

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **AUG 29 2014**

INTERNATIONAL ANTI-POACHING
FOUNDATION INC
C/O CHRISTOPHER C JUBAN
3718 WESTERMAN ST
HOUSTON, TX 77005-1136

Employer Identification Number:
32-0408734
DLN:
17053041334024
Contact Person:
CUSTOMER SERVICE ID# 31954
Contact Telephone Number:
(877) 829-5500

Accounting Period Ending:
December 31
Public Charity Status:
170(b)(1)(A)(vi)
Form 990 Required:
Yes
Effective Date of Exemption:
April 5, 2013
Contribution Deductibility:
Yes
Addendum Applies:
No

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter.

For important information about your responsibilities as a tax-exempt organization, go to www.irs.gov/charities. Enter "4221-PC" in the search bar to view Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, which describes your recordkeeping, reporting, and disclosure requirements.

Sincerely,



Director, Exempt Organizations

Form 1023 Checklist

(Revised December 2013)

Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code

Note. Retain a copy of the completed Form 1023 in your permanent records. Refer to the General Instructions regarding Public Inspection of approved applications.

Check each box to finish your application (Form 1023). Send this completed Checklist with your filled-in application. If you have not answered all the items below, your application may be returned to you as incomplete.

- Assemble the application and materials in this order:
- Form 1023 Checklist
 - Form 2848, *Power of Attorney and Declaration of Representative* (if filing)
 - Form 8821, *Tax Information Authorization* (if filing)
 - Expedite request (if requesting)
 - Application (Form 1023 and Schedules A through H, as required)
 - Articles of organization
 - Amendments to articles of organization in chronological order
 - Bylaws or other rules of operation and amendments
 - Documentation of nondiscriminatory policy for schools, as required by Schedule B
 - Form 5768, *Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation* (if filing)
 - All other attachments, including explanations, financial data, and printed materials or publications. Label each page with name and EIN.
- User fee payment placed in envelope on top of checklist. DO NOT STAPLE or otherwise attach your check or money order to your application. Instead, just place it in the envelope.
- Employer Identification Number (EIN)
- Completed Parts I through XI of the application, including any requested information and any required Schedules A through H.
- You must provide specific details about your past, present, and planned activities.
 - Generalizations or failure to answer questions in the Form 1023 application will prevent us from recognizing you as tax exempt.
 - Describe your purposes and proposed activities in specific easily understood terms.
 - Financial information should correspond with proposed activities.
- Schedules. Submit only those schedules that apply to you and check either "Yes" or "No" below.
- | | | | |
|------------|--|------------|--|
| Schedule A | Yes ___ No <input checked="" type="checkbox"/> | Schedule E | Yes ___ No <input checked="" type="checkbox"/> |
| Schedule B | Yes ___ No <input checked="" type="checkbox"/> | Schedule F | Yes ___ No <input checked="" type="checkbox"/> |
| Schedule C | Yes ___ No <input checked="" type="checkbox"/> | Schedule G | Yes ___ No <input checked="" type="checkbox"/> |
| Schedule D | Yes ___ No <input checked="" type="checkbox"/> | Schedule H | Yes ___ No <input checked="" type="checkbox"/> |

- An exact copy of your complete articles of organization (creating document). Absence of the proper purpose and dissolution clauses is the number one reason for delays in the issuance of determination letters.
- Location of Purpose Clause from Part III, line 1 (Page, Article and Paragraph Number) _____
 - Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law _____
- Signature of an officer, director, trustee, or other official who is authorized to sign the application.
- Signature at Part XI of Form 1023.
- Your name on the application must be the same as your legal name as it appears in your articles of organization.

Send completed Form 1023, user fee payment, and all other required information, to:

Internal Revenue Service
P.O. Box 192
Covington, KY 41012-0192

If you are using express mail or a delivery service, send Form 1023, user fee payment, and attachments to:

Internal Revenue Service
201 West Rivercenter Blvd.
Attn: Extracting Stop 312
Covington, KY 41011

Power of Attorney and Declaration of Representative

OMB No. 1545-0150
For IRS Use Only
 Received by:
 Name _____
 Telephone _____
 Function _____
 Date / /

▶ Type or print. ▶ See the separate instructions.

Part I

Power of Attorney

Caution: A separate Form 2848 should be completed for each taxpayer. Form 2848 will not be honored for any purpose other than representation before the IRS.

1 Taxpayer information. Taxpayer must sign and date this form on page 2, line 7.

Taxpayer name and address International Anti-Poaching Foundation, Inc. c/o Christopher C. Juban 3718 Westerman Street Houston, Texas 77005-1136	Taxpayer identification number(s) 32-0409734 Daytime telephone number 713-865-2000 Plan number (if applicable)
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hereby appoints the following representative(s) as attorney(s)-in-fact:

2 Representative(s) must sign and date this form on page 2, Part II.

Name and address Pamela H. Stabler, Vinson & Elkins LLP 1001 Fannin Street, Suite 2500 Houston, Texas 77002-6760 Check if to be sent notices and communications <input checked="" type="checkbox"/>	CAF No. 7805-21939R PTIN _____ Telephone No. 713-758-2956 Fax No. 713-615-5356 Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address Matthew A. Greenberg, Vinson & Elkins LLP 1001 Fannin Street, Suite 2500 Houston, Texas 77002-6760 Check if to be sent notices and communications <input checked="" type="checkbox"/>	CAF No. Not Assigned PTIN _____ Telephone No. 713-758-3236 Fax No. 713-615-5254 Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address	CAF No. _____ PTIN _____ Telephone No. _____ Fax No. _____ Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>

to represent the taxpayer before the Internal Revenue Service for the following matters:

3 Matters

Description of Matter (Income, Employment, Payroll, Excise, Estate, Gift, Whistleblower, Practitioner Discipline, PLR, FOIA, Civil Penalty, etc.) (see instructions for line 3)	Tax Form Number (1040, 941, 720, etc.) (if applicable)	Year(s) or Period(s) (if applicable) (see instructions for line 3)
N/A	1023	N/A

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4. **Specific Uses Not Recorded on CAF**

5 Acts authorized. Unless otherwise provided below, the representatives generally are authorized to receive and inspect confidential tax information and to perform any and all acts that I can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The representative(s), however, is (are) not authorized to receive or negotiate any amounts paid to the client in connection with this representation (including refunds by either electronic means or paper checks). Additionally, unless the appropriate box(es) below are checked, the representative(s) is (are) not authorized to execute a request for disclosure of tax returns or return information to a third party, substitute another representative or add additional representatives, or sign certain tax returns.

Disclosure to third parties; Substitute or add representative(s); Signing a return; _____

Other acts authorized: _____ (see instructions for more information)

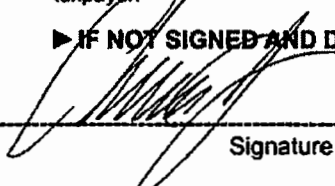
Exceptions. An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Treasury Department Circular No. 230 (Circular 230). An enrolled retirement plan agent may only represent taxpayers to the extent provided in section 10.3(e) of Circular 230. A registered tax return preparer may only represent taxpayers to the extent provided in section 10.3(f) of Circular 230. See the line 5 instructions for restrictions on tax matters partners. In most cases, the student practitioner's (level k) authority is limited (for example, they may only practice under the supervision of another practitioner).

List any specific deletions to the acts otherwise authorized in this power of attorney: _____

6 Retention/revocation of prior power(s) of attorney. The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here **YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.**

7 Signature of taxpayer. If a tax matter concerns a year in which a joint return was filed, the husband and wife must each file a separate power of attorney even if the same representative(s) is (are) being appointed. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

▶ IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED TO THE TAXPAYER.

	31-Jan-14	President
Signature	Date	Title (if applicable)
Christopher C. Juban		International Anti-Poaching Foundation, Inc.
Print Name	PIN Number	Print name of taxpayer from line 1 if other than individual

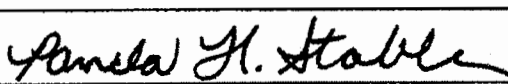
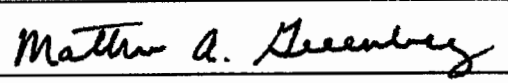
Part II Declaration of Representative

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Circular 230 (31 CFR, Part 10), as amended, concerning practice before the Internal Revenue Service;
- I am authorized to represent the taxpayer identified in Part I for the matter(s) specified there; and
- I am one of the following:
 - a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
 - b Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below.
 - c Enrolled Agent—enrolled as an agent under the requirements of Circular 230.
 - d Officer—a bona fide officer of the taxpayer's organization.
 - e Full-Time Employee—a full-time employee of the taxpayer.
 - f Family Member—a member of the taxpayer's immediate family (for example, spouse, parent, child, grandparent, grandchild, step-parent, step-child, brother, or sister).
 - g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).
 - h Unenrolled Return Preparer—Your authority to practice before the Internal Revenue Service is limited. You must have been eligible to sign the return under examination and have signed the return. See Notice 2011-6 and Special rules for registered tax return preparers and unenrolled return preparers in the instructions.
 - i Registered Tax Return Preparer—registered as a tax return preparer under the requirements of section 10.4 of Circular 230. Your authority to practice before the Internal Revenue Service is limited. You must have been eligible to sign the return under examination and have signed the return. See Notice 2011-6 and Special rules for registered tax return preparers and unenrolled return preparers in the instructions.
 - k Student Attorney or CPA—receives permission to practice before the IRS by virtue of his/her status as a law, business, or accounting student working in LITC or STCP under section 10.7(d) of Circular 230. See instructions for Part II for additional information and requirements.
 - r Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

▶ IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED. REPRESENTATIVES MUST SIGN IN THE ORDER LISTED IN LINE 2 ABOVE. See the instructions for Part II.

Note: For designations d-f, enter your title, position, or relationship to the taxpayer in the "Licensing jurisdiction" column. See the instructions for Part II for more information.

Designation—Insert above letter (a-r)	Licensing jurisdiction (state) or other licensing authority (if applicable)	Bar, license, certification registration, or enrollment number (if applicable). See instructions for Part II for more information.	Signature	Date
a	Texas	09304700		1-31-14
a	Texas	24083104		1-31-14

17053041334024

Form **1023**
(Rev. December 2013)
Department of the Treasury
Internal Revenue Service

Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code

(00) OMB No. 1545-0056

Note: If exempt status is approved, this application will be open for public inspection.

