	29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	18,808,388.	33	26,324,727.
34	Total liabilities and net assets/fund balances	46,895,458.	34	56,162,481.	

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Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	109,527,290.
2	Total expenses (must equal Part IX, column (A), line 25)	2	102,010,951.
3	Revenue less expenses. Subtract line 2 from line 1	3	7,516,339.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	18,808,388.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	26,324,727.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
2b	Were the organization's financial statements audited by an independent accountant?	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.		

Form 990 (2010)

DRAFT

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

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	2656771.	24728276.	27089176.	27119100.	31041848.	112635171
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge ...	463,494.	371,125.	197,436.	97,685.	153,416.	1283156.
4 Total. Add lines 1 through 3	3120265.	25099401.	27286612.	27216785.	31195264.	113918327
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						113918327

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	3120265.	25099401.	27286612.	27216785.	31195264.	113918327
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...	24,649.	14,860.	6,206.	4,836.	2,957.	53,508.
9 Net income from unrelated business activities, whether or not the business is regularly carried on ...						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	341,699.	473,252.	28,735.	50,468.	44,941.	939,095.
11 Total support. Add lines 7 through 10						114910930
12 Gross receipts from related activities, etc. (see instructions)					12	206,765,911.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	99.14	%
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	98.69	%
16a 33 1/3% support test - 2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>		
b 33 1/3% support test - 2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15		%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16		%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17		%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18		%

19a 33 1/3% support tests - 2010. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

OMB No. 1545-0047

2010

Open to Public
Inspection

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.**

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), or Form 990-EZ, Part V, line 35a (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization **GOODWILL INDUSTRIES OF SOUTH FLORIDA, INC.** Employer identification number **59-0866126**

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A Check if the filing organization belongs to an affiliated group.
 B Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1 a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	0.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	63,000.													
c	Total lobbying expenditures (add lines 1a and 1b)	63,000.													
d	Other exempt purpose expenditures	96,676,695.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	96,739,695.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)	250,000.													
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0.													
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0.													
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)
 (Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period						
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) Total	
2a	Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b	Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000.
c	Total lobbying expenditures	5,000.	5,000.	0.	63,000.	73,000.
d	Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e	Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f	Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? ..			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities? If "Yes," describe in Part IV			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carryover lobbying and political expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; and Part II-B, line 1i. Also, complete this part for any additional information.

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

Attach to Form 990. See separate instructions.

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization GOODWILL INDUSTRIES OF SOUTH FLORIDA, INC.

Employer identification number 59-0866126

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 3 columns: Line number, (a) Donor advised funds, (b) Funds and other accounts. Includes questions 1-6 regarding donor advised funds.

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Form with multiple sections for conservation easements, including checkboxes for purposes, a table for held at the end of the tax year (2a-2d), and questions 3-9 regarding monitoring and reporting.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Form with questions 1a-1b regarding reporting of art and historical treasures, and questions 2a-2b regarding amounts required to be reported.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIV and complete the following table:
- | | Amount |
|---------------------------------|-----------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as:

- a Board designated or quasi-endowment _____ %
- b Permanent endowment _____ %
- c Term endowment _____ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		2,970,339.		2,970,339.
b Buildings		21,045,977.	4,070,057.	16,975,920.
c Leasehold improvements		4,437,052.	2,314,129.	2,122,923.
d Equipment		17,138,832.	9,962,514.	7,176,318.
e Other		346,224.	226,000.	120,224.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				29,365,724.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Amount
(1) Federal income taxes	
(2) OBLIGATIONS UNDER CAPITAL LEASES	31,264.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	31,264.

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	109,527,290.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	102,010,951.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	7,516,339.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	0.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	7,516,339.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	109,686,290.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	109,686,290.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	-159,000.
c	Add lines 4a and 4b	4c	-159,000.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	109,527,290.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	102,169,951.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	159,000.
e	Add lines 2a through 2d	2e	159,000.
3	Subtract line 2e from line 1	3	102,010,951.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	102,010,951.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2: GOODWILL IS REGISTERED WITH THE INTERNAL REVENUE

SERVICE AS A NON-PROFIT ORGANIZATION UNDER INTERNAL REVENUE CODE SECTION

501(C)(3) AND, ACCORDINGLY, IS EXEMPT FROM INCOME TAXES, EXCEPT FOR ANY

TAXES WHICH MAY ARISE FROM UNRELATED BUSINESS INCOME.

GOODWILL RECOGNIZES AND MEASURES TAX POSITIONS BASED ON THEIR TECHNICAL

MERIT AND ASSESSES THE LIKELIHOOD THAT THE POSITIONS WILL BE SUSTAINED

UPON EXAMINATION BASED ON THE FACTS, CIRCUMSTANCES AND INFORMATION

Part XIV Supplemental Information (continued)

AVAILABLE AT THE END OF EACH PERIOD. INTEREST AND PENALTIES ON TAX
LIABILITIES, IF ANY, WOULD BE RECORDED IN INTEREST EXPENSE AND OTHER
NON-INTEREST EXPENSE, RESPECTIVELY.

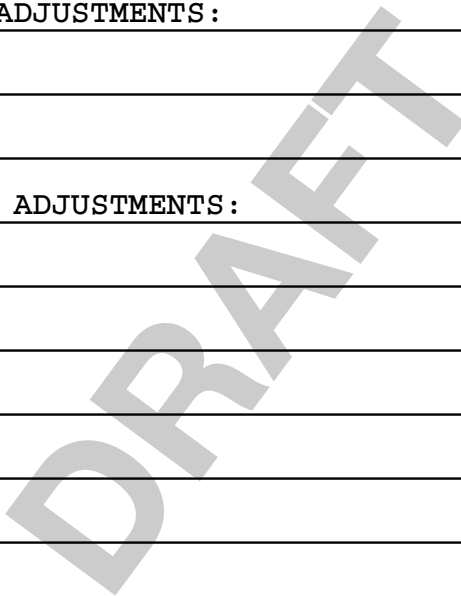
THE U.S. FEDERAL JURISDICTION IS THE MAJOR TAX JURISDICTION WHERE GOODWILL
FILES INCOME TAX RETURNS. GOODWILL IS GENERALLY NO LONGER SUBJECT TO U.S.
FEDERAL EXAMINATIONS BY TAX AUTHORITIES FOR YEARS BEFORE 2007.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

SPECIAL EVENT EXPENSES

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL EVENT EXPENSES



GOODWILL INDUSTRIES OF SOUTH FLORIDA,

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		TURNER GOLF TOURNAMENT		NONE	
		(event type)	(event type)	(total number)	
Revenue	1	Gross receipts	210,000.		210,000.
	2	Less: Charitable contributions			
	3	Gross income (line 1 minus line 2)	210,000.		210,000.
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs			
	7	Food and beverages			
	8	Entertainment			
	9	Other direct expenses	159,000.		159,000.
	10	Direct expense summary. Add lines 4 through 9 in column (d)			(159,000)
	11	Net income summary. Combine line 3, column (d), and line 10			51,000.

