SOLDIERS' ANGELS

Audited Financial Statements

December 31, 2018

AKIN, DOHERTY, KLEIN & FEUGE, P.C. Certified Public Accountants

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Registered with Public Company Accounting Oversight Board

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors Soldiers' Angels San Antonio, Texas

Report on the Financial Statements

We have audited the accompanying financial statements of Soldiers' Angels, which comprise the statements of financial position as of December 31, 2018 and 2017, and the related statements of activities, functional expenses, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with U. S. generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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MAIN OFFICE

672 Ridge Hill Drive, Suite B New Braunfels, Texas 78130 Phone: 830 387-4441 Fax: 830 625-3456

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Soldiers' Angels as of December 31, 2018 and 2017, and the changes in its net assets, functional expenses and cash flows for the years then ended in accordance with U. S. generally accepted accounting principles.

Akin, Doherty, Klein & Feuge, P.C.

San Antonio, Texas April 19, 2019

SOLDIERS' ANGELS Statements of Financial Position December 31, 2018 and 2017

	2018	2017
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 1,981,482	\$ 1,392,524
Investments, at fair value	3,450	24,102
Accounts receivable	165,575	125,742
Other inventory	13,205	162,432
Prepaid expenses	17,593	12,831
Total current assets	2,181,305	1,717,631
Other Assets:		
Property and equipment, net	147,742	9,967
Deposits and other assets	8,960	
Total other assets	156,702	9,967
Total Assets	\$ 2,338,007	\$ 1,727,598
LIABILITIES AND NET ASSETS		
Current Liabilities:		
Accounts payable	\$ 302,571	\$ 17,179
Accrued expenses	38,482	16,183
Total current liabilities	341,053	33,362
Net Assets:		
Without donor restrictions	1,996,954	1,694,236
Total net assets	1,996,954	1,694,236
Total Liabilities and Net Assets	\$ 2,338,007	\$ 1,727,598
THE STATE OF THE S	2,330,007	Ψ 1,727,570

SOLDIERS' ANGELS Statement of Activities Year Ended December 31, 2018

	Without		
	Donor	Donor With Donor	
	Restrictions	Restrictions	Total
Support and Revenues			
Contributed goods, services and facilities	\$ 22,918,247	\$ -	\$ 22,918,247
Contributions	2,511,845	_	2,511,845
Fundraising - auto auctions, net of direct	2,311,013		2,511,010
expenses of \$1,566,311	748,330	_	748,330
Fundraising - third party events	311,540	_	311,540
Total support and revenues	26,489,962	-	26,489,962
Expenses			
Program services	25,270,845	_	25,270,845
General and administrative	222,310		222,310
Fundraising	705,755	_	705,755
Total expenses	26,198,910		26,198,910
	201.052		201.052
Income from Operations	291,052	-	291,052
Investment earnings, net	11,666	_	11,666
Change in Net Assets	302,718	_	302,718
Change in Net Assets	302,710		302,710
Net assets released from restrictions	<u> </u>	-	-
Net assets at beginning of year	1,694,236		1,694,236
Net Assets at Year End	\$ 1,996,954	\$ -	\$ 1,996,954

SOLDIERS' ANGELS Statement of Activities Year Ended December 31, 2017

Without		
Donor	With Donor	
Restrictions	Restrictions	Total
© 15 627 627	C	\$ 15,627,627
	\$ -	1,979,371
1,979,371	-	1,979,371
556 227		556 227
	-	556,227
11.0 18.0 10.0	-	103,802
		1,253
18,268,280	÷	18,268,280
17.230.963	-	17,230,963
	_	161,553
		294,095
		17,686,611
17,000,011		17,000,011
581,669	-	581,669
129	s	129
581,798	-	581,798
156 226	(156 226)	_
(5)		1,112,438
730,212	130,220	1,112,430
\$ 1,694,236	\$ -	\$ 1,694,236
	Donor Restrictions \$ 15,627,627 1,979,371 556,227 103,802 1,253 18,268,280 17,230,963 161,553 294,095 17,686,611 581,669	Donor Restrictions With Donor Restrictions \$ 15,627,627 1,979,371 \$ - 556,227 - 103,802 - 1,253 - 18,268,280 - 17,230,963 - 161,553 - 294,095 - 17,686,611 - 581,669 - 129 - 581,798 - 156,226 (156,226) 956,212 (156,226)

