

Return of Organization Exempt From Income Tax

2006

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

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

A For the 2006 calendar year, or tax year beginning and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type See Specific Instructions	C Name of organization ALCOHOLICS ANONYMOUS GRAPEVINE INC.		D Employer identification number 13-1871991
		Number and street (or P O box if mail is not delivered to street address) Room/suite 475 RIVERSIDE DRIVE		E Telephone number 212-870-3400
		City or town, state or country, and ZIP + 4 NEW YORK, NY 10115		F Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (Specify)

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Website: WWW.AAGRAPEVINE.ORG

J Organization type (check only one) 501(c) (3) (insert no) 4947(a)(1) or 527

K Check here if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

H and I are not applicable to section 527 organizations.
H(a) Is this a group return for affiliates? Yes No
H(b) If "Yes," enter number of affiliates **N/A**
H(c) Are all affiliates included? **N/A** Yes No (If "No," attach a list)
H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No
I Group Exemption Number **N/A**

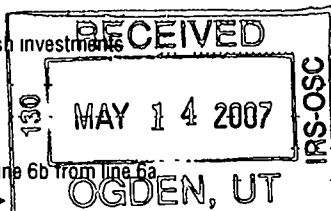
L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12 **2,769,428.**

M Check if the organization is not required to attach Sch B (Form 990, 990-EZ, or 990-PF)

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances

SCANNED JUN 11 2007

Revenue	1 Contributions, gifts, grants, and similar amounts received					
	a Contributions to donor advised funds	1a				
	b Direct public support (not included on line 1a)	1b				
	c Indirect public support (not included on line 1a)	1c	72,004.			
	d Government contributions (grants) (not included on line 1a)	1d				
	e Total (add lines 1a through 1d) (cash \$ 72,004. noncash \$)	1e		72,004.		
	2 Program service revenue including government fees and contracts (from Part VII, line 93)	2		1,984,529.		
	3 Membership dues and assessments	3				
	4 Interest on savings and temporary cash investments	4		172.		
	5 Dividends and interest from securities	5		68,000.		
	6 a Gross rents	6a				
	b Less rental expenses	6b				
c Net rental income or (loss) Subtract line 6b from line 6a	6c					
7 Other investment income (describe)	7					
	8 a Gross amount from sales of assets other than inventory	(A) Securities	(B) Other			
	b Less cost or other basis and sales expenses	8a				
	c Gain or (loss) (attach schedule)	8b				
	d Net gain or (loss) Combine line 8c, columns (A) and (B)	8c				
	9 Special events and activities (attach schedule) If any amount is from gaming, check here <input type="checkbox"/>					
	a Gross revenue (not including \$ of contributions reported on line 1b)	9a				
	b Less direct expenses other than fundraising expenses	9b				
c Net income or (loss) from special events Subtract line 9b from line 9a	9c					
	10 a Gross sales of inventory, less returns and allowances	10a	644,723.			
	b Less cost of goods sold	10b	144,626.			
	c Gross profit or (loss) from sales of inventory (attach schedule) Subtract line 10b from line 10a	10c	Stmnt 1	500,097.		
Expenses	11 Other revenue (from Part VII, line 103)	11				
	12 Total revenue. Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11	12		2,624,802.		
	13 Program services (from line 44, column (B))	13		2,070,336.		
	14 Management and general (from line 44, column (C))	14		629,339.		
	15 Fundraising (from line 44, column (D))	15				
	16 Payments to affiliates (attach schedule)	16				
	17 Total expenses. Add lines 16 and 44, column (A)	17		2,699,675.		
	Net Assets	18 Excess or (deficit) for the year Subtract line 17 from line 12	18		-74,873.	
		19 Net assets or fund balances at beginning of year (from line 73, column (A))	19		529,694.	
		20 Other changes in net assets or fund balances (attach explanation)	20		0.	
		21 Net assets or fund balances at end of year Combine lines 18, 19, and 20	21		454,821.	



Part II Statement of Functional Expenses

All organizations must complete column (A) Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22a Grants paid from donor advised funds (attach schedule) (cash \$ <u>0</u> noncash \$ <u>0</u>) If this amount includes foreign grants, check here <input type="checkbox"/>				
22b Other grants and allocations (attach schedule) (cash \$ <u>26,000</u> noncash \$ <u>0</u>) If this amount includes foreign grants, check here <input type="checkbox"/>	26,000.	26,000.	Statement 3	
23 Specific assistance to individuals (attach schedule)				
24 Benefits paid to or for members (attach schedule)				
25a Compensation of current officers, directors, key employees, etc listed in Part V-A Stmt 2	302,760.	123,864.	178,896.	0.
b Compensation of former officers, directors, key employees, etc listed in Part V-B	0.	0.	0.	0.
c Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
26 Salaries and wages of employees not included on lines 25a, b, and c	551,974.	400,914.	151,060.	
27 Pension plan contributions not included on lines 25a, b, and c	38,568.	29,492.	9,076.	
28 Employee benefits not included on lines 25a - 27	80,307.	50,601.	29,706.	
29 Payroll taxes	67,224.	39,801.	27,423.	
30 Professional fundraising fees				
31 Accounting fees	26,004.		26,004.	
32 Legal fees	20,667.		20,667.	
33 Supplies	96,807.	75,730.	21,077.	
34 Telephone	22,109.	15,859.	6,250.	
35 Postage and shipping	622,172.	622,172.		
36 Occupancy	126,922.	83,007.	43,915.	
37 Equipment rental and maintenance	29,814.	530.	29,284.	
38 Printing and publications	312,954.	312,954.		
39 Travel				
40 Conferences, conventions, and meetings	62,768.	3,793.	58,975.	
41 Interest				
42 Depreciation, depletion, etc. (attach schedule)	6,268.		6,268.	
43 Other expenses not covered above (itemize):				
a BAD DEBTS	21,098.	360.	20,738.	
b SELLING EXPENSES	110,880.	110,880.		
c CONTRACTED SERVICES	174,379.	174,379.		
d				
e				
f				
g				
44 Total functional expenses. Add lines 22a through 43g (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	2,699,675.	2,070,336.	629,339.	0.

