Independent Auditors' Report and Financial Statements for the Year Ended December 31, 2023 (with comparative totals for 2022)



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INDEPENDENT AUDITORS' REPORT

To the Board of Directors of FYIMS, Inc. dba Friends for Life Animal Shelter and Sanctuary Houston, Texas

Opinion

We have audited the accompanying financial statements of FYIMS, Inc. dba Friends for Life Animal Shelter and Sanctuary (a nonprofit organization), which comprise the statement of financial position as of December 31, 2023, and the related statements of activities, functional expenses, and cash flows for the year then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of FYIMS, Inc. dba Friends for Life Animal Shelter and Sanctuary as of December 31, 2023, and the changes in net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of FYIMS, Inc. dba Friends for Life Animal Shelter and Sanctuary and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America, and for 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about FYIMS, Inc. dba Friends for Life Animal Shelter and Sanctuary's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements, including omissions, are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or
 error, and design and perform audit procedures responsive to those risks. Such procedures include
 examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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 FYIMS, Inc. dba Friends for Life Animal Shelter and Sanctuary's internal control.
 Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that
 raise substantial doubt about FYIMS, Inc. dba Friends for Life Animal Shelter and Sanctuary's ability to
 continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Report on Summarized Comparative Information

We have previously audited FYIMS, Inc. dba Friends for Life Animal Shelter and Sanctuary's 2022 financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated September 19, 2023. In our opinion, the summarized comparative information presented herein as of and for the year ended December 31, 2022, is consistent, in all material respects, with the audited financial statements from which it has been derived.

Tipton & Company LLC Certified Public Accountants

Tipton & Company LLC

Houston, Texas

October 17, 2024

Statement of Financial Position

As of December 31, (with comparative totals for 2022)	2023	2022
Assets		
Cash and cash equivalents	\$ 123,358	\$ 733,077
Contributions receivable	10,000	-
Investments	2,452,570	2,004,652
Property and equipment, net	2,470,385	2,522,319
Other assets	2,341	2,944
Total Assets	\$ 5,058,654	\$ 5,262,992
Liabilities and Net Assets Liabilities Accounts payable	\$ _	\$ <u>-</u>
Total Liabilities	_	
Net Assets		
Without donor restrictions	5,058,654	5,262,992
With donor restrictions	-	-
Total Net Assets	5,058,654	5,262,992
Total Liabilities and Net Assets	\$ 5,058,654	\$ 5,262,992

Statement of Activities

Year ended December 31, (with comparative totals for 2022)			Vith Donor Restrictions	2023 Total	2022 Total	
Revenue and Support	•	707.040	•		- 0040	000 005
Donations	\$	797,618	\$	-	\$ 797,618 \$	920,625
Grants		248,820		-	248,820	72,881
Animal adoption fees		43,019		-	43,019	41,642
Special event revenue		270,125		-	270,125	183,181
Cost of direct benefit to donor		(64,037)		-	(64,037)	(51,710)
Fundraising		67,495		-	67,495	51,782
Other income		20,055		-	20,055	7,037
Total Revenue and Support		1,383,095		-	1,383,095	1,225,438
Operating Expenses						
Program activities		1,235,973		_	1,235,973	1,030,763
Management and general		286,919		_	286,919	272,484
Fundraising		272,525		-	272,525	249,727
Total Operating Expenses		1,795,417		_	1,795,417	1,552,974
Changes in Net Assets from Operations		(412,322)		-	(412,322)	(327,536)
Non-Operating Activities						
Investment income		79,124			79,124	63,433
Net realized and unrealized gain/(loss)		•			•	,
on investments, net of fees		128,860		_	128,860	(286,815)
Total Non-Operating Activities		207,984		-	207,984	(223,382)
Change in Not Assets		(204 229)			(204 229)	(EEO 049)
Change in Net Assets		(204,338)		-	(204,338)	(550,918)
Net Assets, Beginning of Year		5,262,992		-	5,262,992	5,813,910
Net Assets, End of Year	\$	5,058,654	\$	-	\$ 5,058,654 \$	5,262,992

