

Form **990**

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2013

Open to Public Inspection

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue Service

A For the 2013 calendar year, or tax year beginning **OCTOBER 01**, 2013, and ending **SEPTEMBER 30**, 20 **14**

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

C Name of organization **THE FLORIDA AQUARIUM, INC.**
 Doing Business As
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
701 CHANNELSIDE DRIVE
 City or town, state or province, country, and ZIP or foreign postal code
TAMPA, FL 33602

D Employer identification number
59-2807815

E Telephone number
(813)273-4509

G Gross receipts \$ **19,771,853**

F Name and address of principal officer: **THOM STORK**
SAME AS C ABOVE

H(a) Is this a group return for subordinates? Yes No
H(b) Are all subordinates included? Yes No
 If "No," attach a list. (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status: 501(c)(3) 501(c) () ◀ (insert no.) 4947(a)(1) or 527

J Website: ▶ **WWW.FLAQUARIUM.ORG**

K Form of organization: Corporation Trust Association Other ▶

L Year of formation: **1986** **M** State of legal domicile: **FL**

Part I Summary

| | | | | |
|-----------------------------|---|---|---|---------------------------|
| Activities & Governance | 1 | Briefly describe the organization's mission or most significant activities: <u>THE FLORIDA AQUARIUM'S MISSION IS TO ENTERTAIN, EDUCATE AND INSPIRE STEWARDSHIP ABOUT OUR NATURAL ENVIRONMENT.</u> | | |
| | 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 | 35 |
| | 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 2013 (Part V, line 2a) | 5 | 259 |
| | 6 | Total number of volunteers (estimate if necessary) | 6 | 359 |
| | 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 | 8 | Contributions and grants (Part VIII, line 1h) | Prior Year 3,491,381 | Current Year 2,743,029 |
| | 9 | Program service revenue (Part VIII, line 2g) | 10,218,125 | 11,163,072 |
| | 10 | Investment income (Part VIII, column (A), lines 3, 4, and 7d) | -116,695 | -23,599 |
| | 11 | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 2,143,209 | 2,462,026 |
| | 12 | Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 15,736,020 | 16,344,528 |
| 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) | 7,360,985 | 7,754,424 |
| | 16a | Professional fundraising fees (Part IX, column (A), line 11e) | 0 | 0 |
| | b | Total fundraising expenses (Part IX, column (D), line 25) ▶ 838,856 | | |
| | 17 | Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e) | 6,607,086 | 7,258,441 |
| 18 | Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25) | 13,968,071 | 15,012,865 | |
| 19 | Revenue less expenses. Subtract line 18 from line 12 | 1,767,949 | 1,331,663 | |
| Net Assets or Fund Balances | 20 | Total assets (Part X, line 16) | Beginning of Current Year 22,138,140 | End of Year 22,608,056 |
| | 21 | Total liabilities (Part X, line 26) | 12,277,443 | 11,339,217 |
| | 22 | Net assets or fund balances. Subtract line 21 from line 20 | 9,860,697 | 11,268,839 |

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: KIM CASEY, CFO Date: _____
 Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name: BRITTNEY KOCAJ Preparer's signature: Brittney Kocaj Date: 8/14/2015 Check if self-employed PTIN: P01320603
 Firm's name ▶ CROWE HORWATH LLP Firm's EIN ▶ 35-0921680
 Firm's address ▶ 401 EAST LAS OLAS BLVD, SUITE 1100, FORT LAUDERDALE, FL 33301 Phone no. (954)202-8600

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

For Paperwork Reduction Act Notice, see the separate instructions.

Cat. No. 11282Y

Form **990** (2013)

Application for Extension of Time To File an Exempt Organization Return

(Rev. January 2014)

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

► **File a separate application for each return.**
► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- 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.

| | | Enter filer's identifying number, see instructions |
|---|--|--|
| Type or print File by the due date for filing your return. See instructions. | Name of exempt organization or other filer, see instructions. THE FLORIDA AQUARIUM, INC. | Employer identification number (EIN) or 59-2807815 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. 701 CHANNELSIDE DRIVE | Social security number (SSN) |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. TAMPA, FL 33602 | |

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

| Application Is For | Return Code | Application Is For | Return Code |
|--|-------------|-----------------------------------|-------------|
| Form 990 or Form 990-EZ | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720 (individual) | 03 | Form 4720 (other than individual) | 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 |

- The books are in the care of ► KIMBERLY CASEY

Telephone No. ► (813)273-4509 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 May 15, 20 15, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► calendar year 20 ____ or

► tax year beginning October 01, 20 13, and ending September 30, 20 14.

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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a | \$ |
| b If this application is for Forms 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 | \$ |
| 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 | \$ |

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

| | | |
|---|--|--|
| Type or print File by the due date for filing your return. See instructions. | Name of exempt organization or other filer, see instructions. THE FLORIDA AQUARIUM, INC. | Employer identification number (EIN) or 59-2807815 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. 701 CHANNELSIDE DRIVE | Social security number (SSN) |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. TAMPA, FL 33602 | |

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

| Application Is For | Return Code | Application Is For | Return Code |
|--|-------------|-----------------------------------|-------------|
| Form 990 or Form 990-EZ | 01 | | |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720 (individual) | 03 | Form 4720 (other than individual) | 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 |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **KIMBERLY CASEY**
Telephone No. **(813)273-4509** 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.

- I request an additional 3-month extension of time until August 15, 20 15.
- For calendar year _____, or other tax year beginning October 01, 20 13, and ending September 30, 20 14.
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- State in detail why you need the extension ADDITIONAL TIME IS REQUIRED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

| | | |
|---|-----------|----|
| 8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 8a | \$ |
| b If this application is for Forms 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 and any amount paid previously with Form 8868. | 8b | \$ |
| c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 8c | \$ |

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Brittney Kocaj Title CPA Date 4/30/2015

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III Yes No

1 Briefly describe the organization's mission:

THE FLORIDA AQUARIUM'S MISSION IS TO ENTERTAIN, EDUCATE, AND INSPIRE STEWARDSHIP ABOUT OUR NATURAL ENVIRONMENT. IT ACCOMPLISHES THIS MISSION THROUGH HOSTING 750,000 VISITORS ANNUALLY AT THE AQUARIUM FACILITY; AND BY PRESENTING EDUCATIONAL AND COMMUNITY PROGRAMS TO THE PUBLIC. ANIMAL PROGRAMS, CONSERVATION & RESEARCH PROJECTS ARE ALSO CONDUCTED.

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 No

If "Yes," describe these new services on Schedule O.

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

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations 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 \$ 7,381,150 including grants of \$) (Revenue \$ 10,096,962)

AQUARIUM VISITATION ADMISSIONS - THE AQUARIUM WELCOMED 727,000 GUESTS IN FISCAL YEAR 2014 - A RECORD SETTING ATTENDANCE MARK IN THE AQUARIUM'S 19 YEAR HISTORY. THESE VISITORS ENJOY AND LEARN ABOUT THE AQUARIUM'S 20,000 AQUATIC PLANT AND MARINE FISH AND ANIMAL RESIDENTS THROUGH SELF-GUIDED TOURS AND GALLERY INTERPRETERS. THIS EXPERIENCE PROVIDES AN EYE-OPENING WINDOW INTO LIFE BELOW THE SURFACE. MANY OF OUR GUESTS NEVER HAVE THE OPPORTUNITY TO EXPLORE THESE RICH AQUATIC ECOSYSTEMS IN THE WILD, BUT THEY CAN HAVE CLOSE ENCOUNTERS AT THE AQUARIUM. VISITORS TO THE AQUARIUM ARE EXPOSED TO FRAGILE NATURE AND THE IMPORTANCE OF FLORIDA'S AQUATIC ENVIRONMENT.

4b (Code:) (Expenses \$ 3,331,514 including grants of \$) (Revenue \$ 290,667)

CONSERVATION, RESEARCH & ANIMAL PROGRAMS - THE AQUARIUM'S BIOLOGICAL PROGRAMS STAFF IS MOST PROUD OF THE ACCOMPLISHMENTS BEING MADE IN AQUATIC CONSERVATION & RESEARCH PROGRAMS. THE MOST SIGNIFICANT ACCOMPLISHMENT IN FISCAL YEAR 2014 RELATES TO THE COLLABORATION EFFORTS BETWEEN THE AQUARIUM, FLORIDA FISH AND WILDLIFE CONSERVATION COMMISSION (FWC), AND TAMPA ELECTRIC COMPANY (TECO). THESE 3 PARTIES HAVE COME TOGETHER TO CREATE A "FLORIDA CONSERVATION & TECHNOLOGY CENTER" ON LAND ADJACENT TO TECO'S MANATEE VIEWING CENTER. THIS CENTER WILL HOUSE THE AQUARIUM'S QUARANTINE, RESCUE, REHAB, CONSERVATION & RESEARCH EFFORTS - ALLOWING SUBSTANTIAL GROWTH IN THESE ACTIVITIES. AN ARTIFICIAL WETLANDS HAS BEEN CREATED ON THE PROPERTY, AND FUTURE INFRASTRUCTURE WILL OCCUR OVER THE NEXT SEVERAL YEARS. (CONTINUED IN SCHEDULE O)

4c (Code:) (Expenses \$ 1,531,046 including grants of \$) (Revenue \$ 775,443)

EDUCATION AND COMMUNITY PROGRAMS - THE AQUARIUM IS COMMITTED TO BEING A LEADER IN ENVIRONMENTAL EDUCATION THROUGH CREATIVE EDUCATION PROGRAMS THAT FORGE PERSONAL CONNECTIONS AND COMMITMENTS TO FLORIDA'S FRAGILE ECOSYSTEMS. OVER ITS HISTORY, THE AQUARIUM HAS REACHED OVER 1.2 MILLION CHILDREN THROUGH ITS EDUCATION PROGRAMS. STUDENTS FROM PRE-KINDERGARTEN THROUGH HIGH SCHOOL WERE EDUCATED THROUGH EXPLORATION OF THE AQUARIUM'S EXHIBITS & BEHIND-THE-SCENES TOURS; ON FIELD EXPEDITIONS TO NATURE SITES; AND EVEN IN THEIR OWN CLASSROOMS. (CONTINUED IN SCHEDULE O)

4d Other program services (Describe in Schedule O.)

(Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0)

4e Total program service expenses 12,243,710

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> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 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> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 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> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 6 Did the organization maintain any donor advised funds or any similar funds or accounts for which 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> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; 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> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 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> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 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> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 12 a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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 and XII is optional</i> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 14 a Did the organization maintain an office, employees, or agents outside of the United States? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV.</i> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV.</i> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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 (see instructions)</i> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 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> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 20 a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

Part IV Checklist of Required Schedules *(continued)*

| | Yes | No |
|--|-----|----|
| 21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> | | ✓ |
| 22 Did the organization report more than \$5,000 of grants or 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> | | ✓ |
| 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> | ✓ | |
| 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 25a</i> | | ✓ |
| b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | | |
| 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? | | |
| d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? | | |
| 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> | | ✓ |
| 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> | | ✓ |
| 26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, complete Schedule L, Part II</i> | | ✓ |
| 27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> | | ✓ |
| 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> | | ✓ |
| b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> | | ✓ |
| 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> | ✓ | |
| 29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> | | ✓ |
| 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> | | ✓ |
| 31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> | | ✓ |
| 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> | | ✓ |
| 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> | | ✓ |
| 34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> | ✓ | |
| 35a Did the organization have a controlled entity within the meaning of section 512(b)(13)? | ✓ | |
| b If "Yes" to line 35a, 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> | ✓ | |
| 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> | | ✓ |
| 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> | | ✓ |
| 38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O | ✓ | |

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Table with columns for question number, question text, and Yes/No response boxes. Includes questions 1a through 14b regarding IRS filings and tax compliance.

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 or note to any line 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 | | |
| | If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O. | | |
| 1b | Enter the number of voting members included in line 1a, above, who are independent | | |
| 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? | | <input checked="" type="checkbox"/> |
| 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? | | <input checked="" type="checkbox"/> |
| 4 | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? | | <input checked="" type="checkbox"/> |
| 5 | Did the organization become aware during the year of a significant diversion of the organization's assets? | | <input checked="" type="checkbox"/> |
| 6 | Did the organization have members or stockholders? | | <input checked="" type="checkbox"/> |
| 7a | Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? | <input checked="" type="checkbox"/> | |
| 7b | Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? | | <input checked="" type="checkbox"/> |
| 8 | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: | | |
| a | The governing body? | <input checked="" type="checkbox"/> | |
| b | Each committee with authority to act on behalf of the governing body? | <input checked="" type="checkbox"/> | |
| 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 | | <input checked="" type="checkbox"/> |

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

| | | Yes | No |
|------------|--|-------------------------------------|-------------------------------------|
| 10a | Did the organization have local chapters, branches, or affiliates? | | <input checked="" type="checkbox"/> |
| 10b | If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? | | |
| 11a | Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? | <input checked="" type="checkbox"/> | |
| 11b | Describe in Schedule O the process, if any, used by the organization to review this Form 990. | | |
| 12a | Did the organization have a written conflict of interest policy? If "No," go to line 13 | <input checked="" type="checkbox"/> | |
| 12b | Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? | <input checked="" type="checkbox"/> | |
| 12c | Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done | <input checked="" type="checkbox"/> | |
| 13 | Did the organization have a written whistleblower policy? | <input checked="" type="checkbox"/> | |
| 14 | Did the organization have a written document retention and destruction policy? | <input checked="" type="checkbox"/> | |
| 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? | | |
| 15a | The organization's CEO, Executive Director, or top management official | <input checked="" type="checkbox"/> | |
| 15b | Other officers or key employees of the organization | <input checked="" type="checkbox"/> | |
| | 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? | | <input checked="" type="checkbox"/> |
| 16b | If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? | | |

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed ► FL
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► KIMBERLY CASEY, 701 CHANNELSIDE DRIVE, TAMPA, FL 33602, (813)273-4509

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

Check if Schedule O contains a response or note to any line 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 (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (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 | | | |
| (1) CRAIG WATSON CHAIRMAN OF THE BOARD | 10 1 | ✓ | | ✓ | | | | 0 | 0 | 0 |
| (2) DOUG MONTGOMERY IMMEDIATE PAST CHAIRMAN OF THE BOARD | 5 | ✓ | | ✓ | | | | 0 | 0 | 0 |
| (3) MARK WATSON TREASURER | 5 | ✓ | | ✓ | | | | 0 | 0 | 0 |
| (4) STEPHEN DRYER VP OF AUDITING | 8 | ✓ | | ✓ | | | | 0 | 0 | 0 |
| (5) TYLER HILL SECRETARY | 5 | ✓ | | ✓ | | | | 0 | 0 | 0 |
| (6) TOM HERNANDEZ BOARD MEMBER | 3 | ✓ | | | | | | 0 | 0 | 0 |
| (7) MICHAEL ECHEVARRIA VP OF STRATEGIC INITIATIVES | 8 | ✓ | | | | | | 0 | 0 | 0 |
| (8) CHRISTINE BURDICK BOARD MEMBER | 3 | ✓ | | | | | | 0 | 0 | 0 |
| (9) CARL LINDELL BOARD MEMBER | 3 | ✓ | | | | | | 0 | 0 | 0 |
| (10) DAN BORASCH BOARD MEMBER | 3 | ✓ | | | | | | 0 | 0 | 0 |
| (11) STEVE OSCHER BOARD MEMBER | 3 | ✓ | | | | | | 0 | 0 | 0 |
| (12) LISA PIZARRO-YOB BOARD MEMBER | 3 | ✓ | | | | | | 0 | 0 | 0 |
| (13) RICHARD HADLOW BOARD MEMBER | 3 | ✓ | | | | | | 0 | 0 | 0 |
| (14) CASSIE MATTHIES BOARD MEMBER | 3 | ✓ | | | | | | 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 (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (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 | | | |
| (15) SEAN CONIGLIO BOARD MEMBER | 3 | <input checked="" type="checkbox"/> | | | | | | 0 | 0 | 0 |
| (16) DENNIS ROGERO BOARD MEMBER | 3 | <input checked="" type="checkbox"/> | | | | | | 0 | 0 | 0 |
| (17) HERMANN WITTJE BOARD MEMBER | 3 | <input checked="" type="checkbox"/> | | | | | | 0 | 0 | 0 |
| (18) SANTIAGO CORRADA BOARD MEMBER | 3 | <input checked="" type="checkbox"/> | | | | | | 0 | 0 | 0 |
| (19) STUART WILLIAMS BOARD MEMBER | 3 | <input checked="" type="checkbox"/> | | | | | | 0 | 0 | 0 |
| (20) CY SPURLINO BOARD MEMBER | 3 | <input checked="" type="checkbox"/> | | | | | | 0 | 0 | 0 |
| (21) YOLIE CAPIN BOARD MEMBER | 3 | <input checked="" type="checkbox"/> | | | | | | 0 | 0 | 0 |
| (22) BEVERLY BIRKITT BOARD MEMBER | 3 | <input checked="" type="checkbox"/> | | | | | | 0 | 0 | 0 |
| (23) JOHN DABASINSKAS BOARD MEMBER | 3 | <input checked="" type="checkbox"/> | | | | | | 0 | 0 | 0 |
| (24) AMY STANDARD BOARD MEMBER | 3 | <input checked="" type="checkbox"/> | | | | | | 0 | 0 | 0 |
| (25) LARRY PLANK BOARD MEMBER | 3 | <input checked="" type="checkbox"/> | | | | | | 0 | 0 | 0 |
| 1b Sub-total | | | | | | | | 0 | 0 | 0 |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | 813,443 | 0 | 73,826 |
| d Total (add lines 1b and 1c) | | | | | | | | 813,443 | 0 | 73,826 |

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶ 6**

| | Yes | No |
|--|-------------------------------------|-------------------------------------|
| 3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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? <i>If "Yes," complete Schedule J for such individual</i> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

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. Report compensation for the calendar year ending with or within the organization's tax year.