Joint Costs. Check if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If "Yes," enter (i) the aggregate amount of these joint costs \$ N/A, (ii) the amount allocated to Program services \$ N/A,
 (iii) the amount allocated to Management and general \$ N/A; and (iv) the amount allocated to Fundraising \$ N/A

Part III Statement of Program Service Accomplishments (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? ▶ See Statement 4	Program Service Expenses (Required for 501(c)(3) and (4) orgs, and 4947(a)(1) trusts, but optional for others)
All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)	
a SALE OF MONTHLY MAGAZINE DIRECTED TOWARDS THE REHAB. OF ALCOHOLICS, APPROXIMATE CIRCULATION 105,900 PER MONTH. ALSO, THE ORGANIZATION PRODUCES AND DIST, BOOKS, CALENDARS, TAPES, ETC. FOR THE SAME PURPOSE	
(Grants and allocations \$) If this amount includes foreign grants, check here ▶ <input type="checkbox"/>	1,862,465.
b SALE OF BI-MONTHLY SPANISH MAGAZINE DIRECTED TOWARDS THE REHABILITATION OF ALCOHOLICS. THE APPROXIMATE CIRCULATION IS 10,900 PER ISSUE.	
(Grants and allocations \$) If this amount includes foreign grants, check here ▶ <input type="checkbox"/>	181,871.
c DONATION TO THE GENERAL SERVICE BOARD OF AA, INC.	
(Grants and allocations \$ 26,000.) If this amount includes foreign grants, check here ▶ <input type="checkbox"/>	26,000.
d	
(Grants and allocations \$) If this amount includes foreign grants, check here ▶ <input type="checkbox"/>	
e Other program services (attach schedule)	
(Grants and allocations \$) If this amount includes foreign grants, check here ▶ <input type="checkbox"/>	
f Total of Program Service Expenses (should equal line 44, column (B), Program services) ▶	2,070,336.

Form 990 (2006)

Part IV Balance Sheets (See the instructions.)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year		(B) End of year
Assets	45 Cash - non-interest-bearing	284,970.	45	224,058.
	46 Savings and temporary cash investments	86,694.	46	90,729.
	47 a Accounts receivable	47a 173,131.		
	b Less: allowance for doubtful accounts	47b	183,010.	47c 173,131.
	48 a Pledges receivable	48a		
	b Less: allowance for doubtful accounts	48b		48c
	49 Grants receivable			49
	50 a Receivables from current and former officers, directors, trustees, and key employees			50a
	b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)			50b
	51 a Other notes and loans receivable	51a		
	b Less: allowance for doubtful accounts	51b		51c
	52 Inventories for sale or use		182,131.	52 224,879.
	53 Prepaid expenses and deferred charges		71,864.	53 59,000.
	54 a Investments - publicly-traded securities Stmt 5 <input checked="" type="checkbox"/> Cost <input type="checkbox"/> FMV		1,550,000.	54a 1,550,000.
	b Investments - other securities <input type="checkbox"/> Cost <input type="checkbox"/> FMV			54b
55 a Investments - land, buildings, and equipment: basis	55a			
b Less: accumulated depreciation	55b		55c	
56 Investments - other			56	
57 a Land, buildings, and equipment: basis	57a 18,818.			
b Less: accumulated depreciation Stmt 6	57b 6,922.	18,018.	57c 11,896.	
58 Other assets, including program-related investments (describe ▶ _____)			58	
59 Total assets (must equal line 74). Add lines 45 through 58		2,376,687.	59 2,333,693.	
Liabilities	60 Accounts payable and accrued expenses		260,328.	60 144,492.
	61 Grants payable			61
	62 Deferred revenue			62
	63 Loans from officers, directors, trustees, and key employees			63
	64 a Tax-exempt bond liabilities			64a
	b Mortgages and other notes payable			64b
	65 Other liabilities (describe ▶ See Statement 7)		1,586,665.	65 1,734,380.
	66 Total liabilities. Add lines 60 through 65		1,846,993.	66 1,878,872.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.			
	67 Unrestricted		529,694.	67 454,821.
	68 Temporarily restricted			68
	69 Permanently restricted			69
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.			
	70 Capital stock, trust principal, or current funds			70
	71 Paid-in or capital surplus, or land, building, and equipment fund			71
	72 Retained earnings, endowment, accumulated income, or other funds			72
	73 Total net assets or fund balances. Add lines 67 through 69 or lines 70 through 72 (Column (A) must equal line 19 and column (B) must equal line 21)		529,694.	73 454,821.
	74 Total liabilities and net assets/fund balances. Add lines 66 and 73		2,376,687.	74 2,333,693.

Part IV-A Reconciliation of Revenue per Audited Financial Statements With Revenue per Return (See the instructions.)

Table with 5 main rows (a-e) and sub-rows (b1-b4, d1-d2). Total revenue (Part I, line 12) Add lines c and d: 2,624,802.