SOLDIERS' ANGELS Statement of Functional Expenses Year Ended December 31, 2018

	Program	General and				
	Services	Administrative	Fundraising	Total		
	Ф. 7 00 50 2	© 120.004	Ф. 126 022	f 1.055.200		
Salaries, taxes and employee benefits	\$ 789,582	\$ 128,984	\$ 136,822	\$ 1,055,388		
In-kind expense	22,913,921	-	#	22,913,921		
Conferences and meetings	3,074	4,400	188	7,662		
Insurance	10,620	971	-	11,591		
Memberships and dues	1,171	987	2,455	4,613		
Postage and shipping	223,753	11,482	253,229	488,464		
Printing and publications	10,967	249	2,030	13,246		
Professional services	330,875	41,525	262,688	635,088		
Rent and maintenance	63,755	12,836	30,270	106,861		
Specific assistance	573,149	295	-	573,444		
Supplies	39,954	7,635	8,086	55,675		
Telephone and internet	22,742	4,842	912	28,496		
Third party event expenses	15,277	18	3,478	18,773		
Travel	95,545	1,209	5,259	102,013		
Volunteer expense	163,933	663	98	164,694		
Depreciation	4,910	=	-	4,910		
Other	7,617	6,214	240	14,071		
Total expenses	\$ 25,270,845	\$ 222,310	\$ 705,755	\$ 26,198,910		

SOLDIERS' ANGELS Statement of Functional Expenses Year Ended December 31, 2017

	Program Services	General and Administrative	Fundraising	Total
Salaries, taxes and employee benefits	\$ 628,946	\$ 52,676	\$ 104,312	\$ 785,934
In-kind expense	15,707,936		1.5	15,707,936
Conferences and meetings	1,516	11,500	123	13,139
Insurance	1,299	4,042	-	5,341
Memberships and dues	1,836	189	146	2,171
Postage and shipping	76,275	618	31,686	108,579
Printing and publications	51,213	1,019	46,258	98,490
Professional services	196,930	44,422	74,809	316,161
Rent and maintenance	45,586	18,469	15,732	79,787
Specific assistance	355,816	90	336	356,242
Supplies	32,683	6,388	1,842	40,913
Telephone and internet	13,353	4,816	430	18,599
Third party event expenses	2,205	=	12,764	14,969
Travel	58,974	1,000	4,798	64,772
Volunteer expense	45,281	611	350	46,242
Depreciation	1,108	-		1,108
Other	10,006	15,713	509	26,228
Total avnances	\$ 17 220 062	£ 161.552	\$ 204.005	¢ 17,696,611
Total expenses	\$ 17,230,963	\$ 161,553	\$ 294,095	\$ 17,686,611

SOLDIERS' ANGELS Statements of Cash Flows Years Ended December 31, 2018 and 2017

	2018		2017	
Operating Activities				
Change in net assets	\$	302,718	\$ 581,798	
Adjustments to reconcile change in net assets to cash				
provided by operating activities:				
Depreciation		4,910	1,108	
Net (gain) loss on investments		688	(129)	
Loss on disposal of equipment			9,195	
Contributed vehicles		-	(11,075)	
Contributed investments		(3,805)	(23,973)	
In-kind expenses		-	98,734	
Changes in operating assets and liabilities:				
Accounts receivable		(39,833)	(14,499)	
Prepaid expenses		(4,762)	(6,381)	
Inventory		149,227	2,539	
Real estate held for sale		· ×	27,000	
Accounts payable		285,392	(76,470)	
Accrued expenses		22,299	4,934	
Other assets		(8,960)	_	
Net cash provided by operating activities		707,874	592,781	
Investing Activities				
Purchase of property and equipment		(142,685)	-	
Net investment activity		23,769	-	
Net cash (used) by investing activities		(118,916)	_	
Change in cash and cash equivalents		588,958	592,781	
Cash and cash equivalents at beginning of year		1,392,524	799,743	
east and east equivalents at beginning or year	-	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	,	
Cash and Cash Equivalents at End of Year	\$	1,981,482	\$ 1,392,524	
•				
Supplemental Disclosures				
Cash paid for interest	\$	-	\$ -	
Cash paid for income taxes		1-	:-	
Non-cash donations, in-kind		22,918,247	15,627,627	

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization: Soldiers' Angels (Organization) is a not-for-profit which was incorporated on December 26, 2003, for the purpose of providing assistance to military troops, veterans, and their families. The Organization offers "boots on the ground" and "virtual" programs and services, which allows the Organization to best serve military families and veterans while also ensuring the resources of dedicated volunteers are fully utilized.

