



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Short Form

Return of Organization Exempt From Income Tax

OMB No 1545-1150

Form 990-EZ

2009

Department of the Treasury
Internal Revenue Service

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

Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.

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

Open to Public Inspection

A For the 2009 calendar year, or tax year beginning

and ending

B Check if applicable

- ☐ Address change
☐ Name change
☒ Initial return
☐ Terminated
☐ Amended return
☒ Application pending

Please use IRS label or print or type See Specific Instructions

C Name of organization

TROOPS FIRST FOUNDATION INCORPORATED

Number and street (or P.O. box, if mail is not delivered to street address)

16312 DAHL ROAD

City or town, state or country, and ZIP + 4

LAUREL, MD 20707

D Employer identification number

26-3494079

E Telephone number

301-875-8199

F Group Exemption Number

▶

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

G Accounting method: ☐ Cash ☐ Accrual
Other (specify) **MODIFIED CASH**

I Website: **WWW.TROOPSFIRSTFOUNDATION.ORG**J Tax-exempt status (check only one) — ☒ 501(c) (3) (insert no.) ☐ 4947(a)(1) or ☐ 527

H Check ☐ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

K Check ☐ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$500,000 or more, file Form 990 instead of Form 990-EZ **\$ 246,566.**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

Revenue	1	Contributions, gifts, grants, and similar amounts received	1	246,566.
	2	Program service revenue including government fees and contracts	2	
	3	Membership dues and assessments	3	
	4	Investment income	4	
	5a	Gross amount from sale of assets other than inventory	5a	
	5b	Less: cost or other basis and sales expenses	5b	
	5c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
	6	Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here ☐		
	6a	Gross revenue (not including \$ of contributions reported on line 1)	6a	
	6b	Less: direct expenses other than fundraising expenses	6b	
6c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c		
7a	Gross sales of inventory, less returns and allowances	7a		
7b	Less: cost of goods sold	7b		
7c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c		
8	Other revenue (describe STMT 3 STMT 5)	8		
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	246,566.	
Expenses	10	Grants and similar amounts paid (attach schedule)	10	34,899.
	11	Benefits paid to or for members	11	
	12	Salaries, other compensation, and employee benefits	12	64,000.
	13	Professional fees and other payments to independent contractors	13	2,500.
	14	Occupancy, rent, utilities, and maintenance	14	85.
	15	Printing, publications, postage, and shipping	15	3,840.
	16	Other expenses (describe SEE STATEMENT 1)	16	148,061.
	17	Total expenses. Add lines 10 through 16	17	253,385.
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	<6,819.>
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	<4,900.>
	20	Other changes in net assets or fund balances (attach explanation)	20	
	21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	<11,719.>

Part II Balance Sheets. If total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	13,404.	18,699.
23 Land and buildings		
24 Other assets (describe OTHER DEPRECIABLE ASSETS)	0.	341.
25 Total assets	13,404.	19,040.
26 Total liabilities (describe SEE STATEMENT 2)	18,304.	30,759.
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	<4,900.>	<11,719.>

Part V Other Information (Note the statement requirements in the instructions for Part V)

		SEE STATEMENT 12	Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	33	X	
34	Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	34	X	
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.			
a	Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?	35a		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	35b	N/A	
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Sch. N	36		X
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions.	37a	0.	
b	Did the organization file Form 1120-POL for this year?	37b		X
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?	38a		X
b	If "Yes," complete Schedule L, Part II and enter the total amount involved	38b	N/A	
39	Section 501(c)(7) organizations. Enter:			
a	Initiation fees and capital contributions included on line 9	39a	N/A	
b	Gross receipts, included on line 9, for public use of club facilities	39b	N/A	
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 <u>0.</u> ; section 4912 <u>0.</u> ; section 4955 <u>0.</u>			
b	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	40b		X
c	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		0.	
d	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization		0.	
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T	40e		X
41	List the states with which a copy of this return is filed. <u>MD</u>			
42a	The organization's books are in care of <u>LINDSEY KELL</u> Telephone no. <u>301-875-8199</u> Located at <u>16312 DAHL ROAD, LAUREL, MD</u> ZIP + 4 <u>20707</u>			
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country: <u></u> See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts	42b		X
c	At any time during the calendar year, did the organization maintain an office outside of the U.S.? If "Yes," enter the name of the foreign country: <u></u>	42c		X
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the tax year	43	N/A	
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ	44		X
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ	45		X

Form 990-EZ (2009)

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

- 46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I
- 47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II
- 48 Is the organization a school as described in section 170(b)(1)(A)(iii)? If "Yes," complete Schedule E
- 49a Did the organization make any transfers to an exempt non-charitable related organization?
- b If "Yes," was the related organization a section 527 organization?
- 50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

	Yes	No
46		X
47		X
48		X
49a		X
49b		

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				

f Total number of other employees paid over \$100,000

- 51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
NONE		

d Total number of other independent contractors each receiving over \$100,000

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here: Signature of officer: *Richard C. Kell* Date: 12 NOV 2010

RICHARD C. KELL, PRESIDENT

Type or print name and title

Paid Preparer's Use Only: Preparer's signature: *Summum* Date: 11/11/2010 Check if self-employed: ☐ Preparer's identifying number (See instr.):

Firm's name (or yours if self-employed), address, and ZIP + 4: RUBINO & MCGEEHIN, CHARTERED 6903 ROCKLEDGE DRIVE, SUITE 1200 BETHESDA, MD 20817

EIN: Phone no. 301-564-3636

May the IRS discuss this return with the preparer shown above? See instructions

☒ Yes ☐ No

Form 990-EZ (2009)

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

OMB No. 1545-0047

2009

**Open to Public
Inspection**

Name of the organization

TROOPS FIRST FOUNDATION INCORPORATED

Employer identification number

26-3494079

Part I	Reason for Public Charity Status (All organizations must complete this part) See instructions.
---------------	--

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II)

9 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f ☐ If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box _____

g ☐ Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) A family member of a person described in (i) above?