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
		1	Gross revenue		
Direct Expenses	2	Cash prizes			
	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
7	Direct expense summary. Add lines 2 through 5 in column (d)				()
8	Net gaming income summary. Combine line 1, column d, and line 7				

9 Enter the state(s) in which the organization operates gaming activities: _____
 a Is the organization licensed to operate gaming activities in each of these states? Yes No
 b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
 b If "Yes," explain: _____

GOODWILL INDUSTRIES OF SOUTH FLORIDA, INC.

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

13a		%
13b		%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

- 17 Mandatory distributions:
 - a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
 - b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

2010

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization **GOODWILL INDUSTRIES OF SOUTH FLORIDA, INC.**

Employer identification number
59-0866126

Part I Questions Regarding Compensation

	Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <input type="checkbox"/> First-class or charter travel <input checked="" type="checkbox"/> Travel for companions <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	X	
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	X	
3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply. <input checked="" type="checkbox"/> Compensation committee <input checked="" type="checkbox"/> Independent compensation consultant <input type="checkbox"/> Form 990 of other organizations <input type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <input checked="" type="checkbox"/> Approval by the board or compensation committee		
4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization: a Receive a severance payment or change-of-control payment from the organization or a related organization?	4a	X
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X
c Participate in, or receive payment from, an equity-based compensation arrangement?	4c	X
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.		
Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.		
5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of: a The organization?	5a	X
b Any related organization?	5b	X
If "Yes" to line 5a or 5b, describe in Part III.		
6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of: a The organization?	6a	X
b Any related organization?	6b	X
If "Yes" to line 6a or 6b, describe in Part III.		
7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	X
8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8	X
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2010

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 DENNIS PASTRANA	(i)	303,779.	0.	0.	5,960.	6,946.	316,685.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2	(i)							
	(ii)							
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

THE PRESIDENT/CEO RECEIVES TRAVEL FOR HIS COMPANION AND
REIMBURSEMENT OF HIS TRAVEL EXPENSES.

DRAFT

Supplemental Information on Tax-Exempt Bonds

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part V.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Name of the organization **GOODWILL INDUSTRIES OF SOUTH FLORIDA, INC.** Employer identification number **59-0866126**

Part I Bond Issues SEE PART V FOR COLUMN (A) CONTINUATIONS

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
MIAMI-DADE COUNTY A INDUSTRIAL DEVELOPMENT	A57-1662186	NONEAVAIL	12/17/10	14044600.	REFINANCE DEBT		X		X		X
B											
C											
D											

Part II Proceeds

	A	B	C	D
1 Amount of bonds retired	6,514,691.			
2 Amount of bonds legally defeased				
3 Total proceeds of issue	14,044,600.			
4 Gross proceeds in reserve funds				
5 Capitalized interest from proceeds				
6 Proceeds in refunding escrows				
7 Issuance costs from proceeds	227,478.			
8 Credit enhancement from proceeds				
9 Working capital expenditures from proceeds				
10 Capital expenditures from proceeds				
11 Other spent proceeds	7,302,431.			
12 Other unspent proceeds				
13 Year of substantial completion				
	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?		X		
15 Were the bonds issued as part of an advance refunding issue?		X		
16 Has the final allocation of proceeds been made?	X			
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X			

Part III Private Business Use

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X						
2 Are there any lease arrangements that may result in private business use of bond-financed property?		X						

GOODWILL INDUSTRIES OF SOUTH FLORIDA,
INC.

59-0866126

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X						
b Are there any research agreements that may result in private business use of bond-financed property?		X						
c Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?		X						
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government								
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government								
6 Total of lines 4 and 5								
7 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X							

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X						
2 Is the bond issue a variable rate issue?	X							
3a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b Name of provider								
c Term of hedge								
d Was the hedge superintergrated?		X						
e Was the hedge terminated?		X						
4a Were gross proceeds invested in a GIC?		X						
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
5 Were any gross proceeds invested beyond an available temporary period?		X						
6 Did the bond issue qualify for an exception to rebate?		X						

Part V Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K.

SCHEDULE K, PART I, BOND ISSUES:

(A) ISSUER NAME: MIAMI-DADE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY

(F) DESCRIPTION OF PURPOSE: REFINANCE DEBT

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.**
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

OMB No. 1545-0047

2010

Open To Public Inspection

Name of the organization **GOODWILL INDUSTRIES OF SOUTH FLORIDA, INC.** Employer identification number **59-0866126**

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____
3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
SEE SCHEDULE O		X	75,000.	550,000.		X	X		X	
Total				▶ \$ 550,000.						

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2010

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**
▶ **Attach to Form 990.**

Name of the organization **GOODWILL INDUSTRIES OF SOUTH FLORIDA, INC.**

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Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods	X		29,253,526.	ANNUAL SALES REVENUE
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?		X
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2010)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2010

Open to Public
Inspection

Name of the organization

GOODWILL INDUSTRIES OF SOUTH FLORIDA,
INC.

Employer identification number

59-0866126

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

INDEPENDENCE. GOODWILL PROVIDES VOCATIONAL REHABILITATION, TRAINING
AND EMPLOYMENT TO HELP PEOPLE ACHIEVE EMPLOYMENT AND SELF SUFFICIENCY.

GOODWILL OPERATES NUMEROUS ENTREPRENEURIAL ACTIVITIES SUCH AS:

COLLECTING AND SELLING DONATED MATERIALS; MANUFACTURING; AND CONTRACT
SERVICES WITH THE PRIVATE AND PUBLIC SECTOR. THESE ACTIVITIES SERVE AS
THE TOOLS FOR THE TRAINING AND EMPLOYMENT OF INDIVIDUALS WITH
DISABILITIES AND SPECIAL NEEDS.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

REHABILITATION SERVICES (SEE SCHEDULE O FOR CONTINUATIONS)

EXPENSES \$ 5,333,572. INCLUDING GRANTS OF \$ 0. REVENUE \$ 3,035,828.

COMMERCIAL SERVICES (SEE SCHEDULE O FOR CONTINUATIONS)

EXPENSES \$ 5,462,885. INCLUDING GRANTS OF \$ 0. REVENUE \$ 4,392,038.

FORM 990, PAGE 2, PART III

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

MISSION:

GOODWILL INDUSTRIES' MISSION IS TO HELP PEOPLE WITH DISABILITIES AND
SPECIAL NEEDS RECEIVE REHABILITATION, TRAINING AND EMPLOYMENT SERVICES
TO HELP THEM BECOME EMPLOYED, SELF-SUPPORTING AND INDEPENDENT CITIZENS.