The Organization operates twelve virtual teams where volunteers from all over the country and internationally participate in supporting the U. S. military families and U. S. veterans. The Organization's virtual teams and programs include:

- Deployed Adoptions Team
- Ladies of Liberty Team
- Angels Bakers Team
- Chaplain Support Team
- Letter Writing Team
- Special Operations Forces Team

- Operation Top Knot Team
- Women of Valor Team
- Living Legends Team
- Cards Plus Team
- Sewing & Crafting Team
- Adopt-A-Family Team

The Organization's staff and volunteers work to provide "aid and comfort" support to military families and veterans. Most of this work is directed towards the VA Medical Centers and homeless veterans and services include:

- Patient Visits
- Luncheons/Dinners
- Hygiene Kits
- Box Lunches

- Break Room Supplies
- Stand Down Support (homeless veterans)
- Valor IT
- Wish List Fulfillment

These key service areas are provided through the contribution of goods, gift cards and other services which are recognized at fair value and reflected in the accompanying financial statements as contributed goods, services and facilities which are offset by a like amount included as in-kind expense.

Basis of Presentation: The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with U. S. generally accepted accounting principles. Net assets, support and revenues, and expenses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets of the Organization and changes therein are classified and reported as follows:

Without Donor Restrictions: Net assets available for use in general operations and not subject to donor restrictions. Donations and contributions gifted for recurring programs are generally not considered "restricted" under GAAP, though for internal reporting management tracks such donations and contributions to verify the disbursement matches the donor's intent. Assets restricted solely through the actions of the Board are reported as net assets without donor restrictions, Board designated.

With Donor Restrictions: Net assets subject to donor-imposed stipulations that are more restrictive than the Organization's mission and purpose. Some donor imposed restrictions are temporary in nature, such as those that will be met by the passage of time or other events specified by the donor. Donor imposed restrictions are released when the restriction expires, that is, when the stipulated time has elapsed, when the stipulated purpose for which the resource was restricted has been fulfilled, or both. Other donor imposed restrictions are perpetual in nature, where the donor stipulates that resources be maintained in perpetuity.

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Contributions: Contributions are reported as without or with donor restriction, depending on the existence and/or nature of any restrictions. Support that is restricted by the donor is reported as an increase in net assets without donor restriction if the restriction expires in the reporting period in which the support is recognized. All other donor-restricted support is reported as an increase in net assets with donor restriction depending on the nature of the restriction. When a restriction expires, the net assets are reclassified to net assets without donor restriction. Non-cash contributions are recorded at their fair market value at the date of contribution.

Contributed property and equipment are recorded at fair value at the date of donation. The Organization records contributed property and equipment as unrestricted support unless explicit donor stipulations specify how the donated assets must be used. If a donor stipulates how long the assets must be used, the contribution is recorded as restricted support.

Cash and Cash Equivalents: Cash and cash equivalents consist of cash on hand and deposits held by financial institutions with maturities of three months or less.

Investments: Investments are reported at fair market value determined by quoted market prices. Gains and losses (realized and unrealized) are reported as investment earnings, net of fees in the accompanying statements of activities. Donated investment instruments are recorded at fair value at the date of donation.

Accounts Receivable: Accounts receivable are reported at outstanding principal, net of an allowance for doubtful accounts if deemed necessary. The allowance is generally determined based on an account-by-account review and historic trends. Accounts are charged off when collection efforts have failed and the account is deemed uncollectible. An allowance was not required at December 31, 2018 and 2017. Interest is generally not charged on the receivables.

Inventories: Inventories consist of care packages which are gifts to be sent to deployed soldiers or their families, promotional items and contributed goods for distribution and use in the Organization's programs. The distribution of these contributed goods for the Organization programs are recorded as program expenses in the statements of functional expenses. Cost is determined using the first-in, first-out method. Donated items are recorded at their estimated fair value at the date of donation.

Property and Equipment: Property, improvements and equipment are valued at historical cost or estimated fair value at the date of donation. Expenditures for betterments greater than \$5,000 that materially extend the useful life of an asset are capitalized. Depreciation is recorded using the straight-line method over the estimated useful lives of the related assets, which is generally three to five years for furniture, equipment and vehicles and five years for improvements.