Part IV-B Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

Table with 5 main rows (a-e) and sub-rows (b1-b4, d1-d2). Total expenses (Part I, line 17) Add lines c and d: 2,699,675.

Part V-A Current Officers, Directors, Trustees, and Key Employees (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) (See the instructions.)

Table with 5 columns: (A) Name and address, (B) Title and average hours per week devoted to position, (C) Compensation (if not paid, enter -0-), (D) Contributions to employee benefit plans & deferred compensation plans, (E) Expense account and other allowances. Row 1: See Statement 8, 248,981., 53,779., 0.

Part V-A Current Officers, Directors, Trustees, and Key Employees (continued) Yes No

<p>75 a Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings ▶ <u>9</u></p>			
<p>b Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s)</p>	75b		X
<p>c Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to the organization? See the instructions for the definition of "related organization." If "Yes," attach a statement that includes the information described in the instructions.</p>	75c		X
<p>d Does the organization have a written conflict of interest policy?</p>	75d	X	

Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

(A) Name and address	(B) Loans and Advances	(C) Compensation (if not paid, enter -0-)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
None				

Part VI Other Information (See the instructions.) Yes No

<p>76 Did the organization make a change in its activities or methods of conducting activities? If "Yes," attach a detailed statement of each change</p>	76		X
<p>77 Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes.</p>	77	X	
<p>78 a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?</p>	78a		X
<p>b If "Yes," has it filed a tax return on Form 990-T for this year? N/A</p>	78b		
<p>79 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement</p>	79		X
<p>80 a Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?</p>	80a	X	
<p>b If "Yes," enter the name of the organization ▶ <u>See Statement 9</u></p>			
<p>and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt</p>	81a	0	
<p>81 a Enter direct or indirect political expenditures. (See line 81 instructions.)</p>			
<p>b Did the organization file Form 1120-POL for this year?</p>	81b		X

Part VI Other Information (continued)		Yes	No
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?		X
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)		
	82b N/A		
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?		
	83b N/A		
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?		
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
	84b N/A		
85	501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?		
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		
c	Dues, assessments, and similar amounts from members		
	85c N/A		
d	Section 162(e) lobbying and political expenditures		
	85d N/A		
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices		
	85e N/A		
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)		
	85f N/A		
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?		
	85g N/A		
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?		
	85h N/A		
86	501(c)(7) organizations. Enter: a Initiation fees and capital contributions included on line 12		
	86a N/A		
b	Gross receipts, included on line 12, for public use of club facilities		
	86b N/A		
87	501(c)(12) organizations. Enter: a Gross income from members or shareholders		
	87a N/A		
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)		
	87b N/A		
88 a	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX		X
b	At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Part XI		X
89 a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 <u>0.</u> , section 4912 <u>0.</u> ; section 4955 <u>0.</u>		
b	501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction		X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 <u>0.</u>		
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization <u>0.</u>		
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?		X
f	All organizations. Did the organization acquire a direct or indirect interest in any applicable insurance contract?		X
g	For supporting organizations and sponsoring organizations maintaining donor advised funds. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
90 a	List the states with which a copy of this return is filed <u>NY</u>		
b	Number of employees employed in the pay period that includes March 12, 2006	90b	14
91 a	The books are in care of <u>ORGANIZATION</u> Telephone no <u>212-870-3400</u> Located at <u>SAME AS PAGE 1</u> ZIP + 4 <u>10115</u>		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country <u>Canada</u> See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	91b	X

Part VI Other Information (continued) Yes No

c At any time during the calendar year, did the organization maintain an office outside of the United States? 91c
 If "Yes," enter the name of the foreign country N/A

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here
 and enter the amount of tax-exempt interest received or accrued during the tax year 92 N/A

Part VII Analysis of Income-Producing Activities (See the instructions.)

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
93 Program service revenue:					
a <u>MAGAZINE CIRCULATION</u>					1,895,449.
b <u>SPANISH MAGAZINE</u>					89,080.
c _____					
d _____					
e _____					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	172.	
96 Dividends and interest from securities			14	68,000.	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					500,097.
103 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E))		0.		68,172.	2,484,626.
105 Total (add line 104, columns (B), (D), and (E))					2,552,798.

Note: Line 105 plus line 1e, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
▼	See Statement 10

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions)

Part XI Information Regarding Transfers To and From Controlled Entities. Complete only if the organization is a controlling organization as defined in section 512(b)(13). **N/A**

106 Did the reporting organization make any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

Yes	No

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a	-----			
b	-----			
c	-----			
Totals				

107 Did the reporting organization receive any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

Yes	No

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a	-----			
b	-----			
c	-----			
Totals				

108 Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?

Yes	No

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.

Please Sign Here

Signature of officer: *[Handwritten Signature]* Date: **15-9-07**
 Type or print name and title: **Asst. Treasurer**

Paid Preparer's Use Only

Preparer's signature: *[Handwritten Signature]* Date: **MAY 07 2007** Check if employed:
 Firm's name (or yours if self-employed), address, and ZIP + 4: **Owen J Flanagan & Co**
60 East 42nd Street
New York, NY 10165
 Preparer's SSN or PTIN (See Gen. Inst. X):
 EIN:
 Phone no: **212-682-2783**

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information-(See separate instructions.)
▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No 1545-0047

2006

Name of the organization **ALCOHOLICS ANONYMOUS GRAPEVINE INC.** Employer identification number **13 1871991**

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 2 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
MARGARET KEOGH C/O AA GRAPEVINE, NEW YORK, NY	WEB SITE MGR 28.00	63,914.	13,805.	0.
MARSHA LEVINE C/O AA GRAPEVINE, NEW YORK, NY	EDIT ASST 35.00	51,229.	11,065.	0.
MILTON MCGRIFF C/O AA GRAPEVINE, NEW YORK, NY	EDITOR 35.00	61,999.	13,392.	0.

