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COVER LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: ROY HOBBS FOUNDATION

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75 ✓

OPTIONAL:

Certificate of Status	\$ 8.75 ✓
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THOMAS GIFFEN

Name (printed or typed)

14721 EAGLES LOOKOUT COURT

Address

FORT MYERS, FL. 33912

City, State & Zip

330.352.2171

Daytime Telephone Number

supportRHF@royhobbs.com

E-mail address: (to be used for future annual report notification)

CERTIFICATE OF DOMESTICATION

The undersigned, THOMAS GIFFEN CHAIRMAN
(Name) (Title)

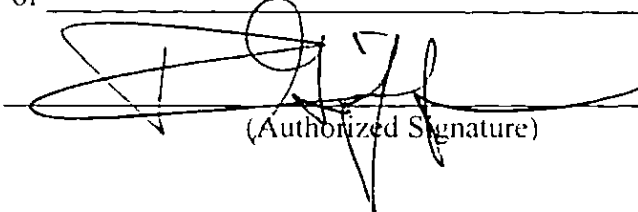
of ROY HOBBS FOUNDATION INC a foreign corporation.
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was 3-16-09 / decertified 8-15 2016.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was STATE OF OHIO.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was ROY HOBBS FOUNDATION INC.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is ROY HOBBS FOUNDATION INC.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was AKRON, OHIO, MOVED TO FORT MYERS, FLORIDA.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am THOMAS GIFFEN of ROY HOBBS FOUNDATION INC

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 14th day of SEPTEMBER 2018


(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

ROY HOBBS FOUNDATION *INC*

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address shall be:

Principal Address

Mailing Address

% ROY HOBBS DIAMOND ENT LLC

SAME

4301-100 EDISON AVENUE

FORT MYERS, FL. 33916

ARTICLE III PURPOSE

The purpose for which the corporation is organized:

The Roy Hobbs Foundation is organized and will be operated exclusively for charitable, religious,

scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal

Revenue Code of 1986, as amended, including and with out limitation the making of contribution

or gifts for such purposes to organizations that qualify as exempt organizations under Code

501(c)(3).

MISSION STATEMENT: Established for and dedicated to raising consciousness of and funds

for 1) Leukemia Research through recognized institutions and programs, 2) the advancement

of baseball and recreational opportunities for mentally and physically challenged children and

adults, and 3) financial and physical support for organizations assisting abused women and

their children.

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ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

See Attached Code of Regulations

ARTICLE V INITIAL DIRECTORS AND/ OR OFFICERS

The name(s) and address(es) and specific title(s):

Title/Name

See Attached document on RHF Directors

Title/Name

Title/Name

Title/Name

tle/Name

Title/Name

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box **NOT** acceptable) of the registered agent is:

THOMAS GIFFEN

14721 EAGLES LOOKOUT COURT

FORT MYERS. FL. 33912

ARTICLE VII INCORPORATOR

The name and address of the incorporator is:

THOMAS GIFFEN

14721 EAGLES LOOKOUT COURT

FORT MYERS. FL. 33912

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature/Registered Agent

9-10-18

Date

Signature/Incorporator

9-10-18

Date

18 OCT 17 11:23:43
AM

Roy Hobbs Foundation

Board of Directors, 2016-2018

Officers

Tom Giffen	Chairman	14721 Eagles Lookout Court, Fort Myers, FL 33912
Carl Rakich	President	12763 Hunters Ridge Dr., Bonita Springs, FL 34135
Ellen Giffen	Treasurer	1010 Alamo Plaza Dr., Cedar Park, TX 78613

Board members

McHughson Chambers	1810 Main Street, Cedar Park, TX 78613
Rob Giffen	1911 Mabron Rd., Columbia, SC 29209
Allison Gruber	5121 Atlantic Court, Cape Coral, FL 33904
Ted Lesiak	50 S Main St. / 10 th Floor, Akron, OH 44308
Bob Molbert	12435 Crooked Creek Lane, Fort Myers, FL 33913
Mike Murphey	W 2003 Broadway, Spokane, WA 99201
Charles Rakos	4814 Conover Ct., Fort Myers, FL 33908

Non-voting

Karen Marcinkoski	Secretary	1911 Mabron Rd., Columbia, SC 29209
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**CODE OF REGULATIONS
OF
THE ROY HOBBS FOUNDATION**

ARTICLE I - BOARD OF DIRECTORS

Section 1. General Authority. Except as otherwise provided by law, the Articles of Incorporation (the "Articles") or these Regulations, The Roy Hobbs Foundation (the "Corporation") shall be governed, and all authority of the Corporation shall be exercised by, the Board of Directors which shall manage and control the affairs and property of the Corporation. No Director shall be required to furnish any bond or surety for the faithful performance of his or her duties.

