

SERAPHIC FIRE, INC. MIAMI, FLORIDA

FINANCIAL STATEMENTS AND INDEPENDENT AUDITOR'S REPORT

MAY 31, 2020 AND 2019

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INDEPENDENT AUDITOR'S REPORT

Board of Directors Seraphic Fire, Inc. Miami, Florida

Report on the Financial Statements

We have audited the accompanying financial statements of Seraphic Fire, Inc. (the "Organization") (a nonprofit organization), which comprise the statement of financial position as of May 31, 2020 and 2019, and the related statements of activities and change in net assets, cash flows, and functional expenses 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 accounting principles generally accepted in the United States of America; 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 audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. 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 risks 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 Organization'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 Organization'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.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Seraphic Fire, Inc. as of May 31, 2020 and 2019, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of a Matter

As discussed in Note 7 to the financial statements, in January 2020, the World Health Organization declared COVID-19 to constitute a "Public Health Emergency of International Concern." Given the uncertainty of the situation, the duration of any business disruption and related financial impact cannot be reasonably estimated at this time. Our opinion is not modified with respect to this matter.

CERTIFIED PUBLIC ACCOUNTANTS

Veedy-DeArman Tougille

Coral Gables, Florida August 19, 2020

SERAPHIC FIRE, INC. STATEMENTS OF FINANCIAL POSITION FOR THE YEARS ENDED MAY 31, 2020 AND 2019

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	2020	2019
ASSETS		
Cash and cash equivalents (\$103,000, \$251,667 with donor restriction, respectively)	\$ 388,475	\$ 358,425
Grants receivable	115,109	157,727
Prepaid expenses	41,313	25,415
Endowment	691,680	687,815
TOTAL ASSETS	\$1,236,577	\$1,229,382
LIABILITIES AND NET ASSETS		
LIABILITIES		
Accounts payable and accrued expenses	\$ 48,185	\$ 82,481
Deferred revenues	77,756	95,958
Paycheck Protection Program promissory note	106,000	-
TOTAL LIABILITIES	231,941	178,439
NET ASSETS		
Without donor restriction	359,314	248,391
With donor restriction	645,322	802,552
TOTAL NET ASSETS	1,004,636	1,050,943
TOTAL LIABILITIES AND NET ASSETS	\$1,236,577	\$1,229,382

SERAPHIC FIRE, INC. STATEMENT OF ACTIVITIES AND CHANGE IN NET ASSETS FOR THE YEAR ENDED MAY 31, 2020

	Without Donor Restriction		With Donor Restriction		Total
SUPPORT AND REVENUE					
Grants	\$	494,255	\$	84,500	\$ 578,755
Box office revenue		325,484		-	325,484
Contributions		500,963		53,700	554,663
Summer program		69,750		_	69,750
Contracted services and other income		140,332		-	140,332
Investment gain (loss), net		(1,798)		(8,563)	(10,361)
Net assets released from restrictions		286,867		(286,867)	-
TOTAL SUPPORT AND REVENUE		1,815,853		(157,230)	 1,658,623
EXPENSES					
Program expenses		1,167,848		-	1,167,848
Administrative expenses		537,082		_	537,082
TOTAL EXPENSES		1,704,930			1,704,930
CHANGES IN NET ASSETS		110,923		(157,230)	(46,307)
NET ASSETS AT BEGINNING OF YEAR		248,391		802,552	 1,050,943
NET ASSETS AT END OF YEAR	\$	359,314	\$	645,322	\$ 1,004,636