Income Taxes: The Organization is a tax-exempt organization under Internal Revenue Service Code Section 501(c)(3). In addition, the Organization is not a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code. Donors of money and/or property are entitled to the maximum charitable contribution deduction allowed by law. The Organization is not subject to Texas margin tax. Management is not aware of any tax positions that would have a significant impact on its financial position. Its federal tax returns for the last four years remain subject to examination.

Employee Benefit Plan: The Organization has a Simple IRA plan which covers substantially all employees. Employees may contribute a percentage of their annual compensation as allowed by the federal tax code. The Organization matches up to 3% of employees' contributions. The Organization matched approximately \$20,000 in 2018 and \$16,000 in 2017 to the Plan.

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Functional Allocation of Expenses: The costs of providing the services and other activities of the Organization have been summarized on a functional basis in the statement of functional expense. Accordingly, certain costs have been allocated among the programs and supporting services benefited. These expenses require allocation on a reasonable basis that is consistently applied. The expenses that are allocated include salaries and benefits which are allocated on the basis of estimates of time and effort, as well as depreciation, office and occupancy, which are allocated on square-footage or other reasonable basis.

Subsequent Events: Subsequent events have been evaluated by management through the date of the independent auditor's report. Material subsequent events, if any, are disclosed in a separate footnote to these financial statements.

New Accounting Pronouncements: In May 2014, the Financial Accounting Standards Board (FASB) issued a new accounting pronouncement regarding revenue recognition effective for reporting periods beginning after December 15, 2018. Management does not expect the new standard to have a significant impact to its financial position, results of operations and related disclosures.

In February 2016, the FASB issued a new accounting pronouncement regarding lease accounting for reporting periods beginning after December 15, 2019. A lessee will be required to recognize on the balance sheet the assets and liabilities for leases with lease terms of more than 12 months. Management does not expect the new standard to have a significant impact to its financial position, results of operations and related disclosures.

In June 2018, the FASB issued a new accounting pronouncement clarifying the scope and guidance for contributions received, effective for periods beginning after December 15, 2018 with early adoption permitted. The update will assist organizations in 1) evaluating whether transactions should be accounted for as contributions or exchange transactions and 2) determine whether contributions are conditional. Management does not expect the new standard to have a significant impact to its financial position, results of operations and related disclosures.

Recently Adopted Accounting Pronouncement: In August 2016, the FASB issued Accounting Standards Update 2016-14, regarding the reporting and disclosure requirements for not-for-profit organizations, effective for periods beginning after December 15, 2017, with early adoption permitted. The pronouncement replaces the three classes of net assets with two new classes, required the reporting of expenses by function and natural classification, enhances disclosures on liquidity and availability of resources, and includes several other less significant reporting enhancements. The Organization adopted this new pronouncement effective January 1, 2017.

Use of Estimates: The preparation of financial statements in conformity with U. S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of financial statements, and the reported amounts of revenues and expenses during the reporting year. Actual results could differ from those estimates.

Concentrations of Credit Risk: Financial instruments that potentially subject the Organization to concentrations of credit risk consist principally of cash and investments. The Organization places its cash and investments with financial institutions, and limits the amount of credit exposure, although it may from time to time have cash balances or investments in excess of that insured by the FDIC. The Organization periodically assesses the financial condition of the institutions and believes the risk of loss is minimal.

NOTE B – INVESTMENTS

Investments are stated at fair value. Investment earnings (including interest earned on accounts classified as cash and cash equivalents) is summarized as follows at December 31:

		2018	2	2017	
Interest and dividends	\$	12,504	\$	204	
Net realized and unrealized gains (losses) on					
change in market value		(688)		75	
Investment fees	-	(150)		(150)	
Investment earnings, net	\$	11,666	\$	129	

NOTE C - PROPERTY AND EQUIPMENT

Property and equipment consists of the following at December 31:

	-		2017		
Vehicles	\$	43,855	\$	11,075	
Construction and development in progress		109,905		_	
Total property and equipment		153,760		11,075	
Less accumulated depreciation		(6,018)	-	(1,108)	
Property and equipment, net	\$	147,742	\$	9,967	

NOTE D - GIFTS IN-KIND

Contributed goods, services and facilities consisted of the following for the years ended December 31:

	2018	2017
Goods	\$22,819,365	\$15,498,109
Facilities	13,400	44,364
Professional services	85,432	67,643
Gift cards	50	6,436
Vehicle		11,075
	\$22,918,247	\$15,627,627

The Organization disbursed \$22,913,921 and \$15,707,936 in donated goods to various VA hospitals and military families during the years ended December 31, 2018 and 2017, respectively. These disbursements are included in in-kind expenses in the statement of functional expenses.