Statement of Functional Expenses

		_					15.151115111	<u> </u>	Turictiona	_	
	Program			Supporting Activities							
		Animal					Total				
Year ended December 31,		options and		nagement			upporting		2023		2022
(with comparative totals for 2022)	Re	habilitation	an	d General	F	undraising	Services		Total		Total
Salaries and Related Expenses											
Salaries and wages	\$	743,387	\$	151,596	\$	123,651	\$ 275,247	\$	1,018,634	\$	930,736
Taxes - payroll		62,415		12,728		10,382	23,110		85,525		85,433
Benefits		22,861		4,662		3,802	8,464		31,325		19,170
Total Salaries and Related Expenses		828,663		168,986		137,835	306,821		1,135,484		1,035,339
Other Expenses											
Advertising		-		-		34,501	34,501		34,501		21,554
Bank charges		-		-		19,323	19,323		19,323		17,152
Contract labor		-		-		7,600	7,600		7,600		30,691
Depreciation		38,747		32,487		6,199	38,686		77,433		73,686
Dues and subscriptions		165		198		26	224		389		2,942
Fees and licenses		-		-		7,110	7,110		7,110		13,221
Insurance		16,588		13,934		2,654	16,588		33,176		31,007
IT support		1,683		5,048		585	5,633		7,316		7,476
Microchip registrations		3,016		-		-	-		3,016		2,435
Miscellaneous		14,366		-		10,973	10,973		25,339		933
Postage, freight and delivery		-		134		2,082	2,216		2,216		1,374
Professional fees		10,826		13,018		15,075	28,093		38,919		45,098
Recognition and appreciation		2,556		2,147		409	2,556		5,112		6,031
Rent		404		1,011		607	1,618		2,022		3,361
Repairs and maintenance		35,953		14,984		2,854	17,838		53,791		22,401
Software		1,092		5,459		2,174	7,633		8,725		6,298
Supplies		55,906		6,283		17,042	23,325		79,231		45,132
Supplies - animal care		43,447		-		· -	· -		43,447		21,716
Telephone		4,907		3,238		1,668	4,906		9,813		7,738
Travel, lodging and meals		1,145		, <u>-</u>		64,037	64,037		65,182		52,687
Utilities		23,800		19,992		3,808	23,800		47,600		50,355
Veterinary fees		152,709		, <u>-</u>		, -	, -		152,709		106,057
Total Other Expenses		407,310		117,933		198,727	316,660		723,970		569,345
Subtotal		1,235,973		286,919		336,562	623,481		1,859,454		1,604,684
Less: Direct benefit to donor		-		-		(64,037)	(64,037)		(64,037)		(51,710)
Total Expenses	\$	1,235,973	\$	286,919	\$	272,525	\$ 559,444	\$	1,795,417	\$	1,552,974

Statement of Cash Flows

Year Ended December 31, (with comparative totals for 2022)	2023	2022
Cash Flows From Operating Activities		
Change in net assets \$	(204,338) \$	(550,918)
Adjustments to reconcile change in net assets to		, ,
net change in operating activities:		
Depreciation	77,433	73,686
Net unrealized (gain)/loss on investments	(109,022)	314,690
Net realized (gain)/loss on investments	(44,221)	(46,412)
Changes in assets and liabilities:	((-, ,
Contributions receivable	(10,000)	_
Other assets	603	(104)
Total Adjustments	(85,207)	341,860
Net Change in Operating Activities	(289,545)	(209,058)
Cash Flows From Investing Activities		
Additions of property and equipment	(25,499)	(151,582)
Sales of investments, net of purchases	(239,934)	253,087
Dividends and interest reinvested, net of fees	(54,741)	(39,546)
Dividends and interest reinvested, her or lees	(34,741)	(39,340)
Net Change in Investing Activities	(320,174)	61,959
Net Change in Cash and Cash Equivalents	(609,719)	(147,099)
Cash and Cash Equivalents, Beginning of Year	733,077	880,176
Cash and Cash Equivalents, Deginining of Teal	133,011	000,170
Cash and Cash Equivalents, End of Year \$	123,358 \$	733,077

Notes to Financial Statements

NOTE 1 - NATURE OF ACTIVITIES AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Activities

FYIMS, Inc. dba Friends For Life Animal Shelter and Sanctuary (the "Organization"), a Texas nonprofit organization, was founded in 1992, and was approved as a 501(c)(3) entity in 2002. The mission of the Organization is to provide a no kill option to the Houston community by rescuing, treating and rehoming animals within the no kill model of sheltering.