| (A) Name and business address | (B) Description of services | (C) Compensation |
|---|---------------------------------------|---------------------|
| CUTLER ASSOCIATES, 8918 BRITTANY WAY, TAMPA, FL 33619 | CONSTRUCTION CONTRACTOR | 1,911,632 |
| NAUMANN NATURESCAPES, 1605 N. INDIAN RIVER DRIVE, COCOA, FL 32922 | CONSTRUCTION THEMING CONTRACTOR | 181,793 |
| COMPETITION PLUS, 12712 BALM RIVER ROAD, RIVERVIEW, FL 33579 | PAINTING CONTRACTOR | 151,289 |
| AQUA CONSTRUCTION, 868 BRIGHTVIEW DRIVE, LAKE MARY, FL 32746 | AQUATIC EXHIBIT DESIGN & CONSTRUCTION | 110,883 |

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **▶ 4**

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

| | | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512-514 | |
|---|---|--|----------------------|--|---|--|---------|
| Contributions, Gifts, Grants and Other Similar Amounts | 1a Federated campaigns | 1a 0 | | | | | |
| | b Membership dues | 1b 0 | | | | | |
| | c Fundraising events | 1c 215,697 | | | | | |
| | d Related organizations | 1d 0 | | | | | |
| | e Government grants (contributions) | 1e 1,302,837 | | | | | |
| | f All other contributions, gifts, grants, and similar amounts not included above | 1f 1,224,495 | | | | | |
| | g Noncash contributions included in lines 1a-1f: \$ | 0 | | | | | |
| | h Total. Add lines 1a-1f | ▶ | 2,743,029 | | | | |
| Program Service Revenue | Business Code | | | | | | |
| | 2a AQUARIUM VISITATION ADMISSIONS | 713990 | 10,096,962 | 10,096,962 | 0 | 0 | |
| | b EDUCATION AND COMMUNITY PROGRAMS | 900099 | 775,443 | 775,443 | 0 | 0 | |
| | c CONSERVATION, RESEARCH & ANIMAL PROGRAMS | 900099 | 290,667 | 290,667 | 0 | 0 | |
| | d ----- | | 0 | 0 | 0 | 0 | |
| | e ----- | | 0 | 0 | 0 | 0 | |
| | f All other program service revenue . | | 0 | 0 | 0 | 0 | |
| g Total. Add lines 2a-2f | ▶ | 11,163,072 | | | | | |
| Other Revenue | 3 Investment income (including dividends, interest, and other similar amounts) | ▶ | 37,171 | 0 | 0 | 37,171 | |
| | 4 Income from investment of tax-exempt bond proceeds ▶ | | 0 | 0 | 0 | 0 | |
| | 5 Royalties | ▶ | 0 | 0 | 0 | 0 | |
| | 6a Gross rents | (i) Real | 0 | | | | |
| | | (ii) Personal | 0 | | | | |
| | | b Less: rental expenses | 0 | | | | |
| | | c Rental income or (loss) | 0 | | | | |
| | d Net rental income or (loss) | ▶ | 0 | 0 | 0 | 0 | |
| | 7a Gross amount from sales of assets other than inventory | (i) Securities | 0 | | | | |
| | | (ii) Other | 0 | | | | |
| | | b Less: cost or other basis and sales expenses | 0 | 60,770 | | | |
| | | c Gain or (loss) | 0 | -60,770 | | | |
| | d Net gain or (loss) | ▶ | -60,770 | 0 | 0 | -60,770 | |
| | 8a Gross income from fundraising events (not including \$ 215,697 of contributions reported on line 1c). See Part IV, line 18 | a | 234,814 | | | | |
| | | b Less: direct expenses | b | 107,111 | | | |
| | | c Net income or (loss) from fundraising events . ▶ | | 127,703 | | 0 | 127,703 |
| | 9a Gross income from gaming activities. See Part IV, line 19 | a | 0 | | | | |
| b Less: direct expenses | | b | 0 | | | | |
| c Net income or (loss) from gaming activities . . ▶ | | | 0 | 0 | 0 | 0 | |
| 10a Gross sales of inventory, less returns and allowances | a | 4,700,102 | | | | | |
| | b Less: cost of goods sold | b | 3,259,444 | | | | |
| | c Net income or (loss) from sales of inventory . . ▶ | | 1,440,658 | 0 | 0 | 1,440,658 | |
| Miscellaneous Revenue | | Business Code | | | | | |
| 11a PARKING LOT REVENUE | 812930 | 601,891 | 0 | 0 | 601,891 | | |
| b CONCESSION INCOME | 722210 | 52,673 | 0 | 0 | 52,673 | | |
| c PHOTO OPERATIONS INCOME | 900099 | 222,187 | 0 | 0 | 222,187 | | |
| d All other revenue | 900099 | 16,914 | 0 | 0 | 16,914 | | |
| e Total. Add lines 11a-11d | ▶ | 893,665 | | | | | |
| 12 Total revenue. See instructions. | ▶ | 16,344,528 | 11,163,072 | 0 | 2,438,427 | | |

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).

Check if Schedule O contains a response or note to any line in this Part IX

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 United States. See Part IV, line 21 | 0 | 0 | | |
| 2 Grants and other assistance to individuals in the United States. See Part IV, line 22 | 0 | 0 | | |
| 3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16 | 0 | 0 | | |
| 4 Benefits paid to or for members | 0 | 0 | | |
| 5 Compensation of current officers, directors, trustees, and key employees | 409,263 | 0 | 409,263 | 0 |
| 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) | 25,000 | 25,000 | 0 | 0 |
| 7 Other salaries and wages | 6,066,289 | 5,149,564 | 450,062 | 466,663 |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | 17,412 | 0 | 17,412 | 0 |
| 9 Other employee benefits | 735,513 | 648,416 | 52,349 | 34,748 |
| 10 Payroll taxes | 500,947 | 409,189 | 55,715 | 36,043 |
| 11 Fees for services (non-employees): | | | | |
| a Management | 0 | 0 | 0 | 0 |
| b Legal | 16,310 | 0 | 16,310 | 0 |
| c Accounting | 109,236 | 0 | 109,236 | 0 |
| d Lobbying | 0 | 0 | 0 | 0 |
| e Professional fundraising services. See Part IV, line 17 | 0 | | | 0 |
| f Investment management fees | 0 | 0 | 0 | 0 |
| g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.) | 0 | 0 | 0 | 0 |
| 12 Advertising and promotion | 1,121,196 | 1,006,124 | 13,776 | 101,296 |
| 13 Office expenses | 969,329 | 525,382 | 344,487 | 99,460 |
| 14 Information technology | 404,972 | 301,064 | 74,244 | 29,664 |
| 15 Royalties | 0 | 0 | 0 | 0 |
| 16 Occupancy | 2,784,612 | 2,748,831 | 5,742 | 30,039 |
| 17 Travel | 208,600 | 160,785 | 40,934 | 6,881 |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | 0 | 0 | 0 | 0 |
| 19 Conferences, conventions, and meetings | 144,682 | 60,718 | 71,383 | 12,581 |
| 20 Interest | 187,740 | 0 | 187,740 | 0 |
| 21 Payments to affiliates | 0 | 0 | 0 | 0 |
| 22 Depreciation, depletion, and amortization | 615,217 | 583,942 | 16,624 | 14,651 |
| 23 Insurance | 275,098 | 233,014 | 38,698 | 3,386 |
| 24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.) | | | | |
| a ANIMALS, PLANTS, SEAWATER, FOOD | 341,083 | 341,083 | 0 | 0 |
| b DUES AND SUBSCRIPTIONS | 80,366 | 50,598 | 26,324 | 3,444 |
| c ----- | 0 | 0 | 0 | 0 |
| d ----- | 0 | 0 | 0 | 0 |
| e All other expenses | 0 | 0 | 0 | 0 |
| 25 Total functional expenses. Add lines 1 through 24e | 15,012,865 | 12,243,710 | 1,930,299 | 838,856 |
| 26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) | 0 | | | |

