

RIVERS OF RECOVERY, INC.
CONFLICTS OF INTEREST POLICY

ACTION BY DIRECTORS
IN WRITING
WITHOUT A MEETING

The undersigned, being all of the Directors of RIVERS OF RECOVERY, INC. (herein called the "Corporation"), do hereby take and adopt the following action, unanimously in writing and without a meeting, pursuant to the authority of take and adopt the following actions, in writing and without a meeting, pursuant to Title 16, Chapter 6a, Section 813 of the Utah Code, effective as of the date below written:

WHEREAS the Corporation, a non-profit corporation in the State of Utah and organized as a charitable organization in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended, desires to establish this Conflicts of Interest Policy setting forth the policy of the Corporation as concerns transactions involving the Corporation and related or interested parties.

NOW, THEREFORE, be it RESOLVED that Corporation hereby adopts a Conflicts of Interest Policy as set forth herein:

Article I
PURPOSE

The purpose of the Conflict 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 director or officer of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Article II
DEFINITIONS

1. Interested Person. Any director on the Corporation's Board of Directors, Executive Director, officer, or member of a committee, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
 - b. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
 - c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

3. Compensation. Compensation includes direct and indirect remuneration as well as gifts or favors that are not substantial in nature. A financial interest is not necessarily a conflict of interest. Under Article III, Section two (2), a person who has a financial interest may have a conflict of interest only if the Board of Directors or appropriate committee established by the Board of Directors decides that a conflict of interest exists.

Article III
PROCEDURES

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors or members of a committee established by the Board of Directors with governing powers considering the proposed transaction or arrangement.

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

3. Procedures for Addressing the Conflict of Interest
 - a. An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
 - b. The chairperson of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the Board of Directors or committee shall determine whether the Corporation can obtain a more advantageous transaction or

arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

- d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether it is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.
4. Violations of the Conflicts of Interest Policy
- a. If the Board of Directors or committee has reasonable cause to believe a individual has failed to disclose actual or possible conflicts of interest, it shall inform the individual of the basis for such belief and afford the individual an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the response of the individual and making such further investigation as may be warranted in the circumstances, the Board of Directors or committee determines that the individual has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV RECORDS OF PROCEEDINGS

The minutes of the Board of Directors and all committees with 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 of Director'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.

Article V COMPENSATION

1. 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.

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

Article VI
ANNUAL STATEMENTS

Each Director, Executive Director, officer and member of a committee shall annually sign a statement which affirms 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 the Corporation is 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.

Article VII
PERIODIC REVIEWS

To ensure the Corporation operates in a manner consistent with 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 arms length bargaining.
- b. Whether partnerships, joint ventures arrangements, and arrangements with third-party organizations conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable purposes and do not result in inurement, or impermissible private benefit.

Article VIII
USE OF OUTSIDE EXPERTS

In conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

IN WITNESS HEREOF, the undersigned Directors, constituting the entire Board of Directors of Rivers of Recovery, Inc. have approved and adopted this Conflicts of Interest Policy as of the date below written.

Kandi Blick

David Duval

Christopher Cole

Craig Goldman

Dan T. Cook

Patrick Holley

Warren Soloduk

October 18, 2008