▶ (Use with the June 2008 revision of the Instructions for Form 1023 and the current Notice 1382)

Use the instructions to complete this application and for a definition of all **bold** items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at www.irs.gov for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

Part I Identification of Applicant

1 Full name of organization (exactly as it appears in your organizing document)		2 c/o Name (if applicable)	
International Anti-Poaching Foundation, Inc.		Christopher C. Juban	
3 Mailing address (Number and street) (see instructions)	Room/Suite	4 Employer Identification Number (EIN)	
3718 Westerman Street		32-0408734	
City or town, state or country, and ZIP + 4		5 Month the annual accounting period ends (01 - 12)	
Houston, Texas 77005-1136		12	
6 Primary contact (officer, director, trustee, or authorized representative)		b Phone: 713-865-2000	
a Name: Christopher C. Juban		c Fax: (optional)	
7 Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative.		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
8 Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
9a Organization's website: See Form 1023 Attachment			
b Organization's email: (optional)			
10 Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
11 Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY)		04 / 05 / 2013	
12 Were you formed under the laws of a foreign country? If "Yes," state the country.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

For Paperwork Reduction Act Notice, see page 24 of the instructions.

Cat. No. 17133K

Form 1023 (Rev. 12-2013)

POSTMARK

RECEIVED

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CINCINNATI
SERVICE CENTER

Part II Organizational Structure

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1 Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing **certification of filing** with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification. **Yes** **No**

- 2 Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application. **Yes** **No**

- 3 Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments. **Yes** **No**

- 4a Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments. **Yes** **No**
- b Have you been funded? If "No," explain how you are formed without anything of value placed in trust. **Yes** **No**

- 5 Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected. **Yes** **No**

Part III Required Provisions in Your Organizing Document

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1 Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): Cert. of Formation - Article 5

- 2a Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c.
- 2b If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. Cert. of Formation - Article 7
- 2c See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state: _____

Part IV Narrative Description of Your Activities

Using an attachment, describe your *past, present, and planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors

- 1a List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual **compensation**, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
See Form 1023 Attachment		
		
		
		
		

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

b List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
See Form 1023 Attachment		
		
		
		
		

c List the names, names of businesses, and mailing addresses of your five highest compensated independent contractors that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
See Form 1023 Attachment		
		
		
		
		

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

- 2a** Are any of your officers, directors, or trustees related to each other through family or business relationships? If "Yes," identify the individuals and explain the relationship. Yes No
- b** Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees. Yes No
- c** Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship. Yes No

- 3a** For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.
- b** Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through common control? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement. Yes No

- 4** In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.
 - a** Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy? Yes No
 - b** Do you or will you approve compensation arrangements in advance of paying compensation? Yes No
 - c** Do you or will you document in writing the date and terms of approved compensation arrangements? Yes No

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- d Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements? Yes No
- e Do you or will you approve compensation arrangements based on information about compensation paid by **similarly situated** taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
- f Do you or will you record in writing both the information on which you relied to base your decision and its source? Yes No
- g If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is **reasonable** for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.
-
- 5a Have you adopted a **conflict of interest policy** consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c. Yes No
- b What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?
- c What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?
- Note:** A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.
-
- 6a Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through **non-fixed payments**, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
- b Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
-
- 7a Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine that you pay no more than **fair market value**. Attach copies of any written contracts or other agreements relating to such purchases. Yes No
- b Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales. Yes No
-
- 8a Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f. Yes No
- b Describe any written or oral arrangements that you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at **arm's length**.
- e Explain how you determine you pay no more than fair market value or you are paid at least fair market value.
- f Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.
-
- 9a Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f. Yes No

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- b Describe any written or oral arrangements you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past, present, and planned* activities. (See instructions.)

- 1a In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals. Yes No
- b In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations. Yes No
- 2 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program. Yes No
- 3 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds. Yes No

Part VII Your History

The following "Yes" or "No" questions relate to your history. (See instructions.)

- 1 Are you a **successor** to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G. Yes No
- 2 Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E. Yes No

Part VIII Your Specific Activities

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past, present, and planned* activities. (See instructions.)

- 1 Do you support or oppose candidates in **political campaigns** in any way? If "Yes," explain. Yes No
- 2a Do you attempt to **influence legislation**? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a. Yes No
- b Have you made or are you making an **election** to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities. Yes No
- 3a Do you or will you operate bingo or **gaming** activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. **Revenue and expenses** should be provided for the time periods specified in Part IX, Financial Data. Yes No
- b Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements. Yes No
- c List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

Part VIII Your Specific Activities (Continued)

4a Do you or will you undertake **fundraising**? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.) **Yes** **No**

- mail solicitations
- email solicitations
- personal solicitations
- vehicle, boat, plane, or similar donations
- foundation grant solicitations
- phone solicitations
- accept donations on your website
- receive donations from another organization's website
- government grant solicitations
- Other

Attach a description of each fundraising program.

b Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements. **Yes** **No**

c Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements. **Yes** **No**

d List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.

e Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors. **Yes** **No**

5 Are you **affiliated** with a governmental unit? If "Yes," explain. **Yes** **No**

6a Do you or will you engage in **economic development**? If "Yes," describe your program. **Yes** **No**

b Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.

7a Do or will persons other than your employees or volunteers **develop** your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees. **Yes** **No**

b Do or will persons other than your employees or volunteers **manage** your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees. **Yes** **No**

c If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.

8 Do you or will you enter into **joint ventures**, including partnerships or **limited liability companies** treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate. **Yes** **No**

9a Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10. **Yes** **No**

b Do you provide child care so that parents or caretakers of children you care for can be **gainfully employed** (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). **Yes** **No**

c Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). **Yes** **No**

d Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k). **Yes** **No**

10 Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other **intellectual property**? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed. **Yes** **No**

Part VIII Your Specific Activities (Continued)

- 11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution. **Yes** **No**
-
- 12a** Do you or will you operate in a **foreign country or countries**? If "Yes," answer lines 12b through 12d. If "No," go to line 13a. **Yes** **No**
- b** Name the foreign countries and regions within the countries in which you operate.
- c** Describe your operations in each country and region in which you operate.
- d** Describe how your operations in each country and region further your exempt purposes.
-
- 13a** Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a. **Yes** **No**
- b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c** Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract. **Yes** **No**
- d** Identify each recipient organization and any **relationship** between you and the recipient organization.
- e** Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f** Describe your selection process, including whether you do any of the following:
- (i)** Do you require an application form? If "Yes," attach a copy of the form. **Yes** **No**
- (ii)** Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused. **Yes** **No**
- g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
-
- 14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15. **Yes** **No**
- b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries. **Yes** **No**
- d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors. **Yes** **No**
- e** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information. **Yes** **No**
- f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately. **Yes** **No**

Part VIII Your Specific Activities (Continued)

- 15 Do you have a close connection with any organizations? If "Yes," explain. Yes No
- 16 Are you applying for exemption as a cooperative hospital service organization under section 501(e)? If "Yes," explain. Yes No
- 17 Are you applying for exemption as a cooperative service organization of operating educational organizations under section 501(f)? If "Yes," explain. Yes No
- 18 Are you applying for exemption as a charitable risk pool under section 501(n)? If "Yes," explain. Yes No
- 19 Do you or will you operate a school? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity. Yes No
- 20 Is your main function to provide hospital or medical care? If "Yes," complete Schedule C. Yes No
- 21 Do you or will you provide low-income housing or housing for the elderly or handicapped? If "Yes," complete Schedule F. Yes No
- 22 Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H. Yes No

Note: Private foundations may use Schedule H to request advance approval of individual grant procedures.

Part IX Financial Data

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

A. Statement of Revenues and Expenses

Type of revenue or expense	Current tax year	3 prior tax years or 2 succeeding tax years			(e) Provide Total for (a) through (d)
	(a) From..... To 2014	(b) From..... To 2015	(c) From..... To 2016	(d) From..... To	
1 Gifts, grants, and contributions received (do not include unusual grants)	500,000	1,500,000	3,000,000		5,000,000
2 Membership fees received	0.0	0.0	0.0		0.0
3 Gross investment income	0.0	0.0	0.0		0.0
4 Net unrelated business income	0.0	0.0	0.0		0.0
5 Taxes levied for your benefit	0.0	0.0	0.0		0.0
6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)	0.0	0.0	0.0		0.0
7 Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)	0.0	0.0	0.0		0.0
8 Total of lines 1 through 7	500,000	1,500,000	3,000,000		5,000,000
9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)	0.0	0.0	0.0		0.0
10 Total of lines 8 and 9	500,000	1,500,000	3,000,000		5,000,000
11 Net gain or loss on sale of capital assets (attach schedule and see instructions)	0.0	0.0	0.0		0.0
12 Unusual grants	0.0	0.0	0.0		0.0
13 Total Revenue Add lines 10 through 12	500,000	1,500,000	3,000,000		5,000,000
14 Fundraising expenses	50,000	150,000	300,000		
15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)	250,000	750,000	1,500,000		
16 Disbursements to or for the benefit of members (attach an itemized list)	0.0	0.0	0.0		
17 Compensation of officers, directors, and trustees	0.0	0.0	0.0		
18 Other salaries and wages	50,000	50,000	100,000		
19 Interest expense	0.0	0.0	0.0		
20 Occupancy (rent, utilities, etc.)	0.0	0.0	0.0		
21 Depreciation and depletion	0.0	0.0	0.0		
22 Professional fees	2,500	5,000	10,000		
23 Any expense not otherwise classified, such as program services (attach itemized list)	2,500	2,500	2,500		
24 Total Expenses Add lines 14 through 23	355,000	807,500	1,912,500		

Revenues

Expenses

Part IX Financial Data (Continued)

B. Balance Sheet (for your most recently completed tax year)

Year End: **12-31**

Assets		(Whole dollars)
1 Cash	1	0.0
2 Accounts receivable, net	2	0.0
3 Inventories	3	0.0
4 Bonds and notes receivable (attach an itemized list)	4	0.0
5 Corporate stocks (attach an itemized list)	5	0.0
6 Loans receivable (attach an itemized list)	6	0.0
7 Other investments (attach an itemized list)	7	0.0
8 Depreciable and depletable assets (attach an itemized list)	8	0.0
9 Land	9	0.0
10 Other assets (attach an itemized list)	10	0.0
11 Total Assets (add lines 1 through 10)	11	0.0
Liabilities		
12 Accounts payable	12	0.0
13 Contributions, gifts, grants, etc. payable	13	0.0
14 Mortgages and notes payable (attach an itemized list)	14	0.0
15 Other liabilities (attach an itemized list)	15	0.0
16 Total Liabilities (add lines 12 through 15)	16	0.0
Fund Balances or Net Assets		
17 Total fund balances or net assets	17	0.0
18 Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	18	0.0
19 Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Part X Public Charity Status

Part X is designed to classify you as an organization that is either a **private foundation** or a **public charity**. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a **private operating foundation**. (See instructions.)