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

h ☐ Provide the following information about the supported organization(s).

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

[illegible]

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2009

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")				22,600.	246,566.	269,166.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3				22,600.	246,566.	269,166.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						117,236.
6 Public support. Subtract line 5 from line 4						151,930.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4				22,600.	246,566.	269,166.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						269,166.

12 Gross receipts from related activities, etc. (see instructions)

12

13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here► ☒**Section C. Computation of Public Support Percentage****14** Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))

14

%

15 Public support percentage from 2008 Schedule A, Part II, line 14

15

%

16a 33 1/3% support test - 2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization► ☐**b 33 1/3% support test - 2008.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization► ☐**17a 10% -facts-and-circumstances test - 2009.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization► ☐**b 10% -facts-and-circumstances test - 2008.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization► ☐**18 Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions► ☐

Schedule A (Form 990 or 990-EZ) 2009

Part III Support Schedule for Organizations Described in Section 509(a)(2) (Complete only if you checked the box on line 9 of Part I.)**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► ☐						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐

b 33 1/3% support tests - 2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

FORM 990-EZ	OTHER EXPENSES	STATEMENT	1
-------------	----------------	-----------	---

DESCRIPTION	AMOUNT
INFORMATION TECHNOLOGY	586.
INTEREST EXPENSE	3,541.
OFFICE EXPENSE	997.
MEMBERSHIP DUES	595.
PROGRAM EVENTS	17,115.
GEN. RETAIL AND MAIL ORDERS	57,716.
PAYROLL TAXES	3,320.
MEALS AND ENTERTAINMENT	14,959.
TELEPHONE & TELECOMMUNICATIONS	1,711.
TRAVEL	47,521.
TOTAL TO FORM 990-EZ, LINE 16	148,061.

FORM 990-EZ	OTHER LIABILITIES	STATEMENT	2
-------------	-------------------	-----------	---

DESCRIPTION	BEG. OF YEAR	END OF YEAR
DUE TO OPERATION ENTERTAINMENT	18,304.	30,759.
TOTAL TO FORM 990-EZ, LINE 26	18,304.	30,759.

FORM 990-EZ	NONCASH GRANTS AND ALLOCATIONS	STATEMENT	3
-------------	--------------------------------	-----------	---

CLASS OF ACTIVITY

OPERATION REINTEGRATION

<u>RELATIONSHIP OF GRANTEE</u>	<u>DESCRIPTION OF PROPERTY</u>	<u>DATE OF GIFT</u>
NONE	MOTORCYCLE	02/09/09

METHOD USED TO DETERMINE BOOK VALUE

COST

<u>METHOD USED TO DETERMINE FAIR MARKET VALUE</u>	<u>BOOK VALUE</u>	<u>AMOUNT GIVEN</u>
COST	16,999.	16,999.

TOTAL INCLUDED ON FORM 990-EZ, LINE 10

16,999.

FORM 990-EZ	OCCUPANCY, RENT, UTILITIES AND MAINTENANCE	STATEMENT	4
-------------	--	-----------	---

<u>DESCRIPTION</u>	<u>AMOUNT</u>
DEPRECIATION	85.
TOTAL TO FORM 990-EZ, LINE 14	85.

FORM 990-EZ

CASH GRANTS AND ALLOCATIONS

STATEMENT

5

CLASS OF ACTIVITY/GRANTEE'S NAME AND ADDRESS	GRANTEE'S RELATIONSHIP	AMOUNT
OPERATION REINTEGRATION	NONE	6,000.
OPERATION COACHES AND WARRIORS UMCP FOUNDATION UNIVERSITY OF MARYLAND COLLEGE PARK, MD 20742	NONE	9,900.
TOTAL INCLUDED ON FORM 990-EZ, LINE 10		15,900.

FORM 990-EZ

INFORMATION REGARDING TRANSFERS
ASSOCIATED WITH PERSONAL BENEFIT CONTRACTS

STATEMENT 6

- A) DID THE ORGANIZATION, DURING THE YEAR, RECEIVE ANY FUNDS,
DIRECTLY OR INDIRECTLY, TO PAY PREMIUMS ON A PERSONAL
BENEFIT CONTRACT? [] YES [X] NO
- B) DID THE ORGANIZATION, DURING THE YEAR, PAY PREMIUMS,
DIRECTLY OR INDIRECTLY, ON A PERSONAL BENEFIT CONTRACT? . . [] YES [X] NO

990-EZ PG 2

STATEMENT 7

FEHERTY'S I.E.D.S: IMPROVISED EXPLOSIVE DAYS

DAVID FEHERTY NOT ONLY SERVES ON THE EXECUTIVE BOARD BUT IS AN EXTREMELY INVOLVED ADVOCATE FOR THE WARRIORS. OVER THE COURSE OF A YEAR, HE HOSTS MANY DIFFERENT IMPROVISED EXPLOSIVE DAYS TO RAISE AWARENESS FOR TODAY'S ALL-VOLUNTEER MILITARY. THE MEN AND WOMEN HE CALLS "THE TRUE HEROES OF THIS GREAT NATION." THE EVENTS ARE DESIGNED TO AFFORD RECOVERING SERVICE MEMBERS UNIQUE SPORTING OPPORTUNITIES SUCH AS GOLF AT WORLD RENOWNED COURSES WITH PGA TOUR PROFESSIONALS AND HUNTING AT WELL-KNOWN RANCHES THROUGHOUT THE COUNTRY ALL WHILE PROMOTING REINTEGRATION AND "FINDING THEIR NEW NORMAL."