PROGRAM METHODOLOGY:

GOODWILL INDUSTRIES IS ORGANIZED IN FIVE DIVISIONS - THE REHABILITATION
SERVICES DIVISION, WHICH IS ESSENTIALLY THE REASON THAT GOODWILL EXISTS

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2010)

032211
01-24-11

Name of the organization **GOODWILL INDUSTRIES OF SOUTH FLORIDA, INC.**

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TO DELIVER ITS MISSION, AND FOUR INDUSTRIAL AND COMMERCIAL DIVISIONS: DONATED GOODS, APPAREL/FLAG MANUFACTURING, SERVICE CONTRACTS AND COMMERCIAL SERVICES. THE INDUSTRIAL AND COMMERCIAL DIVISIONS EXIST TO SUPPORT REHABILITATION SERVICES BY PROVIDING THREE ELEMENTS THAT ARE ESSENTIAL TO ITS SUCCESS: FIRST, JOBS ARE USED AS A TOOL FOR REHABILITATION, TRAINING AND EMPLOYMENT SERVICES. SECOND, WAGES PROVIDE INCOME AND A MEANS OF SUPPORT TO PROGRAM PARTICIPANTS WHILE THEY ARE RECEIVING SERVICES. THIRD, INCOME SUPPORTS THE COST OF SERVING THE MISSION.

THE REHABILITATION SERVICES DIVISION IS THE MAIN CORE OF ALL GOODWILL'S PROGRAMS AND SERVICES. IT COORDINATES THE ENTIRE MISSION SERVICES OFFERED BY GOODWILL INDUSTRIES TO PEOPLE WITH DISABILITIES. ITS GOAL IS TO HELP PEOPLE OVERCOME BARRIERS TO EMPLOYMENT AND INDEPENDENCE AND ASSIST THEM IN TRANSITIONING INTO THE COMMUNITY. CASE MANAGEMENT IS PROVIDED TO ENSURE THAT ALL PROGRAM PARTICIPANTS DEVELOP THEIR MAXIMUM HUMAN POTENTIAL AND MOVE RESOLUTELY TOWARD THEIR GOAL OF INDEPENDENCE. EVERYTHING ELSE GOODWILL DOES, INCLUDING OUR ENTREPRENEURIAL ACTIVITIES, ARE TOOLS USED AS PART OF THE INTEGRATED APPROACH TO ASSIST THE PEOPLE SERVED.

THE REHABILITATION SERVICES DIVISION PROVIDES A COMPREHENSIVE ARRAY OF PROFESSIONAL SERVICES TO INDIVIDUALS THAT ARE PREPARING FOR WORK IN THE COMMUNITY. SOME SERVICES ARE SHORT-TERM. THEY INCLUDE WORK EVALUATION TO DETERMINE POTENTIAL AND CHART A PATH TO INDEPENDENCE. WORK ACTIVITIES AND WORK ADJUSTMENT ASSIST IN MINIMIZING THE IMPACT OF THE EFFECT OF THE DISABILITY, AND VOCATIONAL TRAINING IN FIVE DIFFERENT SKILL AREAS IS PROVIDED BY CERTIFIED TEACHERS.

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SOME INDIVIDUALS NEED LONG-TERM SERVICES AND ARE ENROLLED IN WORK SERVICES IN ONE OF THE FOUR INDUSTRIAL AND COMMERCIAL DIVISIONS. THE INDUSTRIAL AND COMMERCIAL DIVISIONS EXIST TO PROVIDE A REALISTIC WORK ENVIRONMENT WHERE PEOPLE CAN ENHANCE THEIR SKILLS, OVERCOME THEIR BARRIERS TO COMMUNITY PLACEMENT, BUILD A WORK HISTORY, DEVELOP A SET OF LONG-TERM GOALS, IMPROVE THEIR SELF-ESTEEM AND RECOGNIZE THEIR WORK AS AN INDIVIDUAL. PROGRAM PARTICIPANTS ASSIGNED TO WORK SERVICES ARE REMUNERATED FOR THEIR WORK. THIS HELPS PROVIDE THEM WITH A MEANS OF SUPPORT WHILE THEY RECEIVE THE SERVICES THAT EVENTUALLY WILL HELP THEM TRANSITION INTO COMPETITIVE COMMUNITY EMPLOYMENT.

EACH PROGRAM PARTICIPANT HAS AN INDIVIDUALIZED PROGRAM PLAN BASED ON HIS/HER NEEDS. THIS ALLOWS PARTICIPANTS TO ADVANCE AT THEIR OWN PACE ACCORDING TO THEIR CAPABILITIES. ALL THIS OCCURS WITH THE GUIDANCE AND SUPPORT OF GOODWILL'S REHABILITATION PROFESSIONALS, WHO PROVIDE CONTINUING CASE MANAGEMENT AND SUPPORT SERVICES. FINALLY, PLACEMENT SERVICE IS PROVIDED TO ASSIST INDIVIDUALS IN GAINING SKILLS TO SEEK, TRAIN AND RETAIN EMPLOYMENT IN THE COMMUNITY.

PROGRAM PARTICIPANTS FACE DIFFERENT CHALLENGES TO ACHIEVE THEIR INDEPENDENCE. SOME FACE FEWER BARRIERS. WITH LESS SEVERE DISABILITIES, THEY CAN REACH THEIR GOALS IN A FEW WEEKS. FOR OTHERS, IT MAY TAKE MANY YEARS. ALL GOODWILL SERVICES ARE TRANSITIONAL, INCLUDING THOSE PROVIDED IN OUR ENTREPRENEURIAL DIVISIONS. OUR COMMITMENT TO TRANSITIONING WORKERS AT THEIR PEAK PERFORMANCE OR PRODUCTIVITY INTO COMPETITIVE COMMUNITY EMPLOYMENT AND ALSO THE UTILIZATION OF INDIVIDUALIZED PROGRAM PLANS THAT ARE BASED ON INDIVIDUALS' UNIQUE NEEDS ARE WHAT MAKES

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GOODWILL DIFFERENT FROM TRADITIONAL SCHOOLS AND EMPLOYERS.