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

| | | (A) | | (B) |
|---|--|-----------------------|------------|----------------------|
| | | Beginning of year | | End of year |
| Assets | 1 Cash—non-interest-bearing | 27,200 | 1 | 28,043 |
| | 2 Savings and temporary cash investments | 7,180,450 | 2 | 5,969,308 |
| | 3 Pledges and grants receivable, net | 3,129,368 | 3 | 1,917,005 |
| | 4 Accounts receivable, net | 332,892 | 4 | 249,294 |
| | 5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L | 0 | 5 | 0 |
| | 6 Loans and other 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). Complete Part II of Schedule L | 0 | 6 | 0 |
| | 7 Notes and loans receivable, net | 4,750,000 | 7 | 4,750,000 |
| | 8 Inventories for sale or use | 0 | 8 | 0 |
| | 9 Prepaid expenses and deferred charges | 180,073 | 9 | 202,960 |
| | 10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D | 10a 13,143,217 | | |
| | b Less: accumulated depreciation | 10b 4,545,253 | 5,695,860 | 10c 8,597,964 |
| | 11 Investments—publicly traded securities | 480,146 | 11 | 556,625 |
| | 12 Investments—other securities. See Part IV, line 11 | 0 | 12 | 0 |
| | 13 Investments—program-related. See Part IV, line 11 | 0 | 13 | 0 |
| | 14 Intangible assets | | 14 | 0 |
| | 15 Other assets. See Part IV, line 11 | 362,151 | 15 | 336,857 |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | 22,138,140 | 16 | 22,608,056 | |
| Liabilities | 17 Accounts payable and accrued expenses | 1,722,216 | 17 | 1,401,314 |
| | 18 Grants payable | | 18 | 0 |
| | 19 Deferred revenue | 2,148,168 | 19 | 2,151,977 |
| | 20 Tax-exempt bond liabilities | | 20 | 0 |
| | 21 Escrow or custodial account liability. Complete Part IV of Schedule D | | 21 | 0 |
| | 22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L | 0 | 22 | 0 |
| | 23 Secured mortgages and notes payable to unrelated third parties | 8,407,059 | 23 | 7,785,926 |
| | 24 Unsecured notes and loans payable to unrelated third parties | | 24 | 0 |
| | 25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D | 0 | 25 | 0 |
| | 26 Total liabilities. Add lines 17 through 25 | 12,277,443 | 26 | 11,339,217 |
| Net Assets or Fund Balances | Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. | | | |
| | 27 Unrestricted net assets | 4,505,784 | 27 | 7,185,697 |
| | 28 Temporarily restricted net assets | 5,147,520 | 28 | 3,870,817 |
| | 29 Permanently restricted net assets | 207,393 | 29 | 212,325 |
| | Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34. | | | |
| | 30 Capital stock or trust principal, or current funds | | 30 | 0 |
| | 31 Paid-in or capital surplus, or land, building, or equipment fund | | 31 | 0 |
| | 32 Retained earnings, endowment, accumulated income, or other funds | | 32 | 0 |
| | 33 Total net assets or fund balances | 9,860,697 | 33 | 11,268,839 |
| 34 Total liabilities and net assets/fund balances | 22,138,140 | 34 | 22,608,056 | |

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

| | | | |
|-----------|--|-----------|------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 16,344,528 |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 15,012,865 |
| 3 | Revenue less expenses. Subtract line 2 from line 1 | 3 | 1,331,663 |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 9,860,697 |
| 5 | Net unrealized gains (losses) on investments | 5 | 71,547 |
| 6 | Donated services and use of facilities | 6 | 0 |
| 7 | Investment expenses | 7 | 0 |
| 8 | Prior period adjustments | 8 | 0 |
| 9 | Other changes in net assets or fund balances (explain in Schedule O) | 9 | 4,932 |
| 10 | Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 11,268,839 |

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line 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? . . . If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | | <input checked="" type="checkbox"/> |
| b | Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited 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 | <input checked="" type="checkbox"/> | |
| c | 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. | <input checked="" type="checkbox"/> | |
| 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? | | <input checked="" type="checkbox"/> |
| b | 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. | | |

Part VII

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

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below dotted line) | (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 | | | |
| (26) KEITH GREMINGER ----- BOARD MEMBER | 3 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (27) JULIE SMITH ----- BOARD MEMBER | 3 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (28) AL HIGGINBOTHAM ----- BOARD MEMBER | 3 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (29) CHARLENE IERNA ----- BOARD MEMBER | 3 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (30) PAUL ANDERSON ----- BOARD MEMBER | 3 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (31) MICHAEL BABB ----- BOARD MEMBER | 3 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (32) MATTHEW BLAIR ----- BOARD MEMBER | 3 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (33) LAUREN FERNANDEZ ----- BOARD MEMBER | 3 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (34) ANTHONY MCFARLAND ----- BOARD MEMBER | 3 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (35) REP. DANA YOUNG ----- BOARD MEMBER | 3 ----- | ✓ | | | | | | 0 | 0 | 0 |
| (36) THOM STORK ----- PRESIDENT/CEO | 40 ----- 1 | | | ✓ | | | | 243,191 | 0 | 14,978 |
| (37) KIMBERLY CASEY ----- SR. VP OF FINANCE/CFO | 40 ----- 1 | | | ✓ | | | | 130,266 | 0 | 12,811 |
| (38) SCOTT ROSE ----- VP OF MARKETING & SALES | 40 ----- | | | | | ✓ | | 108,392 | 0 | 12,769 |
| (39) MARK HANEY ----- VP OF DEVELOPMENT | 40 ----- 1 | | | | | ✓ | | 117,228 | 0 | 7,182 |
| (40) BILL EGGERT ----- VP OF HUMAN RESOURCES | 40 ----- | | | | | ✓ | | 106,519 | 0 | 17,245 |
| (41) DEBORAH STONE ----- VP OF EDUCATION | 40 ----- | | | | | ✓ | | 107,847 | 0 | 8,841 |

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2013

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ.
▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Open to Public Inspection

| | |
|---|---|
| Name of the organization THE FLORIDA AQUARIUM, INC. | Employer identification number 59-2807815 |
|---|---|

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III—Functionally integrated d Type III—Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

| | Yes | No |
|-----------------|-----|----|
| 11g(i) | | |
| 11g(ii) | | |
| 11g(iii) | | |

| (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1–9 above or IRC section (see instructions)) | (iv) Is the organization in col. (i) listed in your governing document? | | (v) Did you notify the organization in col. (i) of your support? | | (vi) Is the organization in col. (i) organized in the U.S.? | | (vii) Amount of monetary support |
|------------------------------------|----------|---|---|----|--|----|---|----|----------------------------------|
| | | | Yes | No | Yes | No | Yes | No | |
| (A) | | | | | | | | | |
| (B) | | | | | | | | | |
| (C) | | | | | | | | | |
| (D) | | | | | | | | | |
| (E) | | | | | | | | | |
| Total | | | | | | | | | 0 |

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) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (f) Total |
|--|-----------|-----------|-----------|-----------|-----------|------------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | 2,566,741 | 1,944,142 | 6,144,831 | 3,491,381 | 2,743,029 | 16,890,124 |
| 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | 0 |
| 3 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | 0 |
| 4 Total. Add lines 1 through 3 | 2,566,741 | 1,944,142 | 6,144,831 | 3,491,381 | 2,743,029 | 16,890,124 |
| 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) | | | | | | 2,962,100 |
| 6 Public support. Subtract line 5 from line 4. | | | | | | 13,928,024 |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ► | (a) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (f) Total |
|--|-----------|-----------|-----------|-----------|-----------|--------------------------|
| 7 Amounts from line 4 | 2,566,741 | 1,944,142 | 6,144,831 | 3,491,381 | 2,743,029 | 16,890,124 |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 5,787 | 2,649 | 3,034 | 9,613 | 37,171 | 58,254 |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on | | 0 | | | | 0 |
| 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | 1,108,671 | 906,177 | 2,239,599 | 2,276,077 | 2,569,137 | 9,099,661 |
| 11 Total support. Add lines 7 through 10 | | | | | | 26,048,039 |
| 12 Gross receipts from related activities, etc. (see instructions) | | | | | 12 | 56,554,097 |
| 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 2013 (line 6, column (f) divided by line 11, column (f)) | 14 | 53.47 % |
| 15 Public support percentage from 2012 Schedule A, Part II, line 14 | 15 | 54.3 % |
| 16a 33 1/3% support test—2013. 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—2012. 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—2013. 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—2012. 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) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (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) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (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 <input type="checkbox"/> | | | | | | |

Section C. Computation of Public Support Percentage

| | | |
|--|-----------|---|
| 15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f)) | 15 | % |
| 16 Public support percentage from 2012 Schedule A, Part III, line 15 | 16 | % |

Section D. Computation of Investment Income Percentage

| | | |
|---|-----------|---|
| 17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f)) | 17 | % |
| 18 Investment income percentage from 2012 Schedule A, Part III, line 17 | 18 | % |
| 19a 33 1/3% support tests—2013. 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 <input type="checkbox"/> | | |
| b 33 1/3% support tests—2012. 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 <input type="checkbox"/> | | |
| 20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions <input type="checkbox"/> | | |

Part IV

Supplemental Information Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

| Return Reference | Identifier | Explanation | | | | | | |
|---------------------------------|--------------|--------------------------------|-----------|----------|-----------|-----------|-----------|-----------|
| | | Description | (a) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (f) Total |
| SCHEDULE A, PART II, LINE 10 | OTHER INCOME | OTHER INCOME | 157,222 | 21,101 | 24,631 | 11,077 | 16,914 | 230,945 |
| | | PARKING LOT REVENUE | 552,151 | 518,644 | 572,578 | 594,640 | 601,891 | 2,839,904 |
| | | CONCESSION INCOME | 22,012 | 26,090 | 31,438 | 22,555 | 52,673 | 154,768 |
| | | PHOTO OPERATIONS INCOME | 128,834 | 145,074 | 156,110 | 223,533 | 222,187 | 875,738 |
| | | FUNDRAISING INCOME | 248,452 | 195,268 | 192,170 | 242,309 | 234,814 | 1,113,013 |
| | | INCOME FROM SALES OF INVENTORY | | | 1,262,672 | 1,181,963 | 1,440,658 | 3,885,293 |
| | | Total | 1,108,671 | 906,177 | 2,239,599 | 2,276,077 | 2,569,137 | 9,099,661 |

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No. 1545-0047

2013

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

THE FLORIDA AQUARIUM, INC.