HARMON'S HEROES

BUTCH HARMON TAKES HIS ROLE AS AN EXECUTIVE BOARD MEMBER A STEP FURTHER AS HE HOSTS A GROUP OF WOUNDED WARRIORS AT HIS AWARD-WINNING GOLF SCHOOL ONCE A YEAR. THIS RARE OPPORTUNITY IS RESERVED FOR THOSE RECOVERING SERVICE MEMBERS FOR WHOM GOLF PLAYS A SIGNIFICANT ROLE IN THEIR RECOVERY AS WELL AS THEIR LIFE. NOT ONLY DOES THIS EVENT PROVIDE THE CHANCE TO SPEND SEVERAL DAYS WITH THE #1 INSTRUCTOR IN THE WORLD BUT IN ADDITION TO WORKING WITH BUTCH AND HIS STAFF, HARMON'S HEROES CREATES THE OPPORTUNITY TO MEET SEVERAL KEY BUSINESS LEADERS FROM DIFFERENT PARTS OF THE COUNTRY. A COMPONENT THAT OFFERS GREAT POTENTIAL FOR FUTURE NETWORKING, MENTORING AND EMPLOYMENT POSSIBILITIES.

OPERATION REINTEGRATION

BEYOND OUR LARGER PROGRAMS AND INITIATIVES, WE INTERACT ON A DAILY BASIS WITH INJURED SERVICE MEMBERS AT WALTER REED ARMY MEDICAL CENTER. THROUGH FREQUENT TRIPS TO THE HOSPITAL THROUGHOUT THE WEEK, WE HAVE ESTABLISHED RELATIONSHIPS ON A PERSONAL LEVEL WITH A NUMBER OF WOUNDED WARRIORS AND THEIR FAMILIES. OUR OPERATION REINTEGRATION PROGRAM SERVES AS A CATCH-ALL FOR THE DAILY ACTIVITIES WE PERFORM WITH IN-PATIENTS, OUT-PATIENTS, THOSE WHO HAVE RETURNED HOME AND THEIR FAMILIES. BECAUSE EACH INDIVIDUAL HAS VARYING NEEDS, WE ARE THERE TO ASSIST WITH EVERYDAY SITUATIONS SUCH AS GROCERY SHOPPING AND BUYING GYM CLOTHES FOR PHYSICAL THERAPY THAT FIT OVER THEIR PROSTHETICS. OUR GOAL IS TO BE AVAILABLE FOR THE NEEDS THAT ARE RELEVANT TO THEM.

OPERATIONS COACHES AND WARRIORS

THIS INITIATIVE IS DESIGNED TO PROVIDE A WOUNDED WARRIOR WITH A PERSONAL MESSAGE OF SUPPORT AND THANKS FROM HIS OR HER FAVORITE COLLEGE BASKETBALL COACH. BEYOND SIMPLY GETTING AN AUTOGRAPHED BALL AND GEAR, THIS PROGRAM AFFORDS THE COACH THE OPPORTUNITY TO MENTOR THE WOUNDED WARRIOR WHILE CREATING NETWORKING OPPORTUNITIES WITH COMMUNITY AND BUSINESS LEADERS.

TROOPS FIRST FOUNDATION DEVELOPS, OPERATES AND RAISES FUNDS FOR A SYNERGISTIC GROUP OF NATIONALLY BRANDED WELLNESS, QUALITY OF LIFE AND SPORTS-BASED INITIATIVES IN SUPPORT OF TODAY'S MILITARY PERSONNEL. IN ADDITION, THESE T1F INITIATIVES FACILITATE A GREATER RECOGNITION AND AN ENHANCED UNDERSTANDING OF THE QUALITY AND CHARACTER OF THE MEN AND WOMEN WHO VOLUNTEER TO SERVE, THEIR FAMILIES, THEIR DAILY SACRIFICES AND THE CONSTANT NEED TO EVALUATE AND IMPROVE THEIR QUALITY OF LIFE. BOTH NON-INJURED AND INJURED MILITARY PERSONNEL AND THEIR FAMILIES ARE SERVED AT NO COST TO THEM BY T1F'S STRATEGICALLY INTEGRATED QUALITY OF LIFE, SPORTS-BASED AND WELLNESS INITIATIVES.