**THE REHABILITATION SERVICES DIVISION WORKS IN CONCERT WITH THE BROADER
COMMUNITY, INCLUDING VARIOUS STATE AGENCIES, PUBLIC EDUCATION, UNITED
WAY AGENCIES AND OTHER ORGANIZATIONS, TO INSURE INDIVIDUALS HAVE ACCESS
TO ALL NEEDED SERVICES, AND THAT THE SERVICES ARE LOGICALLY AND
EFFICIENTLY COORDINATED.**

PROGRAM ACCOMPLISHMENTS:

**IN 2010, GOODWILL PROVIDED SERVICES TO 4,521 PEOPLE WITH DISABILITIES
AND SPECIAL NEEDS, A 21.7% INCREASE OVER LAST YEAR.**

**OF THE 4,521 PEOPLE WITH DISABILITIES SERVED, THE DISABILITIES WERE:
411 HAVE INTELLECTUAL AND DEVELOPMENTAL DISABILITIES, 1,750
PSYCHIATRIC, EMOTIONAL AND BEHAVIORAL DISABILITIES, 1,770 HAVE A WIDE
RANGE OF ORTHOPEDIC/MOBILITY, HEARING, SPEECH AND VISUAL IMPAIRMENTS
AND OTHER DISABLING MEDICAL CONDITIONS AND ONLY 590 (13%) WERE
DISADVANTAGED AND HAD OTHER SPECIAL NEEDS. OF THE 4,521 PEOPLE SERVED,
4,376 (96.7%) WERE LIVING BELOW THE POVERTY LEVEL.**

**THE ETHNIC BACKGROUND OF THOSE SERVED; 3% WHITE, 52% HISPANIC, 23%
AFRO-AMERICAN, 21% HAITIAN.**

IN 2010, GOODWILL ACCOMPLISHED THE FOLLOWING RESULTS:

**1,117 PEOPLE WITH DISABILITIES WERE PLACED INTO COMPETITIVE EMPLOYMENT
- WHERE IT IS ESTIMATED THEY WILL EARN \$16.2 MILLION DURING THEIR FIRST
YEAR OF EMPLOYMENT.**

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1,531 PEOPLE WITH DISABILITIES WENT ON TO PURSUE OTHER PERSONAL GOALS OR INDEPENDENCE PREVIOUSLY IMPOSSIBLE, SUCH AS PURSUING HIGHER EDUCATION OR ATTENDING OTHER VOCATIONAL SCHOOLS.

\$34.7 MILLION WAS CREATED IN NEW EARNINGS FOR PEOPLE PREVIOUSLY UNEMPLOYABLE - \$18.5 MILLION WAS PAID IN WAGES TO PEOPLE WITH DISABILITIES AND OTHER SPECIAL NEEDS WORKING FOR GOODWILL, WHILE THEY RECEIVED SERVICES. PLUS \$16.2 MILLION WILL BE EARNED BY THE 1,117 PLACED DURING THEIR FIRST YEAR ON THEIR NEW JOBS.

\$7.9 MILLION APPROXIMATELY WAS CREATED IN NEW FEDERAL AND SOCIAL SECURITY TAXES FROM PEOPLE WITH NO PREVIOUS INCOME. CREATING TAXPAYERS FROM FORMER TAX-USERS. THIS DOES NOT INCLUDE SAVINGS IN PUBLIC AND GOVERNMENTAL SUPPORT THAT THESE INDIVIDUALS WERE RECEIVING PREVIOUSLY.

A 705% RATE OF RETURN ON INVESTMENT WAS CREATED IN NEW EARNINGS (\$34.7 MILLION) FOR EACH DOLLAR RECEIVED (\$4.6 MILLION) IN PUBLIC FUNDS FROM GOVERNMENT, UNITED WAY AND OTHER CONTRIBUTIONS.

4.6 % OF GOODWILL'S OPERATING COST FOR THE YEAR WENT TO MANAGEMENT AND FUND RAISING COSTS AND 95.4% WAS DEVOTED TO DIRECT PROGRAMS. THE AVERAGE MANAGEMENT AND FUND RAISING COST FOR MOST NON-PROFITS IS ABOUT 14.0%, GOODWILL IS ONE OF THE MOST COST-EFFECTIVE CHARITIES IN AMERICA.

NEEDS OF PEOPLE WITH DISABILITIES IN MIAMI-DADE AND BROWARD COUNTIES: ACCORDING TO STATISTICS FROM THE U.S. CENSUS BUREAU'S 2006 AMERICAN COMMUNITY SURVEY AND THE MIAMI-DADE AND BROWARD PUBLIC SCHOOL SYSTEMS

FOLLOWING IS THE POPULATION LIVES IN GOODWILL'S SERVICE CURRENT

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ENROLLMENT OF DISABLED STUDENTS IN KINDERGARTEN TO HIGH SCHOOL IN THE PUBLIC SCHOOL SYSTEMS.

ADULTS (16-64 YRS) WITH DISABILITY FOR 2006

					STUDENTS	
					LIVING	IN SCHOOL
	TOTAL	EMPLOYED	UNEMPLOYED	%	IN POVERTY	AS 2007
BROWARD	194,881	123,132	71,749	36.8	30,377	28,946
MIAMI-DADE	324,062	170,228	153,834	47.5	70,261	39,737
MONROE	13,281	8,891	4,390	33.1	1,919	-
TOTAL	532,224	302,251	229,973	43.2	102,557	68,683

THE NEEDS OF THIS POPULATION ARE VERY HIGH IN COMPARISON THE U.S. CENSUS REPORTS THAT 19.3% OF THE POPULATION IN AMERICA HAS A DISABILITY (NEARLY ONE IN EVERY FIVE PERSONS). HOWEVER, IN THE CITY OF MIAMI, 29.4% OF THE POPULATION HAS A DISABILITY. ACCORDING TO THE CENSUS, THE CITY OF MIAMI RANKS SECOND OF THE CITIES IN AMERICA WITH A POPULATION OF OVER 100,000 IN THE PERCENT OF RESIDENTS WITH A DISABILITY. ALSO, THE TWO COUNTIES HAVE A POPULATION OF PEOPLE WITH DISABILITIES ABOVE THE NATIONAL AVERAGE. MIAMI-DADE COUNTY HAS 25.7%, AND BROWARD COUNTY IS NOT FAR BEHIND WITH 22.6%. WE ARE LOOKING FORWARD TO THE RESULTS FROM THE 2010 CENSUS, NOT AVAILABLE YET TO UPDATE THIS INFORMATION.

THE PERSONAL PROBLEMS OF THE INDIVIDUALS WITH SEVERELY DISABILITIES THAT GOODWILL SERVES ARE COMPOUNDED BY MANY OTHER PROBLEMS THAT INTENSIFY GOODWILL'S CHALLENGE IN SERVING THEM SUCH AS:

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POVERTY - UPON ENTERING THE PROGRAM, 96.7% OF THOSE THAT GOODWILL SERVED LAST YEAR REPORTED NOT HAVING ANY INCOME OR AN INCOME BELOW THE POVERTY LEVEL.