SERAPHIC FIRE, INC. STATEMENT OF ACTIVITIES AND CHANGE IN NET ASSETS FOR THE YEAR ENDED MAY 31, 2019

	Without Donor Restriction		ith Donor estriction	Total
SUPPORT AND REVENUE				
Grants	\$ 430,107	\$	266,250	\$ 696,357
Box office revenue	356,468		-	356,468
Contributions	588,716		-	588,716
Summer program	57,123		-	57,123
Contracted services and other income	247,109		-	247,109
Investment gain (loss), net	3,856		18,318	22,174
Net assets released from restrictions	119,112		(119,112)	
TOTAL SUPPORT AND REVENUE	 1,802,491		165,456	1,967,947
EXPENSES				
Program expenses	1,275,627		-	1,275,627
Administrative expenses	400,553		-	400,553
TOTAL EXPENSES	1,676,180		-	1,676,180
CHANGES IN NET ASSETS	1,263,311		165,456	291,767
NET ASSETS AT BEGINNING OF YEAR	30,012		729,164	759,176
RECLASSIFICATION	92,068		(92,068)	
NET ASSETS AT END OF YEAR	\$ 248,391	\$	802,552	\$ 1,050,943

SERAPHIC FIRE, INC. STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED MAY 31, 2020 AND 2019

	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES: Change in net assets	\$ (46,307)	\$ 291,767
Adjustments to reconcile change in net assets		
to net cash (used in) / provided by operating activities:		
Realized and unrealized (gains)	(3,865)	(22,178)
(Increase) / Decrease in grants receivable	42,618	(56,826)
(Increase) / Decrease in prepaid assets	(15,898)	39,078
Increase / (Decrease) in accounts payable and accrued expenses	(34,296)	(72,303)
Increase / (Decrease) in deferred revenue	(18,202)	(51,724)
NET CASH (USED IN)/PROVIDED BY OPERATING ACTIVITIES	(75,950)	127,814
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from Paycheck Protection Program	106,000	-
NET CASH PROVIDED BY FINANCING ACTIVITIES	106,000	-
INCREASE IN CASH AND CASH EQUIVALENTS	30,050	127,814
CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR	358,425	230,611
CASH AND CASH EQUIVALENTS - END OF YEAR	\$ 388,475	\$ 358,425

The accompanying notes are an integral part of these financial statements.

SERAPHIC FIRE, INC. STATEMENT OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED MAY 31, 2020

	Program							upporting		
	Sera	phic Fire		Other		Total				
	\	Youth		Program		Program				
	Ir	itiative		Events		Expenses	Adı	ministrative		Totals
Advertising and Promotion	\$		\$	179,976	\$	179,976	\$		\$	179,976
	Ф	1 100	Ф	179,970	Ф	,	Ф	2 (()	Ф	· ·
Auto Transportation		1,432		-		1,432		3,664		5,096
Equipment Rental		-		10,464		10,464		12,658		23,122
Insurance		-		-		-		8,266		8,266
Office Supplies		4,515		-		4,515		6,635		11,150
Other Expenses		659		15,350		16,009		25,224		41,233
Postage and Printing		-		-		-		7,645		7,645
Professional Fees		32,260		346,246		378,506		65,298		443,804
Rent		750		36,146		36,896		38,214		75,110
Salaries, Taxes and Benefits		20,782		242,437		263,219		336,182		599,401
Telephone Total		720		-		720		9,652		10,372
Ticket Fees and Credit Card Discounts		-		19,850		19,850		-		19,850
Travel, Lodging, Meals, and Stipends		9,153		247,108		256,261		23,644		279,905
TOTALS	\$	70,271	\$	1,097,577	\$	1,167,848	\$	537,082	\$	1,704,930

SERAPHIC FIRE, INC. STATEMENT OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED MAY 31, 2019