Section 2. Compensation. The Directors may authorize reasonable compensation for attendance at meetings of the Directors or for other services rendered to the Corporation as a Director and reimbursement to any Director of expenses necessarily incurred by him or her in the performance of his or her duties as Director. A Director may also receive reasonable compensation for his or her services to the Corporation in a professional or other non-Director capacity provided such services are reasonable and necessary in the furtherance of the Corporation's purposes.

Section 3. Number and Qualification of Directors. The Board of Directors shall initially consist of the persons named as such in the Articles of the Corporation. The Directors may, from time to time, increase or decrease the number of Directors or create other categories of non-voting Directors; however, the number of voting Directors shall not be less than three.

Section 4. Term of Office/Election. The Directors shall be divided into three classes of roughly equal size. Each class shall serve for three-year terms, which terms shall be staggered to provide for only one class' term to expire in a year. Any vacancy or vacancies among the Directors, however caused, may be filled for the unexpired term by vote of the Directors at a regular or annual meeting, or at a special meeting called for such purpose.

Section 5. Resignation or Removal. Any Director may resign at any time by notice in writing to the Board of Directors. Any Director may be removed from office without cause at a meeting of the Directors by a vote of two-thirds (2/3) of the Directors then serving.

Section 6. Vacancies. The office of any Director shall become vacant upon the natural expiration of his or her term, or upon his or her death, failure to qualify, or resignation as Director. Any Director's office shall likewise become vacant if he or she shall be declared of unsound mind or otherwise incompetent by order of a court having jurisdiction, or if he or she shall be adjudicated a bankrupt or shall make an assignment for the benefit of his or her creditors.

Section 7. Committees. The Board of Directors may, from time to time, create committees to assist in carrying out the Corporation's purposes and may authorize the Chairman to select the members to serve on any such committee; however, any such committee to which

any authority of the Board of Directors is delegated shall consist of at least three Directors. Each such committee shall serve at the pleasure of the Board of Directors, shall act only in the intervals between meetings of the Board of Directors and shall be subject to the control and direction of the Board of Directors; provided, no third party shall be adversely affected by relying upon any act of any such committee within the authority delegated to it. Each such committee shall act by not less than a majority of its authorized members.

ARTICLE II - MEETINGS OF THE DIRECTORS

Section 1. Time, Place and Notice. Annual meetings of the Directors shall be held at such time during the last three months of each calendar year or as otherwise determined by the Board of Directors. Special meetings of the Directors may be called by the Chairman, the President or by a Vice President or by any two Directors. Notice of the time and place of all meetings shall be served upon, telephoned, or electronically mailed to each Director at least 24 hours, or mailed or telecommunicated (e.g., by telex, telegraph or facsimile equipment) to each Director at his address as it appears on the records of the Corporation at least 48 hours, prior to the time of such meeting. No notice of the time or place of any meeting of Directors shall be required to be given if waived by every Director entitled to receive notice by (a) his or her written waiver filed with or entered upon the records of such meeting either before or after the meeting, or (b) his or her attendance at such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice.

Section 2. Quorum and Voting. To constitute a quorum at any meeting of the Directors there shall be present a majority of the Directors then qualified and acting as such, but if at any meeting of the Directors there shall be present less than a quorum, a majority of those present may adjourn the meeting without notice other than announcement at such meeting until a quorum shall attend. The act of a majority of the Directors present at any meeting and constituting a quorum shall be the act of the Directors.

Section 3. Action Without a Meeting. Any action which may be authorized or taken at a meeting of Directors may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all of the Directors who would be entitled to notice of a meeting for such purpose, which writing or writings shall be filed with or entered upon the records of the Corporation. A telegram, cablegram, electronic mail, or an electronic or other transmission capable of authentication that appears to have been sent by a Director and that contains an affirmative vote or approval of that Director is a signed writing for purposes of this Section 3. The date on which that transmission by such authorized communications equipment is sent is the date on which the writing is deemed signed.

Section 4. Meetings Held Through Communications Equipment. Meetings of the Directors may be held through any communications equipment if all persons participating can hear each other, and such participation shall constitute presence at such a meeting.

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ARTICLE III - OFFICERS

Section 1. Titles and Elections. The Corporation may have a Chairman of the Board and shall have a President (both of whom shall be Directors), a Secretary and a Treasurer. The Corporation may also have one or more Vice Presidents and such other officers (including assistant officers) as the Directors may deem necessary. Any two or more offices may be held by the same person.

All officers and assistant officers shall be elected by the Directors at the regular annual meeting of Directors or at any meeting called for such purpose, and shall, unless otherwise provided by the Directors, hold office until their respective successors have been elected.

Any officer may be removed at any time, with or without cause, by the Directors at a meeting of the Directors called for such purpose.