Significant operations of the organization include: Don Sanders Adoption Center (no kill, LEED-certified shelter), Fix Houston (providing free spay/neuter services to animals in low-income communities), and Thinking Outside the Shelter (food bank, behavioral services, micro grants for veterinary fees, and animal containment assistance).

The Organization is supported through contributions received from individuals, corporations and foundations, as well as special events and fundraisers.

Basis of Accounting

The financial statements of the Organization have been prepared on the accrual basis of accounting and accordingly reflect all significant receivables, payables, and other liabilities.

Basis of Presentation

The Organization reports information regarding its financial position and activities according to two classes of net assets that are based upon the existence or absence of restrictions on use that are placed by its donors: net assets without donor restrictions and net assets with donor restrictions.

- Net assets without donor restrictions are resources available to support operations and not subject to donor restrictions. The only limits on the use of net assets without donor restrictions are the broad limits resulting from the nature of the Organization, the environment in which it operates, the purposes specified in its corporate documents and its application for tax-exempt status, and any limits resulting from contractual agreements with creditors and others that are entered into in the course of its operations. Assets restricted solely through the actions of the Board of Directors are reported as net assets without donor restrictions, board-designated.
- Net assets with donor restrictions are resources that are subject to donor-imposed restrictions. Some donor-imposed restrictions are temporary in nature, such as those that will be met by the passage of time or use for a purpose specified by the donor. Donor-imposed restrictions are released when a 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. Donor-restricted endowment earnings are released when those earnings are appropriated with spending policies and are used for the specified purpose.

Cash and Cash Equivalents

Cash and cash equivalents include all monies in banks and highly-liquid investments with maturity dates of less than three months.

Investments

The Organization records investments at fair value. Investment income consists of interest and dividends, realized and unrealized gains and losses, net of investment expenses.

Property and Equipment

Acquisitions of property and equipment in excess of \$1,500 are capitalized and carried at cost or, if donated, at fair value at the date of donation. Maintenance and repairs that do not improve or extend the useful lives of the respective assets are expensed currently. Depreciation is computed using the straight-line method over the estimated useful lives of the assets.

Notes to Financial Statements

The estimated useful lives for each major depreciable classification of property and equipment are as follows:

Buildings and improvements	10-40 years
Furniture and fixtures	5 years
Vehicles	5-8 years
Construction in progress	Not applicable
Land	Not applicable

Property and equipment are reviewed for impairment if the use of the asset significantly changes or another indicator of possible impairment is noted. If the carrying amount for the asset is not recoverable, the value is written down to the asset's fair value.

Contributed Nonfinancial Assets

Donations of property and equipment are recorded as contributions at fair value at the date of donation.

Contributions of services are recognized as support at their estimated fair value only when the services received create or enhance nonfinancial assets or require specialized skills possessed by the individuals providing the service and the service would typically need to be purchased if not donated. No amounts have been reflected in the financial statements for donated services, as they do not meet the criteria for recognition.

Grants and Contributions

Grants and contributions are recognized at fair value when an unconditional commitment is received from the donor. Contributions received with donor stipulations that limit their use are classified as restricted support. Conditional contributions are recognized in the same manner when the conditions are substantially met.

Animal Adoption Fees

Animal adoption fees are recognized as revenue when the related services are provided.

Special Event Revenue and Cost of Direct Benefit to Donor

Special event revenue is recognized or recognizable when the event occurs. Amounts received in advance are reported as deferred revenue. Cost of direct benefit to donor represent the expenses recognized for food, beverages, facility rental, entertainment, and decorations.

<u>Fundraising</u>

Fundraising revenue is recognized or recognizable when the fundraising event occurs.