		Program	Supporting						
	Seraphic Fire		Other Total		Total				
	Youth		Program		Program				
	Initiative		Events	Expenses		Administrative		Totals	
Advertising and Promotion	\$ -	\$	165,388	\$	165,388	\$ -	\$	165,388	
Auto Transportation	43	Ψ	105,500	Ψ	43	5,485	Ψ	5,528	
Equipment Rental	73		14,767		14,767	6,943		21,710	
_	_		14,707		14,707	,		ŕ	
Insurance	-		-		-	3,874		3,874	
Office Supplies	595		-		595	6,209		6,804	
Other Expenses	296		10,418		10,714	25,849		36,563	
Postage and Printing	-		-		_	5,500		5,500	
Professional Fees	27,725		318,169		345,894	83,503		429,397	
Rent	500		45,811		46,311	34,207		80,518	
Salaries, Taxes and Benefits	69,136		277,290		346,426	193,719		540,145	
Telephone Total	960		_		960	13,095		14,055	
Ticket Fees and Credit Card Discounts	-		25,285		25,285	-		25,285	
Travel, Lodging, Meals, and Stipends	2,773		316,471		319,244	22,169		341,413	
TOTALS	\$ 102,028	\$	1,173,599	\$	1,275,627	\$ 400,553	\$	1,676,180	

NOTE 1 – NATURE OF ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Organization

Seraphic Fire, Inc. (the "Organization") is a not-for-profit Organization incorporated in the State of Florida. Seraphic Fire, Inc. presents the highest quality performances of historically significant and underperformed music, and advances art through the professional development, refinement, and documentation of musicians' talents while promoting community connectivity through educational programs. Seraphic Fire, Inc. strives to be the exemplar for quality contributions to professional ensemble singing in North America.

Seraphic Fire, Inc. also operates the Seraphic Fire Youth Initiative (SFYI). This program, in partnership with Miami-Dade County Public Schools, is a free music education program serving elementary and middle school students in economically disadvantaged communities. The program offers a unique, hands-on approach to music education and choral performance to Miami-Dade County youth. Seraphic Fire artists visit schools for dynamic presentations including music theory fundamentals, vocal pedagogy and interactive exercises with the artists.

Basis of Accounting

The Organization prepares its financial statements on the accrual basis of accounting principles generally accepted in the United States of America ("GAAP").

The Organization prepares its financial statements in accordance with the Financial Accounting Standards Board Accounting Standards Codification ("FASB ASC"). The Organization is required to report information regarding its financial position and activities according to two classes of net assets. Accordingly, net assets of the Organization and changes therein are classified and reported as follows:

Net Assets Without Donor Restrictions

The portion of the net assets of the Organization that can be used subject to the broad limits resulting from the nature of the Organization, the environment in which it operates, and the purposes specified in its articles of incorporation or bylaws. In some cases, the use of these resources is also subject to limits resulting from contractual agreements with suppliers, creditors, and others entered into by the Organization in the normal course of business. The Organization has the greatest ability to choose when using these resources. Net assets without donor restrictions generally result from contributions that are not subject to donor-imposed restrictions.

Net Assets With Donor Restrictions

The portions of net assets of the Organization that is subject to either donor-imposed time restrictions or donor-imposed purpose restrictions. These restrictions limit the Organization's choices when using these resources because the Organization has a fiduciary responsibility to its donors to follow the donor's instructions. Net assets with donor restrictions generally result from donor-restricted contributions. There were \$645,322 and \$802,552 net assets with donor restrictions as of May 31, 2020 and 2019.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 1 – NATURE OF ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Cash and Cash Equivalents

The Organization considers all highly liquid instruments, including money market funds, purchased with an original maturity of three months or less to be cash equivalents.

Concentrations of Credit Risk

Financial instruments that potentially subject the Organization to concentration of credit risk consist principally of cash equivalents. At times, cash balances may exceed the levels of insurance provided by the Federal Deposit Insurance Coverage (FDIC).

Deferred Revenue

Deferred revenue consists primarily of advance payments for future program events, which are recognized as revenue generally when the program event takes place.

Grants and Contributions

Contributions, including unconditional promises to give, are recorded when received. All contributions are available for use unless specifically restricted by the donor. Conditional promises to give are recognized when the conditions on which they depend are substantially met.

Generally, grants are deemed to be earned and reported as revenue when the Organization has incurred expenditures in compliance with the specific terms of the grant.