Total number of other employees paid over \$50,000 ▶	0			

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions. List each one (whether individuals or firms) If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
None		

Total number of others receiving over \$50,000 for professional services ▶	0	

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
None		

Total number of other contractors receiving over \$50,000 for other services ▶	0	

Part III **Statements About Activities** (See page 2 of the instructions)

		Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ _____ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.		X
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)		
a	Sale, exchange, or leasing of property?		X
b	Lending of money or other extension of credit?		X
c	Furnishing of goods, services, or facilities?		X
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? See Part V-A, Form 990	X	
e	Transfer of any part of its income or assets?		X
3 a	Did the organization make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments.)		X
b	Did the organization have a section 403(b) annuity plan for its employees?	X	
c	Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," attach a detailed statement.		X
d	Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?		X
4 a	Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g. If "No," complete lines 4f and 4g.		X
b	Did the organization make any taxable distributions under section 4966?		X
c	Did the organization make a distribution to a donor, donor advisor, or related person?		X
d	Enter the total number of donor advised funds owned at the end of the tax year ▶		0
e	Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year ▶		0.
f	Enter the total number of separate funds or accounts owned at the end of the year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts ▶		0.
g	Enter the aggregate value of assets in all funds or accounts included on line 4f at the end of the tax year ▶		0.

Part IV Reason for Non-Private Foundation Status (See pages 4 through 7 of the instructions)

I certify that the organization is not a private foundation because it is (Please check only **ONE** applicable box)

- 5 A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)
- 6 A school. Section 170(b)(1)(A)(ii) (Also complete Part V)
- 7 A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii)
- 8 A federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)
- 9 A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii) Enter the hospital's name, city, and state ▶
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A)
- 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)
- 11b A community trust Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A)
- 12 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 charitable, etc., 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) (Also complete the **Support Schedule** in Part IV-A)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3) Check the box that describes the type of supporting organization
 - Type I
 - Type II
 - Type III-Functionally Integrated
 - Type III-Other

Provide the following information about the supported organizations. (See page 7 of the instructions)

(a) Name(s) of supported organization(s)	(b) Employer identification number (EIN)	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?		(e) Amount of support
			Yes	No	
Total					▶

- 14 An organization organized and operated to test for public safety Section 509(a)(4) (See page 7 of the instructions)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) Use cash method of accounting.
 Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28.)	107,739.	182,893.	231,570.	103,815.	626,017.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	2,581,179.	2,556,081.	2,368,350.	2,358,403.	9,864,013.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	60,280.	53,110.	56,850.	70,699.	240,939.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge.					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets.					
23 Total of lines 15 through 22	2,749,198.	2,792,084.	2,656,770.	2,532,917.	10,730,969.
24 Line 23 minus line 17	168,019.	236,003.	288,420.	174,514.	866,956.
25 Enter 1% of line 23	27,492.	27,921.	26,568.	25,329.	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24					26a N/A
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2002 through 2005 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					26b N/A
c Total support for section 509(a)(1) test. Enter line 24, column (e)					26c N/A
d Add: Amounts from column (e) for lines 18 _____ 19 _____ 22 _____ 26b _____					26d N/A
e Public support (line 26c minus line 26d total)					26e N/A
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					26f N/A %
27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year	(2005) 0.	(2004) 0.	(2003) 0.	(2002) 0.	
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000 (include in the list organizations described in lines 5 through 11b, as well as individuals). Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year	(2005) 0.	(2004) 2,004.	(2003) 15,032.	(2002) 0.	
c Add: Amounts from column (e) for lines 15 _____ 16 _____ 17 9,864,013. 20 _____ 21 _____					27c 10,490,030.
d Add: Line 27a total 0. and line 27b total 17,036.					27d 17,036.
e Public support (line 27c total minus line 27d total)					27e 10,472,994.
f Total support for section 509(a)(2) test. Enter amount on line 23, column (e)					27f 10,730,969.
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					27g 97.5960%
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					27h 2.2453%

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2002 through 2005, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15

Part V Private School Questionnaire (See page 9 of the instructions)

N/A

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe, if "No," please explain (If you need more space, attach a separate statement)		
<hr/> <hr/> <hr/>			
32	Does the organization maintain the following		
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a	
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b	
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c	
d	Copies of all material used by the organization or on its behalf to solicit contributions? If you answered "No" to any of the above, please explain (If you need more space, attach a separate statement)	32d	
<hr/> <hr/> <hr/>			
33	Does the organization discriminate by race in any way with respect to		
a	Students' rights or privileges?	33a	
b	Admissions policies?	33b	
c	Employment of faculty or administrative staff?	33c	
d	Scholarships or other financial assistance?	33d	
e	Educational policies?	33e	
f	Use of facilities?	33f	
g	Athletic programs?	33g	
h	Other extracurricular activities? If you answered "Yes" to any of the above, please explain (If you need more space, attach a separate statement)	33h	
<hr/> <hr/> <hr/>			
34 a	Does the organization receive any financial aid or assistance from a governmental agency?	34a	
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement.	34b	
35	Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," attach an explanation	35	

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 10 of the instructions)

N/A

(To be completed ONLY by an eligible organization that filed Form 5768)