Leases

The Organization accounts for leases in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 842, Leases. Leases are evaluated using the criteria in FASB ASC 842 to determine whether they will be classified as operating leases or finance leases. The Organization determines if an arrangement is a lease, or contains a lease, at inception of a contract and when terms of an existing contract are changed. The Organization determines if an arrangement conveys the right to use an identified asset and whether the Organization obtains substantially all of the economic benefits from and has the ability to direct the use of the asset. The Organization recognizes a lease liability and right-of-use (ROU) asset at the commencement date of the lease. The Organization has elected to not recognize ROU assets and lease liabilities for short-term leases that have an initial lease term of 12 months or less and for leases that management deems immaterial. Lease expense is recognized on a straight-line basis as rent expense in the statement of functional expenses.

Lease liabilities - Lease liabilities are measured based on the present value of future lease payments using the Organization's incremental borrowing rate.

Notes to Financial Statements

Right of use (ROU) assets - ROU assets are recognized at the present value of the lease payments at inception of the lease adjusted, as appropriate, for certain other payments and allowances related to obtaining the lease and placing the asset in service. ROU assets are amortized over the term of the lease.

Estimates

Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. On an ongoing basis, management evaluates the estimates and assumptions based on new information. Management believes that the estimates and assumptions are reasonable in the circumstances; however, actual results could differ from those estimates.

Expense Allocation

The costs of providing various programs and other activities have been summarized on a functional basis in the Statement of Activities. The Statement of Functional Expenses presents the natural classification of expenses by function. Accordingly, certain costs have been allocated among the programs and supporting services benefited. The expenses that are allocated include occupancy and depreciation, which are allocated on a square footage basis, as well as personnel costs, professional services, office expenses, information technology, insurance, and other, which are allocated on the basis of estimates of time and effort.

Income Taxes

The Organization is a nonprofit corporation that is exempt from federal income taxes under Section 501(c)(3) of the U.S. Internal Revenue Code ("Code") and comparable State law, and contributions to it are tax deductible within the limitations prescribed by the Code. The Organization did not conduct any unrelated business activities in the current fiscal year. Therefore, the Organization has made no provision for federal income taxes in the accompanying financial statements.

The Organization applies the provisions of FASB ASC Topic 740, Income Taxes, which prescribes a recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Topic 740 also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosures and transition. The Organization believes that it has appropriate support for any tax positions taken, and as such, does not have any uncertain tax positions that are material to the financial statements.

Advertising

Advertising costs are expensed as incurred. Advertising expenses for the years ended December 31, 2023 and 2022 were \$34,501 and \$21,554, respectively.

Comparative Financial Information

The financial statements include certain prior year summarized comparative information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with generally accepted accounting principles. Accordingly, such information should be read in conjunction with the Organization's financial statements for the year ended December 31, 2022, from which the summarized information was derived.

Notes to Financial Statements

NOTE 2 – LIQUIDITY AND AVAILABILITY

Financial assets available for general expenditure, that is, without donor or other restrictions limiting their use, within one year of December 31, 2023, are comprised of the following.

Financial assets:	
Cash and cash equivalents	\$ 123,358
Contributions receivable	10,000
Investments	2,452,570
Financial assets available to meet cash needs for	
general expenditures within one year	\$ 2,585,928

For purposes of analyzing resources available to meet general expenditures over a 12-month period, the Organization considers all expenditures related to its ongoing program activities, as well as the conduct of services undertaken to support those activities, to be general expenditures.

The Organization is primarily funded by contributions from donors and a small number of these (none in 2023 or 2022) are restricted. Those restrictions require that the donation be used for certain programs. A separate budget is kept for those programs so that the funds and their use can be tracked. As part of its liquidity management, the Organization maintains balances in a general checking account sufficient to cover monthly expenditures and any other obligations that become due. All other cash balances are invested in short-term investments. In the event of an unanticipated expense, the Organization can request that a certain amount of invested funds be transferred to the checking account.

NOTE 3 - CONCENTRATION OF CREDIT RISKS

Financial instruments that potentially subject the Organization to credit risk consist primarily of cash and investments. All of a depositor's accounts at an insured depository institution, including all noninterest-bearing transaction accounts, will be insured by the Federal Deposit Insurance Corporation (FDIC) up to the standard maximum deposit insurance amount (\$250,000), for each deposit insurance ownership category. The Organization maintains its cash balances in two financial institutions. At December 31, 2023 and 2022 the excess above the insured limit was approximately \$0 and \$10,000, respectively. The Organization has not experienced any losses in such accounts and believes the risk of future loss is mitigated by monitoring the balances and the financial institutions where the cash is deposited.