Section 2. Authority. The officers shall have such authority and shall perform such duties as are customarily incident to their respective offices, or as may be specified from time to time by the Directors regardless of whether such authority and duties are customarily incident to such office.

ARTICLE IV - ADMINISTRATION OF FUNDS

Section 1. Director Authority. The Directors, except as herein otherwise provided, shall have unlimited discretion in all matters relating to the acquisition, holding, management, control, investment and disposition of the property of the Corporation, notwithstanding any rule of court or statute now or hereafter in force to the contrary; provided, however, that the fundamental purposes and powers of the Corporation, and the limitations thereon, as expressed in the Articles, shall not thereby be amended or changed except by proper amendment of such Articles. No Director or any other person acting by the direction of or with the approval of the Directors shall be liable to the Corporation or to any other person for any loss or damage resulting from any action taken or not taken, except for his own gross negligence or willful misconduct. The following enumeration of specific powers of the Directors shall not be deemed a limitation of the generality of the foregoing, except as specifically so provided.

Section 2. Contributions. Gifts, donations and contributions of cash, securities or other property from any source whatever, either outright or in trust, may be made to and accepted by the Corporation to enable the Corporation to carry out its purposes set forth in the Articles. The Corporation may accept devises, bequests, gifts, donations and contributions of property of any kind and may agree to administer the same in accordance with any conditions which the testator or donor may impose, provided that any conditions of any such devises, bequests, gifts, donations and contributions shall be subject to the approval and acceptance of the Directors and shall be consistent with and in furtherance of the purposes and within the powers of the Corporation.

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Section 3. Rights of Ownership. The Directors, notwithstanding any rule of court or statute now or hereafter in force to the contrary, may retain and hold property of any kind given to the Corporation by will, deed, gift or otherwise; may manage, control and exercise all rights of ownership with respect to any funds or property or proceeds of the sale of property coming to the Corporation from any source; may invest and reinvest the same in such loans, stocks, bonds, securities or other property of any kind as they shall from time to time determine; and may compromise, settle and adjust any claims on behalf of or against the Corporation arising from or by reason of any devises, gifts, contributions or donations of property to the Corporation, otherwise, on such terms and conditions and at such time or times as they may decide.

No person or organization, being or claiming to be a beneficiary of any of the purposes of the Corporation, shall, as such, have or be given any claim or right of action against the Corporation by reason thereof; nor shall any person have or be given at any time any authority to bind or commit the Corporation to make any future advance, gift or contribution, to render any assistance or to take any other action in the future in any manner whatever, excepting only such engagements as shall be necessary or expedient for the proper fiscal management of the assets of the Corporation. Any advance, gift or contribution made, assistance rendered or any other action taken in furtherance of the purposes of the Corporation shall be made or done solely in the exercise of the discretion of the person or persons duly authorized thereto and when so made or done shall be and remain the voluntary act of the Corporation.

Section 4. Use of Funds. Any money or other property of the Corporation, whether income or principal, shall be used or distributed by the Directors as they may determine from time to time as follows:

(a) For the payment of all charges and expenses which in their opinion are necessary for the proper care, management and preservation of the property of the Corporation, including, but without limiting the generality of the foregoing, taxes, rental, clerical services, fees of attorneys, accountants and other experts and reasonable compensation to any person or persons whom the Directors may deem it necessary to employ, in order effectively and fully to carry out the purposes of the Corporation

(b) For the furtherance and accomplishment of the purposes for which the Corporation is formed, as stated and subject to the limitations contained in its Articles, at such time or times, in such amount or amounts and in such manner as may be determined by the Directors in the exercise of their discretion.

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ARTICLE V - INDEMNIFICATION AND INSURANCE

Section 1. Authorization.

A. In the event that any person who was or is a party or is threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, or investigative action, suit or proceeding seeks indemnification from the Corporation against expenses (including attorney's fees), and in the case of actions other than those by or in the right of the Corporation, judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding by reason of the fact that such person is or was a Director, officer, employee, agent or volunteer of the Corporation or is or was serving at the request of the Corporation as a trustee, director, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit or for profit), partnership, limited liability company, joint venture, trust or other enterprise, then, unless such indemnification is ordered by a court, the Corporation shall determine or cause to be determined in the manner provided in Section 1702.12(E)(4) of the Ohio Revised Code, as amended ("ORC"), whether or not indemnification is proper in the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in divisions (E)(1) and (E)(2) of ORC § 1702.12 and, to the extent that it is determined that such indemnification is proper, the person claiming such indemnification shall be indemnified.

B. Expenses, including attorney's fees, incurred by a Director, officer, employee, agent or volunteer in defending any action, suit, or proceeding referred to in Paragraph A of this Section may be paid by the Corporation as they are incurred in advance of the final disposition of such action, suit or proceeding as authorized by the Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee, agent or volunteer to repay such amount if it ultimately is determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article V.

