

Centurion Ministries, Inc. Conflict of Interest Policy

This conflict of interest policy (“Conflict Policy”) of Centurion Ministries, Inc. (“Centurion”) has been adopted by the board of trustees (the “Board”) (members of the Board are herein referred to as "directors") and is applicable to all directors, officers, employees, volunteers, contractors and others who have the ability to exercise substantial influence over Centurion (“Covered Persons”).

A. General. All directors, officers and staff owe a duty of loyalty to Centurion. The duty of loyalty requires that they exercise their powers in good faith and in the best interests of the organization, rather than in their own interests or the interests of another entity or person.

Conflicts between the interests of Centurion and the personal or financial interests of a Covered Person may arise from time to time. Some conflicts of interest are illegal or may subject Centurion or its directors and officers to liability. Some conflicts of interest may be legal, but also unethical or may create an appearance of impropriety. Some conflicts of interest may be in the best interests of Centurion so long as certain procedures are followed. This Conflict Policy is designed to assist Centurion's directors and officers in identifying conflicts of interest and in handling them appropriately.

Neither Centurion nor any Covered Person shall enter into any transaction or arrangement that involves an actual, potential, or apparent conflict of interest except in compliance with this Conflict Policy.

B. Conflict of Interest. A conflict of interest arises whenever the interests of Centurion come into conflict with a competing financial or personal interest of a Covered Person or an affiliated party (as defined below), or otherwise whenever a Covered Person’s personal or financial interest could be reasonably viewed as affecting his or her objectivity or independence in fulfilling his or her duties to Centurion.

While it is not possible to anticipate all possible conflict situations, conflicts of interest typically arise whenever a Covered Person, or any affiliated party has (directly or indirectly):

1. a compensation arrangement or other interest in or affiliation (subject to *de minimis* exceptions) with any entity or individual that: (a) sells goods or services to, or purchases goods or services from, Centurion; (b) competes with Centurion; or (c) Centurion has, or is negotiating, or contemplating negotiating, any other transaction or arrangement;
2. used his or her position, or confidential information or the assets of Centurion to his or her (or an affiliated party’s) personal advantage ;

3. solicited or accepted any loan, gift, entertainment or engaged in any personal or commercial financial transaction, or other favor where such might create the appearance of influence on the Covered Person (other than gifts of nominal value, which are clearly tokens of respect and friendship unrelated to any particular transaction);

4. acquired any property or other rights in which the Centurion has, or the Covered Person knows or has reason to believe at the time of acquisition that Centurion is likely to have, an interest;

5. an opportunity related to the activities of Centurion that is available to Centurion or to the Covered Person, unless the Board has made an informed decision that Centurion will not pursue that opportunity;

6. been indebted to Centurion, other than for amounts due for ordinary travel and expense advances; or

7. any other circumstances that may, in fact or in appearance, make it difficult for the Covered Person to exercise independence, objective judgment or otherwise perform effectively.

C. *Affiliated Party.* “Affiliated party” means a member of the Covered Person’s family (including spouses (and their siblings), lineal ancestors and descendants, spouses of lineal descendants, siblings (and their spouses and children), and domestic partners), or any entity in which the Covered Person (or any affiliated party) is a director, officer, or has a beneficial interest of more than 5%.

D. Disclosure of an Actual, Potential or Apparent Conflict of Interest.

1. Conflict identification and analysis can be difficult and, therefore, Covered Persons are at all times expected to err on the side of caution and bring to the attention of a responsible supervisor, the Legal Director, or the Executive Director all material facts of any matters that may involve conflicts of interest or be perceived by others to raise questions about potential conflicts even if the person does not believe that an actual conflict exists. Disclosures should be made in advance, before any action is taken on the matter.

2. In addition, each Covered Person who currently serves as a director or officer, or as an employee, volunteer, contractor or any person who currently has the ability to exercise substantial influence over Centurion shall complete a Questionnaire Concerning Conflicts of Interest (attached) each year of their affiliation with Centurion, disclosing any actual, potential or apparent conflicts, and affirming that they have read, understand, and have and will continue to adhere to this Conflict Policy. They shall also submit a new Questionnaire disclosing any relevant change in circumstances. The Questionnaires shall be reviewed by the Executive Director, Legal Director and Head of the Audit Committee.

E. Evaluation of an Actual, Potential or Apparent Conflict of Interest. The Head of the Audit Committee will evaluate conflict disclosures and make other necessary inquiries to

determine the extent and nature of any actual or potential conflict of interest and, if appropriate, investigate alternatives to the proposed transaction or arrangement. The Head of the Audit Committee shall report to the disinterested members of the Board for resolution and generally facilitate the process for evaluating and addressing the issue, as more particularly set forth below. After disclosure of the potentially conflicting interest and all material facts, and after answering any questions, the interested person shall recuse himself or herself from deliberations and voting relating to the matter and shall refrain from attempting to influence other decision makers relating to the matter. However, as a member of the Board, an interested director may be counted in determining the establishment of the quorum at a meeting relating to the matter.

F. Resolution of an Actual, Potential or Apparent Conflict of Interest.

Centurion may enter into a transaction or other arrangement in which there is an actual or potential conflict of interest only if at a duly held meeting of the Board a majority of those directors (if a quorum is present at such time) who have no interest in the transaction or arrangement approve the transaction or arrangement after determining, in good faith and after reasonable inquiry, that:

1. entering into the transaction or arrangement is in the best interests of Centurion, while considering Centurion's mission and resources, and the possibility of creating an appearance of impropriety that might impair the confidence in, or the reputation of, Centurion (even if there is no actual conflict or wrongdoing);
2. the transaction or arrangement in its entirety, and each of its terms, are fair and reasonable to Centurion;
3. after consideration of available alternatives, Centurion could not have obtained a more advantageous arrangement with reasonable effort under the circumstances;
4. the transaction or arrangement furthers Centurion's mission and charitable purposes; and
5. the transaction or arrangement is not prohibited under state law and does not result in private inurement, an excess benefit transaction or impermissible private benefit under laws applicable to tax exempt organizations.

G. Records of Conflict Disclosures and Proceedings. The minutes of the Board or any committee meeting during which a potential or actual conflict of interest is disclosed or discussed shall reflect the name of the interested Covered Person, the nature of the conflict, and details of the deliberations of the disinterested directors (such as documents reviewed, alternatives considered, comparative costs or bids, market value information and other factors considered in deliberations) and the resolution of the conflict including any ongoing procedures to manage any conflict that was approved. The interested person shall only be informed of the final decision and not of particular directors' positions. In addition, certain related party transactions are required to be disclosed in the notes to Centurion's audited financial statements and its annual federal tax filing on Form 990.

H. Compliance. If the Board, the Head of the Audit Committee, or the Executive Director has reasonable cause to believe that a Covered Person has failed to comply with this Conflict Policy, they may make such further investigation as may be warranted in the circumstances and if they determine that a Covered Person has in fact failed to comply with this Conflict Policy, they shall take appropriate action which may include removal from office or termination.

I. Amendment. This Conflict Policy may be amended only by the Board.

Centurion Ministries, Inc.
Questionnaire Concerning Conflict of Interest Policy

Name: _____

Date: _____

Please describe below any relationships, positions, or circumstances in which you are involved that you believe could contribute to a Conflict of Interest (as defined in Centurion's Conflict of Interest Policy) arising.

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, Centurion Ministries, Inc.'s Conflict of Interest Policy that is currently in effect.

Signature: _____ Date: _____