

BLUE LIPS FOUNDATION CONFLICT OF INTEREST POLICY and AGREEMENT

ARTICLE I

PURPOSES

It is important for Blue Lips Foundation directors, officers and staff to be aware that both real and apparent conflict of interests or dualities of interests sometimes occur in the course of conducting the affairs of the corporation and that the appearance of conflict can be troublesome even if there is in fact no conflict whatsoever. Conflicts occur because the many persons associated with the corporation should be expected to have, and do in fact generally have, multiple interests and affiliations in various positions of responsibility within the community. In these situations, a person will sometimes owe identical duties of loyalty to two or more corporations. The purpose of the conflict of interest policy is to protect the corporation's tax exempt interest 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. The policy is intended to supplement, but not replace, any applicable State and Federal laws governing conflict of interest applicable to non-profit and charitable organizations.

Conflicts are undesirable because they potentially or eventually place the interest of others ahead of the corporation's obligations to its charitable purposes and to the public interests. Conflicts are also undesirable because they often reflect adversely upon the person involved and upon the institutions with which they are affiliated, regardless of the actual facts or motivations of the parties. However, the long range best interest of the corporation do not require the termination of all association with persons who may have real or apparent conflicts that are harmless to all individuals or entities involved. Each member of the Board of Directors and the staff of the Corporation has a duty of loyalty to the Corporation. The duty of loyalty generally requires a Director or staff member to prefer the interest of the corporation over the Directors/staffs interests or interests of others. In addition, Director's and staff of the corporation shall avoid acts of self dealing which may adversely affect the tax exempt status of the corporation or cause there to arise any sanction or penalty by a governmental authority.

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

ARTICLE II

DEFINITIONS

2.1 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.

2.2 Financial interests – A person has the 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 or 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, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that the conflict of interest exists.

ARTICLE III

PROCEDURES

3.1 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 considering the proposed transaction or arrangement.

3.2 Determining whether a conflict of interest exists

After disclosure of the financial interests and all material facts, and after discussion with the interested person, he/she 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.

3.3 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, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(B) The chair person 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 and more advantageous transaction or arrangement from the 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 the 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 corporations best interests, for its own benefit, and whether it is fair and reasonable. Conforming to the above determination it shall makes its decision as to whether to enter into the transaction or arrangement.

3.4 Violations of the conflicts of interest policy

(A) That the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interests; 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

4.1 Minutes

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

(a) the names of the persons who disclose or otherwise were found to have a financial interest and 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 boards or committees decision as to whether a conflict of interest in fact existed.

(b) the names of the persons who were present for discussions and votes related 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

5.1 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.

5.2 A voting member or 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.

5.3 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 the committee with governing board delegated powers shall annually sign a statement in which it affirms such person:

- (a) Has received a copy of the Conflict of Interest Policy;
- (b) Has read and understands the policy;
- (c) Has agreed to comply with the policy; and
- (d) Understands that the corporation is charitable and in order to maintain its Federal tax exemption 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 review shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the results of arms length bargaining; and
- (b) Whether partnerships, joint ventures, and other arrangements with management corporations conform to the corporations written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, and permissible private benefit or in an excess benefit transaction.

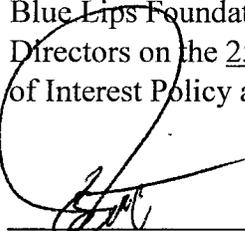
ARTICLE VIII

USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided in Article VII, the corporation may, but need not, use outside advisors. If outside advisors are used, you shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

CERTIFICATE OF ADOPTION OF CONFLICT OF INTEREST POLICY and AGREEMENT

I do hereby certify that the above stated Conflict of Interest Policy and Agreement for Blue Lips Foundation were approved and adopted by the Blue Lips Foundation Board of Directors on the 25th Day of August, 2015 and constitute a complete copy of the Conflict of Interest Policy and Agreement of the Corporation:



Director, Blue Lips Foundation

8/25/15

Date