FORM 990-EZ

OTHER PROGRAM SERVICES

STATEMENT 11

DESCRIPTION

GRANTS

EXPENSES

OPERATION PROPER EXIT
 ONCE THOUGHT TO BE AN IMPOSSIBLE MISSION, OPERATION PROPER EXIT LAUNCHED IN JUNE 2009 RETURNING SIX WARRIORS TO THE BATTLEFIELDS OF IRAQ WHERE THEY SUSTAINED TRAUMATIC LIFE-CHANGING INJURIES IN COMBAT. THE INITIATIVE HAS NOW PROVIDED THE OPPORTUNITY TO FORTY-NINE COMBAT WOUNDED SOLDIERS AND MARINES TO SEE FIRST-HAND THE SIGNIFICANT PROGRESS THAT WAS BROUGHT ABOUT BY THEIR TREMENDOUS SACRIFICES ALONG WITH THOSE OF THEIR BROTHERS AND SISTERS IN ARMS. THE WARRIORS PARTICIPATE IN TOWN HALL MEETINGS THROUGHOUT IRAQ WITH OUR DEPLOYED TROOPS - THESE EXCHANGES ARE BOTH EMOTIONAL AND VERY INSPIRATIONAL FOR ALL. WHEN THE TIME COMES TO RETURN TO THE STATES, THE PARTICIPANTS MAKE A "PROPER EXIT" ON THEIR OWN TERMS AS THEY BOARD THE AIRCRAFT AND SAY THEIR GOODBYES. CLOSING ONE OF LIFE'S CHAPTERS IS DIFFERENT FOR EVERYONE BUT OPERATION PROPER EXIT HAS PROVIDED SOME MEASURE OF CLOSURE FOR ALL THAT HAVE PARTICIPATED.

0. 19,768.

OPERATION V.I.P. VISIT IMPORTANT PEOPLE
 THIS PROGRAM WAS IMPLEMENTED SPECIFICALLY FOR THE PATIENTS OF THE BURN UNIT AT BROOKE ARMY MEDICAL CENTER IN SAN ANTONIO, TEXAS. SPENDING TIME AT THIS WORLD-CLASS TREATMENT FACILITY IS EXTREMELY INSPIRATIONAL AND IMPORTANT. A HIGH PROFILE SPORTS PERSONALITY/CELEBRITY WHO IS PASSIONATE ABOUT THE SOLDIERS' WELL-BEING AND RECOVERY VISITS THE BURN UNIT AS A MEANS TO PROMOTE REINTEGRATION INTO EVERYDAY LIFE. IN MANY CASES, ADDITIONAL CONTACT AND FUTURE ACTIVITIES RESULT FROM THE ONE-ON-ONE TIME THAT THE SCHEDULING PROVIDES.

0. 6,951.

TOTAL TO FORM 990-EZ, LINE 31

26,719.

FORM 990-EZ

ACTIVITIES NOT PREVIOUSLY REPORTED
PART V, LINE 33

STATEMENT 12

DESCRIPTION

SEE ATTACHED STATEMENTS 7, 8, 9, 10, AND 11

Form **4562**Department of the Treasury
Internal Revenue Service (99)
Name(s) shown on return**Depreciation and Amortization 990-EZ**
(Including Information on Listed Property)

▶ See separate instructions.

▶ Attach to your tax return.

OMB No 1545-0172

2009Attachment
Sequence No 67**TROOPS FIRST FOUNDATION INCORPORATED****FORM 990-EZ PAGE 1****26-3494079****Part I Election To Expense Certain Property Under Section 179** Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount. See the instructions for a higher limit for certain businesses	1	250,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	800,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2010. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		426.	5 YRS.	HY	200DB	85.
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	/		27 5 yrs	MM	S/L	
	/		27 5 yrs	MM	S/L	
i Nonresidential real property	/		39 yrs	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year	/		40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	85.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V**Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**Section A - Depreciation and Other Information** (Caution: See the instructions for limits for passenger automobiles.)**24a** Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use							25	
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							28	
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1								29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners.		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.**Part VI** Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2009 tax year.					
43 Amortization of costs that began before your 2009 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report.					44

**CONSENT IN LIEU OF ORGANIZATIONAL MEETING
OF
THE BOARD OF DIRECTORS
OF
TROOPS FIRST FOUNDATION INCORPORATED**

Pursuant to the laws of the State of Maryland, the undersigned, constituting all of the members of the Board of Directors (the "Board") of Troops First Foundation Incorporated, a Maryland corporation (the "Corporation"), do hereby unanimously consent in writing to the adoption of the following resolutions, such resolutions to have effect as if adopted at a duly held meeting of the directors of the Corporation:

Certificate of Incorporation

RESOLVED, that a copy of the Articles of Incorporation certified by the State of Maryland as received and accepted for record be inserted in the Minute Book of the Corporation.

Bylaws

RESOLVED, that the Bylaws attached to this Consent as Exhibit A are adopted as the Bylaws of the Corporation, effective as of March 26, 2009, and a copy of the Bylaws shall be inserted in the Minute Book of the Corporation immediately following the Articles of Incorporation.

Number of Directors

RESOLVED, that pursuant to Article Seventh of the Articles of Incorporation and Section 14 of the Bylaws, until further resolution of the Board, there shall be seven (7) directors.

Chairman of the Board

RESOLVED, that Richard C. Kell shall serve as the initial Chairman of the Board, to assume the duties and responsibilities fixed in the Bylaws.

Election of Officers

RESOLVED, that the following people are hereby elected to the offices listed next to each person's name, to assume the duties and responsibilities fixed by the Bylaws, each such person to hold such offices until his successor is chosen and shall qualify in his stead:

<u>Name</u>	<u>Offices</u>
Richard C. Kell	President, Executive Director
Lindsey O. Kell	Vice President, Secretary, Treasurer, Program Director

RESOLVED, that all actions taken by the person hereby elected as an officer of the Corporation, which actions were taken by such person in good faith on behalf of, or with the intention of binding or benefiting, the Corporation, are hereby ratified, confirmed and approved as acts of the Corporation.