Employer identification number

59-2807815

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

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

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

| | |
|---|---|
| Name of organization THE FLORIDA AQUARIUM, INC. | Employer identification number 59-2807815 |
|---|---|

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

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|-----------------------------------|----------------------------|--|
| 1 | ----- ----- ----- | \$ 486,000 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 2 | ----- ----- ----- | \$ 500,000 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 3 | ----- ----- ----- | \$ 307,135 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 4 | ----- ----- ----- | \$ 250,000 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 5 | ----- ----- ----- | \$ 159,421 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 6 | ----- ----- ----- | \$ 100,000 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |

| | |
|---|---|
| Name of organization THE FLORIDA AQUARIUM, INC. | Employer identification number 59-2807815 |
|---|---|

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

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|-----------------------------------|----------------------------|--|
| 7 | ----- ----- ----- | \$ ----- 150,000 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| ----- | ----- ----- ----- | \$ ----- | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| ----- | ----- ----- ----- | \$ ----- | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| ----- | ----- ----- ----- | \$ ----- | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| ----- | ----- ----- ----- | \$ ----- | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| ----- | ----- ----- ----- | \$ ----- | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| ----- | ----- ----- ----- | \$ ----- | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |

| | |
|---|---|
| Name of organization THE FLORIDA AQUARIUM, INC. | Employer identification number 59-2807815 |
|---|---|

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

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------------|--|--|----------------------|
| ----- | ----- ----- ----- ----- | \$----- | ----- |
| ----- | ----- ----- ----- ----- | \$----- | ----- |
| ----- | ----- ----- ----- ----- | \$----- | ----- |
| ----- | ----- ----- ----- ----- | \$----- | ----- |
| ----- | ----- ----- ----- ----- | \$----- | ----- |
| ----- | ----- ----- ----- ----- | \$----- | ----- |
| ----- | ----- ----- ----- ----- | \$----- | ----- |

| | |
|---|---|
| Name of organization THE FLORIDA AQUARIUM, INC. | Employer identification number 59-2807815 |
|---|---|

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed.

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------|-------------------------|-------------------------|-------------------------------------|
| ----- | ----- ----- ----- | ----- ----- ----- | ----- ----- ----- |

| (e) Transfer of gift | |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| ----- ----- ----- | ----- ----- ----- |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------|-------------------------|-------------------------|-------------------------------------|
| ----- | ----- ----- ----- | ----- ----- ----- | ----- ----- ----- |

| (e) Transfer of gift | |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| ----- ----- ----- | ----- ----- ----- |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------|-------------------------|-------------------------|-------------------------------------|
| ----- | ----- ----- ----- | ----- ----- ----- | ----- ----- ----- |

| (e) Transfer of gift | |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| ----- ----- ----- | ----- ----- ----- |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------|-------------------------|-------------------------|-------------------------------------|
| ----- | ----- ----- ----- | ----- ----- ----- | ----- ----- ----- |

| (e) Transfer of gift | |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| ----- ----- ----- | ----- ----- ----- |

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

For Organizations Exempt From Income Tax Under section 501(c) and section 527
 ▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
 ▶ **See separate instructions.** ▶ **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

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 35c (Proxy Tax), then

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

| | |
|---|---|
| Name of organization THE FLORIDA AQUARIUM, INC. | Employer identification number 59-2807815 |
|---|---|

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-. |
|----------|-------------|---------|---|--|
| (1) | | | | |
| (2) | | | | |
| (3) | | | | |
| (4) | | | | |
| (5) | | | | |
| (6) | | | | |

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 (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
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 | | | | | | | | | | | | |
|--|---|---|--|--------------------|-------------------------------|---|--|---|--|--|---|-------------------|--------------|--|--|
| 1a | Total lobbying expenditures to influence public opinion (grass roots lobbying) | | | | | | | | | | | | | | |
| b | Total lobbying expenditures to influence a legislative body (direct lobbying) | | | | | | | | | | | | | | |
| c | Total lobbying expenditures (add lines 1a and 1b) | | | | | | | | | | | | | | |
| d | Other exempt purpose expenditures | | | | | | | | | | | | | | |
| e | Total exempt purpose expenditures (add lines 1c and 1d) | | | | | | | | | | | | | | |
| f | Lobbying nontaxable amount. Enter the amount from the following table in both columns. | | | | | | | | | | | | | | |
| <table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">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) | | | | | | | | | | | | | | |
| h | Subtract line 1g from line 1a. If zero or less, enter -0- | | | | | | | | | | | | | | |
| i | Subtract line 1f from line 1c. If zero or less, enter -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) 2010 | (b) 2011 | (c) 2012 | (d) 2013 | (e) Total |
| 2a Lobbying nontaxable amount | | | | | |
| b Lobbying ceiling amount (150% of line 2a, column (e)) | | | | | |
| c Total lobbying expenditures | | | | | |
| d Grassroots nontaxable amount | | | | | |
| e Grassroots ceiling amount (150% of line 2d, column (e)) | | | | | |
| 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)).

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

| | (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? | ✓ | | 847 |
| j Total. Add lines 1c through 1i | | | 847 |
| 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 carry over 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) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) 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

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

SEE NEXT PAGE

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.

| Return Reference | Identifier | Explanation |
|----------------------------------|--|---|
| SCHEDULE C, PART II-B, LINE 1 | DESCRIPTION OF THE ACTIVITIES REPORTED ON LINES 1A THROUGH 1I | THE FLORIDA AQUARIUM, INC. PAYS DUES TO VARIOUS TRADE ORGANIZATIONS. SOME OF THESE TRADE ORGANIZATIONS USE A PORTION OF THE DUES FOR LOBBYING EXPENDITURES. |

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Name of the organization

THE FLORIDA AQUARIUM, INC.

Supplemental Financial Statements

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990.

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public Inspection

Employer identification number

59-2807815

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 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors... Yes No, 6 Did the organization inform all grantees... Yes No.

Part II Conservation Easements.

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

Table with 2 columns: Description, Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements, 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution..., 3 Number of conservation easements modified..., 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy..., 6 Staff and volunteer hours..., 7 Amount of expenses..., 8 Does each conservation easement..., 9 In Part XIII, describe how the organization reports...

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.

Table with 2 columns: Description, Amount. Rows include: 1a If the organization elected, as permitted under SFAS 116..., 1b If the organization elected, as permitted under SFAS 116..., 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain...

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 XIII.

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 XIII and complete the following table:

| | Amount |
|---|--------|
| 1c Beginning balance | |
| 1d Additions during the year | |
| 1e Distributions during the year | |
| 1f Ending balance | |

2a Did the organization include an amount on Form 990, Part X, line 21? **Yes** **No**

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

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 | 522,888 | 446,589 | 356,921 | 354,079 | 323,062 |
| b Contributions | 0 | 0 | 0 | 2,500 | 2,100 |
| c Net investment earnings, gains, and losses | 84,890 | 76,299 | 89,668 | 342 | 28,917 |
| d Grants or scholarships | | | | | 0 |
| e Other expenditures for facilities and programs | | | | | 0 |
| f Administrative expenses | | | | | 0 |
| g End of year balance | 607,778 | 522,888 | 446,589 | 356,921 | 354,079 |

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a** Board designated or quasi-endowment ▶ 0 %
- b** Permanent endowment ▶ 37.6 %
- c** Temporarily restricted endowment ▶ 62.4 %

The percentages in lines 2a, 2b, and 2c should equal 100%.

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

| | Yes | No |
|--|-----|----|
| (i) unrelated organizations | ✓ | |
| (ii) related organizations | ✓ | |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? | ✓ | |

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

| Description of property | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|--|--------------------------------------|---------------------------------|------------------------------|----------------|
| 1a Land | 0 | 0 | | 0 |
| b Buildings | 0 | 0 | 0 | 0 |
| c Leasehold improvements | 0 | 8,351,956 | 402,846 | 7,949,110 |
| d Equipment | 0 | 3,598,366 | 3,247,736 | 350,630 |
| e Other | 0 | 1,192,895 | 894,671 | 298,224 |
| Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) | | | | 8,597,964 |

Part VII Investments—Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. 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) _____ | | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶ | | |

Part VIII Investments—Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

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

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

| 1. (a) Description of liability | (b) Book value | |
|---|----------------|--|
| (1) Federal income taxes | | |
| (2) | | |
| (3) | | |
| (4) | | |
| (5) | | |
| (6) | | |
| (7) | | |
| (8) | | |
| (9) | | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶ | 0 | |

2. Liability for uncertain tax positions. In Part XIII, 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). Check here if the text of the footnote has been provided in Part XIII