Check a if the organization belongs to an affiliated group Check b if you checked "a" and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred)	(a) Affiliated group totals	(b) To be completed for all electing organizations
	N/A	
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38 Total lobbying expenditures (add lines 36 and 37)	38	
39 Other exempt purpose expenditures	39	
40 Total exempt purpose expenditures (add lines 38 and 39)	40	
41 Lobbying nontaxable amount Enter the amount from the following table -		
If the amount on line 40 is -	The lobbying nontaxable amount is -	
Not over \$500,000	20% of the amount on line 40	
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	
42 Grassroots nontaxable amount (enter 25% of line 41)	42	
43 Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36	43	
44 Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38	44	

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

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 45 through 50 on page 13 of the instructions)

Calendar year (or fiscal year beginning in)	Lobbying Expenditures During 4-Year Averaging Period				N/A (e) Total
	(a) 2006	(b) 2005	(c) 2004	(d) 2003	
45 Lobbying nontaxable amount					0.
46 Lobbying ceiling amount (150% of line 45(e))					0.
47 Total lobbying expenditures					0.
48 Grassroots nontaxable amount					0.
49 Grassroots ceiling amount (150% of line 48(e))					0.
50 Grassroots lobbying expenditures					0.

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 13 of the instructions)

N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h.)			
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 other means			
i Total lobbying expenditures (Add lines c through h.)			0.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See page 13 of the instructions)

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting organization to a noncharitable exempt organization of

(i) Cash

(ii) Other assets

b Other transactions

(i) Sales or exchanges of assets with a noncharitable exempt organization

(ii) Purchases of assets from a noncharitable exempt organization

(iii) Rental of facilities, equipment, or other assets

(iv) Reimbursement arrangements

(v) Loans or loan guarantees

(vi) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

Table with 3 columns: Question ID, Yes, No. Rows include 51a(i), a(ii), b(i), b(ii), b(iii), b(iv), b(v), b(vi), and c.

N/A

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

52 a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No (X) No

b If "Yes," complete the following schedule N/A

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

2006 DEPRECIATION AND AMORTIZATION REPORT

Form 990 Page 2

990

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTERS	070105SL		3.00	17	11,172.			11,172.	654.		3,720.
2	COMPUTERS	123105SL		3.00	17	7,646.			7,646.			2,548.
	* Total 990 Page 2 Depr					18,818.		0.	18,818.	654.	0.	6,268.

Form 990	Income and Cost of Goods Sold Included on Part I, Line 10	Statement 1
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Income

1. Gross receipts	713,191	
2. Returns and allowances	68,468	
3. Line 1 less line 2		644,723
<hr/>		
4. Cost of goods sold (line 13)	144,626	
5. Gross profit (line 3 less line 4)		500,097
<hr/> <hr/>		

Cost of Goods Sold

6. Inventory at beginning of year	182,131	
7. Merchandise purchased	187,374	
8. Cost of labor		
9. Materials and supplies		
10. Other costs		
11. Add lines 6 through 10		369,505
<hr/>		
12. Inventory at end of year	224,879	
13. Cost of goods sold (line 11 less line 12).		144,626
<hr/> <hr/>		

Form 990	Cash Grants and Allocations to Others	Statement	3
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Class of Activity/Donee's Name and Address	Amount
GENERAL SUPPORT GENERAL SERVICE BOARD OF AA 475 RIVERSIDE DRIVE NEW YORK, NY 10115	26,000.
Total Included on Form 990, Part II, line 22b	26,000.

Form 990	Statement of Organization's Primary Exempt Purpose Part III	Statement	4
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Explanation

DEALING WITH THE PROBLEMS OF ALCOHOLISM IN RELATION TO THE PROGRAM OF ALCOHOLICS ANONYMOUS.

Form 990	Government Securities	Statement	5
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Description	Cost/FMV	U.S. Government	State and Local Gov't	Total Gov't Securities
GENERAL SERVICE BOARD OF A.A., INC	Cost	1,550,000.		1,550,000.
Total to Form 990, line 54a, Col B		1,550,000.		1,550,000.

Form 990	Depreciation of Assets Not Held for Investment	Statement	6
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Description	Cost or Other Basis	Accumulated Depreciation	Book Value
COMPUTERS	11,172.	4,374.	6,798.
COMPUTERS	7,646.	2,548.	5,098.
Total to Form 990, Part IV, ln 57	18,818.	6,922.	11,896.

Form 990	Other Liabilities	Statement	7
Description		Amount	
PREPAID SUBSCRIPTIONS		1,702,453.	
GIFT CERTIFICATES & OTHER		31,927.	
Total to Form 990, Part IV, line 65, Column B		1,734,380.	

Form 990	Part V-A - List of Current Officers, Directors, Trustees and Key Employees	Statement	8
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Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account
JAMES BRANSCOME C/O AA GRAPEVINE NEW YORK, NY 10115	DIRECTOR 5.00	0.	0. 0.
RAY MASSEY C/O AA GRAPEVINE NEW YORK, NY 10115	SECRETARY 5.00	0.	0. 0.
ROBERT MAYER C/O AA GRAPEVINE NEW YORK, NY 10115	VICE CHAIRPERSON 5.00	0.	0. 0.
HERBERT GOODMAN C/O AA GRAPEVINE NEW YORK, NY 10115	DIRECTOR 5.00	0.	0. 0.
DOROTHY HURLEY C/O AA GRAPEVINE NEW YORK, NY 10115	DIRECTOR 5.00	0.	0. 0.
TOM KRAEMER C/O AA GRAPEVINE NEW YORK, NY 10115	DIRECTOR 5.00	0.	0. 0.
JOHN SKILTON C/O AA GRAPEVINE NEW YORK, NY 10115	TREASURER 5.00	0.	0. 0.
JANET BRYAN C/O AA GRAPEVINE NEW YORK, NY 10115	ASST SECRETARY 35.00	58,927.	12,728. 0.