Bank Accounts

RESOLVED, that any officer of the Corporation is hereby authorized to open such bank and/or brokerage accounts as may be necessary or appropriate to conduct the business of the Corporation with such banks or financial institutions as he deems necessary; and further

RESOLVED, that resolutions authorizing the opening of such bank or brokerage accounts in the forms requested by such institutions are hereby adopted, as though this resolution had been adopted in such prescribed form; and further

RESOLVED, that only the President and the Treasurer of the Corporation are authorized to sign checks and other instruments from any bank account of the Corporation in the name of and on behalf of the Corporation.

Adoption of Five Policies

RESOLVED, that the Corporation hereby adopts and shall at all times be governed by the following five (5) written policies:

1. Policy on Reporting and Investigating Allegations of Improper Activities (Whistleblower Policy) (Attached hereto as Exhibit B)
2. Policy on Document Retention and Destruction (Attached hereto as Exhibit C)
3. Joint Venture Policy (Attached hereto as Exhibit D)

Indemnification

RESOLVED, that pursuant to Article Sixteenth of the Articles of Incorporation, the Corporation shall indemnify and hold harmless the officers and directors of the Corporation against any threatened, pending or completed action, suit or proceeding by reason of the fact such person is or was an officer or director of the Corporation to the fullest extent permitted by law.

Foreign Jurisdiction

RESOLVED, that the officers of the Corporation are authorized and directed to perform such actions and execute such documents as they shall deem necessary or appropriate to qualify the Corporation to do business in the State of Maryland, as well as any other jurisdictions they deem necessary or appropriate.

Corporate Books

RESOLVED, that the Secretary of the Corporation be and hereby is authorized and directed to procure all corporate books required by the statutes of the State of Maryland or necessary or appropriate.

Principal Office

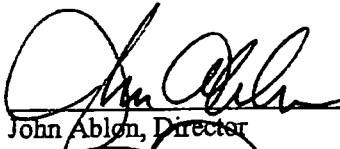
RESOLVED, that the principal office of the Corporation shall be 16312 Dahl Road; Laurel, Maryland 20707-2706.

Authorization

RESOLVED, that any officer of the Corporation be and hereby is authorized to take such actions, and execute such documents as may be necessary, appropriate, or convenient to carry out the intent of the foregoing resolutions.

Effective as of October 16, 2010

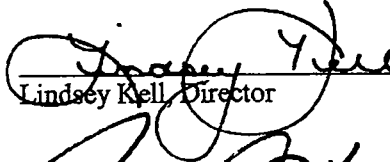
[Signature page follows.]



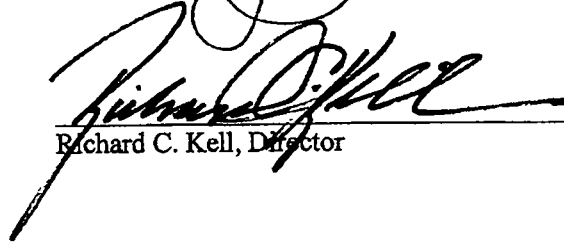
John Ablon, Director



David Esherty, Director

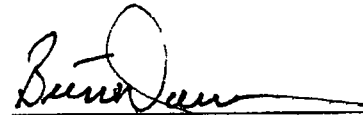


Lindsey Kell, Director



Richard C. Kell, Director

J. Kyle Bass, Director



Butch Harmon, Director

George Lopez, Director

EXHIBIT A

**Bylaws
of
Troops First Foundation Incorporated**

**Article 1
Offices**

Section 1. Principal Office

The principal office of the corporation is located in Prince Georges County, Maryland.

Section 2. Change of Address

The designation of the county or state of the corporation's principal office may be changed by amendment of these bylaws. The board of directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

New Address: _____

Dated: _____, 20__

New Address: _____

Dated: _____, 20__

New Address: _____

Dated: _____, 20__

Section 3. Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

Article 2

Nonprofit Purposes

Section 1. IRC Section 501(c)(3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes

The specific objectives and purposes of this corporation shall be:

- (1) to provide an organization through which the religious, spiritual, social, quality of life, wellness, educational, and entertainment needs of men and women in the Armed Forces of the United States and their families may be served;
- (2) to contribute to the maintenance of morale of men and women in the Armed Forces of the United States;
- (3) to create a greater awareness among the general public of the men and women who make up the Armed Forces of the United States by telling their stories;
- (4) to solicit funds to maintain the organization and accomplish its purposes; and
- (5) other consonant purposes.

Article 3

Directors

Section 1. Number

The corporation shall have seven (7) directors and collectively they shall be known as the board of directors.

Section 2. Qualifications

Directors shall be of the age of majority in this state. Collectively, directors shall include individuals who (1) have experience in sports or entertainment administration, (2) have experience in sports, (3) have experience in entertainment, (4) are retired from the military, (5) are current or former military personnel wounded in military service, and (6) have experience as a business leader in the private sector or as an entrepreneur.

Section 3. Powers

Subject to the provisions of the laws of this state and any limitations in the articles of incorporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

Section 4. Duties

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- c. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these bylaws;
- e. Register their addresses, e-mail addresses, and/or facsimile numbers with the secretary of the corporation, and notices of meetings mailed, e-mailed, or faxed to them at any one of such addresses shall be valid notices thereof.