Part XIII

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, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

| Return Reference | Identifier | Explanation |
|-------------------------------|-------------------------------------|---|
| SCHEDULE D, PART V, LINE 4 | INTENDED USES OF ENDOWMENT FUNDS | IT IS THE AQUARIUM'S INTENTION TO GROW THESE ENDOWMENT FUNDS IN ORDER TO PROVIDE LONG-TERM FINANCIAL STABILITY FOR THE AQUARIUM. EARNINGS FROM THE AQUARIUM'S ENDOWMENT ARE CURRENTLY BEING LEFT IN THE ENDOWMENT FUND TO HELP GROW THE CORPUS. AS THE ENDOWMENT FUNDS GET LARGER, EARNINGS WILL BE RELEASED TO HELP COVER THE ANNUAL COSTS OF THE AQUARIUM FACILITY'S PREVENTATIVE MAINTENANCE PROGRAM TO ENSURE THAT THE AQUARIUM'S LIVING COLLECTION MAINTAINS THE HIGHEST STANDARDS OF HEALTH AND SAFETY PROTOCOLS. ENDOWMENT EARNINGS WOULD ALSO BE USED TO PROMOTE AND EXPAND THE AQUARIUM'S CONSERVATION, EDUCATION, AND RESEARCH EFFORTS. ENDOWMENT FUNDS ARE CURRENTLY BEING HELD BY THE FLORIDA AQUARIUM FOUNDATION, INC. AS WELL AS THE COMMUNITY FUND. |
| SCHEDULE D, PART X, LINE 2 | FIN 48 (ASC 740) FOOTNOTE | <p>THE AQUARIUM AND FOUNDATION ARE NOT-FOR-PROFIT ORGANIZATIONS DESCRIBED IN SECTION 501(C)(3) OF THE IRC, AND ARE EXEMPT FROM FEDERAL INCOME TAXES ON RELATED INCOME PURSUANT TO SECTION 501(A) OF THE IRC, AND ARE ALSO EXEMPT FROM STATE INCOME TAXES. MANAGEMENT BELIEVES THAT THE UNRELATED BUSINESS INCOME GENERATED BY THE AQUARIUM IS NOT MATERIAL TO THE CONSOLIDATED FINANCIAL STATEMENTS.</p> <p>FINANCIAL ACCOUNTING STANDARDS BOARD (FASB) ACCOUNTING STANDARDS CODIFICATION (ASC) TOPIC 740, INCOME TAXES, PRESCRIBES A RECOGNITION THRESHOLD AND MEASUREMENT ATTRIBUTE FOR THE FINANCIAL STATEMENT RECOGNITION AND MEASUREMENT OF A TAX POSITION TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN, AND PROVIDES GUIDANCE ON DERECOGNITION, CLASSIFICATION, INTEREST AND PENALTIES, DISCLOSURE, AND TRANSITION. MANAGEMENT ASSERTS THAT NO SUCH UNCERTAIN TAX POSITIONS EXIST FOR THE AQUARIUM AT SEPTEMBER 30, 2014 AND 2013.</p> |

**SCHEDULE G
(Form 990 or 990-EZ)**

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization

THE FLORIDA AQUARIUM, INC.

Employer identification number

59-2807815

Part I

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.
Form 990-EZ filers are not required to complete this part.

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- a** Mail solicitations
 - b** Internet and email solicitations
 - c** Phone solicitations
 - d** In-person solicitations
 - e** Solicitation of non-government grants
 - f** Solicitation of government grants
 - g** Special fundraising events
- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? **Yes** **No**
- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

| (i) Name and address of individual or entity (fundraiser) | (ii) Activity | (iii) Did fundraiser have custody or control of contributions? | | (iv) Gross receipts from activity | (v) Amount paid to (or retained by) fundraiser listed in col. (i) | (vi) Amount paid to (or retained by) organization |
|---|---------------|--|----|-----------------------------------|---|---|
| | | Yes | No | | | |
| 1 | | | | | | |
| 2 | | | | | | |
| 3 | | | | | | |
| 4 | | | | | | |
| 5 | | | | | | |
| 6 | | | | | | |
| 7 | | | | | | |
| 8 | | | | | | |
| 9 | | | | | | |
| 10 | | | | | | |
| Total ▶ | | | | 0 | 0 | 0 |

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

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 |
|--|---|---------------------------|------------------------------------|---------------------|---------------------------------|
| | | SEAGRAPES (event type) | NEW YEAR'S AQUAEVE (event type) | 3 (total number) | (add col. (a) through col. (c)) |
| Revenue | 1 Gross receipts | 189,387 | 164,360 | 96,764 | 450,511 |
| | 2 Less: Contributions | 149,697 | 24,500 | 41,500 | 215,697 |
| | 3 Gross income (line 1 minus line 2) | 39,690 | 139,860 | 55,264 | 234,814 |
| Direct Expenses | 4 Cash prizes | 0 | 0 | 0 | 0 |
| | 5 Noncash prizes | 0 | 0 | 0 | 0 |
| | 6 Rent/facility costs | 8,500 | 2,580 | 2,900 | 13,980 |
| | 7 Food and beverages | 5,167 | 30,026 | 0 | 35,193 |
| | 8 Entertainment | 4,369 | 15,700 | 13,842 | 33,911 |
| | 9 Other direct expenses | 15,815 | 2,836 | 5,376 | 24,027 |
| | 10 Direct expense summary. Add lines 4 through 9 in column (d) ▶ | | | | 107,111 |
| 11 Net income summary. Subtract line 10 from line 3, column (d) ▶ | | | | 127,703 | |

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)) |
|-----------------|---|---|---|---|--|
| | | Revenue | 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. Subtract line 7 from line 1, column (d) ▶ | | | | |

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: _____

- 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:

| | | |
|--------------------------------------|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 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. 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)**

Department of the Treasury
Internal Revenue Service

Name of the organization

THE FLORIDA AQUARIUM, INC.

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public Inspection

Employer identification number

59-2807815

Part I Questions Regarding Compensation

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 type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <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

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <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? | 4a | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| b Participate in, or receive payment from, a supplemental nonqualified retirement plan? | 4b | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| c Participate in, or receive payment from, an equity-based compensation arrangement? | 4c | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

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 | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| b Any related organization? | 5b | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
- 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 | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| b Any related organization? | 6b | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
- 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

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

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

| | Yes | No |
|-----------|-----|-------------------------------------|
| 1a | | |
| 1b | | |
| 2 | | |
| 3 | | |
| 4a | | <input checked="" type="checkbox"/> |
| 4b | | <input checked="" type="checkbox"/> |
| 4c | | <input checked="" type="checkbox"/> |
| 5a | | <input checked="" type="checkbox"/> |
| 5b | | <input checked="" type="checkbox"/> |
| 6a | | <input checked="" type="checkbox"/> |
| 6b | | <input checked="" type="checkbox"/> |
| 7 | | <input checked="" type="checkbox"/> |
| 8 | | <input checked="" type="checkbox"/> |
| 9 | | |

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) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

| (A) Name and Title | | (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 as deferred in prior Form 990 |
|--------------------|------|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|---|
| | | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| 1 | (i) | 202,189 | 41,002 | 0 | 1,859 | 13,119 | 258,169 | 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) | | | | | | | |

SCHEDULE L
(Form 990 or 990-EZ)

Transactions With Interested Persons

OMB No. 1545-0047

2013

Department of the Treasury
Internal Revenue Service

▶ **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.**
▶ **Information about Schedule L (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

Open To Public Inspection

Name of the organization

THE FLORIDA AQUARIUM, INC.

Employer identification number

59-2807815

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) Relationship between disqualified person and organization | (c) Description of transaction | (d) Corrected? | |
|-----|---------------------------------|---|--------------------------------|----------------|----|
| | | | | Yes | No |
| (1) | | | | | |
| (2) | | | | | |
| (3) | | | | | |
| (4) | | | | | |
| (5) | | | | | |
| (6) | | | | | |

2 Enter the amount of tax incurred by 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-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

| (a) Name of interested person | (b) Relationship with organization | (c) Purpose of loan | (d) Loan to or from the organization? | | (e) Original principal amount | (f) Balance due | (g) In default? | | (h) Approved by board or committee? | | (i) Written agreement? | |
|-------------------------------|------------------------------------|---------------------|---------------------------------------|------|-------------------------------|-----------------|-----------------|----|-------------------------------------|----|------------------------|----|
| | | | To | From | | | Yes | No | Yes | No | Yes | No |
| | | | (1) | | | | | | | | | |
| (2) | | | | | | | | | | | | |
| (3) | | | | | | | | | | | | |
| (4) | | | | | | | | | | | | |
| (5) | | | | | | | | | | | | |
| (6) | | | | | | | | | | | | |
| (7) | | | | | | | | | | | | |
| (8) | | | | | | | | | | | | |
| (9) | | | | | | | | | | | | |
| (10) | | | | | | | | | | | | |
| Total ▶ | | | | | | \$ | 0 | | | | | |

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 of assistance | (d) Type of assistance | (e) Purpose of assistance |
|-------------------------------|---|--------------------------|------------------------|---------------------------|
| (1) | | | | |
| (2) | | | | |
| (3) | | | | |
| (4) | | | | |
| (5) | | | | |
| (6) | | | | |
| (7) | | | | |
| (8) | | | | |
| (9) | | | | |
| (10) | | | | |

Part IV**Business Transactions Involving Interested Persons** (continued)

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount of transaction | (d) Description of transaction | (e) Sharing of organization's revenues? | |
|-------------------------------|--|---------------------------|--------------------------------|---|----|
| | | | | Yes | No |
| (1) TAMPA ELECTRIC COMPANY | TOM HERNANDEZ, A BOARD MEMBER AT THE FLORIDA AQUARIUM, IS A KEY EMPLOYEE AT TAMPA ELECTRIC COMPANY | 668,949 | UTILITIES | | ✓ |

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.