ROBIN BROMLEY C/O AA GRAPEVINE NEW YORK, NY 10115	PRESIDENT 35.00	101,862.	22,002.	0.
EUGENE O'BRIEN C/O AA GRAPEVINE NEW YORK, NY 10115	ASST TREASURER 35.00	88,192.	19,049.	0.
ARNOLD ROSS C/O AA GRAPEVINE NEW YORK, NY 10115	CHAIRPERSON 5.00	0.	0.	0.
Totals Included on Form 990, Part V-A		248,981.	53,779.	0.

Form 990 Identification of Related Organizations Statement 9
Part VI, Line 80b

Name of Organization	Exempt	NonExempt
GENERAL SERVICE BOARD OF A.A., INC.	X	
AA WORLD SERVICES, INC.	X	

Form 990 Part VIII - Relationship of Activities to Statement 10
Accomplishment of Exempt Purposes

Line	Explanation of Relationship of Activities
93A	MONTHLY MAGAZINE CIRCULATED TO AA GROUPS AND MEMBERS TO ASSIST IN THE
93A	REHABILITATION OF ALCOHOLICS
93B	BIMONTHLY SPANISH MAGAZINE TO SAME PURPOSE
102	SALES OF BOOKS, CALENDARS, TAPES ETC DIRECTED TOWARDS THE
102	REHABILITATION OF ALCOHOLICS

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

October 6, 2006

Witness my hand and seal of the Department of State on



A handwritten signature in black ink, appearing to be "G. J. ...", written in a cursive style.

Special Deputy Secretary of State

F061006000059

RESTATED CERTIFICATE OF INCORPORATION
-OF-
ALCOHOLICS ANONYMOUS GRAPEVINE, INC.

Under Section 805 of the Not-for-Profit Corporation Law

We, the undersigned, being the Chairperson and the Secretary of Alcoholics Anonymous Grapevine, Inc., a Type B corporation under Section 201 of the Not-for-Profit Corporation Law, do hereby certify:

- (1) The name of the corporation is Alcoholics Anonymous Grapevine, Inc., which is the name under which the corporation was formed.
- (2) The certificate of incorporation of Alcoholics Anonymous Grapevine, Inc. was filed by the Department of State on the 10th day of June, 1971.
- (3) The certificate of incorporation of Alcoholics Anonymous Grapevine, Inc. is amended to effect the following amendments authorized by the Not-For-Profit Corporation Law of the State of New York (the "NPCL"): paragraph SECOND, the first sentence, which sets forth the statutory definition of the corporation, is clarified and a statement of the corporation's type under Section 201 of the NPCL is added; the remainder of paragraph SECOND, which sets forth the purposes of the corporation, is renumbered paragraph THIRD; renumbered paragraph THIRD, the introductory sentence, which provides that the corporation's purposes are charitable in nature, is revised to more fully

reflect the nature of the corporation's purposes, which are charitable, educational and scientific; renumbered paragraph THIRD, subparagraph (a), which includes the historical reference to the assumption of the assets of Alcoholics Anonymous Grapevine, Inc., a predecessor stock corporation, by Alcoholics Anonymous Grapevine, Inc., the newly formed not-for-profit corporation, and the fact that The General Service Board of Alcoholics Anonymous, Inc. owned the stock of said predecessor corporation, is deleted as no longer relevant, and each subparagraph is re-lettered, consistent with the deletion of subparagraph (a); renumbered paragraph THIRD, re-lettered subparagraph A, is updated to reflect that the corporation's publications may be in electronic form in addition to other media; renumbered paragraph THIRD, re-lettered subparagraph C, a reference to the number of groups served by The General Service Board of Alcoholics Anonymous, Inc., is added; the existing paragraph THIRD is deleted; paragraph FIFTH is reworded to more specifically comply with the NPCL; the language in paragraph SIXTH, designating the Secretary of State as the agent of the corporation upon whom process against it may be served is clarified, and provides the post office address to which the Secretary of State may mail such process; the existing paragraph SEVENTH, regarding liquidation, is deleted; a new paragraph SEVENTH is added, in order to include language required by

Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, regarding limitations respecting the corporation's activities, language indicating that the corporation is non-profit and therefore limited regarding the distribution of the corporation's earnings, and language defining limitations regarding the corporation's involvement in political activities; the existing paragraph EIGHTH is deleted and a new paragraph EIGHTH is added to include such limitations, respecting the corporation's activities, as would apply in the event the corporation is treated as a "private foundation; the existing paragraph NINTH, providing the number of directors of the corporation and the names and addresses of the initial directors of the corporation is deleted; a new paragraph NINTH is added, stating limitations regarding the distribution of the corporation's assets in the event of dissolution; the existing paragraph TENTH, providing the qualifications of the subscribers to the original certificate of incorporation, is deleted and a new paragraph TENTH defining the permissible number of directors of the corporation is added; a new paragraph ELEVENTH is added, which defines qualifications for corporate membership.

(4) The text of the certificate of incorporation is hereby restated, as amended, to read as herein set forth in full:

FIRST: The name of the corporation is Alcoholics Anonymous Grapevine, Inc. ✓

SECOND: This corporation is a corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law of the State of New York (the "NPCL"), and is a Type B corporation under Section 201 of the NPCL.