Volunteers donated approximately 170,000 and 148,000 hours to SA's program services during the years ended December 31, 2018 and 2017, respectively; however, these donated services are not reflected in the financial statements since they do not meet the criteria for recognition under U.S. generally accepted accounting principles, which limits recognition of donated services to professional services.

NOTE E - OPERATING LEASES

The Organization leases office and storage space under noncancelable operating leases with monthly payments of approximately \$6,200. The operating lease expires March 2019. During the year, the organization entered into a lease for office spaces and a storage space in a new location commencing March 15, 2019, with monthly payments of approximately \$6,500, and expiring March 31, 2024.

The Organization also leases various office equipment with monthly payments ranging from \$405 to \$721 with various expiration dates through February 2024.

Rent expense was approximately \$100,000 in 2018 and \$71,000 in 2017. The aggregate minimum future lease payments on noncancelable leases at December 31, 2018, are as follows:

Year Ending December 31,

2019	\$ 106,800
2020	93,400
2021	91,900
2022	94,300
2023	97,200
Thereafter	23,800

NOTE F - RELATED PARTY TRANSACTIONS

The Organization received approximately \$75,000 and \$105,000 in in-kind donations from several Board Members for the years ended December 31, 2018 and 2017, respectively. These amounts are included in contributed goods, services and facilities in the statement of activities. Additionally, the Organization has access to warehouse space owned by a Board member. This space is used periodically by the Organization as the need arises. No in-kind revenue or expense has been reflected in the financial statements for the use of this warehouse space due to irregular use of the space.

NOTE G - FAIR VALUE MEASUREMENTS

In accordance with U. S. generally accepted accounting principles, the Organization utilizes a fair value hierarchy that prioritizes the inputs for the valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are as follows:

- Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Organization has the ability to access.
- Level 2: Inputs to the valuation methodology include:
 - quoted prices for similar assets or liabilities in active markets
 - quoted prices for identical or similar assets or liabilities in inactive markets
 - inputs other than quoted prices that are observable for the asset or liability
 - inputs that are derived principally from or corroborated by observable market data by correlation or other means
- Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for investments measured at fair value. There have been no changes in the methodologies used.

Cash and cash equivalents: Valued at its carry amount due to short-term maturity of the instrument.

Mutual funds: Valued at the daily closing price (net asset value) as reported by the open-ended fund registered with the Securities and Exchange Commission.

Equity securities: Valued at the closing price reported on the active market on which the individual securities are traded.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Organization believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

NOTE G - FAIR VALUE MEASUREMENTS - continued

The following table sets forth, by level within the fair value hierarchy, the Organization's investments at fair value as follows:

	Fair Value Measurements Using							
	I	Level 1	Lev	el 2	Lev	el 3		Total
December 31, 2018								
Cash and cash equivalents	\$	104	\$	-	\$	-	\$	104
Equity securities		3,346	i entre			-	7.00	3,346
Total investments at fair value	\$	3,450	\$		\$	-	\$	3,450
December 31, 2017								
Cash and cash equivalents	\$	202	\$	_	\$	-	\$	202
Mutual funds		3,608		-		-		3,608
Equity securities		20,292						20,292
Total investments at fair value	\$	24,102	\$		\$		\$	24,102

NOTE H – LIQUIDITY AND AVAILABILITY OF FINANCIAL RESOURCES

The Organization has approximately \$2,150,000 of financial assets available within one year of the balance sheet date to meet cash needs for general expenditure. This consists of cash of \$1,981,000, accounts receivable of \$166,000 and investments (which are not endowed) of \$3,000. None of the financial assets are subject to donor or other contractual restrictions that make them unavailable for general expenditure within one year of the balance sheet date. The Organization has a goal to maintain financial assets on hand to meet at least 60 days of normal operating expenses which, on the average, total approximately \$270,000 per month given full programmatic expenditures.