

Conflict of Interest Policy for Hudson Paw Group, Inc.

Article I – Purpose

The purpose of this Conflict of Interest Policy (“Policy”) is to protect Hudson Paw Group, Inc.’s interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer or director of Hudson Paw Group, Inc. or might result in a possible excess benefit transaction.

The Policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

The Policy is also intended to identify “independent” directors

Article II – Definitions

Interested person: Any director, principal officer, or member of a committee with governing board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person

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

- (a) An ownership or investment interest in any entity with which Hudson Paw Group, Inc. has a transaction or arrangement,
- (b) A compensation arrangement with Hudson Paw Group, Inc. or with any entity or individual with which Hudson Paw Group, Inc. has a transaction or arrangement, or
- (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Hudson Paw Group, Inc. is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest in this Policy is based on the Internal Revenue Service (“IRS”) model Conflict of Interest Policy, which is an attachment to Form 1023. This Policy adds information needed to allow Hudson Paw Group, Inc. to assess director independence in order to answer questions on Form 990. A conflict of interest exists only if the board or executive committee decides that a conflict of interest exists in accordance with this Policy.

Independent Director: A director shall be considered “independent” for the purposes of this Policy if they are “Independent” as defined in the instructions for the IRS 990 form or, until such definition is available, the director:

- (a) Is not, and has not been for a period of at least three years, an employee of Hudson Paw Group, Inc. or an employee of any entity in which Hudson Paw Group, Inc. has a financial interest;
- (b) Does not directly or indirectly have a significant business relationship with Hudson Paw Group, Inc., which might affect independence in decision-making;

- (c) Is not employed as an executive or another corporation where any of Hudson Paw Group, Inc.'s executive officers or employees serve on that corporation's compensation committee; and does not have an immediate family member who is an executive officer or employee of Hudson Paw Group, Inc. or who holds a position that has a significant financial relationship with Hudson Paw Group, Inc.

Article III – Procedures

Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the board or executive committee.

Recusal of Self. Any director may recuse themselves at any time from involvement in any decision or discussion in which the director believes they may or may not have a conflict of interest without going through the process for determining whether a conflict of interest exists.

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, they shall leave the board or executive committee meeting while the determination of a conflict of interest is discussed and voted upon, The remaining board or executive committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest.

- (a) An interested person. May make a presentation at the board or executive committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- (b) The chairperson of the board or executive committee shall, if appropriate, appoint a disinterested person or committee to investigate alternative to the proposed transaction or arrangement.
- (c) After exercising due diligence, the board or executive committee shall determine whether Hudson Paw Group, Inc. 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.
- (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board or executive committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Hudson Paw Group, Inc.'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.

Violations of the Conflicts of Interest Policy.

- (a) If the board or executive 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 and opportunity to explain the alleged failure to disclose.

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

Article IV – Records of Proceedings

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

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or executive 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 record of any votes taken in connection with the proceedings.

Article V – Compensation

- (a) A voting member of the board who receives compensation, directly or indirectly, from Hudson Paw Group, Inc. for services is precluded from voting on matters pertaining to that member's compensation.
- (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Hudson Paw Group, Inc. for services is precluded from voting on matters pertaining to that member's compensation.
- (c) No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Hudson Paw Group, Inc., either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI – Annual Statements

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

- (a) Has received a copy of the conflict of interest policy,
- (b) Has read and understands the Policy,

- (c) Has agreed to comply with the Policy, and
- (d) Understands Hudson Paw Group, Inc. in order to maintain its federal tax exemption, must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Each voting member of the board shall annually sign a statement that declares whether such person is an independent director.

If at any time during the year, the information in the annual statement changes materially, the director shall disclose such changes and revise the annual disclosure form.

The board of directors shall regularly and consistently monitor and enforce compliance with this Policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

To ensure Hudson Paw Group, Inc. 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 (if reasonably available), and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organization, if any, conform to Hudson Paw Group, Inc.'s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement or impermissible private benefit or in an excess benefit transaction.

Article VII – Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, Hudson Paw Group, Inc. may, but need not, use outside advisors. If outside experts are used; their use shall not relieve the board of its responsibility for ensuring periodic reviews are conducted.

Certification

Jill Hudson, President of Hudson Paw Group, Inc., and Shawna Hulse, Secretary of Hudson Paw Group, Inc., certify that the foregoing is a true and correct copy of the Conflict of Interest Policy of the above-named organization, duly adopted by the initial board of directors on April 24, 2026.

Organization President:

Jill Hudson, President

Date

Organization Secretary:

Shawna Hulse, Secretary

Date

Annual Conflict of Interest Disclosure Statement

Organization: Hudson Paw Group, Inc.

1. Name: _____ Date: _____

2. Position:

Are you a voting Director? Yes () No ()

Are you an Officer? Yes () No ()

If you are an Officer, which Officer position do you hold:

3. I affirm the following:

I have received a copy of the Conflict of Interest Policy. _____ (initial)

I have read and understand the policy. _____ (initial)

I agree to comply with the policy. _____ (initial)

I understand that Hudson Paw Group, Inc. is charitable and, in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more tax-exempt purposes.
_____ (initial)

4. Do you have a financial interest (current or potential), including a compensation arrangement, as defined in the Policy with Hudson Paw Group, Inc.?

Yes () No ()

i. If yes, please describe it:

ii. If yes, has the financial interest been disclosed, as provided in the Policy? Yes () No ()

I certify that the information provided above is true and complete to the best of my knowledge.

Signature