- 1a** Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. If you are unsure, see the instructions. Yes No
- b** As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2.
- 2** Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI. Yes No
- 3** Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4. Yes No
- 4** Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation? Yes No
- 5** If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.
- The organization is not a private foundation because it is:
- a** 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A.
 - b** 509(a)(1) and 170(b)(1)(A)(ii)—a school. Complete and attach Schedule B.
 - c** 509(a)(1) and 170(b)(1)(A)(iii)—a hospital, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C.
 - d** 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D.

Part X Public Charity Status (Continued)

- e 509(a)(4)—an organization organized and operated exclusively for testing for public safety.
- f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.
- g 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.
- h 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross investment income and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).
- i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status.

6 If you checked box g, h, or i in question 5 above, you must request either an advance or a definitive ruling by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

a Request for Advance Ruling: By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, Extending the Tax Assessment Period, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at www.irs.gov or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling.

Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code

For Organization

(Signature of Officer, Director, Trustee, or other authorized official)

(Type or print name of signer)

(Date)

(Type or print title or authority of signer)

For IRS Use Only

IRS Director, Exempt Organizations

(Date)

b Request for Definitive Ruling: Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii).

(i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. _____

(b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box.

(ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each disqualified person. If the answer is "None," check this box.

(b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box.

7 Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual. Yes No

250

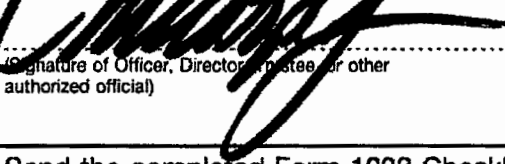
Part XI User Fee Information

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$850. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$400. See instructions for Part XI, for a definition of **gross receipts** over a 4-year period. Your check or money order must be made payable to the United States Treasury. *User fees are subject to change. Check our website at www.irs.gov and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.*

- 1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000? Yes No
If "Yes," check the box on line 2 and enclose a user fee payment of \$400 (Subject to change—see above).
If "No," check the box on line 3 and enclose a user fee payment of \$850 (Subject to change—see above).
- 2 Check the box if you have enclosed the reduced user fee payment of \$400 (Subject to change).
- 3 Check the box if you have enclosed the user fee payment of \$850 (Subject to change).

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here



Christopher C. Juban

(Type or print name of signer)

31-Jan-11

(Date)

President

(Type or print title or authority of signer)

Reminder: Send the completed Form 1023 Checklist with your filled-in-application.

International Anti-Poaching Foundation, Inc.

EIN: 32-0408734

Form 1023 Attachment

Introduction:

International Anti-Poaching Foundation, Inc., a Texas non-profit corporation ("IAPF U.S."), is a wildlife conservation organization founded in April 2013 by Christopher C. Juban and Damien Mander. The primary objective of IAPF U.S. is the protection and preservation wildlife in volatile regions, with a focus on animal species that are at high risk from poaching, such as the elephant, rhinoceros, tiger, jaguar and other large cats and primates such as the mountain gorilla.

Damien Mander, the Chairman and co-founder of IAPF U.S., is the founder and Chief Executive Officer of the International Anti-Poaching Foundation Limited, a not-for-profit corporation organized in Australia ("IAPF Australia"), the founder and co-Trustee of the International Anti Poaching Foundation Trust, a charitable trust organized in South Africa ("IAPF SA"), the Chief Executive Officer and co-founder of each of The International Anti-Poaching Foundation Trust, a charitable trust, and International Anti-Poaching Foundation (Private) Limited, a private company, each of which are organized in Zimbabwe and are collectively referred to herein as ("IAPF Zim"). IAPF Australia, IAPF SA and IAPF Zim are collectively referred to herein as "IAPF International" and IAPF U.S. and IAPF International are collectively referred to herein as "IAPF."

Each IAPF entity has its own board of directors or board of trustees and its own executive management and is a standalone entity with no cross-ownership or other interlocks. Save for Damien Mander, who serves as a director and or trustee of each IAPF entity, there is no overlap among the boards of directors or boards of trustees and management of any of the IAPF entities and IAPF U.S. IAPF U.S. is not controlled by IAPF International nor any single IAPF entity nor is it bound by or subject to any contractual or other arrangements with any other IAPF entity.

Part I (5 (Fiscal Year)):

IAPF U.S. intends to use December 31 as its fiscal year-end and stated such in its filing on Form SS4. Subsequent to such filing, the Board of Directors of IAPF U.S. approved a fiscal year-end of June 30 by written consent. This was a mistake as it was not and is not the intention of IAPF U.S. to have its fiscal year end on any date other than December 31. As such, the Board of Directors of IAPF U.S. intends to take corrective action and adopt a December 31 fiscal year-end. The documentation regarding same will be filed subsequent to the filing of the Form 1023 given the time needed to obtain the necessary written consents from the Board of Directors.

Part I (9a (Website)):

IAPF U.S. does not have its own website. IAPF International maintains a website at web address www.iapf.org that is used by all of the various IAPF entities. IAPF U.S. has editorial control regarding U.S. specific content on the website, which is minimal at present, but there is no separate page or re-

Form 1023 Attachment

direction to an "IAPF U.S." page. IAPF International accepts donations through the website, including from U.S. persons, but such donations are made directly to IAPF Australia, IAPF SA or IAPF Zim, as the case may be, and no funds are passed through IAPF U.S. IAPF U.S. does not currently accept donations through the website.

Part IV (Activities):

As stated above, IAPF U.S. is a wildlife conservation organization focused on animal species at high risk for poaching. IAPF U.S. will achieve its goal of protecting such animals through the following:

- Educating the public in the U.S. and in countries where IAPF has a presence regarding poaching and its impact on wildlife;
- Funding anti-poaching programs and solutions, including training and equipping anti-poaching/game rangers, in countries experiencing a high incident rate of poaching and with an acute shortage of funding for anti-poaching programs and solutions, such as Mozambique, South Africa and Zimbabwe;
- Funding various initiatives focused on maintaining wilderness areas in a wild state, restoring habitat in areas that have experience substantial habitat loss/degradation and acquiring and managing wilderness areas and other similar properties, including revenue generating properties, to provide additional revenue to fund operations over the long term; and
- Funding development projects for communities located in wilderness areas.

IAPF U.S. had no operations and undertook no activities prior to its founding in April 2013. The entities comprising IAPF International, as stated above, have been conducting anti-poaching operations and delivering anti-poaching programs and solutions since 2009. In general, IAPF U.S. intends to further its exempt purpose by supporting such anti-poaching operations and programs and solutions both financially and with in-kind donations of equipment and by sourcing volunteers with applicable skills.

Illustrative projects for which IAPF U.S. has received requests for funding, and which IAPF U.S. will consider for funding, are as follows:

- **Canine Unit:** IAPF SA is developing a program whereby dogs that are scheduled to be "retired" from active military or police canine units are re-tasked and incorporated into anti-poaching units. Given the specialized training these dogs have received in terms of tracking, identifying and apprehending suspects as well as protecting their handler/unit from external threats, IAPF SA believes the addition of these dogs would have a significant impact on the operational efficacy of anti-poaching units and would extend the working lives of these dogs by many years.

Form 1023 Attachment

IAPF U.S. is working with IAPF SA to develop the operational protocol necessary for incorporating a canine unit and source the dogs for such units.

- **Management of Chizarira National Park – Zimbabwe:** IAPF Zim has a proposal outstanding regarding a joint venture with Zimbabwe Parks and Wildlife Management Authority (“ZPWMA”) to co-manage Chizarira National Park for 25 years. ZPWMA has suffered severe cutbacks over the past decade due to regional hardships. These effects have been felt hardest at Chizarira which used to have the highest concentration of black rhino in the world, but which are now locally extinct.

Chizarira National Park is located in north-west Zimbabwe and covers approximately 800 square miles with some of Africa’s most stunning terrain. With seven different ecological zones it is a unique area. Zimbabwe’s conservation areas were, until recently, regarded as among the most popular and well protected in Africa. IAPF believes these various protected areas, and Chizarira in particular, can be adapted to combine wildlife conservation and wilderness preservation with a revenue generating business that would provide employment for the local community and, eventually, become self-sustaining.

Chizarira has suffered, and continues to suffer from intense and uncontrolled burning to clear land for farming and from high levels of poaching. This has all but eliminated tourism, which was already at a historically low level. These two primary threats have caused Chizarira to steadily decline from an ecological and semi-self-sustaining position.

The ultimate goal would be to fully resurrect Chizarira and have it listed as a World Heritage Site. Assuming sufficient initial funding can be obtained, this project is set to commence in 2014.

- **Training Base and Anti-Poaching Operations – Stanley & Livingstone Private Game Reserve, Zimbabwe:** The IAPF Victoria Falls Ranger Training Academy was opened in March of 2010. This academy is situated on approximately 6,000 acres of land and currently allows up to 40 rangers to be trained at one time. Trainees are exposed to a vast diversity of wildlife and terrain, preparing them to deploy to any area in Southern Africa and fulfill the daily challenges of protecting wildlife.

During the course rangers are taught a number of subjects in the classroom before taking these various components and fulfilling the operational requirements of protecting the academy itself and its black rhino breeding program.

Form 1023 Attachment

Twalumba – Tonga Beading Project, Chizarira National Park, Zimbabwe: IAPF Zim started an initiative to bring back Tonga beading as a way of empowering women in Mucheni village, a community on the outskirts of Chizarira National Park. Based at Chizarira Lodge, just outside the park, IAPF Zim is working to rehabilitate the area, which has suffered from years of neglect and virulent poaching. “Twalumba” (Tonga for ‘thank you’) is the first community project to get off the ground.