THIRD: The purposes for which this corporation is formed are exclusively charitable, educational and scientific in nature, and in furtherance thereof the corporation is authorized:

A. To prepare, edit, print, publish, bind, manufacture, circulate, distribute, buy, sell and otherwise deal in magazines, books, papers, pamphlets, brochures, leaflets, and other printed or written material, and related art in electronic and other media primarily devoted to the dissemination of information concerning the principles, practices, activities and objectives of the fellowship commonly known as "Alcoholics Anonymous."

B. To prepare, edit, print, publish, bind, manufacture, circulate, distribute, buy, sell and otherwise deal in directly or indirectly, magazines, books, papers, pamphlets, brochures, leaflets, and other printed or written material concerning generally the subject of alcoholism and related matters and dealing with the various means, methods, techniques and procedures available or proposed for the treatment, relief, rehabilitation and recovery of persons suffering from or potentially subject to alcoholism including such measures and therapies as may involve, directly or indirectly, wholly or partly, the physiological and psychological, ethical and moral, individual and social, religious and spiritual and other elements in the problem of alcoholism, and the factors therein of a causative, contributory and aggravative nature; to copyright and acquire, hold, use and dispose of any interest in, in whole or in part, any and all of the magazines, books, papers, pamphlets, brochures and other printed written material of the kind and nature hereinabove described and any and all articles, stories and writings and pictures, illustrations, drawings and descriptive or graphic representations appearing or contained therein; to operate and maintain a publishing house for the objects and purposes hereinabove set forth, or any of them; to purchase or otherwise acquire and to hold, own, sell or otherwise dispose of, and to copyright, publish and distribute, intellectual and literary properties of such kind and nature consistent with the objects and purposes of the corporation herein provided.

C. To assist the General Service Board of Alcoholics Anonymous, Inc., a not-for-profit corporation organized under the laws of the State of New York (the "General Service Board"), which is the basic organization serving the many tens of thousands of local autonomous groups constituting integral parts of the Alcoholics Anonymous movement, in such duties and functions as may be assigned to it by the General Service Board.

D. To carry out such other services which relate to the attainment of sobriety and the maintenance of sobriety of persons suffering from or threatened with alcoholism.

E. To engage in any and all activities calculated to assist in the voluntary restoration of individuals suffering from or threatened with alcoholism to normal life under conditions of sobriety and to conduct or participate in all classes of services calculated to be of help to persons suffering from or threatened with alcoholism.

F. To purchase, lease or otherwise acquire and to hold, own, sell or dispose of real and personal property of all kinds and any interest in real or personal property, necessary or desirable for its corporate purposes.

G. To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes or other obligations from time to time, for the purchase of property, in accordance with the business of the corporation.

H. To acquire and take over as a going concern and thereafter to carry on the business of any person, firm or corporation engaged in any similar business, and, in connection therewith, to acquire the good will and all or any of the assets and to assume or otherwise provide for all or any of the liabilities of any such business.

I. To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise turn to account or deal with all or any part of the property of the corporation as may be necessary in furtherance of the corporate purposes.

J. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary

or desirable for the corporate purposes with any person, firm, corporation, private, public or municipal body politic under the government of the United States, or any state, territory or colony thereof, or of any foreign government, so far as and to the extent that, the same may be done and performed by corporations organized under the NPCL.

K. To carry on business at any place or places within the United States, and in any and all foreign countries, and to purchase, hold mortgage, convey, lease or otherwise dispose of and deal with real and personal property at any such place or places.

L. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms or individuals and either as principals or agents, and to do every other act or acts, thing or things, incidental to or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers or any of them.

M. Nothing herein contained, however, shall be deemed to give the corporation the right to solicit funds or to engage in non-charitable activities.

FOURTH: The territory in which the operations of the corporation are principally to be conducted is the entire United States of America and Canada, with the corporation's publications being distributed in foreign nations throughout the world.

FIFTH: The corporation maintains an office in the County of New York, State of New York.

SIXTH: The Secretary of State is hereby designated the agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon the Secretary of State as agent of the corporation is: Executive Editor, Alcoholics Anonymous World Services, Inc., 475 Riverside Drive, New York, NY 10115.

SEVENTH: A. The corporation shall not carry on any activities not permitted to be carried on by a corporation

exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

B. The corporation is not formed for pecuniary profit or for financial gain and no part of the net earnings of the corporation, shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the corporation, or any private individual, except that the corporation shall be authorized to pay reasonable compensation for services rendered to or for the corporation in furtherance of one or more of its purposes.

C. Except to the extent permitted by the Code, the corporation shall not carry on propaganda or otherwise attempt to influence legislation. The corporation shall not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

EIGHTH: During such period or periods of time as the corporation is treated as a "private foundation" pursuant to the Code, the board of directors of the corporation (the "Board of Directors") must distribute the corporation's income at such time or times and in such manner so as not to subject the corporation to tax under Section 4942 of the Code, and the corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Code) which would subject the corporation to a tax under Section 4943 of the Code, from making any investments or otherwise acquiring assets in such a manner so as to subject the corporation to a tax under Section 4944 of the Code, from retaining any assets which would subject the corporation to a tax under Section 4944 of the Code if the corporation had acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

NINTH: In the event of dissolution of the corporation, all of the remaining assets and property of the corporation shall, after paying or making provision for the payment of all the liabilities of the corporation and for the necessary expenses thereof, be distributed to the General Service Board, provided that it then is qualified as a tax-exempt organization described in Section 501(c)(3) of the Code. If the General Service Board is not so qualified as a

Section 501(c)(3) organization, then the assets and property shall be applied as determined by the Board of Directors, and as approved by a Justice of the Supreme Court of the State of New York, for the charitable, educational and scientific purposes for which the corporation is organized by distributing such property and assets for the furtherance of the work of institutions with similar purposes and objects which shall qualify under Section 501(c)(3) of the Code. In the event of voluntary dissolution, such institutions shall be selected in the discretion of the Board of Directors, subject to approval of the plan of dissolution and distribution of assets upon order of a Justice of the Supreme Court of the State of New York. In no event shall any of such assets be distributed to any member, director, or officer of the corporation, or to any private individual.