2013

Open to Public Inspection

Name of the Organization
THE FLORIDA AQUARIUM, INC.

Employer Identification Number
59-2807815

| Return Reference | Identifier | Explanation |
|------------------------------------|--|--|
| FORM 990, PART III, LINE 4B | PROGRAM ACCOMPLISHMENTS | <p>(CONTINUED FROM PART III)</p> <p>THE AQUARIUM CONTINUES TO LEAD IN INVESTIGATING INNOVATIVE METHODS FOR RESTORING DAMAGED CORALS. AQUARIUM STAFF WERE IN THE FLORIDA KEYS FOR THE ANNUAL CORAL SPAWNING EVENT AT THE CORAL RESTORATION FOUNDATION FACILITY. NONE OF THE STAGHORN OR ELKHORN CORALS SPAWNED IN THE WILD, BUT CORALS THAT WE HAD BROUGHT INTO AQUARIUMS ON LAND SPAWNED AND SUCCESSFUL FERTILIZATION WAS ACHIEVED. THE NEWLY SETTLED PRIMARY CORAL POLYPS WERE BROUGHT BACK TO THE AQUARIUM FOR CARE IN OUR HOLDING SYSTEMS. SOME NEW TECHNIQUES WERE TRIED AND WERE SUCCESSFUL WHICH SUGGESTS THAT WE MAY BE ABLE TO MODIFY THE WAY CORALS ARE SPAWNED FOR RESEARCH AND RESTORATION EFFORTS. RESCUE AND REHAB WORK CONTINUES WITH SEA TURTLES. OVER ITS HISTORY, THE AQUARIUM HAS SUCCESSFULLY REHABILITATED OVER 130 SEA TURTLES. STRIDES CONTINUE TO BE MADE IN UNDERWATER ARCHEOLOGY WORK. THROUGH FUNDING FROM NOAA, UNDERWATER TEACHER WORKSHOPS WERE HELD FOR MIDDLE AND HIGH SCHOOL TEACHERS. THE BIOLOGICAL OPERATIONS TEAM ALSO CONDUCTS ANIMAL PROGRAMS ON-SITE AT THE AQUARIUM, TO ALLOW VISITORS AN UP-CLOSE, IMMERSIVE AND INTERACTIVE EXPERIENCE WITH THEM. DIVE WITH THE SHARKS AND SWIM WITH THE FISHES ALLOWS GUESTS TO ACTUALLY GET IN THE EXHIBIT TANKS FOR A UNIQUE, MEMORABLE EXPERIENCE. BECAUSE OUR DIVE PROGRAMS ALLOW FOR UNDERWATER ADVENTURES IN A SAFE, SUPERVISED SETTING, SHRINERS HOSPITAL BRINGS CHILDREN WITH MOBILITY CHALLENGES TO SWIM WITH THE FISHES EACH YEAR. THE MOST POPULAR INTERACTIVE EXPERIENCE AT THE AQUARIUM ARE THE PENGUIN ENCOUNTERS , WHICH ENHANCE THE "PENGUIN POINT" EXHIBIT. GUESTS CAN VISIT THE SOUTH AFRICAN PENGUINS IN THEIR SUITES TO LEARN HOW THEY LIVE AND ARE CARED FOR AT THEIR AQUARIUM HOME. IN 2015, THE AQUARIUM INTRODUCED A NEW EXHIBIT, "JOURNEY TO MADAGASCAR" TO SHOWCASE THE FRAGILE AND UNIQUE ISLAND'S SPECIES. THE CENTER OF ATTENTION IS THE LEMURS.</p> |
| FORM 990, PART III, LINE 4C | PROGRAM ACCOMPLISHMENT | <p>(CONTINUED FROM PART III)</p> <p>IN 2014, THE AQUARIUM'S SUCCESSFUL AND IMPORTANT PROGRAMMING WITH CHILDREN FROM TITLE 1 SCHOOLS CONTINUED WITH THE EXTENSION OF PARTNERSHIPS WITH SULPHUR SPRINGS & DESOTO ELEMENTARY SCHOOLS. THROUGH GRANT FUNDING, TEACHER PROGRAMS, OUTREACH AND CLASSROOM FIELD TRIPS WERE ALL OFFERED TO THIS UNDERSERVED GROUP. ADDITIONAL GRANT FUNDING ALSO PROVIDED THE OPPORTUNITY FOR OUR EDUCATORS TO CONTINUE STATEWIDE TEACHER PROFESSIONAL DEVELOPMENT WORKSHOPS, AND THE CONTINUATION OF THE POPULAR "REGIONAL OCEAN CONFERENCE FOR STUDENTS" (CELEBRATING ITS 15TH YEAR IN 2013) AND "WHAT'S IN YOUR WATERSHED" CLASSROOM PROGRAMS. IN 2011, SEVERAL NEW GRANTS WERE AWARDED TO EXPAND THE AQUARIUM'S WORK IN CLIMATE CHANGE EDUCATION. NATIONAL OCEANIC AND ATMOSPHERIC ADMINISTRATION (NOAA) AWARDED THE BIGGEST GRANT IN AQUARIUM HISTORY (ALMOST \$1 MILLION) TO PROMOTE COMMUNITY OUTREACH WORK REGARDING CLIMATE CHANGE AND REDUCING THE CARBON FOOTPRINT. WORK ON THIS GRANT CONTINUED THROUGH 2014. USF ALSO AWARDED THE AQUARIUM A COASTAL AREAS CLIMATE CHANGE EDUCATION (CACCE) GRANT, FUNDED BY THE NATIONAL SCIENCE FOUNDATION. THE AQUARIUM SERVES AS THE LEAD INFORMAL SCIENCE INSTITUTION FOR THIS PARTNERSHIP. THIS GRANT ALSO LED TO THE AQUARIUM CONDUCTING CLIMATE CHANGE WORKSHOPS FOR MIDDLE AND HIGH SCHOOL TEACHERS THROUGHOUT TAMPA BAY, AS WELL AS OVER 30 SCIENCE EDUCATORS FROM MUSEUMS, AQUARIUMS, ZOOS, AND NATURE CENTERS THROUGHOUT FLORIDA. A NEW GRANT FROM NOAA WAS RECEIVED IN 2013 - THE "BUILDING OCEAN AWARENESS TOGETHER (BOAT)". THIS GRANT FUNDED CERTIFIED INTERPRETER GUIDE (CIG) TRAINING, RESULTING IN THE AQUARIUM BEING THE ONLY CIG CERTIFIED TRAINER FACILITY IN THE SOUTHEAST. FINALLY, OUR EDUCATORS LIKE TO HAVE FUN WITH OUR GUESTS TOO THROUGH SLEEPOVERS, CAMPS, BIRTHDAY PARTIES, AND SHARK FEEDINGS.</p> |
| FORM 990, PART VI, SEC A, LINE 7A | MEMBERS OR STOCKHOLDERS ELECTING MEMBERS OF GOVERNING BODY | <p>THE CITY OF TAMPA, OWNER OF THE AQUARIUM'S BUILDING AND LAND, HAS ENGAGED THE FLORIDA AQUARIUM, INC. TO OPERATE AND MANAGE THE FACILITIES ON THEIR BEHALF. AS A CONDITION OF THIS MANAGEMENT AGREEMENT, THE CITY OF TAMPA IS ALLOWED TO APPOINT 1 MEMBER TO THE AQUARIUM'S BOARD OF DIRECTORS, EXECUTIVE COMMITTEE, AND FINANCE COMMITTEE; AND THE CITY COUNCIL IS ALLOWED TO APPOINT 1 MEMBER TO THE AQUARIUM'S BOARD OF DIRECTORS.</p> |
| FORM 990, PART VI, SEC B, LINE 11B | REVIEW OF FORM 990 BY GOVERNING BODY | <p>A COPY OF THE FORM 990 WAS REVIEWED IN DETAIL BY THE SENIOR VP OF FINANCE/CFO, THE PRESIDENT/CEO, AND THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS, AND WAS ALSO MADE AVAILABLE TO EACH VOTING MEMBER OF THE ORGANIZATION'S GOVERNING BODY PRIOR TO BEING FILED.</p> |
| FORM 990, PART VI, SEC B, LINE 12C | CONFLICT OF INTEREST POLICY | <p>ANNUALLY, THE CONFLICT OF INTEREST POLICY AND QUESTIONNAIRE ARE DISTRIBUTED TO ALL OFFICERS, BOARD MEMBERS, AND INTERESTED PARTIES. THE AQUARIUM'S PRESIDENT/CEO AND SENIOR VP OF FINANCE/CFO ARE RESPONSIBLE FOR COLLECTING AND TRACKING RESPONSES. ANY POTENTIAL CONFLICTS ARE COMMUNICATED TO THE BOARD CHAIRMAN FOR ANALYSIS. ONE OF THE AQUARIUM'S VALUES FOCUSES ON TRANSPARENCY AND OPENNESS. ANY POTENTIAL CONFLICTS ARE OPENLY DISCUSSED AND RESOLVED. BOARD MEMBERS WITH POTENTIAL CONFLICTS WILL EXCUSE THEMSELVES FROM DELIBERATIONS AND DECISIONS THAT MAY BE POTENTIAL CONFLICTS. THE AQUARIUM'S</p> |