A minority ethnic group with few ties to the outside world, not much is known about Tonga society. What is known is that they were a tight-knit group organized in family-based structures with relations on both sides of the Zambezi River – which today forms the boundary between Zimbabwe and Zambia. In 1956 however, about 56, 000 Tonga were forcibly relocated from their homes on the flood plain and sent either to Zambia or to a remote spot in north-western Zimbabwe to make way for the building of Lake Kariba.

There are no paved roads, no electricity, phone lines or even cell phone coverage at Mucheni village. The lack of education, infrastructure development and general isolation has meant that the Tonga have been unable to translate the skills they have into business opportunities. Thus they remain some of the poorest communities in Zimbabwe, depending on food and water aid well after independence.

One of the skills the Tonga continued after relocation was traditional beading. The women would take up to a month to walk the 400 km to Bulawayo, in central Zimbabwe, in order to buy beads. After independence, politics in Zimbabwe became divided along ethnic lines and the government became concerned that Tonga beadwork held spiritual influence that could affect their vote and confiscated everything related to beading as a means of dampening the Tonga’s political aspirations.

The goal of the Twalumba Project is give the Tonga women in Mucheni an opportunity to bead before the skill is lost entirely. Money raised is then used for basic living costs and education of their children. None of the older women received any schooling when they were young and Mucheni village has only three female high school graduates. The women hope to make Twalumba a profitable long-term business as a way of giving their children a chance they did not have. Equally importantly, they say they are pleased for the opportunity to bead because it “reminds us of where we were and gives us a chance to tell our children our stories.”

Form 1023 Attachment

- ***UAV Overflight Program – Nyasa National Park, Mozambique:***

Protected area will be broken into “surveillance blocks” based on the population density of the target animal. Rangers will have access to data sourced from one or more medium endurance UAVs equipped with a range of sensors (Electro Optical (EO), Infra-Red (IR), animal tag, RFID) operating within one or more of the surveillance blocks.

Mission plans for the UAV will be informed by data extracted from a shared anti-poaching database and UAV mission plans will be recorded in that same database. Each UAV mission plan will have an associated ground patrol plan or plans. The primary roles of the UAV while operating will be to detect human and animal presence within the surveillance block and pass this data to ground forces, either directly or through a ground control operations center, and to undertake direct deterrent/disruption action where appropriate. The secondary roles of the UAV include mapping and image collection, animal counts and community support and may be carried out simultaneously with the primary role. Access to surveillance data is to be “real time” to facilitate timely decision making. All mission data will also be recorded. Significant events will be added to the anti-poaching database, initially by manual input, but in a mature state through a direct software interface. Where persons are detected in a protected area the UAV operators will attempt to identify those persons as poachers or non-poachers through observation of numbers and behavior. Where persons detected in a protected area are not confirmed as non-poachers, UAV surveillance data will be used to assist rangers on the ground to intercept the potential poachers or to disrupt poaching operations directly.

When not directly engaged in surveillance operations the UAVs will be utilized in other roles in support of wildlife conservation and community development, including wildlife detection and tracking, area mapping, community education, training and public relations programs. Over time, a secondary short range surveillance UAV will be introduced to enhance the efficacy of the rangers on the ground. This capability is expected to be embedded within the anti-poaching units and thus will be man portable. The unmanned aerial systems and supporting physical systems will be managed by a dedicated logistic support unit responsible for safety, regulatory compliance, security, planning and liaison, transport, maintenance, data management and reporting.

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Part V (1a) - Compensation and Other Financial Arrangements (Officers, Directors, Trustees, et al.):

Name:	Title:	Mailing Address:	Annual Compensation:
Damien Mander	Chairman	C/O IAPF Zimbabwe Stanley & Livingstone Private Game Reserve P.O. Box 44 Victoria Falls, Zimbabwe	\$0.0
Christopher Juban	Director; President	3718 Westerman Street Houston, Texas 77005	\$0.0
John R. Liebman	Director; Secretary & Treasurer	540 Los Nidos Drive Santa Fe, New Mexico 87501	\$0.0
Kay Sullivan	Director	28375 Robinson Canyon Road Carmel, California 93923	\$0.0
Scott Liebman	Director Nominee	120 Green Street, 3rd Floor San Francisco, CA 94111	\$0.0
Chris Parker	Officer	118 pacific street, Apt No. 3 Brooklyn, NY 11201	Compensation based on a percentage of funds raised and received by IAPF U.S. No fixed salary.

Part V (1b) - Compensation and Other Financial Arrangements (Five Highest Compensated Employees):

IAPF U.S. does not have staff on salary but does have an arrangement with an individual, Chris Parker, to assist IAPF U.S. with certain aspects of fundraising, including fundraising strategy and planning, execution of strategies adopted, donor outreach and other similar activities. Chris Parker will also assist IAPF U.S. in connection with its social and other media campaigns.

Chris Parker will be paid a commission based on the aggregate amount of donations/ contribution received by IAPF U.S. and not withdrawn. He will not, however, receive a salary. The agreed commission is 10% of amounts raised and not withdrawn, up to \$750,000, and 1% thereafter. None of the directors or officers other than Chris Parker receive a salary or any other form of compensation.

IAPF U.S. does reimburse reasonable expenses incurred on its behalf.

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Part V (1c) - Compensation and Other Financial Arrangements (Five Highest Compensated Independent Contractors):

None. IAPF U.S. has not utilized any independent contractors since its inception save for those that are providing services pro-bono.

Part V (2a): John R. Liebman (Director) is the father of Scott Liebman (Director Nominee).

Part V (3a):

Name:	Title:	Qualifications/Background:	Duties:	Ave. Hours Worked:
Damien Mander	Chairman	Founded the IAPF in Zimbabwe in 2009; Served six years in the Australian Navy and was honorably discharged	Chief Executive Officer; Responsible for overall management of IAPF's international affiliates	10-20
Christopher Juban	Director; President	Co-Founder of IAPF U.S.; Investment Banker; Lawyer admitted to practice law in Texas and New York	Responsible for overall management of IAPF U.S., including implementing strategic plans, fundraising, educational programming and outreach and donor relations	20
John R. Liebman	Director; Secretary & Treasurer	Retired lawyer; Specialized in international trade regulation, technology transfer and export controls	Provides advice on various matters affecting IAPF U.S., including overall strategy	10
Kay Sullivan	Director	Financial advisor	Provides advice on various matters affecting IAPF U.S., including overall strategy	10
Scott Liebman	Director Nominee	Entrepreneur focused in the technology industry	Provides advice on various matters affecting IAPF U.S., including overall strategy; Involved in development of IAPF's online training college	10
Chris Parker	Officer	Founded Project Healing Waters; Recently worked in the development office of National Wilderness Foundation	Fundraising strategy and planning; Social media; Community outreach; Donor relations	40

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Part V (5a) – Conflict of Interest Policy:

IAPF U.S. has a conflict of interest policy. The terms thereof are set forth in Article VIII of the Bylaws of IAPF U.S., which were approved and adopted on September 20, 2013. A copy of the Bylaws and the adopting resolutions are attached hereto.

Part V (6a) – Non-fixed Compensation:

IAPF U.S. does not have staff on salary but does have an oral arrangement with an individual, Chris Parker, to assist IAPF U.S. with certain aspects of fundraising, including fundraising strategy and planning, execution of strategies adopted, donor outreach and other similar activities. Chris Parker will also assist IAPF U.S. in connection with its social and other media campaigns.

Chris Parker will be paid a commission based on the aggregate amount of donations/ contribution received by IAPF U.S. and not withdrawn. He will not, however, receive a salary. The agreed commission is 10% of amounts raised and not withdrawn, up to \$750,000, and 1% thereafter. None of the directors or officers of IAPF U.S. other than Chris Parker receive a salary or any other form of compensation. IAPF U.S. does reimburse reasonable expenses incurred on its behalf.

Part VI (1b) – Benefits Provided to Other Organizations:

In furtherance of its stated objectives, IAPF U.S. intends to provide financial support to IAPF International and other wildlife conservation organizations to fund anti-poaching activities, wilderness management projects and community outreach programs. Over the next two to three years, IAPF U.S. expects most of the projects it seeks to fund will be in southern Africa. IAPF U.S. will review projects and programs in countries outside of southern Africa once IAPF U.S. develops sufficient contacts in and experience with such other countries.

There are no contractual agreements or arrangements, written or oral, among IAPF U.S. and any entity, whether related to IAPF or otherwise, regarding fundraising, nor any contractual agreement or arrangement, written or oral, among IAPF U.S. and any entity regarding the use, allocation, transfer or other disposition of IAPF U.S.' assets. Furthermore, the board of directors of IAPF U.S. is required to approve any expenditure, including any donation and/or contribution of IAPF U.S. funds to any person, including any IAPF entity, where such donation and/or contribution exceeds \$500.

Part VIII (4a) – Specific Activities (Fundraising):

IAPF U.S. intends to engage in various forms of fundraising. To date, IAPF U.S. fundraising activities in the U.S. have been limited to in-person solicitations. IAPF U.S. has, however, received unsolicited donations on a number of occasions.

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In the future, funds will be solicited in various ways, including, but not limited to, speaking engagements, in-person solicitations, email and regular mail solicitations, through the IAPF website, social media campaigns, fundraising contests, through certain non-profit organizations with which IAPF International has established a working relationship and from governmental agencies and private companies involved in, or that desire to support, wildlife conservation.

IAPF U.S. will make in-person solicitations to individuals on a direct basis and to larger groups of people primarily through speaking engagements. Representatives of IAPF U.S. have spoken to individuals at breakfast club meetings, business association meetings, hunting and fishing conventions and wildlife conservation industry conventions. IAPF U.S. expects to continue these efforts going forward. IAPF International has conducted fundraising through in-person solicitations, campaigns using social media such as facebook, and by hosting benefit concerts and other similar events.

Part VIII (4b) – See Activities (Fundraising – Contracts To Raise Funds):

See response to Part V(6a).

Part VIII (4c) – Specific Activities (Fundraising):

IAPF U.S. has conducted and will likely continue to conduct fundraising activities in the States of California, Texas, New York and Wyoming for its own account and for the benefit of IAPF International. IAPF U.S. expects to expand its fundraising efforts in the future, including through the addition of a “page” on the IAPF website that is specific to IAPF U.S. and through establishing “chapters” of IAPF U.S. in the U.S., similar to other large charitable organizations such as the United Way. These chapters would be organized by state, city and/or group identity, such as a university or company.