TENTH: The number of the corporation's directors shall be not less than seven nor more than twenty-five.

ELEVENTH: No one shall be elected to be a member of the corporation, nor shall he or she continue as a member of the corporation unless such person shall contemporaneously serve as a member and trustee of the General Service Board.

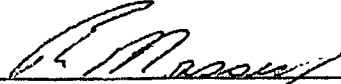
(5) This restatement of the certificate of incorporation of Alcoholics Anonymous Grapevine, Inc., was authorized by the unanimous vote of all Members of the Corporation entitled to vote thereon, at a meeting of the Members, duly called, and held on April 29, 2006. ✓

IN WITNESS WHEREOF, the undersigned have subscribed this certificate and hereby affirm it as true under the penalties of

perjury, this 28th day of July, 2006.



Arnold L. Ross, Chairperson
Alcoholics Anonymous Grapevine Inc.



Raymond Massey, Secretary
Alcoholics Anonymous Grapevine Inc.

STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT
Albany, New York

**CONSENT TO FILING WITH THE DEPARTMENT OF STATE
(General Use)**

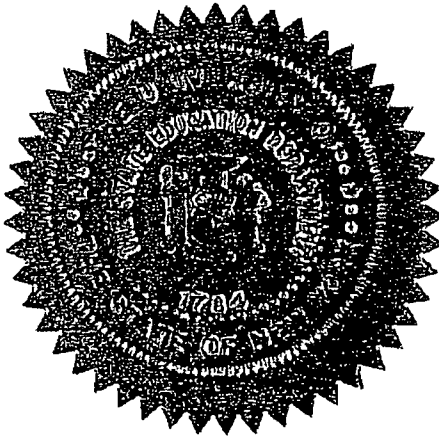
Consent is hereby given to the filing of the annexed restatement of certificate of incorporation

of Alcoholics Anonymous Grapevine, Inc.

[name of entity]

pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.

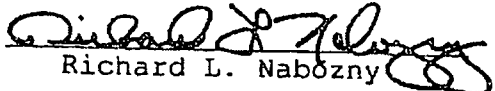
This consent is issued solely for purposes of filing the annexed document by the Department of State and shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such entity, nor shall it be construed as giving the officers or agents of such entity the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.



IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed.

RICHARD P. MILLS
Commissioner of Education

By:


Richard L. Nabozny

Commissioner's authorized designee

8/30/06
Date

**THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE
COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE
STATE EDUCATION DEPARTMENT.**

The undersigned has no objection to the granting of Judicial approval hereon and waives statutory notice.

THE ATTORNEY GENERAL HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON, ACKNOWLEDGES RECEIPT OF STATUTORY NOTICE AND DEMANDS SERVICE OF THE FILED CERTIFICATE SAID NO OBJECTION IS CONDITIONED ON SUBMISSION OF THE MATTER TO THE COURT WITHIN 30 DAYS HEREAFTER.

by *Laura Werner*
ASSISTANT ATTORNEY GENERAL

DATE

September 25, 2006

Date: _____

JOHN E.H. STACKHOUSE

I, _____, a Justice of the Supreme Court of the State of

New York for the *First* Judicial District do hereby approve of the foregoing

Restated Certificate of Incorporation of *Alcoholics Anonymous*

Grapewine, Inc.

and consent that the same be filed.

Date: *SEP 29 2006*

J.S.C.

F 061006000 059

RESTATED CERTIFICATE OF INCORPORATION

OF

ALCOHOLICS ANONYMOUS GRAPEVINE, INC.

Under Section 805 of the Not-for-Profit Corporation Law

Holland & Knight LLP
195 Broadway
New York, N.Y. 10007-3189

ml

loc
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 06 2006

TAX \$ _____
BY: *lmd*

NY

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DELANEY #30**

2006 OCT -5 PM 2:12

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2006 OCT -2 PM 12:11

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206

FILING RECEIPT

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ENTITY NAME: ALCOHOLICS ANONYMOUS GRAPEVINE, INC.

DOCUMENT TYPE: AMENDMENT (DOMESTIC NFP)
PURPOSES PROCESS PROVISIONS RESTATED

COUNTY: NEWY

SERVICE COMPANY: DELANEY CORPORATE SERVICES LTD.

SERVICE CODE: 30

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FILED:10/06/2006 DURATION:***** CASH#:061006000064 FILM #:061006000059

ADDRESS FOR PROCESS

EXECUTIVE EDITOR, ALCOHOLICS ANONYMOUS WORLD SERVICES, INC.
475 RIVERSIDE DRIVE
NEW YORK, NY 10115

REGISTERED AGENT

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FILER	FEES		PAYMENTS	
-----	-----	65.00	-----	65.00
	FILING	30.00	CASH	0.00
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HOLLAND & KNIGHT LLP	CERT	0.00	CHARGE	0.00
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