HOMELESSNESS - A VERY LARGE NUMBER LIVE IN THE POOREST NEIGHBORHOODS IN THE INNER CITY. WITHOUT GOODWILL'S PROGRAM AND SERVICES, THEY WOULD BE CANDIDATES FOR HOMELESSNESS.

ACCULTURATION - OVER 60% OF PROGRAMS PARTICIPANTS SERVED ARE OF A FOREIGN NATIONALITY. MANY ARE RECENT ARRIVALS TO THE UNITED STATES. THEY FACE GREAT ACCULTURATION BARRIERS. ALSO, DISABILITIES ARE OFTEN ENCOUNTERED THAT HAVE GONE UNDIAGNOSED OR UNTREATED FOR YEARS IN THEIR NATIVE COUNTRIES. MANY OF THEIR DISABILITIES ORIGINATE FROM DISEASES LONG ERADICATED IN THE UNITED STATES. MANY SUFFER FROM DEPRESSION AND HAVE ANXIETY DISORDERS THAT ARE THE RESULT OF SEPARATION FROM CHILDREN AND FAMILY.

SINGLE PARENTHOOD - 794 OF THE WOMEN THAT GOODWILL SERVED LAST YEAR WERE SINGLE PARENTS. GOODWILL PROVIDES SERVICES IN AN EXTREMELY CHALLENGING ENVIRONMENT. THE COMPLEXITY AND SEVERITY OF THE DISABILITIES AND THE PROBLEMS ENCOUNTERED AMONG THOSE SERVED CANNOT BE EMPHASIZED ENOUGH. ACCORDING TO THE NATIONAL ORGANIZATION OF DISABILITIES, THE COMBINATION OF DISABILITY, RACE OR DIFFERENT ETHNIC BACKGROUND RESULTS IN TWICE THE DISCRIMINATION OF THAT EXPERIENCED BY NONDISABLED PEOPLE IN THE MINORITY COMMUNITY. OF THE PEOPLE WITH DISABILITIES SERVED BY GOODWILL LAST YEAR, 97% ARE CHARACTERIZED WITH THIS DUAL STATUS. THEY ARE ONE OF THE POOREST AND MOST SEVERELY DISABLED POPULATIONS IN AMERICA, AND THEY ARE VERY DIFFICULT TO SERVE.

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ACCREDITATION AND CERTIFICATIONS:

IN A WORLD OF NON-PROFITS WHERE MANY ARE NOT ACCREDITED GOODWILL IS ACCREDITED AND HOLDS CERTIFICATIONS FROM SEVERAL INDEPENDENT AND AUTONOMOUS ORGANIZATIONS THAT ARE NATIONALLY RECOGNIZED IN THEIR RESPECTIVE FIELDS.

FROM A HUMAN SERVICES STANDPOINT - GOODWILL HOLDS THREE ACCREDITATIONS:

THE COMMISSION ON ACCREDITATION OF REHABILITATION FACILITIES (CARF) ACCREDITES GOODWILL'S VOCATIONAL REHABILITATION PROGRAMS. LAST YEAR, WE REAFFIRMED OUR COMMITMENT TO OPERATE PROGRAMS TO SERVE PEOPLE WITH DISABILITIES ACCORDING TO THE HIGHEST PROFESSIONAL STANDARDS. IN NOVEMBER 2010, GOODWILL PASSED CARF AUDIT CONSISTING OF OVER 760 STANDARDS WITH NO RECOMMENDATIONS. ACCORDING TO CARF, "ONLY 3% OF OVER 3,000 ACCREDITED ORGANIZATIONS IN THE UNITED STATES ACHIEVE THIS FEAT."

THE COUNCIL ON OCCUPATIONAL EDUCATION (COE) ACCREDITES GOODWILL VOCATIONAL AND ADULT BASIC EDUCATION PROGRAMS.

THE JOINT COMMISSION ON ACCREDITATION OF HEALTHCARE ORGANIZATIONS (DELMARVA FOUNDATION) ACCREDITES GOODWILL'S PROGRAMS FOR THE DEVELOPMENTALLY DISABLED.

FROM A MANUFACTURING STANDPOINT - GOODWILL'S QUALITY CONTROL PROGRAM IS:

ISO 9001-2000 BY RWTUV USA, INC., REGISTERED AND CERTIFIED IN "DESIGN

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AND MANUFACTURE OF TEXTILE GOODS, INCLUDING MILITARY UNIFORMS, FLAGS AND ACCESSORIES".

NATIONAL ASSOCIATION FOR INFORMATION DESTRUCTION (NAID) - HOLDS AAA CERTIFICATION ON MEETING ALL STANDARDS DOCUMENT DESTRUCTION.

FUNDING AND PUBLIC CONTRIBUTIONS:

IN 2010, FROM TOTAL REVENUES OF \$109.7 MILLION, IT CAME FROM THE FOLLOWING SOURCES.

95.7% OR \$104,872,000 - FROM INDUSTRIAL AND COMMERCIAL ACTIVITIES. 2.8% OR 3,036,000 - FROM GOVERNMENT FEES AND GRANTS. 1.1% OR 1,249,000 - FROM PUBLIC AND CORPORATE SUPPORT. .4% OR 473,000 - FROM UNITED WAY MIAMI-DADE COUNTY TO SUPPORT REHABILITATION PROGRAMS.

GOODWILL HAS SEVERAL LARGE SOURCES OF REVENUES. A MOST SIGNIFICANT ONE IS UNDER THE ABILITY ONE PROGRAM WHICH INVOLVES LONG-TERM CONTRACTS WITH VARIOUS FEDERAL GOVERNMENT AGENCIES FOR GOODWILL TO MANUFACTURE GOODS (SUCH AS MILITARY UNIFORMS AND FLAGS) AND PROVIDE SERVICES (SUCH AS JANITORIAL AND CUSTODIAL SERVICES). THESE CONTRACTS ARE PERFORMED WITH A WORKFORCE COMPRISED OF MORE THAN 75% PEOPLE WITH SEVERE DISABILITIES AND CONSISTENT WITH GOODWILL'S MISSION. IN 2010, ABILITY ONE CONTRACTS PROVIDED \$76.4 MILLION OR 73% OF GOODWILL'S TOTAL REVENUE.