| Return Reference | Identifier | Explanation | | | | |
|---|--|---|-----------------|------------|---|-------|
| | | CONTRACT WITH THE CITY OF TAMPA ALSO REQUIRES AN ANNUAL DISCLOSURE OF COMPLIANCE WITH THE CITY'S NON-PROFIT ETHICS ORDINANCE. THIS ORDINANCE REQUIRES THAT A CONFLICT OF INTEREST POLICY BE ADOPTED. | | | | |
| FORM 990, PART VI, SEC B, LINE 15A | PROCESS TO ESTABLISH COMPENSATION OF TOP MANAGEMENT OFFICIAL | THE AQUARIUM'S COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS ESTABLISHES, REVIEWS, AND APPROVES, ON AN ONGOING BASIS, THE COMPENSATION AMOUNT OF THE PRESIDENT/CEO. MEMBERS WITH CONFLICTS OF INTEREST DO NOT PARTICIPATE IN DISCUSSIONS. COMPARABILITY DATA SUCH AS COMPENSATION SURVEYS, FROM THE AZA (ASSOCIATION OF ZOOS AND AQUARIUMS), MERCER, ABB/LANGER, WCEA, PRM, AND THE LOCAL TAMPA BAY REGION AND COMPETITORS ARE USED TO DETERMINE REASONABLENESS OF COMPENSATION LEVEL. THE DELIBERATIONS ARE RECORDED IN THE COMMITTEE MINUTES. THE COMPENSATION COMMITTEE REPORTS ITS ACTIVITIES TO THE BOARD. THIS PROCESS IS UNDERTAKEN ANNUALLY EACH OCTOBER. | | | | |
| FORM 990, PART VI, SEC B, LINE 15B | PROCESS TO ESTABLISH COMPENSATION OF OTHER EMPLOYEES | THE SR. VP OF FINANCE/ CHIEF FINANCIAL OFFICER DIRECTLY REPORTS TO THE PRESIDENT/CEO, AS WELL AS THE REST OF THE SENIOR MANAGEMENT TEAM OF THE AQUARIUM. THE PRESIDENT/CEO PERFORMS A WRITTEN PERFORMANCE EVALUATION WITH EACH OF THESE MEMBERS. THE PRESIDENT'S RECOMMENDATION IS PRESENTED TO THE AQUARIUM'S COMPENSATION COMMITTEE FOR REVIEW AND APPROVAL. THE COMPENSATION COMMITTEE UTILIZES COMPARABILITY DATA SUCH AS INDEPENDENT SALARY SURVEYS TO DETERMINE REASONABLENESS OF THE RECOMMENDED SALARY LEVELS. THE DELIBERATIONS ARE RECORDED IN THE COMMITTEE MINUTES. THE COMPENSATION COMMITTEE REPORTS ITS ACTIVITIES TO THE BOARD. THIS PROCESS IS UNDERTAKEN ANNUALLY EACH OCTOBER. | | | | |
| FORM 990, PART VI, SEC C, LINE 19 | REQUIRED DOCUMENTS AVAILABLE TO THE PUBLIC | THE GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE MADE AVAILABLE TO THE PUBLIC UPON REQUEST. ONCE A REQUEST IS MADE, THE DOCUMENT OR DOCUMENTS ARE EITHER SCANNED AND E-MAILED OR FAXED TO THE REQUESTING PARTY. | | | | |
| FORM 990, PART XI, LINE 9 | OTHER CHANGES IN NET ASSETS OR FUND BALANCES | <table border="1"> <thead> <tr> <th>(a) Description</th> <th>(b) Amount</th> </tr> </thead> <tbody> <tr> <td>CHANGE IN VALUE OF BENEFICIAL INTEREST IN ASSETS HELD BY OTHERS</td> <td>4,932</td> </tr> </tbody> </table> | (a) Description | (b) Amount | CHANGE IN VALUE OF BENEFICIAL INTEREST IN ASSETS HELD BY OTHERS | 4,932 |
| (a) Description | (b) Amount | | | | | |
| CHANGE IN VALUE OF BENEFICIAL INTEREST IN ASSETS HELD BY OTHERS | 4,932 | | | | | |

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

THE FLORIDA AQUARIUM, INC.

Related Organizations and Unrelated Partnerships

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
- ▶ Attach to Form 990. ▶ See separate instructions.
- ▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Employer identification number

59-2807815

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

| (a) Name, address, and EIN (if applicable) of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|---|-------------------------|--|---------------------|---------------------------|----------------------------------|
| (1) ----- | | | | | |
| (2) ----- | | | | | |
| (3) ----- | | | | | |
| (4) ----- | | | | | |
| (5) ----- | | | | | |
| (6) ----- | | | | | |

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity | (g) Section 512(b)(13) controlled entity? | |
|--|-------------------------|--|----------------------------|---|----------------------------------|--|----|
| | | | | | | Yes | No |
| (1) THE FLORIDA AQUARIUM FOUNDATION, INC. (59-3406946) 701 CHANNELSIDE DRIVE, TAMPA, FL 33602 | SUPPORTING ORGANIZATION | FL | 501(C)(3) | 11 - TYPE I | THE FLORIDA AQUARIUM, INC. | ✓ | |
| (2) ----- | | | | | | | |
| (3) ----- | | | | | | | |
| (4) ----- | | | | | | | |
| (5) ----- | | | | | | | |
| (6) ----- | | | | | | | |
| (7) ----- | | | | | | | |

Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Predominant income (related, unrelated, excluded from tax under sections 512-514) | (f) Share of total income | (g) Share of end-of-year assets | (h) Disproportionate allocations? | | (i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065) | (j) General or managing partner? | | (k) Percentage ownership |
|---|-------------------------|--|----------------------------------|--|------------------------------|------------------------------------|--------------------------------------|----|--|-------------------------------------|----|-----------------------------|
| | | | | | | | Yes | No | | Yes | No | |
| (1) | | | | | | | | | | | | |
| (2) | | | | | | | | | | | | |
| (3) | | | | | | | | | | | | |
| (4) | | | | | | | | | | | | |
| (5) | | | | | | | | | | | | |
| (6) | | | | | | | | | | | | |
| (7) | | | | | | | | | | | | |

Part IV Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Type of entity (C corp, S corp, or trust) | (f) Share of total income | (g) Share of end-of-year assets | (h) Percentage ownership | (i) Section 512(b)(13) controlled entity? | |
|---|-------------------------|--|----------------------------------|--|------------------------------|------------------------------------|-----------------------------|--|----|
| | | | | | | | | Yes | No |
| (1) | | | | | | | | | |
| (2) | | | | | | | | | |
| (3) | | | | | | | | | |
| (4) | | | | | | | | | |
| (5) | | | | | | | | | |
| (6) | | | | | | | | | |
| (7) | | | | | | | | | |

Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

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

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

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 related organization | (b) Transaction type (a-s) | (c) Amount involved | (d) Method of determining amount involved |
|-----|---------------------------------------|-------------------------------|------------------------|--|
| (1) | THE FLORIDA AQUARIUM FOUNDATION, INC. | A | 37,158 | LOAN AGREEMENT |
| (2) | THE FLORIDA AQUARIUM FOUNDATION, INC. | D | 3,750,000 | LOAN AGREEMENT |
| (3) | THE FLORIDA AQUARIUM FOUNDATION, INC. | R | 1,000,000 | COST |
| (4) | | | | |
| (5) | | | | |
| (6) | | | | |

Part VI Unrelated Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

| (a) Name, address, and EIN of entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Predominant income (related, unrelated, excluded from tax under sections 512-514) | (e) Are all partners section 501(c)(3) organizations? | | (f) Share of total income | (g) Share of end-of-year assets | (h) Disproportionate allocations? | | (i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065) | (j) General or managing partner? | | (k) Percentage ownership |
|---|-------------------------|--|--|--|----|------------------------------|------------------------------------|--------------------------------------|----|--|-------------------------------------|----|-----------------------------|
| | | | | Yes | No | | | Yes | No | | Yes | No | |
| (1) | | | | | | | | | | | | | |
| (2) | | | | | | | | | | | | | |
| (3) | | | | | | | | | | | | | |
| (4) | | | | | | | | | | | | | |
| (5) | | | | | | | | | | | | | |
| (6) | | | | | | | | | | | | | |
| (7) | | | | | | | | | | | | | |
| (8) | | | | | | | | | | | | | |
| (9) | | | | | | | | | | | | | |
| (10) | | | | | | | | | | | | | |
| (11) | | | | | | | | | | | | | |
| (12) | | | | | | | | | | | | | |
| (13) | | | | | | | | | | | | | |
| (14) | | | | | | | | | | | | | |
| (15) | | | | | | | | | | | | | |
| (16) | | | | | | | | | | | | | |