Section 5. Term of Office

Except as provided in Section 14 below, each director shall hold office for a period of two (2) years and until his or her successor is elected and qualifies.

Section 6. Compensation

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

Section 7. Place of Meetings

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the board of directors.

Section 8. Regular Meetings

Regular meetings of directors shall be held annually on the third Thursday in May, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day.

At the regular meeting of directors, directors shall be elected by the board of directors. Voting for the election of directors shall be by written ballot. Each director may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on

the board. Any tie resulting in ambiguity shall be resolved in a succeeding ballot comprising only those candidates who were not unambiguously elected in the previous ballot.

Section 9. Special Meetings

Special meetings of the board of directors may be called by the chairperson of the board, the president, the vice president, the secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

Section 10. Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- a. **Regular Meetings.** No notice need be given of any regular meeting of the board of directors.
- b. **Special Meetings.** At least one week prior notice shall be given by the secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by facsimile, or by e-mail, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.
- c. **Waiver of Notice.** Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 11. Quorum for Meetings

A quorum shall consist of five (5) of the members of the board of directors.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Section 12. Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

The board of directors shall have the right to take any action in the absence of a meeting which they could take at a meeting, by (1) providing written notice personally, by overnight delivery,

by facsimile, or by e-mail to each director, stating the action to be acted on; and (2) obtaining a majority of directors' written approval thereof. The action shall be effective immediately if approved by a quorum as defined in Section 11, but, if approved by less than said quorum, no sooner than three days after giving said written notice.

Section 13. Conduct of Meetings

Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been so designated, or in his or her absence, the president of the corporation, or in his or her absence, by the vice president of the corporation, or in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Roberts Rules of Order, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

Section 14. Vacancies and Initial Directors

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the office of the attorney general or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office for the remainder of the term of the vacating director or until his or her death, resignation, or removal from office.

The initial board of directors shall be elected in a single act of the director named in the articles of incorporation. Four of the directors on the initial board shall be elected for the term specified in Section 5 and the remainder shall be elected for half the term specified in Section 5. Until such election, the initial director named in the articles of incorporation shall act as the board of directors notwithstanding the number, quorum, and qualifications sections of this Article and shall be empowered to set employee and officer compensation notwithstanding the provisions of Article 9.

Section 15. Nonliability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 16. Indemnification by Corporation of Directors and Officers

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 17. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

Article 4 Officers

Section 1. Designation of Officers

The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer. The corporation may also have a chairperson of the board, one or more vice presidents, assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the board of directors.

Section 2. Qualifications

Any person may serve as officer of this corporation.

Section 3. Election and Term of Office

Officers shall be elected by the board of directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 4. Removal and Resignation

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of

receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

Section 6. Duties of President

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as chairperson of the board of directors, the president shall preside at all meetings of the board of directors. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

Section 7. Duties of Vice President

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

Section 8. Duties of Secretary

The secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors, recording therein the time and place of holding, whether regular or special, how called,

how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the bylaws, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

Section 9. Duties of Treasurer

The treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

Section 10. Compensation

The salaries of the officers, if any, shall be fixed from time to time by resolution of the board of directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation. All officer salaries

shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

Article 5 Committees

Section 1. Executive Committee

The board of directors may, by a majority vote of its members, designate an Executive Committee consisting of five (5) board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease but not below two (2) the number of the members of the executive committee, and fill vacancies on the Executive Committee from the members of the board. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

Section 2. Other Committees

The corporation shall have such other committees as may from time to time be designated by resolution of the board of directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

Section 3. Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

Article 6 Execution of Instruments, Deposits, and Funds

Section 1. Execution of Instruments

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be

general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president of the corporation.

Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

Section 4. Gifts

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

Article 7 Corporate Records, Reports, and Seal

Section 1. Maintenance of Corporate Records

The corporation shall keep at its principal office:

- a. Minutes of all meetings of directors and committees of the board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection as required by law.

Section 2. Corporate Seal

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 4. Right to Copy and Make Extracts

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 5. Periodic Report

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state, to be so prepared and delivered within the time limits set by law.

Article 8 IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4. Private Foundation Requirements and Restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article 9 Conflict of Interest and Compensation Approval Policies

Section 1. Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt 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 any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

- a. **Interested Person.** Any director, principal officer, member of a committee with board of directors delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, 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. Under Section 3, paragraph b, a person who has a financial interest may have a conflict of interest only if the appropriate board of directors or committee decides that a conflict of interest exists.

Section 3. Conflict of Interest Avoidance Procedures

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with board of directors 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, 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 board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest.** 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 involving the possible conflict of interest.

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.

After exercising due diligence, the board of directors or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing 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, 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.** If the board of directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board of directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Board and Board Committee Proceedings

The minutes of meetings of the board of directors 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 of directors' or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation Approval Policies

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.

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.

No voting member of the board of directors 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.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- a. the terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation;
- b. all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
 1. is not the person who is the subject of the compensation arrangement, or a family member of such person;
 2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
 3. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
 4. has no material financial interest affected by the compensation arrangement; and
 5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- c. the board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
 1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources;
 2. the availability of similar services in the geographic area of this organization;
 3. current compensation surveys compiled by independent firms;
 4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement;

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.
- d. the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:
 1. the terms of the compensation arrangement and the date it was approved;

2. the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member;
3. the comparability data obtained and relied upon and how the data was obtained;
4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;
5. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting;
6. any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);
7. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

Section 6. Annual Statements

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

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

Section 7. Periodic Reviews

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

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

When conducting the periodic reviews as 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 directors of its responsibility for ensuring periodic reviews are conducted.