GOODWILL IS UNIQUE AMONG ALL NONPROFIT ORGANIZATIONS - BECAUSE OF ITS ABILITY TO OPERATE ENTREPRENEURIAL ACTIVITIES TO SUPPORT THE MISSION THAT MAKES GOODWILL ALMOST SELF-SUPPORTING. HOWEVER, GOODWILL HAS THE

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HIGH COST OF EMPLOYING PEOPLE WITH DISABILITIES WITH VERY LIMITED PRODUCTIVITY, AND IT PRACTICES ENCOURAGING SOME OF ITS BEST AND MOST PRODUCTIVE WORKERS TO LEAVE GOODWILL'S EMPLOYMENT AND BECOME COMPETITIVELY EMPLOYED. THIS PAVES THE WAY FOR OTHERS, WHO ARE UNTRAINED AND IN NEED OF SERVICES TO ENTER THE PROGRAM. IT BECOMES IMPOSSIBLE FOR GOODWILL TO ALSO GENERATE ENOUGH WORKING CAPITAL AND FUNDS TO PURCHASE REPLACEMENT AND OTHER CAPITAL EXPENDITURES. THAT IS WHY UNITED WAY OF MIAMI-DADE'S SUPPORT AND OTHER GOVERNMENT PROGRAM FUNDING SERVES TO HELP AUGMENT GOODWILL'S ABILITY TO SERVE MORE PEOPLE. ALSO, PUBLIC CONTRIBUTIONS ARE SOLICITED FOR THE UPKEEP AND ACQUISITION OF FACILITIES AND EQUIPMENT.

GOVERNANCE:

THE KEY TO GOODWILL'S SUCCESS IS ITS BOARD OF DIRECTORS THAT IS MADE UP OF REPUTABLE AND WELL KNOWN COMMUNITY CITIZENS, WHO VOLUNTEER WITHOUT COMPENSATION AND ARE ACTIVE LEADERS, WHO ARE DEDICATED TO THE SUCCESS OF GOODWILL AND ARE GENEROUS SUPPORTERS OF THE MISSION. THE BOARD OF DIRECTORS SETS POLICY THAT CHALLENGES MANAGEMENT TO CONTINUE TO MEET THE NEEDS OF THE GROWING NUMBER OF PEOPLE WITH DISABILITIES. THEY ALSO DEMAND ADHERENCE TO THE HIGHEST STANDARDS OF SERVICE, EFFICIENCY, QUALITY, ETHICAL CONDUCT, PUBLIC ACCOUNTABILITY AND TRANSPARENCY.

THE BOARD OF DIRECTORS IS COMPRISED OF ABOUT 34 VOLUNTEER CITIZENS THAT SERVE ON A VOLUNTEER BASIS WITHOUT A CONFLICT OF INTEREST. THEY REPRESENT DIFFERENT PROFESSIONS, ECONOMIC SECTORS, ETHNIC GROUPS AND PEOPLE WITH DISABILITIES. FOUR DIRECTORS SERVE AS OFFICERS - CHAIR, VICE CHAIR, TREASURER AND SECRETARY; AND SEVEN DIRECTORS SERVE AS COMMITTEE CHAIRS. THE ELEVEN OFFICERS AND COMMITTEE CHAIRS COMPRISE

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THE EXECUTIVE COMMITTEE. THE BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE MEET AT LEAST NINE TIMES PER YEAR TO DISCHARGE THEIR DUTIES.

IN NOVEMBER 2004, THE BOARD OF DIRECTORS APPROVED SEVEN NEW POLICIES TO COMPLY WITH THE HIGHEST STANDARDS OF ETHICS AND ACCOUNTABILITY, WHICH ARE AS FOLLOWS: 1) ORGANIZATIONAL CODE OF ETHICS, 2) FINANCIAL ETHICS AND ACCOUNTABILITY, 3) CONFLICT OF INTEREST, 4) INTERNAL ACCOUNTING CONTROLS, 5) AUDIT COMMITTEE CHARTER, 6) WHISTLEBLOWER AND 7) RECORDS RETENTION. IN 2004, THE GOODWILL INDUSTRIES' BOARD OF DIRECTORS IMPLEMENTED AN INDEPENDENT AUDIT COMMITTEE THAT HAS THE AUTHORITY TO NEGOTIATE AND HIRE AN INDEPENDENT AUDITOR, REVIEW THE SCOPE OF THE AUDIT, MEET INDEPENDENTLY WITH THE AUDITORS AND REPORT TO THE BOARD OF DIRECTORS. THE AUDIT COMMITTEE HAS MEMBERS THAT ARE QUALIFIED FINANCIAL EXPERTS, AND MEMBERS DO NOT SERVE ON THE FINANCE COMMITTEE.

CONFLICT OF INTEREST

IN 2010 ALL OF GOODWILL INDUSTRIES' DIRECTORS, OFFICERS, CHIEF EXECUTIVE OFFICER, SENIOR VICE PRESIDENTS AND VICE PRESIDENTS EXECUTED A STATEMENT OF ACKNOWLEDGEMENT STATING HAVING RECEIVED AND REVIEWED THE CONFLICT OF INTEREST POLICY AND NOT HAVING A CONFLICT OF INTEREST. IN 2010 NO DIRECTORS, OFFICERS, CHIEF EXECUTIVE OFFICER, SENIOR VICE PRESIDENTS NOR VICE PRESIDENTS HAD A CONFLICT OF INTEREST WITH GOODWILL INDUSTRIES.

APPROVAL OF THE FORM 990

GOODWILL INDUSTRIES' IRS FORM 990 FOR THE YEAR 2010 WAS COMPLETED BY THE STAFF, AND REVIEWED BY THE INDEPENDENT AUDITORS AND SUBSEQUENTLY REVIEWED BY THE INDEPENDENT AUDIT COMMITTEE WHO APPROVED THE 990 FORM

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ON BEHALF OF THE BOARD OF DIRECTORS. SUBSEQUENTLY, THE 990 FORM WAS PROVIDED FOR TEN DAYS TO THE ENTIRE BOARD OF DIRECTORS FOR QUESTIONS, REVIEW OR RECOMMENDATIONS. UPON COMPLETION OF THE TEN DAY PERIOD THE 990 FORM WAS FILED WITH IRS.

PUBLIC DISCLOSURE

GOODWILL INDUSTRIES OF SOUTH FLORIDA'S WEBSITE:

WWW.GOODWILLSOUTHFLORIDA.ORG PROVIDES COMPREHENSIVE INFORMATION ABOUT GOODWILL'S MISSION, PROGRAMS AND SERVICES. IT FEATURES A COMPLETE DIRECTORY, CURRENT EVENTS, ANSWERS TO "FREQUENTLY ASKED QUESTIONS", "HOW TO CONTACT US", GENERAL AND STORE LOCATION INFORMATION, HOW TO PURCHASE FLAGS AND ITEMS OR WITH SUGGESTIONS OR COMMENTS THAT WE WELCOME AS A MEANS TO IMPROVE OUR ORGANIZATION AND SERVICES. THE WEBSITE INCLUDES GOODWILL INDUSTRIES' MOST RECENT "CONFLICT OF INTEREST" POLICY, THE MOST RECENT ANNUAL AUDITED FINANCIAL STATEMENTS, GOODWILL'S IRS FORM 990, AMONG OTHERS. GOODWILL'S WEBSITE IS A WORK IN PROGRESS AND IS CONTINUOUSLY BEING UPDATED AS NEEDED FOR CURRENT INFORMATION AND PUBLIC DISCLOSURE REQUIREMENTS.