Additionally, cash and securities held by a customer at a Security Investor Protection Corporation (SIPC) member brokerage firm are protected up to \$500,000, which includes a limit of \$250,000 for cash. At December 31, 2023 and 2022, the excess above the insured limit was approximately \$2,200,000 and \$2,000,000, respectively.

NOTE 4 - INVESTMENTS AND FAIR VALUE MEASUREMENTS

Accounting principles generally accepted in the United States of America establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to 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 measurements) and the lowest priority to unobservable inputs (level 3 measurements).

The three levels of the fair value hierarchy are described below:

- (i) 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.
- (ii) 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;

Notes to Financial Statements

- 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 by other means.

(iii) 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.

Assets measured at fair value as of December 31, 2023 are as follows:

	Level 1	Level 2	Level 3	Total
Equity securities	\$2,051,856	-	-	\$2,051,856
Mutual funds	264,756	-	-	264,756
Exchange-traded funds	11,200	-	-	11,200
Fixed income:				
Certificates of deposit	-	124,758	-	124,758
Totals	\$2,327,812	\$124,758	-	\$2,452,570

Assets measured at fair value as of December 31, 2022 are as follows:

	Level 1	Level 2	Level 3	Total
Equity securities	\$1,864,426	-	-	\$1,864,426
Exchange-traded funds	16,596	-	-	16,596
Fixed income:				
Certificates of deposit	-	123,630	-	123,630
Totals	\$1,881,022	\$123,630	-	\$2,004,652

Valuation methods used for assets measured at fair value are as follows:

- Equity securities, mutual funds and exchange-traded funds are valued at the closing price reported on the active market on which the individual securities are traded.
- Fixed income securities are valued using prices obtained from independent quotation bureaus that use computerized valuation formulas to calculate fair values.

These valuation methods may produce a fair value that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Organization believes its valuation methods are appropriate, the use of different methods or assumptions could result in a different fair value measurement at the reporting date.

Investments are exposed to various risks such as interest rate, market and credit risks. Because of these risks, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of financial position and statement of activities.

Notes to Financial Statements

NOTE 5 - PROPERTY AND EQUIPMENT

As of December 31, 2023 and 2022, property and equipment consisted of the following:

	2023	2022
Land	\$272,378	\$272,378
Buildings and improvements	2,931,191	2,915,441
Furniture and fixtures	78,315	68,506
Vehicles	177,273	177,333
Construction in progress	52,874	52,874
Subtotal property and equipment	3,512,031	3,486,532
Less: accumulated depreciation	(1,041,646)	(964,213)
Total property and equipment, net	\$2,470,385	\$2,522,319

Depreciation expense charged to operations for the years ended December 31, 2023 and 2022 was \$77,433 and \$73,686, respectively.

NOTE 6 - OPERATING LEASES

The Organization leases a storage unit and certain office equipment on a month-to-month basis. Lease expense for the years ended December 31, 2023 and 2022 was \$2,022 and \$3,361, respectively.

The Organization's lease arrangements are not recognized in the statement of financial position as they are short term leases.

NOTE 7 - CONCENTRATIONS

For the year ended December 31, 2023, approximately fifteen percent (15%) of the Organization's operating revenues came from an annual fundraising event.

For the year ended December 31, 2022, approximately eleven percent (11%) of the Organization's operating revenues came from an annual fundraising event.

Additionally, the Organization conducts its operations solely in the Houston area, and, therefore, is subject to risks from changes in local economic conditions. A downturn in the local economy could cause a decrease in contributions concurrently with an increase in community need for the Organization's services.

NOTE 8 - SUBSEQUENT EVENTS

Management has evaluated subsequent events through October 17, 2024, the date the financial statements were available to be issued. No events were identified that are required to be disclosed or would have a material impact on reported net assets or changes in net assets.