Part VIII (4d) – Specific Activities (Fundraising – States and Local Jurisdictions):

See response to Part VIII (4c).

Part VIII (10) – Specific Activities (Intellectual Property):

IAPF International is currently developing written curricula for a training program to train anti-poaching rangers. In addition to the written curricula developed for in-person settings, IAPF International is developing training manuals that it will roll out through its online “college.” The training materials and the online college will be unique to IAPF. Any intellectual property developed by IAPF International will be transferred to either of IAPF U.S. or IAPF Australia and licensed at no cost to the other IAPF entities and to certain other wildlife conservation organizations and/or individuals involved in wildlife conservation.

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Part VIII (11) – Specific Activities (In-kind Donations):

IAPF U.S. will accept contributions/donations of real property, negotiable securities, works of art, equipment, etc., on a case by case basis. Save for discussions with suppliers of field equipment such as pants, shirts, boots, load bearing vests and the like, no such donations have been solicited nor accepted prior to the date hereof. IAPF U.S. does not anticipate entering into agreements regarding specific donations or with respect to specific donors.

Part VIII (12a-d) – Specific Activities (Operations in Foreign Countries):

The primary mission of IAPF U.S. is wildlife conservation with a specific focus on protecting and preserving animal species that are at high risk from poaching. As such, IAPF U.S. intends to work closely with IAPF International in connection with the delivery of anti-poaching programs and solutions in specific countries in Southern Africa, specifically the programs and solutions being developed by IAPF International in Mozambique, South Africa and Zimbabwe.

Currently, IAPF Zim maintains facilities at a private game reserve located near Victory Falls in northwestern Zimbabwe and IAPF SA maintains facilities in Kariega, near Kruger National Park in South Africa. These facilities are the bases of operations of the IAPF Zim and IAPF SA in Southern Africa and provide office facilities and housing for staff and training facilities for training anti-poaching rangers. IAPF International also operates its UAV program out of these facilities.

These facilities allow IAPF International personnel to train rangers for deployment in anti-poaching operations and managers/unit commanders who oversee anti-poaching units. These facilities also provide medical care and educational programming to the local surrounding communities. In the areas where IAPF International has deployed its own anti-poaching rangers and/or UAVs, elephant and rhino poaching has ceased. In areas where IAPF-trained rangers have been deployed, elephant and rhino poaching has decreased substantially and in certain areas has ceased altogether. As such, these facilities are critical to IAPF's core mission.

Part VIII (13b) – Specific Activities (Grants, Loans or Other Distributions to Foreign Organizations – Purpose of Grants, Loans or Distributions):

IAPF U.S. believes the grants, loans and other distributions it will make to organizations will further its exempt purposes because such grants, loans and other distributions will be made to the entities comprising IAPF International, each of which is a wildlife conservation organization dedicated to the protection and preservation of animals at high risk for poaching. These organizations, in turn, will use the funds provided by IAPF U.S. to execute ground level anti-poaching operations in Southern Africa.

Form 1023 Attachment

Part VIII (13d) – Specific Activities (Grants, Loans or Other Distributions to Foreign Organizations - Recipients):

IAPF U.S. intends to make grants, loans and other disbursements to the organizations comprising IAPF International that are described in the Introduction above.

Part VIII (13e) – Specific Activities (Grants, Loans or Other Distributions to Foreign Organizations – Record Keeping):

Each disbursement of funds, regardless of type or proposed recipient, is subject to approval by the board of directors of IAPF U.S. and requires written documentation detailing the specific request to be submitted in support thereof. IAPF U.S. requires a detailed “business plan” and scope of operations in connection with each request for funding, along with an “impact assessment,” which is an estimate of the efficacy of the program in question over a multi-year period. Finally, IAPF U.S. requires any entity that receives funding to submit regular progress/status reports for each project.

Each disbursement of funds will be documented in IAPF U.S.’ internal financial statements.

Part VIII (13f(ii)) – Specific Activities (Grants, Loans or Other Distributions to Foreign Organizations – Application/Grant Proposal):

The IAPF U.S. does not have standard request or grant forms at this time and does not believe same are necessary given the unique nature of the requests anticipated. It is the content of the request itself, rather than the form of that request, that is of primary importance. IAPF U.S. does, however, require requesting entities to provide certain information such as is described above in Part VIII (13e).

Part VIII (13g) – Specific Activities (Grants, Loans or Other Distributions – Verification/Monitoring):

IAPF U.S. will monitor the application of grants, loans or other distributions made to foreign organizations through written and oral correspondence with the recipients as well as site visits to those locations where funds have been allocated for the construction of new or the improvement of existing physical infrastructure, the purchase of or upgrading of equipment (including UAVs) and/or the purchase of personal field equipment for anti-poaching rangers.

Part VIII (14b) – Specific Activities (Grants, Loans or Other Distributions to Foreign Organizations – Identification of Foreign Organizations):

IAPF U.S. intends to make grants, loans and other disbursements to the organizations comprising IAPF International that are listed in the Introduction, each of which is a foreign organization.

Form 1023 Attachment

Part VIII (14d) – Specific Activities (Grants, Loans or Other Distributions to Foreign Organizations – Authority Over Contributions):

IAPF U.S. states affirmatively that it has ultimate discretion over contributions in those cases in which IAPF U.S. personnel have direct contact with a donor/contributor. In situations where donors/contributors make unsolicited donations/contributions, most of which involve little or no contact with IAPF U.S. personnel, IAPF U.S. relies on publicly available information on our organization, all of which clearly states the nature of our mission.

IAPF U.S. does accept donations and contributions that are subject to specific requirements and will comply with such requirements. IAPF U.S. will either return donations or contributions that are subject to overly burdensome requirements or requirements IAPF U.S. cannot accommodate in good faith, or refuse such donations or contributions all together.

Part VIII (14e) – Specific Activities (Grants, Loans or Other Distributions to Foreign Organizations – Pre-Grant Inquiries):

IAPF U.S. will inquire with each organization to which it intends to disburse funds or make any other donation or contribution with respect to such entity's legal organization, whether it is in good standing in its jurisdiction of organization, its tax-exempt status under the Code if a U.S. person, its financial status and will request supporting documentation regarding the request for funds and also regarding such entity or organization's documented track record in terms of use of such disbursements as described in Part VIII (13e).

Part VIII(14f) – Specific Activities (Monitoring):

IAPF U.S. will monitor grants made to foreign organizations in the same manner as grants made to other organizations. For more information see Part VIII (13g) above.

Part VIII (15) – Specific Activities (Close Connections):

IAPF U.S. is a separate and distinct entity from the entities that comprise IAPF International and is fully independent in terms of governance and decision-making. Further, IAPF U.S. does not have any contractual relationships (oral or written) or other obligations with such entities nor do the directors and officers of IAPF U.S. have any business relationships or interests of any sort with such entities or their respective directors, officers or trustees, as the case may be. Damien Mander, the Chairman of the Board of Directors and co-founder of IAPF U.S. is a director, officer or trustee of each of the other IAPF entities enumerated above but cannot, in his individual capacity, force IAPF U.S. to act on behalf of such entities.

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IAPF U.S. intends to work in close cooperation with the entities listed above in connection with our shared mission of wildlife conservation. This close cooperation involves collaborating with respect to fundraising, educational programming and community outreach and anti-poaching operations, including ranger training and UAVs.

The example above regarding military/police working dogs can be applied to fundraising generally and to any other project undertaken by IAPF U.S. and/or any of the other IAPF entities.

US 2270233v.1

International Anti-Poaching Foundation, Inc.

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Form 1023 Exhibits

CERTIFICATE OF FORMATION

ORGANZATIONAL WRITTEN CONSENT AND BYLAWS



Office of the Secretary of State

**CERTIFICATE OF FILING
OF**

**International Anti-Poaching Foundation, Inc.
File Number: 801763345**

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 04/05/2013

Effective: 04/05/2013



A handwritten signature in black ink, appearing to read "John Steen".

John Steen
Secretary of State

CERTIFICATE OF FORMATION OF Corporations Section
INTERNATIONAL ANTI-POACHING FOUNDATION, INC.

I, the undersigned natural person, of the age of eighteen (18) years or more, acting as the organizer of a corporation under Chapter 3 of the Texas Business Organizations Code (as amended from time to time and together with any successor laws, the "BOC"), do hereby adopt the following Certificate of Formation for such corporation (the "Corporation"):

ARTICLE ONE

The name of the Corporation is International Anti-Poaching Foundation, Inc. The Corporation is a nonprofit corporation.

ARTICLE TWO

The street address of the Corporation's initial registered office is 350 N. St. Paul Street, Suite 2900, Dallas, Texas 75201 and the name of its initial registered agent at such address is CT Corporation System.

ARTICLE THREE

The number of directors constituting the entire Board of Directors shall never be less than three (3). The number of directors constituting the initial Board of Directors of the Corporation is five (5) and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Damien Mander	C/O IAPF Zimbabwe Stanley & Livingstone Private Game Reserve PO Box 44 Victoria Falls, Zimbabwe
Christopher C. Juban	3718 Westerman Street Houston, Texas 77005
John Liebman	540 Los Nidos Drive Santa Fe, New Mexico 87501
Peter Gwin	2513 Dewitt Avenue Alexandria, Virginia 22301
Kay Sullivan	28375 Robinson Canyon Road Carmel, California 93923

Thereafter, the number of directors of the Corporation shall be fixed in accordance with the Corporation's Bylaws (the "Bylaws").

ARTICLE FOUR

The Corporation shall have no members.

ARTICLE FIVE

The purposes for which the Corporation is organized and to be operated are exclusively charitable, scientific, and/or educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and future corresponding revenue laws of the United States (the "Code"). In accomplishment of such purposes, the Corporation will perform such functions as may be necessary or appropriate to fulfill the purposes of the Corporation.

The broadest discretion is vested in and conferred upon the Board of Directors for the accomplishment of these purposes, provided, however, that no contributions shall be made or distributed to or for any person, firm, corporation, or other entity that shall apply, directly or indirectly, such contributed funds for any purpose or purposes in violation of the Constitution and statutes of the United States or the state of Texas.