FORM 990, PART VI, SECTION B, LINE 11: ONCE THE FORM 990 HAS BEEN FINALIZED, IT IS REVIEWED IN DETAIL WITH THE AUDITORS BY GOODWILL'S AUDIT COMMITTEE. THEN, THE FORM 990 IS DISTRIBUTED TO THE FULL BOARD FOR REVIEW AND FINAL APPROVAL.

FORM 990, PART VI, SECTION B, LINE 12C: ON AN ANNUAL BASIS, GOODWILL REQUIRES EACH BOARD MEMBER AND SENIOR STAFF TO FILL OUT A CONFLICT OF INTEREST FORM. THE FORMS ARE REVIEWED BY THE CHAIR OF BOARD OF DIRECTORS

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AND APPROPRIATE ACTION IS TAKEN IF NECESSARY.

FORM 990, PART VI, SECTION B, LINE 15: FORM 990, PART VI, SECTION B, LINE 15: GOODWILL'S COMPENSATION COMMITTEE RETAINS AN EXTERNAL COMPENSATION CONSULTANT TO REVIEW SENIOR EXECUTIVE PAY LEVELS AND ASSESS COMPETITIVENESS AND DEVELOP SALARY RANGES AND ANNUAL INCENTIVE OPPORTUNITY LEVELS. THE RESULTS OF THE SURVEY IS THEN SHARED WITH THE MEMBERS OF THE COMPENSATION COMMITTEE.

IN MARCH 2006, THE BOARD OF DIRECTORS CREATED AN INDEPENDENT COMPENSATION COMMITTEE IN COMPLIANCE WITH THE INTERNAL REVENUE SERVICE'S APPLICABLE REGULATIONS THAT ARE KNOWN AS THE "INTERMEDIATE SANCTIONS IRC-4958." THE COMMITTEE HAS BEEN IN OPERATION FOR YEARS WITH A COMPENSATION COMMITTEE CHARTER APPROVED BY THE BOARD OF DIRECTORS THAT IS REVIEWED ANNUALLY.

THE COMPENSATION COMMITTEE RETAINED THE INDEPENDENT FIRM OF WATSON WYATT WORLDWIDE (WWW) TO REVIEW SENIOR EXECUTIVES PAY LEVELS TO ASSESS COMPETITIVENESS, DEVELOP SUGGESTED SALARY RANGES AND ANNUAL INCENTIVE OPPORTUNITY LEVELS. ALSO, WWW WAS RETAINED TO GATHER INFORMATION ON CORPORATE GOVERNANCE PRACTICES, POLICIES AND REQUIREMENTS FOR COMPENSATION COMMITTEES FROM BOTH: AS A NON-PROFIT FROM IRS CODE SECTION 4958 AND FROM FOR PROFIT CORPORATION SUCH AS THE U.S. STOCK EXCHANGES, U.S. GOVERNMENT AGENCIES, PROXY VOTING ADVISORS, AND LARGE INSTITUTIONAL INVESTORS. FROM A TOTAL OF ELEVEN RECOMMENDED COMPENSATION COMMITTEE GOVERNANCE STANDARDS IDENTIFIED BY WWW, IN FEBRUARY 2009 WWW DETERMINED THAT GOODWILL'S COMPENSATION COMMITTEE "FOLLOWS BEST PRACTICE" IN EIGHT OF THE STANDARDS. GOODWILL COMPENSATION COMMITTEE'S GOAL IS TO "FOLLOW BEST PRACTICE" IN ALL STANDARDS AS SOON AS POSSIBLE BUT NO LATER THAN THE END OF 2011.

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IN OCTOBER 2010, GOODWILL'S COMPENSATION COMMITTEE HIRED THE FIRM OF TOWERS AND WATSON AS AN EXTERNAL COMPENSATION CONSULTANT TO SURVEY THE MARKETPLACE AND RETURN MARKET DATA ON SPECIFIC EXECUTIVE POSITIONS IN OTHER NON-PROFIT ORGANIZATIONS WITH SIMILAR REVENUES AS GOODWILL INDUSTRIES. THE STANDARD COMPENSATION AS WELL AS DEFERRED COMPENSATION AND BENEFITS PACKAGE WERE REVIEWED WITHIN THE MARKET. TO DATE, THE POSITIONS SURVEYED INCLUDED THE CEO, THE SENIOR VICE PRESIDENTS, AND THE VICE PRESIDENTS. THE MARKET DATA WAS REQUESTED AND RECEIVED BY THE COMPENSATION COMMITTEE, A SUBCOMMITTEE OF THE BOARD, STAFFED BY OFFICERS OF THE BOARD.

FOR THE REVIEW OF THE CEO'S PERFORMANCE, THE RESULTS FROM GOALS WHICH WERE ESTABLISHED FOR THE CEO AT THE BEGINNING OF THE PERIOD WERE REVIEWED. THESE GOALS ARE A PART OF GOODWILL INDUSTRIES' GOALS AND OBJECTIVES AND FINANCIAL FORECAST FOR THE YEAR APPROVED BY THE BOARD OF DIRECTORS. THE CHAIR OF THE BOARD OF DIRECTORS REVIEWS THE CEO AND MEETS IN CLOSED SESSION WITH THE COMPENSATION COMMITTEE WHO APPROVES OR AMENDS THE COMPENSATION RECOMMENDATION. THE EXECUTIVE COMMITTEE THEN MEETS IN CLOSED SESSION TO APPROVE OR AMEND THE COMPENSATION RECOMMENDATIONS. THE CEO AND SENIOR LEADERSHIP'S CHANGES IN COMPENSATION AND BENEFITS, IF ANY, ARE EFFECTIVE APRIL 1ST. NOTES FROM THE PROCESS ARE PRODUCED CONTEMPORANEOUSLY BY THE CHAIR OF THE COMPENSATION COMMITTEE.