C. The indemnification authorized by Paragraph A of this Section shall not be deemed exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification, pursuant to the Articles, these Regulations, any agreement, vote of disinterested Directors, or otherwise, both as to action in their official capacities and as to action in another capacity while holding their offices or positions, and shall continue as to a person who has ceased to be a Director, officer, employee, agent or volunteer and shall inure to the benefit of the heirs, executors and administrators of such a person.

D. For purposes of this Article, the term "volunteer" is used as defined by ORC Chapter 1702.

E. The provisions of ORC § 1702.12(E)(5)(a)(i) applicable to automatic advance payment of expenses shall not apply to this Corporation.

F. References in this Article V to Sections of the ORC shall also refer to any corresponding provisions of future Ohio statutes.

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Section 2. Insurance. The Corporation may, to the fullest extent then permitted by law and authorized by the Directors, purchase and maintain insurance or furnish similar protection including, but not limited to, self-insurance, for or on behalf of any person who is or was a Director, officer, employee, agent, or volunteer of the corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, agent, or volunteer of another domestic or foreign corporation (domestic or foreign, nonprofit or for profit), partnership, limited liability company, joint venture, trust, or other enterprise, against any liability asserted against and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability.

ARTICLE VI - MISCELLANEOUS

Section 1. Fiscal Year. The Corporation's fiscal year shall be December 31 or on such other date as may be fixed from time to time by the Board of Directors.

Section 2. Articles to Govern. In case any provision of these Regulations shall be inconsistent with the Articles, the Articles shall govern.

ARTICLE VII - AMENDMENT OF REGULATIONS

Section 1. These Regulations may be amended or new Regulations may be adopted by the Directors in the same manner provided for other actions of the Directors. The Articles may be amended by two-thirds (2/3) vote of the Directors, acting pursuant to ORC §1702.38.

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Exhibit A to
Initial Articles of Incorporation For
The Roy Hobbs Foundation

Article THIRD - Purposes

THIRD. The Roy Hobbs Foundation (the "Corporation") is organized and will be operated exclusively for charitable, religious, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), including and without limitation the making of contributions or gifts for such purposes to organizations that qualify as exempt organizations under Code § 501(c)(3). The foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of the Corporation conferred by the laws of the State of Ohio and shall be understood to be in furtherance of, and in addition to, such general powers conferred on nonprofit public benefit corporations under the provisions of Chapter 1702 of the Ohio Revised Code ("ORC").

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SECRET

Exhibit C to
Initial Articles of Incorporation For
The Roy Hobbs Foundation

Additional Provisions

SIXTH. The Corporation shall have no members. The Directors shall, for the purposes of any statute or rule of law relating to public benefit corporations formed under ORC Chapter 1702, be taken to be the members of the Corporation, and the Directors shall have all of the rights and privileges of members.

SEVENTH. No part of the net earnings of the Corporation shall inure to the benefit of its Directors, officers or other private shareholders or individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities that would invalidate its status as a corporation in which is exempt from federal income taxation under Code § 501(c)(3) as an organization described in Code § 501(c)(3), and (ii) contributions to which are deductible under Code §§ 170(c)(2), 2055(a)(2) and 2522(a)(2).

EIGHTH. Upon the dissolution of the Corporation, the Directors shall, after paying or adequately providing for the payment of all known obligations of the Corporation, dispose of all of the assets of the Corporation exclusively either by direct distribution for the purposes of the Corporation (as set forth in Article THIRD), or by distribution for such purposes to one or more organizations (i) which then qualify for exemption from federal income taxation under the provisions of Code § 501(c)(3) as an organization described in Code § 501(c)(3), and (ii) contributions to which are then deductible under Code §§ 170(c)(2), 2055(a)(2) and 2522(a)(2), as the Directors shall determine.

NINTH. These Articles of Incorporation may be amended or superseded, in whole or in part, in the manner provided in the Code of Regulations of the Corporation.

18 OCT 17 Filed 4:00

The Roy Hobbs Foundation

Conflict of Interest Policy

Article I - Purpose

The purpose of this conflict of interest policy is to protect the interest of The Roy Hobbs Foundation (the "Corporation") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II - Definitions

1. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- b. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2 below, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III - Procedures

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers regarding the proposed transaction or arrangement.

2. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. **Procedures for Addressing the Conflict of Interest.**

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, the interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. **Violations of the Conflicts of Interest Policy.**

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV - Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial

interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V - Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI - Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. has received a copy of the conflicts of interest policy,
- b. has read and understands the policy,
- c. has agreed to comply with the policy, and
- d. understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII - Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

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b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII - Use of Outside Advisors

When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the governing authorities responsibility for ensuring periodic reviews are conducted.

18 OCT 17 PM 12:45
M. J. J. J.