Article 10 Amendment of Bylaws

Section 1. Amendment

The bylaws of this corporation, except as may otherwise be specified under provisions of law, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of the board of directors.

Article 11 Construction and Terms

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Troops First Foundation Incorporated

ADOPTION OF BYLAWS

I, Richard Kell, the undersigned initial director of Troops First Foundation Incorporated, consent to, and hereby do, adopt the foregoing bylaws, consisting of seventeen (17) preceding pages, as the bylaws of Troops First Foundation Incorporated.

Dated: 3-26-09

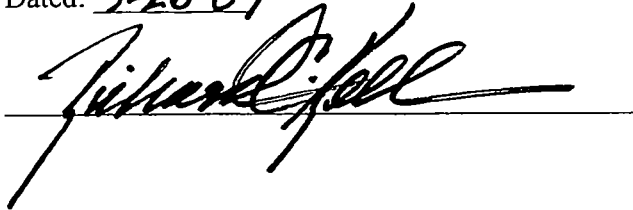
A handwritten signature in black ink, appearing to read "Richard Kell", is written over a horizontal line.

EXHIBIT B

TROOPS FIRST FOUNDATION INCORPORATED

Policy on Reporting and Investigating Allegations of Improper Activities (Whistleblower Policy)

I. Introduction

Troops First Foundation Incorporated (the "Corporation") is committed to lawful and ethical behavior in all of its activities. The Corporation's directors, officers, employees, volunteers and other agents must act in accordance with all applicable laws, regulations and policies and must observe high standards of business and personal ethics in the conduct of their duties and responsibilities.

Consistent with this commitment, this Policy on Reporting and Investigating Allegations of Improper Activities (this "Policy") is established to provide a procedure by which directors, officers, employees, volunteers and other agents (individually, a "Party") may raise concerns regarding illegal or improper conduct by the Corporation, its leadership, or by others with respect to the Corporation. Additionally, this Policy is intended to provide a safeguard against retaliation in connection with the reporting of such a concern.

II. Process for Reporting Concerns

Any Party who wishes to report a concern regarding the propriety or legality of any action or contemplated action relating to the Corporation should do so by:

- Reporting the matter directly to his or her primary manager or contact or, if appropriate, to the next level of management.

- If direct reporting to management is not appropriate, or direct reporting does not result in the concern being fully or properly addressed, the Party may report his or her concern to any officer or director of the Corporation. This may be done on an anonymous basis, if desired.

III. How The Corporation Will Deal with Reported Concerns

The Corporation will treat reports of unethical or illegal conduct as confidential, to the extent that doing so is possible and consistent with the need to investigate and take appropriate actions. No Party will be discharged, threatened or discriminated against in any manner for reporting in good faith what he or she perceives to be illegal or unethical conduct.

Adopted by Board Resolution; effective as of October 16, 2010

EXHIBIT C

TROOPS FIRST FOUNDATION INCORPORATED

Policy on Document Retention and Destruction

I. Introduction

This Policy on Document Retention and Destruction (this "Policy") provides for the systematic review, retention and destruction of documents, whether in electronic or paper form, received or created by Troops First Foundation Incorporated (the "Corporation").

II. Governmental Investigation and Private Litigation

It is a crime to alter, cover up, falsify or destroy any document with the intent of impeding or obstructing any official proceeding. Moreover, there is a duty to preserve evidence if private litigation is anticipated or ongoing. Accordingly, if there is reason to believe that any of the Corporation's documents are relevant to anticipated or ongoing governmental investigation or private litigation, those documents must be preserved until legal counsel for the Corporation states in writing that such documents are no longer needed. This directive supersedes any and all other directives, whether contained in this Policy or not.

III. Document Retention Schedule

The following table provides minimum requirements for retention of documents. If applicable laws are changed to require a different retention period, such law or regulations shall take precedence.

Corporate Records

Annual Reports to Secretary of State/Attorney General	Permanent
Articles of Incorporation	Permanent
Board Meeting and Board Committee Minutes	Permanent

Board Policies/Resolutions	Permanent
By-laws	Permanent
Construction Documents	Permanent
Fixed Asset Records	Permanent
IRS Application for Recognition of Tax-Exempt Status	Permanent
IRS Determination Letter	Permanent
State Sales Tax Exemption Letter	Permanent
Contracts (after expiration)	7 years
Correspondence (general)	3 years

Accounting and Corporate Tax Records

Annual Audits and Financial Statements	Permanent
Depreciation Schedules	Permanent
General Ledgers	Permanent
IRS 990 Tax Returns	Permanent
Business Expense Records	7 years
IRS Forms 1099	7 years
Journal Entries	7 years
Invoices	7 years
Sales Records (box office, concessions, gift shop)	5 years
Petty Cash Vouchers	3 years
Cash Receipts	3 years
Credit Card Receipts	3 years

Bank Records

Check Registers	Permanent
Bank Deposit Slips	7 years
Bank Statements and Reconciliation	7 years
Electronic Fund Transfer Documents	7 years