FOR THE POSITIONS OF SENIOR VICE PRESIDENTS, AND VICE PRESIDENTS, THE CEO REVIEWS THE PERFORMANCE OF SENIOR VICE PRESIDENTS AND VICE PRESIDENTS BASED ON THE RESULTS FROM GOALS WHICH WERE ESTABLISHED FOR THE SENIOR VICE PRESIDENTS AND VICE PRESIDENTS AT THE BEGINNING OF THE PERIOD. THESE GOALS ARE A PART OF GOODWILL INDUSTRIES' GOALS AND OBJECTIVES AND FINANCIAL

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FORECAST FOR THE YEAR APPROVED BY THE BOARD OF DIRECTORS. AFTER REVIEWING THIS DATA, THE CEO MAKES A RECOMMENDATION TO THE COMPENSATION COMMITTEE FOR SALARY AND BENEFITS TREATMENT FOR THE SENIOR VICE PRESIDENTS AND VICE PRESIDENTS. THE COMPENSATION COMMITTEE MEETS IN CLOSED SESSION AND APPROVES OR AMENDS THE CEO'S RECOMMENDATION AND PASSES IT ON TO THE EXECUTIVE COMMITTEE FOR FINAL APPROVAL.

FORM 990, PART VI, SECTION C, LINE 19: GOODWILL PROVIDES UPON REQUEST, COPIES OF ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS TO THE PUBLIC. IN ADDITION, THE CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS ARE AVAILABLE ON GOODWILL'S WEBSITE.

FORM 990, PART XII, LINE 2C

FINANCIAL STATEMENTS AND REPORTING

ONCE THE FINANCIAL STATEMENTS HAVE BEEN FINALIZED, THEY ARE REVIEWED IN DETAIL WITH THE AUDITORS BY GOODWILL'S AUDIT COMMITTEE. THEN THE FINANCIAL STATEMENTS ARE DISTRIBUTED TO THE FULL BOARD FOR REVIEW AND FINAL APPROVAL. THE PROCESS HAS NOT CHANGED SINCE PRIOR YEAR.

FORM 990 SCHEDULE L, PART II, COLUMN (A)

LOANS TO AND/OR FROM INTERESTED PERSONS

IN 2003, THE BOARD OF DIRECTORS OF GOODWILL APPROVED A SPLIT-DOLLAR LIFE INSURANCE PLAN TO PROVIDE A RETIREMENT INCOME TO THE PRESIDENT AND CEO OF GOODWILL. THE RETIREMENT INCOME ARRANGEMENT WAS PROVIDED TO THE PRESIDENT AND CEO FOR HIS SERVICES OF OVER TWENTY YEARS IN THE ABSENCE OF AN ADEQUATE RETIREMENT PLAN AVAILABLE THROUGH STANDARD ARRANGEMENTS.

THE SPLIT-DOLLAR ARRANGEMENT PROVIDES FOR THE PERIODIC PREMIUMS

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REQUIRED UNDER THE LIFE INSURANCE CONTRACT WHICH ARE TREATED AS A
SERIES OF LOANS SECURED BY THE LIFE INSURANCE POLICY.

AT DECEMBER 31, 2010, THE AMOUNTS UNDER THE SPLIT-DOLLAR ARRANGEMENT
TOTALLED \$550,000. THE FACE VALUE OF THE LIFE INSURANCE POLICY IS
\$1,800,000. THE REPAYMENT OF THE LOANS WILL BE FROM DEATH BENEFITS ON
THE INSURED. THE LOANS ARE COLLATERALIZED BY THE LIFE INSURANCE POLICY
FOR WHICH THE NET CASH SURRENDER VALUE OF THE POLICY AT DECEMBER 31,
2010 WAS \$521,260.

DRAFT

**GOODWILL INDUSTRIES OF SOUTH FLORIDA,
INC.**

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to other organization(s)		X
c Gift, grant, or capital contribution from other organization(s)		X
d Loans or loan guarantees to or for other organization(s)		X
e Loans or loan guarantees by other organization(s)		X
f Sale of assets to other organization(s)		X
g Purchase of assets from other organization(s)		X
h Exchange of assets		X
i Lease of facilities, equipment, or other assets to other organization(s)		X
j Lease of facilities, equipment, or other assets from other organization(s)		X
k Performance of services or membership or fundraising solicitations for other organization(s)		X
l Performance of services or membership or fundraising solicitations by other organization(s)		X
m Sharing of facilities, equipment, mailing lists, or other assets	X	
n Sharing of paid employees	X	
o Reimbursement paid to other organization for expenses		X
p Reimbursement paid by other organization for expenses		X
q Other transfer of cash or property to other organization(s)	X	
r Other transfer of cash or property from other organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) BIG BLUE BOX PRODUCTIONS, INC.	Q	146,334.	
(2)			
(3)			
(4)			
(5)			
(6)			

Application for Extension of Time To File an Exempt Organization Return

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

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

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

Type or print	Name of exempt organization GOODWILL INDUSTRIES OF SOUTH FLORIDA, INC.	Employer identification number 59-0866126
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 2121 NW 21ST STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MIAMI, FL 33142	

Enter the Return code for the return that this application is for (file a separate application for each return) 01

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

BEATRIZ ANAZCO

- The books are in the care of ▶ **2121 NW 21ST STREET - MIAMI, FL 33142**
 Telephone No. ▶ **(305) 325-9114** FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year **2010** or
 ▶ tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Paperwork Reduction Act Notice, see Instructions.**

**IRS e-file Signature Authorization
for an Exempt Organization**

For calendar year 2010, or fiscal year beginning _____, 2010, and ending _____, 20____

2010

Department of the Treasury
Internal Revenue Service

▶ **Do not send to the IRS. Keep for your records.**
▶ **See instructions.**

Name of exempt organization

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Name and title of officer

**DENNIS PASTRANA
PRESIDENT AND CEO**

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line **1a, 2a, 3a, 4a, or 5a**, below, and the amount on that line for the return being filed with this form was blank, then leave line **1b, 2b, 3b, 4b, or 5b**, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. **Do not** complete more than 1 line in Part I.

1a Form 990 check here ▶ <input checked="" type="checkbox"/>	b Total revenue, if any (Form 990, Part VIII, column (A), line 12)	1b <u>109527290</u>
2a Form 990-EZ check here ▶ <input type="checkbox"/>	b Total revenue, if any (Form 990-EZ, line 9)	2b _____
3a Form 1120-POL check here ▶ <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b _____
4a Form 990-PF check here ▶ <input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4b _____
5a Form 8868 check here ▶ <input type="checkbox"/>	b Balance Due (Form 8868, Part I, line 3c or Part II, line 8c)	5b _____

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2010 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 organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's 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. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's 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. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

I authorize _____ to enter my PIN **Enter five numbers, but do not enter all zeros**

ERO firm name

as my signature on the organization's tax year 2010 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2010 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶ _____ Date ▶ _____

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

65061320052
do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2010 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ _____ Date ▶ _____

**ERO Must Retain This Form - See Instructions
Do Not Submit This Form To the IRS Unless Requested To Do So**