Income Taxes

The Organization is exempt from income tax under Section 501(c)(3) of the Internal Revenue Code and therefore, has made no provision for federal income taxes in the accompanying financial statements. In addition, the Organization qualifies for the charitable contribution deduction under Section 170 (b) (1) (A) and has been classified as an organization other than a private foundation under Section 509 (a) (2).

There are no reserves held for uncertain tax positions at May 31, 2020 and 2019. Tax years that are open under the statute of limitations remain subject to examination by the IRS. The Organization is generally no longer subject to U.S. Federal or State examinations by tax authorities for years before 2017.

Subsequent Events

Management has evaluated and noted no subsequent events through August 19, 2020, the date which the financial statements were available for issue (See Note 7).

Functional Expenses

The costs of providing Organization programs and support have been summarized on a functional basis on the statement of functional expenses. Accordingly, certain costs have been allocated to the various functions to the extent possible.

NOTE 1 – NATURE OF ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

New Accounting Pronouncement

In June 2018, the FASB issued Accounting Standards Update (ASU) No. 2018-08, Clarifying the Scope and the Accounting Guidance for Contributions Received and Contributions Made, with the stated purpose of providing guidance in evaluating whether transactions should be accounted for as contributions of exchanges. In addition, the update introduces the concept of barriers in providing additional guidance on identifying conditions that would preclude the recognition of a contribution as revenue. The standard is effective for fiscal years beginning after December 15, 2018, and should be applied on a modified prospective basis, with early adoption permitted. Accordingly, it was implemented by the Organization for the year ended May 31, 2020.

NOTE 2 – ENDOWMENT

In February 2016, the Organization created an endowment fund for philanthropic and charitable purposes. The Endowment is held with the Coral Gables Community Foundation.

Endowment net assets at May 31, 2020 consisted of the following:

	May 31, 2020							
	Without Donor Restriction	With Donor Restriction	Total					
Board designated endowment funds	\$ 149,358	\$ -	\$ 149,358					
Endowment funds	-	542,322	542,322					
	\$ 149,358	\$ 542,322	\$ 691,680					

Endowment net assets at May 31, 2019 consisted of the following:

	Witl	nout Donor	W	ith Donor	
	Restriction			estriction	Total
Board designated endowment funds	\$	136,930	\$		\$ 136,930
Endowment funds		_		550,885	550,885
	\$	136,930	\$	550,885	\$ 687,815

NOTE 2 – ENDOWMENTS (Continued)

Interpretation of Relevant Law

The Board of Trustees of the endowment has interpreted the Florida Uniform Prudent Management of Institutional Funds Act (FUPMIFA) as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Fund classifies as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment and (c) annual investment income up to the consumer price index, with any excess earnings used to fund the annual scholarship award.

Changes in endowment net assets for the years ended May 31, 2020 were as follows:

			With Donor Restriction							
		nout Donor		riginal Gift Amount	Gair	cumulated ns (Losses) nd Other		otal With Donor Lestriction		Total
Endowment net assets, beginning of year	\$	136,930	\$	500,000	\$	50,885	\$	550,885	\$	687,815
Dividend and Interest net of fees Net depriciation (realized and unrealized)		921 (3,493)		-		3,840 (12,403)		3,840 (12,403)		4,761 (15,896)
Total investment return		(2,572)				(8,563)		(8,563)		(11,135)
Contributions Endowment net assets, end of year	-\$	15,000 149,358		500,000		42,322		542,322		15,000 691,680

Changes in endowment net assets for the years ended May 31, 2019 were as follows:

	With Donor Restriction							
		Accumulated	Total With					
Without Donor	Original Gift	Gains	Donor					
Restriction	Amount	(Losses) and	Restriction	Total				
\$ 41,000	\$ 495,232	\$ 129,403	\$ 624,635	\$ 665,635				
982	-	4,177	4,177	5,159				
2,880		14,141	14,141	17,021				
3,862	-	18,318	18,318	22,180				
92,068	4,768	(96,836)	(92,068)					
\$ 136,930	\$ 500,000	\$ 50,885	\$ 550,885	\$ 687,815				
	Restriction \$ 41,000 982 2,880 3,862 92,068	Without Donor Restriction \$ 41,000 \$ 495,232 \$ -2,880 \$ -2,862 \$ -2,068 \$ 4,768	Without Donor Restriction Original Gift Amount Accumulated Gains (Losses) and (Losses) and \$41,000 \$ 41,000 \$ 495,232 \$ 129,403 982 - 4,177 2,880 - 14,141 3,862 - 18,318 92,068 4,768 (96,836)	Without Donor Restriction Original Gift Amount Accumulated Gains (Losses) and Restriction Total With Donor Restriction \$ 41,000 \$ 495,232 \$ 129,403 \$ 624,635 982 - 4,177 4,177 2,880 - 14,141 14,141 3,862 - 18,318 18,318 92,068 4,768 (96,836) (92,068)				

NOTE 2 – ENDOWMENTS (Continued)

Funds with Deficiencies

From time to time, the fair value of assets associated with individual donor restricted endowment funds may fall below the level that the donor intended. In accordance with accounting principles generally accepted in the United States of America, deficiencies of this nature are reported in net assets without donor restriction. There were no such deficiencies as of May 31, 2020 and 2019.

Strategies Employed for Achieving Objectives

Portfolio diversification will be achieved by investing in several different asset classes - including U.S. and international public equities, and U.S. Government and corporate fixed income securities. Broad diversification is expected to enhance risk-adjusted returns over the long-term. All investments will be held in U.S. dollars. Exchange traded funds, or indexed mutual funds, may be used to obtain adequate equity diversification. The investment portfolio will be further diversified within each asset class.

Spending Policy and How the Investment Objectives Relate to Spending Policy

The parties intend that contributions to the Seraphic Fire Endowment Fund will be irretrievably devoted to providing endowment funding for the benefit of Seraphic Fire. Accordingly, the amount that may be annually disbursed from the Seraphic Fire Endowment Fund has been calculated in an amount that is intended, over time, to preserve the principal of the Fund and will be equal to no more than three percent (3%) of the balance of the Seraphic Fire Endowment Fund calculated at the time of each such disbursement.

NOTE 3 – FAIR VALUE MEASUREMENTS

The Organization's investments are reported at fair value and held at an investment institution. The Organization classified its investments as of May 31, 2020 and 2019, based upon an established 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 measurement) and the lowest priority to unobservable inputs (level 3 measurement). The three levels of the fair value hierarchy are described below:

<u>Level 1</u> – 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 date by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liabilities' 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.

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth by level, within the fair value hierarchy, the Organization's assets at fair value as of May 31, 2020:

Fair Value Measurements Using:

			Quot	ted Prices in				
	Fair Value		Active Markets for Identical Assets (Level 1)		Significant Other Observable Inputs (Level 2)		Significant Unobservable Inputs (Level 3)	
Assets								
Equities	\$	376,458	\$	376,458	\$	-	\$	-
Fixed income		250,441		-		250,441		-
Alternatives		20,475		20,475		-		-
Cash equivalents		44,306		-		44,306		-
	\$	691,680	\$	396,933	\$	294,747	\$	

The following table sets forth by level, within the fair value hierarchy, the Organization's assets at fair value as of May 31, 2019.

Fair Value Measurements Using:

			Quot	ted Prices in				
			Active Markets for Identical Assets (Level 1)		Significant Other Observable Inputs (Level 2)		Significant Unobservable Inputs (Level 3)	
Assets Fa		air Value						
Equities	\$	321,398	\$	321,398	\$	-	\$	-
Fixed income		293,203		293,203		-		-
Alternatives		30,165		-		30,165		-
Cash equivalents		43,049		43,049				
	\$	687,815	\$	657,650	\$	30,165	\$	-

NOTE 4 – COMMITMENTS AND CONTINGENCIES

In April 2017, the Organization entered into a five year non-cancelable lease agreement for facilities expiring March 2022. Rent expense for the facilities for the years ended May 31, 2020 and 2019 were \$38,214 and \$34,207 respectively. Additionally, the Organization entered into lease agreement for the use of copier machines for office use. The lease agreement has a term of four years and expires in October 2021.