Payroll and Employment Tax Records

Payroll Registers	Permanent
State Unemployment Tax Records	Permanent
Earnings Records	7 years
Garnishment Records	7 years
Payroll Tax returns	7 years
W-2 Statements	7 years

Employee Records

Employment and Termination Agreements	Permanent
Retirement and Pension Plan Documents	Permanent
Records Relating to Promotion, Demotion or Discharge	7 years after termination
Accident Reports and Worker's Compensation Records	5 years
Salary Schedules	5 years
Employment Applications	3 years

I-9 Forms	3 years after termination
Time Cards	2 years

Donor and Grant Records

Donor Records and Acknowledgement Letters	7 years
Grant Applications and Contracts	5 years after completion

Legal, Insurance and Safety Records

Appraisals	Permanent
Copyright Registrations	Permanent
Environmental Studies	Permanent
Insurance Policies	Permanent
Real Estate Documents	Permanent
Stock and Bond Records	Permanent
Trademark Registrations	Permanent
Leases	6 years after expiration
OSHA Documents	5 years
General Contracts	3 years after termination

IV. Electronic Documents and Records

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files, including records of donations made online, that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If there is sufficient reason to keep an email message, it should be printed in hard copy and kept in the appropriate file or moved to an "archive" computer file folder.

V. Document Destruction

Each person whose job description includes the custody and/or maintenance of the above documents is responsible for the ongoing process of identifying records which have met the required retention period and overseeing the destruction of such documents.

Document destruction will be suspended immediately, upon any indication of an official

investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.

VI. Compliance

Failure to follow this policy can result in possible civil and criminal sanctions against the Corporation and its employees and possible disciplinary action against responsible individuals. The Chief Executive Officer of the Corporation will periodically review this policy with legal counsel to ensure that it is in compliance with current applicable law.

Adopted by Board Resolution; effective as of October 16, 2010

EXHIBIT D

TROOPS FIRST FOUNDATION INCORPORATED

Joint Venture Policy

I. Introduction

This Joint Venture Policy (this “Policy”) describes the circumstances under which Troops First Foundation Incorporated (the “Corporation”) will enter into a “joint venture”, i.e., any arrangement such that the Corporation and any other legal entity share the benefits and any burdens of an economic activity. This includes, but is not limited to, interests in joint ownership of all types, express or implied partnerships, limited liability companies, privately-held corporations and contractual arrangements. This does not, include, however, interests in publicly-held corporations or publicly-traded debt instruments. Nor does it include arrangements with any organizations that either controls or is controlled by the Corporation, either directly or indirectly.

II. Presumption Against Joint Ventures

In general, the Corporation will refrain from entering into joint ventures of any type with any party, regardless of whether the other party is a for-profit entity or a non-profit and/or tax-exempt entity. The Corporation will enter into joint ventures only in rare circumstances and pursuant to this Policy.

III. Requirement of Legal Opinion

It is recognized that the law governing joint ventures involving tax-exempt organizations such as the Corporation is fluid, complex and sometimes controversial. Therefore, this Policy

cannot provide sufficient guidance for all situations. Accordingly, if despite the presumption against joint ventures, the Board of Directors of the Corporation determines that there is sufficient reason to enter into a joint venture, the Corporation shall first obtain a written opinion from legal counsel concluding that it is more likely than not doing so does not violate any provision of the Internal Revenue Code, any Treasury Regulation, or any valid legal ruling, announcement, interpretation or position promulgated by the Internal Revenue Service.

Adopted by Board Resolution; effective as of October 16, 2010

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **►**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐ **►**

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization TROOPS FIRST FOUNDATION	Employer identification number 26-3494079
	Number, street, and room or suite no. If a P O box, see instructions 16312 DAHL ROAD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LAUREL, MD 20707	

Check type of return to be filed (file a separate application for each return):

- | | | |
|--|---|------------------------------------|
| ☒ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☐ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

- The books are in the care of **► THE FOUNDATION**

Telephone No. **►** _____ FAX No. **►** _____

- If the organization does not have an office or place of business in the United States, check this box ☐ **►**
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ **►** If it is for part of the group, check this box ☐ **►** and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

- ☒ calendar year **2009** or
- ☐ tax year beginning _____, 20____, and ending _____, 20____

2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.00

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization		Employer identification number
	TROOPS FIRST FOUNDATION		26-3494079
	Number, street, and room or suite no. If a P.O. box, see instructions. 16312 DAHL ROAD		For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LAUREL, MD 20707		

Check type of return to be filed (File a separate application for each return):

- ☒ Form 990
 ☐ Form 990-EZ
 ☐ Form 990-T (sec. 401(a) or 408(a) trust)
 ☐ Form 1041-A
 ☐ Form 5227
 ☐ Form 8870
☐ Form 990-BL
☐ Form 990-PF
☐ Form 990-T (trust other than above)
☐ Form 4720
☐ Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

THE FOUNDATION

- The books are in the care of ☒ **16312 DAHL ROAD - LAUREL, MD 20707**

Telephone No.

FAX No.

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010.**

5 For calendar year **2009**, or other tax year beginning , and ending .

6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS REQUIRED TO GATHE THE NECESSARY INFORMATION FROM EXTERNAL THIRD PARTIES TO ALLOW FOR A COMPLETE AND ACCURATE FILING.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ N/A

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☒ *James* Title ☒ **C.P.A.**

Date ☒ **8/2/2010**

Form 8868 (Rev. 4-2009)