ARTICLE SIX

Regardless of any other provisions of this Certificate of Formation or the laws of the State of Texas, the Corporation shall not:

- (1) permit any part of the net earnings of the Corporation to inure to the benefit of any private individual (except that reasonable compensation may be paid for personal services rendered to or for the Corporation affecting one or more of its purposes);
- (2) devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise; or
- (3) participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE SEVEN

Pursuant to section 22.304(a) of the BOC, after all liabilities and obligations of the Corporation in the process of winding up are paid, satisfied and discharged, the property of the Corporation shall be applied and distributed as follows:

- (1) property held by the Corporation on a condition requiring return, transfer, or conveyance because of the winding up or termination shall be returned, transferred, or conveyed in accordance with that requirement; and
- (2) the remaining properties of the Corporation shall be distributed to an organization selected by majority vote of the Board of Directors, provided that such organization is at the time of such distribution an organization described in section 501(c)(3) of the Code. The amount of any distribution made under this ARTICLE SEVEN shall be determined by the Board of Directors.

ARTICLE EIGHT

The period of the Corporation's duration is perpetual.

ARTICLE NINE

A director of the Corporation shall not be liable to the Corporation for monetary damages for any act or omission in the director's capacity as a director, except that this ARTICLE NINE does not eliminate or limit the liability of a director for:

- (1) a breach of a director's duty of loyalty to the Corporation;
- (2) an act or omission not in good faith that (i) constitutes a breach of duty of the director to the Corporation or (ii) involves intentional misconduct or a knowing violation of law;
- (3) a transaction from which a director received an improper benefit, regardless of whether the benefit resulted from an action taken within the scope of the director's duties; or
- (4) an act or omission for which the liability of a director is expressly provided by an applicable statute.

If it is determined that the law of the State of Texas (including without limitation the BOC) authorizes, or if such law is amended to authorize, action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited by this ARTICLE NINE (without the need of any formal amendment), to the fullest extent permitted by such statutes as so amended. Any repeal or amendment of such statutes or of the foregoing paragraph shall be prospective only and shall not adversely affect any right of protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE TEN

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation, to the extent provided by Chapter 8 of the BOC. The Board of Directors shall have the power in the Bylaws to define the requirements and limitations for the Corporation to indemnify directors, officers, or others related to the Corporation.

ARTICLE ELEVEN

With respect to any action (i) which is required by the BOC to be taken at a meeting of the Board of Directors or (ii) which may be taken at a meeting of the Board of Directors or any committee established by the Board of Directors, such action may be taken without any such meeting if a written consent setting forth the action to be taken is signed by a sufficient number of members of the Board of Directors or committee thereof as would be necessary to take the

action at a meeting at which all, and not just a quorum, of the members of the Board of Directors or members of the committee were present and voted.

ARTICLE TWELVE

The name and street address of the organizer is Matthew Greenberg, 1001 Fannin St., Suite 2500, Houston, Texas 77002.


ARTICLE THIRTEEN

This Certificate of Formation becomes effective when the document is filed by the Secretary of State.

ARTICLE FOURTEEN

This Certificate of Formation may be amended by majority vote of the Board of Directors at any annual, regular or special meeting, provided that the notice for any special meeting of the Board of Directors at which amendments to this Certificate of Formation will be considered includes a description of the amendments to be considered.

IN WITNESS WHEREOF, I have hereunto set out my hand this 5th day of Apr. 1, 2013.



Matthew Greenberg, Organizer

INTERNATIONAL ANTI-POACHING FOUNDATION, INC.

WRITTEN CONSENT OF THE BOARD OF DIRECTORS IN LIEU OF AN ORGANIZATIONAL MEETING

The undersigned, constituting a majority of the members of the board of directors (the "Board") of International Anti-Poaching Foundation, Inc., a Texas nonprofit corporation (the "Corporation"), acting pursuant to Sections 22.104 and 22.220 of the Texas Business Organizations Code (the "BOC") and Article 11 of the Corporation's certificate of formation (the "Certificate of Formation"), hereby consent to, authorize, adopt and approve in all respects the following resolutions and each and every action effected thereby:

WHEREAS, the Certificate of Formation has been filed in the office of the Secretary of State of the State of Texas in accordance with the BOC;

WHEREAS, upon the filing of the Certificate of Formation in the office of the Secretary of State of the State of Texas, Damien Mander, Christopher C. Juban, John Liebman, Peter Gwin and Kay Sullivan, the persons named as the initial directors in the Certificate of Formation, commenced to serve as the directors of the Corporation;

WHEREAS, the Board now desires to consent to, authorize, adopt and approve in all respects the following resolutions in order to complete and perfect the organization of the Corporation and to take certain other actions.

Certificate of Formation

RESOLVED, that the Certificate of Formation is adopted and approved.

Bylaws

RESOLVED, that the form of bylaws reviewed by the Board and attached as Exhibit A is adopted as the bylaws of the Corporation (the "Bylaws"), and that the secretary of the Corporation is directed to file the Bylaws in the Minute Book (as hereinafter defined).

Election of Officers

RESOLVED, that the following persons are elected as officers of the Corporation (the "Officers"), to serve in the offices set forth below until their successors are elected and qualified or, if earlier, until death, resignation or removal from office:

<u>Name</u>	<u>Office</u>
Damien Mander	Chairman
Christopher Juban	President
John Liebman	Secretary and Treasurer

Number of Directors

RESOLVED, that the Board will consist of exactly five directors.

Principal Office

RESOLVED, that the principal office of the Corporation is 3718 Westerman Street, Houston, TX 77005.

Application for Exemption from State and Federal Taxation; Application for Federal Employer Identification Number

RESOLVED, that the Officers be, and each of them hereby is, authorized and empowered, in the name of and on behalf of the Corporation, to take all appropriate actions, pay any required fees and prepare and submit any and all appropriate applications, filings and other documents to the Internal Revenue Service (including, but not limited to, Form 1023—*Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code* and Form 2848—*Power of Attorney and Declaration of Representative*, naming Vinson & Elkins L.L.P. attorneys as the Corporation's "authorized representatives" for purposes of obtaining exemption from Federal Income Taxation), the Texas Comptroller of Public Accounts and any other applicable federal, state or local governmental entities that are necessary or appropriate in order to obtain any exemptions from tax or other beneficial tax status for the Corporation that said Officer determines to be desirable; and

RESOLVED, that the Officers or any agent so designated by any Officer be, and each of them hereby is, authorized and empowered, in the name of and on behalf of the Corporation, to apply for a Federal Employer Identification Number.

Banking Authorization

RESOLVED, that the Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to designate in writing any commercial bank or trust company or other financial institution that they shall approve in writing as a depository for the funds of the Corporation to be carried in an account or accounts as titled by said Officers; and that such depository is hereby authorized and requested to accept, honor and pay, without further inquiry and until written notice of the revocation of such authority is received by it, all checks, drafts and other orders for payment or withdrawal of such funds of the Corporation, including any instruments payable or endorsed to the order of the Corporation, when signed and countersigned, if countersignatures are provided for in such written designation, in the name of the Corporation by the person or persons designated in writing by such Officer;

RESOLVED, that any resolutions required by any commercial bank or trust company in connection with the opening or maintenance of any account of the Corporation be, and they hereby are, deemed to be adopted in haec verba as if fully set forth herein; and that the execution

by any Officer of any such resolutions shall conclusively establish such Officer's authority therefor from the Corporation;

RESOLVED, that the Officers be, and each of them hereby is, authorized and empowered, for and on behalf of the Corporation, to sign checks on behalf of and in the name of the Corporation and to furnish each such bank or trust company specimen signatures and specimen facsimile signatures of persons who are authorized to sign the Corporation's checks, drafts or other orders for the payment or withdrawal of the funds of the Corporation; and

RESOLVED, that foregoing notwithstanding, the Officers shall not sign checks, execute contracts or otherwise bind the Corporation in any way for amounts in excess of \$500 without the approval of a majority of the Board.

Insurance

RESOLVED, that the Officers be, and each of them hereby is, authorized and empowered, for and on behalf of the Corporation, to purchase general liability and property insurance, bonding, director's and Officer's liability insurance and employee fringe benefits (such as medical insurance and retirement plans);

RESOLVED, that the Officers be, and each of them hereby is, authorized and empowered, for and on behalf of the Corporation, to select and engage an insurance broker or other agent to assist in purchasing such insurance, and to pay any fees or expenses reasonably charged by such insurance broker or other agent.

Accountant

RESOLVED, that the Officers be, and each of them hereby is, authorized and empowered, for and on behalf of the Corporation, to select and engage an accountant or auditor to provide such services as such Officer deems necessary or appropriate, and to pay any fees and expenses reasonably charged by such accountant or auditor.

Nonprofit Mailing Permit

RESOLVED, that the Officers be, and each of them hereby is, authorized and empowered, for and on behalf of the Corporation, to take any action and pay any required fee to obtain a nonprofit mailing permit to use special bulk nonprofit rates.

Minute Book and Other Books and Records

RESOLVED, that the secretary of the Corporation be, and hereby is, authorized and empowered, for and on behalf of the Corporation, to procure, authenticate and retain custody of a book suitable for purposes of recording corporate proceedings and preserving certain permanent records of the Corporation (the "Minute Book");

RESOLVED, that the secretary of the Corporation be, and hereby is, authorized and empowered, for and on behalf of the Corporation, to insert in the Minute Book (i) the original copy of the Certificate of Formation as filed with the Secretary of State of the State of Texas; (ii)

a true and correct copy of the Bylaws; (iii) minutes of all proceedings had or to be had at any meetings of the Board; (iv) true and correct copies of this written consent of the Board and of all other consents executed or to be executed by the members of the Board in lieu of the holding of a meeting; (v) true and correct copies of all certificates, instruments and other documents amending, restating or repealing any of the foregoing certificates, instruments and documents; and (vi) such other certificates, instruments or documents constituting permanent records of the Corporation that the secretary determines to be appropriate; and

RESOLVED, that the Officers be, and each of them hereby is, authorized and empowered, for and on behalf of the Corporation, to procure and retain in their custody such other books, records, materials and supplies as they shall determine to be necessary or appropriate in connection with the organization of the Corporation or the conduct of its business.