The following represents lease commitments through the lives of the leases:

2021	\$ 42,025
2022	 36,908
Total	\$ 78,933

NOTE 5 - LIQUIDITY AND AVAILABILITY OF FINANCIAL ASSETS

The following reflects the Organization's financial assets as of May 31, 2020 and 2019 that are available for general use within one year of that date to meet cash for general expenditures:

	2020	2019
Cash and cash equivalents	\$ 388,475	\$ 358,425
Grants receivable	115,109	157,727
Investments	691,680	687,815
TOTAL ASSETS	1,195,264	1,203,967
Less:		
Investments with donor restrictions	542,322	550,885
Cash with donor restrictions	103,000	251,667
	645,322	802,552
Financial assets available to meet cash needs		
for general expenditures within one year:	\$ 549,942	\$ 401,415

The Organization has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations become due. Board-designated cash is available upon approval of expenditures by the board of directors.

NOTE 6 – NET ASSETS WITH DONOR RESTRICTIONS

Net assets are restricted for the following purposes or time periods, as of May 31, 2020 and 2019:

	2020		2019	
Time and purpose restrictions:				
Concert	\$	103,000	\$	251,667
Earning on investments held in perpetuity		42,322		50,885
Restricted in perpetuity		500,000		500,000
	\$	645,322	\$	802,552
Total net assets with donor restriction	\$	645,322	\$	802,552
Concerts		206 067		110 112
Concerts		286,867		119,112
Total net assets released from restriction	\$	286,867	\$	119,112

These net assets are restricted for specific purposes or until specific events occur

Net assets with donor restrictions are as follows at May 31, 2020 and 2019:

Cash	\$ 103,000	\$ 251,667
Investments	542,322	550,885
	\$ 645,322	\$ 808,552

NOTE 7 – SUBSEQUENT EVENTS

In January 2020, the World Health Organization declared the outbreak of a novel coronavirus (COVID-19) as a "Public Health Emergency of International Concern," which continues to spread throughout the world and has adversely impacted global commercial activity and contributed to significant declines and volatility in financial markets. The coronavirus outbreak and government responses are creating disruption in global supply chains and adversely impacting many industries. The outbreak could have a continued material adverse impact on economic and market conditions and trigger a period of global economic slowdown. The rapid development and fluidity of this situation precludes any prediction as to the ultimate material adverse impact of the coronavirus outbreak. Nevertheless, the outbreak presents uncertainty and risk with respect to the Organization, its performance and its financial results.

NOTE 8 – PROMISSORY NOTE PAYCHECK PROTECTION PROGRAM

On May 7, 2020, the Organization received loan proceeds in the amount of \$106,000 under the Paycheck Protection Program ("PPP"). The PPP, established as part of the Coronavirus Aid, Relief and Economic Security Act ("CARES Act"), provides for loans to qualifying businesses for amounts up to 2.5 times of the average monthly payroll expenses of the qualifying business. The loans and accrued interest are forgivable after eight weeks or at twenty-four week as long as the borrower uses the loan proceeds for eligible purposes, including payroll, benefits, rent and utilities, and maintains its payroll levels. The amount of loan forgiveness will be reduced if the borrower terminates employees or reduces salaries during the eight-week or twenty-four week period.

The unforgiven portion of the PPP loan is payable over two years at an interest rate of 1%, with a deferral of payments for the first six months. The Organization intends to use the proceeds for purposes consistent with the PPP. The Organization cannot provide assurance for forgiveness of the loan, in whole or in part. As of May 31, 2020 the funds the Organization has reflected a liability in the amount of \$106,000.