Licenses and Permits; Qualification to Transact Business as a Foreign Corporation

RESOLVED, that the Officers be, and each of them hereby is, authorized, empowered and directed, for and on behalf of the Corporation, to (i) obtain such licenses and permits, if any, as may be required for the conduct of the business of the Corporation by any federal, state, county or municipal governmental statute, ordinance or regulation, and (ii) qualify this Corporation to do business as a foreign corporation in any state, territory, or dependency of the United States, or in any province or territory of Canada, or in any other foreign country in which it is necessary for the Corporation to qualify to transact business as a foreign corporation; and in connection therewith, the Officers are authorized to:

- (a) Appoint all necessary agents or attorneys for service of process and substitute new agents or attorneys for such purposes;
- (b) Designate the location of all necessary statutory offices and change the location thereof;
- (c) Make and file all certificates, representations, powers of attorney, and other instruments required by the laws of any such state, territory, dependency, province, or country to authorize the Corporation to transact business therein; and
- (d) Withdraw therefrom, revoke any appointment of agent or attorney for service of process, and file any certificate, revocation of appointment, or surrender of authority as may be necessary to terminate the authority of the Corporation to do business in any such state, territory, dependency, province, or country, whenever, in their judgment, it is expedient for the Corporation to cease doing business therein and the taking of any such action by such Officer of the Corporation shall be conclusive evidence of his authorization hereby.

Payment and Reimbursement of Formation and Filing Expenses

RESOLVED, that the Officers be, and each of them hereby is, authorized and empowered, for and on behalf of the Corporation, to pay any fees or expenses necessary to form the Corporation, and any other fees or expenses required by the Secretary of State of the State of

Texas. Texas Comptroller of Public Accounts or any other state or local governmental entity;
and

RESOLVED, that the Corporation shall reimburse any Officer for any fees or expenses paid by such Officer on behalf of the Corporation in connection with the Corporation's formation or other filings required of the Corporation.

Fiscal Year

RESOLVED, that the fiscal year of the Corporation shall end on the 30st day of June of each calendar year.

General Authorization

RESOLVED, that the Officers shall take such action and execute, attest, deliver and file such instruments, documents and certificates as the Officer taking such action deems necessary to effect the above resolutions.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned directors of the Corporation are executing this consent on the dates indicated below.

Damien Mander

Date: _____

Christopher C. Juban

Date: _____

John Liebman

Date: _____

Peter Gwin

Date: _____

Kay Sullivan

Date: _____

IN WITNESS WHEREOF, the undersigned directors of the Corporation are executing this consent on the dates indicated below.

Damien Mander

Date: _____



Christopher C. Juban

Date: 24-Sept-13

John R. Liebman

Date: _____


Peter Gwin

Date: _____

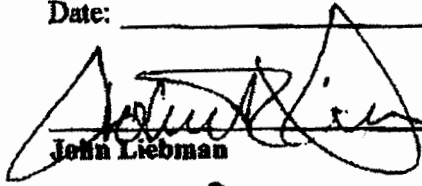
Kay Sullivan

Date: _____

IN WITNESS WHEREOF, the undersigned directors of the Corporation are executing this consent on the dates indicated below.

Damien Mander 
Date: 10OCT13

Christopher C. Juban
Date: _____



John Liebman
Date: 16 Oct 2013

Peter Gwin
Date: _____

Kay Sullivan
Date: _____

IN WITNESS WHEREOF, the undersigned directors of the Corporation are executing this consent on the dates indicated below.

Damien Mander

Date: 10OCT13

Christopher C. Juban

Date: _____

John Liebman

Date: _____

Peter Gwin

Date: _____

Kay Sullivan

Kay Sullivan

Date: 10-28-2013

EXHIBIT A

Bylaws

BYLAWS

OF

INTERNATIONAL ANTI-POACHING FOUNDATION, INC.

Adopted: October 2013

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BYLAWS

OF

INTERNATIONAL ANTI-POACHING FOUNDATION, INC.

ARTICLE I

STRUCTURE, PURPOSES AND MEMBERS

Section 1. Structure. International Anti-Poaching Foundation, Inc. (the "Corporation") is a non-profit corporation organized under the laws of the State of Texas, which has no members within the meaning of section 1.002(53) of the Texas Business Organizations Code (the "BOC"). The Certificate of Formation of the Corporation (as amended from time to time, the "Certificate of Formation") was filed in the office of the Secretary of State of the State of Texas on April 5, 2013.

Section 2. Purposes. The purposes for which the Corporation is organized and to be operated are exclusively charitable, scientific, and/or educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and future corresponding revenue laws of the United States. In accomplishment of such purposes, the Corporation will:

- Support, develop and carry out activities for the protection of wildlife and wilderness areas including, but not limited to, educational programs, research, field training, provision of equipment, and fundraising; and
- Perform such other functions as may be necessary or appropriate to fulfill the purposes of the Corporation.

Section 3. Members. The Corporation has no members.

ARTICLE II

OFFICES

Section 1. Principal Place of Business. The principal place of business of the Corporation is located at 3718 Westerman Street, Houston, Texas 77005. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 2. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is the Corporation's registered office, as required by the BOC. The registered office may but need not be identical to the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors in accordance with applicable law.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers. The property, business, and affairs of the Corporation shall be managed and controlled by the Board of Directors and, subject to the restrictions imposed by law, the Certificate of Formation and these Bylaws, the Board of Directors shall exercise all of the powers of the Corporation.

Section 2. Number. The Board of Directors shall consist initially of the five (5) directors named in the Certificate of Formation as originally filed with the Secretary of State of Texas. The number of directors may be increased or decreased from time to time by amendment of these Bylaws in accordance with the provisions of Article IX, provided that the number of directors shall never be less than three (3), and provided further that no decrease in number shall have the effect of shortening any term of any incumbent director.

Section 3. Appointment and Term. Directors shall be elected by the affirmative vote of a majority of the other directors of the Corporation and shall serve a term of one (1) year. Directors may, but need not, be divided into classes and the terms of office of the several classes need not be uniform. Each person serving as a director shall hold office until the earlier to occur of (a) the expiration of such director's term and until such director's successor has been elected and qualified or (b) such director's death, resignation, or removal as hereinafter provided.

Section 4. Removal. Any director may be removed from office, with or without cause, by the affirmative vote of a majority of the other directors of the Corporation.

Section 5. Election and Vacancies. Any vacancy (other than resulting from completion of a term) occurring in the position of a director, whether by death, resignation, removal, or otherwise, shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy arising other than as a result of term completion shall be elected for the unexpired term of, and shall be a member of the same class as, such director's predecessor. Any vacancy to be filled by reason of an increase in the number of directors shall be filled by election at any meeting of the Board of Directors.

Section 6. Meetings of Directors. The directors may hold meetings, maintain an office, and keep the Corporation's books and records at such place or places within or without the State of Texas as the Board of Directors may from time to time determine; provided, however, that in the absence of any such determination, such place shall be the Corporation's principal office in the State of Texas.

Section 7. Annual Meetings. The annual meeting of the Board of Directors ("Annual Meeting") shall be held at such time and place as shall be designated from time to time by resolution of the Board of Directors for the purpose of (a) electing officers for the ensuing year, and (b) transacting such other business as may be properly brought before such Annual Meeting. Notice of Annual Meetings shall not be required.

Section 8. Regular Meetings. Regular meetings of the Board of Directors ("Regular Meetings") shall be held quarterly at such times and places as shall be designated from time to time by resolution of the Board of Directors. Notice of Regular Meetings shall be required.

Section 9. Special Meetings. Special meetings of the Board of Directors ("Special Meetings") shall be held at such times and places as shall be designated from time to time by (a) the Chairman of the Board, (b) a Vice-Chairman of the Board, (c) the President or (d) by the Secretary, if the Secretary is requested to do so in writing by any two (2) directors. Notice of Special Meetings shall be required.

Section 10. Notice of Meetings. The Secretary shall give notice of the time and place of each Regular or Special Meeting to each director in person or by facsimile transmission, mail, electronic message or telephone, at least ten (10) days before such meeting. Unless otherwise indicated in such notice, any and all matters pertaining to the Corporation's purposes may be considered and acted upon at such meeting. At any such meeting at which every director shall be present even though without notice, any matter pertaining to the Corporation's purposes may be considered and acted upon.

Section 11. Quorum. A majority of the then-acting directors shall constitute a quorum for the consideration of any matters pertaining to the Corporation's purposes. If at any meeting of the Board of Directors there is less than a quorum present, a majority of those present may adjourn the meeting from time to time. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Certificate of Formation, or these Bylaws.

Section 12. Voting. Proxy voting shall not be allowed.

Section 13. Conduct of Business. At meetings of the Board of Directors, matters pertaining to the Corporation's purposes shall be considered. At all meetings of the Board of Directors, the Chairman of the Board shall preside, and in the absence of the Chairman, any Vice-Chairman of the Board shall preside, and in the absence of any Vice-Chairman, the President shall preside, and in the absence of the President, a Chairman shall be chosen by the Board of Directors from among the directors present. The Secretary of the Corporation shall act as secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the Chairman may appoint any person to act as secretary of the meeting.

Section 14. Compensation of Directors: Expenses. Persons serving as directors shall not receive any salary or compensation for their services as directors; provided, however, that nothing contained herein shall be construed as precluding any director from receiving compensation in a reasonable amount for personal services rendered (other than services rendered as a director) that are reasonable and necessary in carrying out the Corporation's

purposes as the Board of Directors may from time to time determine. A director shall be entitled to reimbursement for reasonable expenses incurred in carrying out such person's duties as a director.

ARTICLE IV

COMMITTEES

Section 1. Board Committees. Pursuant to, and subject to the terms of, Sections 22.218 and 22.219 of the BOC, the Board of Directors may from time to time designate members of the Board of Directors to constitute committees that shall have and may exercise such powers as a majority of the Board of Directors may determine in the resolution that creates the committee. The Board of Directors may appoint individuals who are not members of the Board of Directors to any committee; provided, however, that a majority of the committee members shall be members of the Board of Directors if such committee exercises the authority of the Board of Directors in the management of the Corporation. Other committees, not having and exercising the authority of the Board of Directors in the management of the Corporation, may be designated and members appointed by a resolution adopted by the Board of Directors, or by the President if authorized by a resolution of the Board of Directors or by these Bylaws. Membership of such committees may, but need not, be limited to directors.

Section 2. Procedures; Meetings; Quorum. Any committee created by the Board of Directors or these Bylaws, unless otherwise expressly provided herein or in the Board resolution creating such committee, shall (a) have a chairman designated by the Board of Directors, (b) fix its own rules or procedures, (c) meet at such times and at such place or places as may be provided by such rules or by resolution of such committee or resolution of the Board of Directors, and (d) keep regular minutes of its meetings and cause such minutes to be recorded in books kept for that purpose in the principal office of the Corporation, and report the same to the Board of Directors at its next succeeding meeting. At every meeting of any such committee, the presence of a majority of all the members thereof shall constitute a quorum, and the affirmative vote of a majority of the members present shall be necessary for the adoption by it of any action, unless otherwise expressly provided in the committee's rules or procedures, these Bylaws or by the Board of Directors.

The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of such committee. In the absence or disqualification of a member of a committee, the member or members present at any meeting of such committee and not disqualified from voting, whether or not constituting a quorum, may unanimously appoint the designated alternate director to act at that meeting in the place of the absent or disqualified member.

Section 3. Removal. Any member of a committee elected or appointed by the Board of Directors may be removed by the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the individual so removed. Election or appointment of a member of a committee shall not of itself create contract rights.

ARTICLE V

OFFICERS

Section 1. Number, Titles, and Term of Office. The officers of the Corporation shall consist of a Chairman of the Board, a President, a Secretary, a Treasurer, and such other officers and assistant officers as the Board of Directors may from time to time elect or appoint, including, but not limited to, a Vice-Chairman of the Board, one or more Vice-Presidents, one or more Assistant Treasurers, and one or more Assistant Secretaries. Such other officers and assistant officers shall have such authority and responsibility as specified in these Bylaws or, if not specified herein, as may be assigned to them by the Board of Directors. Any two (2) or more offices may be held by the same individual, except the offices of President and Secretary. Except for those officers elected at the Corporation's Organization Meeting held pursuant to Section 22.104 of the BOC (the "Organization Meeting"), the term of office for each officer shall be until the next succeeding Annual Meeting at which officers are elected. The term of office for those officers elected pursuant to the Organization Meeting shall be that period of time beginning on the date of the Organization Meeting and ending on the date of the first Annual Meeting. In any event, a duly-elected officer shall serve in such office until a successor has been duly elected and qualified, or until such officer's earlier death, resignation or removal.

Section 2. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the individual so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 3. Vacancies. Any vacancy occurring in any office of the Corporation may be filled by the Board of Directors.

Section 4. Powers and Duties of the Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board of Directors, and shall have such other powers and duties as may be assigned to such officer in these Bylaws or from time to time by the Board of Directors.

Section 5. Powers and Duties of a Vice-Chairman of the Board. In the absence of the Chairman of the Board, or in the event of such person's inability or refusal to act, a Vice Chairman of the Board, if any, shall preside at all meetings of the Board of Directors; and shall have such other powers and duties as may be designated in the Bylaws and as may be assigned from time to time by the Board of Directors.

Section 6. Powers and Duties of the President. The President shall be the Chief Executive Officer of the Corporation. Subject to the control of the Board of Directors, the President shall have general executive charge, management, and control of the properties, business, and operations of the Corporation with all such powers as may be reasonably incident to such responsibilities; shall have the authority to agree upon and execute all leases, contracts, evidences of indebtedness, and other obligations in the name of the Corporation subject to the approval of the Board of Directors; and shall have such other powers and duties as may be

designated in these Bylaws and as may be assigned to such officer from time to time by the Board of Directors.

Section 7. Powers and Duties of a Vice-President. Each Vice-President, if any, shall have such powers and duties as may be assigned to such officer by the Board of Directors including the performance of the duties of the President upon the death, absence, resignation or inability to perform the duties of such office. Any action taken by a Vice-President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken.

Section 8. Powers and Duties of the Treasurer. The Treasurer, if any, shall have custody of all of the Corporation's funds and securities that come into such officer's hands. When necessary or proper, the Treasurer may endorse or cause to be endorsed, in the name and on behalf of the Corporation, checks, notes, and other obligations for collection and shall deposit or cause to be deposited the same to the credit of the Corporation in such bank or banks or depositories and in such manner as shall be designated and prescribed by the Board of Directors; may sign or cause to be signed all receipts and vouchers for payments made to the Corporation either alone or jointly with such other officer as may be designated by the Board of Directors; whenever required by the Board of Directors, shall render or cause to be rendered a statement of the cash account; shall enter or cause to be entered regularly in the Corporation's books to be kept by such officer for that purpose full and accurate accounts of all moneys received and paid out on account of the Corporation; shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors; and shall, if required by the Board of Directors, give such bond for the faithful discharge of such officer's duties in such form as the Board of Directors may require.

Section 9. Powers and Duties of Assistant Treasurers. Each Assistant Treasurer, if any, shall have the usual powers and duties pertaining to such office, together with such other powers and duties as may be assigned to such office by the President and Chief Executive Officer or the Board of Directors or the Treasurer. An Assistant Treasurer shall exercise the powers of the Treasurer during the Treasurer's absence, inability or refusal to act.

Section 10. Powers and Duties of the Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose; shall attend to the giving and serving of all notices; in furtherance of the Corporation's purposes and subject to the limitations contained in the Certificate of Formation, may sign with the President in the name and on behalf of the Corporation and/or attest the signatures thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes, and other instruments of the Corporation; shall have charge of the Corporation's books, records, documents, and instruments, except the books of account and financial records and securities of which the Treasurer shall have custody and charge, and such other books and papers as the Board of Directors may direct, all of which shall be open at reasonable times to the inspection of any director upon application at the Corporation's office during business hours; and shall in general perform all duties incident to the office of Secretary subject to the control of the Board of Directors.

Section 11. Powers and Duties of Assistant Secretaries. Each Assistant Secretary, if any, shall have the usual powers and duties pertaining to such office, together with such other

powers and duties as may be assigned to such office by the President and Chief Executive Officer or the Board of Directors or the Secretary. An Assistant Secretary shall exercise the powers of the Secretary during that officer's absence or inability or refusal to act.

Section 12. Compensation of Officers. Officers shall be entitled to receive salary or compensation in a reasonable amount for such personal services rendered that are necessary and reasonable in carrying out the Corporation's purposes as the Board of Directors may from time to time determine; provided, however, that in no event shall such salary or compensation be excessive.

ARTICLE VI

MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The Corporation's fiscal year shall be as determined from time to time by the Board of Directors.

Section 2. Seal. The Corporation's seal, if any, shall be such as may be approved from time to time by the Board of Directors.

Section 3. Notice and Waiver of Notice. Whenever any notice is required to be given by mail under the provisions of these Bylaws, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed postpaid wrapper addressed to the person entitled thereto at such person's post office address, as such appears in the records of the Corporation, and such notice shall be deemed to have been given on the date of such mailing. If transmitted by facsimile or electronic message, such notice shall be deemed to be delivered upon successful transmission of the facsimile or electronic message. A member of the Board of Directors may waive notice of any meeting. The attendance or participation of a member of the Board of Directors at any meeting shall constitute a waiver of notice of such meeting unless such attendance or participation is for the purpose of objecting to the failure of notice. A waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

Section 4. Resignations. Any director, officer, or committee member may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 5. Action Without a Meeting by Directors, or Committees: Remote Participation.

a. Any action required or authorized to be taken under the BOC or the Certificate of Formation at a meeting of the Board of Directors or a committee may be taken without holding a meeting, providing notice, or taking a vote if a majority of the directors entitled to vote on the action sign a written consent or consents stating the action taken. Such consent shall have the same force and effect as an affirmative vote of a majority of the Board of Directors at a meeting, and may be stated as such in any document or instrument filed with the Secretary of State.

b. Subject to the requirements of law for notice of meetings, unless otherwise restricted by the Certificate of Formation or these Bylaws, members of the Board of Directors or members of any committee may participate in and hold a meeting of the Board of Directors or committee, as the case may be, by means of a conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting. Participation in such meeting shall constitute presence in person at such meeting, unless the participation is for the express purpose of objecting to the transaction of business at the meeting on the ground that the meeting has not been lawfully called or convened. If voting is to take place at the meeting, the Corporation must:

(i) Implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified; and

(ii) Keep a record of any vote or other action taken.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) any person who is or was a director or officer of the Corporation and may indemnify (which indemnification may include without limitation, advancing reasonable expenses) any person who is or was an employee or agent of the Corporation (or any person who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise) to the fullest extent required or permitted by applicable law, including Chapter 8 of the BOC. In addition, the Corporation shall have the power to indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) to the fullest extent permitted by law such other persons as the Board of Directors may determine from time to time. The Corporation shall have the power to purchase and maintain at its expense insurance on behalf of such persons to the fullest extent permitted by applicable law, whether or not the Corporation would have the power to indemnify such person under the foregoing provisions. Any amendment to this Article VIII shall be prospective and shall not reduce or eliminate the right of any person to indemnification hereunder with respect to any act or failure to act occurring on or prior to the date of any such amendment.

ARTICLE VIII

CONFLICTS OF INTEREST POLICY

Section 1. Purpose. The purpose of the conflicts of interest policy is to protect the Corporation's 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. This policy is intended to supplement but not replace any

applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

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

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

1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
3. 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. A person who has a financial interest may have a conflict of interest only if the Board or appropriate committee decides that a conflict of interest exists.

Section 3. Procedures.

a. **Duty to Disclose.** In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement.

b. **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 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.

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

1. An interested person may make a presentation at the Board or committee meeting, but after such presentation, such person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2. The 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.

d. Violations of the Conflicts of Interest Policy.

1. If the Board or committee has reasonable cause to believe that 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.
2. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the 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 Board's or committee's decision as to whether a conflict of interest in fact existed; and
- 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 therewith.

Section 5. Compensation Committees.

- a. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. 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.
- c. No voting member of the 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.

Section 6. Annual Statements. Each director, principal officer and member of a committee with Board-delegated powers shall annually sign a statement affirming that 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 that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, 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.
- 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.

Section 8. Use of Outside Experts. In conducting the periodic reviews provided for in Section 7, the Corporation may, but need not, use outside advisors. If outside experts are used their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE IX

AMENDMENTS

These Bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the Board of Directors at any meeting if notice of the proposed amendment is contained in the notice of such meeting.