

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

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

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

Part I Identification of Applicant

1 Full name of organization (exactly as it appears in your organizing document)		2 c/o Name (if applicable)	
Operation Truth Foundation, Inc.			
3 Mailing address (Number and street) (see instructions)	Room/Suite	4 Employer Identification Number (EIN)	
770 Broadway	2nd Floor	20-1664531	
City or town, state or country, and ZIP + 4		5 Month the annual accounting period ends (01 - 12)	
New York, NY 10003-9522		December	
6 Primary contact (officer, director, trustee, or authorized representative)		b Phone: (212) 982-9699	
a Name: Yannick Marchal		c Fax: (optional)	
7 Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
8 Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
9a Organization's website: http://www.optruth.org			
b Organization's email: (optional) info@optruth.org			
10 Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
11 Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY) 09 / 22 / 2004			
12 Were you formed under the laws of a foreign country? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the country.			

Part II Organizational Structure

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

- 1 Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing **certification of filing** with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification. **Yes** **No**
- 2 Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application. **Yes** **No**
- 3 Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments. **Yes** **No**
- 4a Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments. **Yes** **No**
- b Have you been funded? If "No," explain how you are formed without anything of value placed in trust. **Yes** **No**
- 5 Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected. **Yes** **No**

Part III Required Provisions in Your Organizing Document

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

- 1 Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): Page 1, Article Third
- 2a Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c.
- 2b If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. Page 2, Article sixth, Paragraph c
- 2c See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state:

Part IV Narrative Description of Your Activities

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

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

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

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Yannick Marchal	President, Secretary & Director	770 Broadway, 2nd Floor New York, NY 10003	Compensation as Employee \$30,504
Vanessa Williamson	Treasurer & Director	770 Broadway, 2nd Floor New York, NY 10003	Compensation as Employee \$18,000
David Chasteen	Director	770 Broadway, 2nd Floor New York, NY 10003	Compensation as Employee None

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

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

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
N/A		
		
		
		
		

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

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
N/A		
		
		
		
		

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

- 2a** Are any of your officers, directors, or trustees **related** to each other through **family or business relationships**? If "Yes," identify the individuals and explain the relationship. Yes No
 - b** Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees. Yes No
 - c** Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship. Yes No
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- 3a** For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.
- b** Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through **common control**? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement. Yes No
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- 4** In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.
- a** Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy? Yes No
 - b** Do you or will you approve compensation arrangements in advance of paying compensation? Yes No
 - c** Do you or will you document in writing the date and terms of approved compensation arrangements? Yes No

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

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

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

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

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

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

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

Part VII Your History

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

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

Part VIII Your Specific Activities

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

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

Part VIII Your Specific Activities (Continued)

- 4a** Do you or will you undertake fundraising? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.) **Yes** **No**
- | | |
|---|---|
| <input type="checkbox"/> mail solicitations | <input type="checkbox"/> phone solicitations |
| <input checked="" type="checkbox"/> email solicitations | <input checked="" type="checkbox"/> accept donations on your website |
| <input checked="" type="checkbox"/> personal solicitations | <input checked="" type="checkbox"/> receive donations from another organization's website |
| <input type="checkbox"/> vehicle, boat, plane, or similar donations | <input type="checkbox"/> government grant solicitations |
| <input checked="" type="checkbox"/> foundation grant solicitations | <input type="checkbox"/> Other |

Attach a description of each fundraising program.

- b** Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements. **Yes** **No**
- c** Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements. **Yes** **No**
- d** List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.
- e** Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors. **Yes** **No**

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

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

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

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

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

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

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

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

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

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

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

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

Part VIII Your Specific Activities (Continued)

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

Part VIII Your Specific Activities (Continued)

- 15 Do you have a **close connection** with any organizations? If "Yes," explain **See Part V, Line 3b** **Yes** **No**
- 16 Are you applying for exemption as a **cooperative hospital service organization** under section 501(e)? If "Yes," explain. **Yes** **No**
- 17 Are you applying for exemption as a **cooperative service organization of operating educational organizations** under section 501(f)? If "Yes," explain. **Yes** **No**
- 18 Are you applying for exemption as a **charitable risk pool** under section 501(n)? If "Yes," explain. **Yes** **No**
- 19 Do you or will you operate a **school**? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity. **Yes** **No**
- 20 Is your main function to provide **hospital or medical care**? If "Yes," complete Schedule C. **Yes** **No**
- 21 Do you or will you provide **low-income housing** or housing for the **elderly** or **handicapped**? If "Yes," complete Schedule F. **Yes** **No**
- 22 Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H. **Yes** **No**

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

Part IX Financial Data

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

A. Statement of Revenues and Expenses

	Type of revenue or expense	3 prior tax years or 2 succeeding tax years				(e) Provide Total for (a) through (d)
		Current tax year	(b) From 01/05 To 12/05	(c) From 01/06 To 12/06	(d) From 01/07 To 12/07	
		(a) From 09/04 To 12/04	(b) From 01/05 To 12/05	(c) From 01/06 To 12/06	(d) From 01/07 To 12/07	
Revenues	1 Gifts, grants, and contributions received (do not include unusual grants)	\$25,000	\$500,000	\$600,000	\$600,000	\$1,800,000
	2 Membership fees received	0	0	0	0	0
	3 Gross investment income	0	0	0	0	0
	4 Net unrelated business income	0	0	0	0	0
	5 Taxes levied for your benefit	0	0	0	0	0
	6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)	0	0	0	0	0
	7 Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)		0	0	0	0
	8 Total of lines 1 through 7	0	0	0	0	0
	9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)	0	0	0	0	0
	10 Total of lines 8 and 9	0	0	0	0	0
	11 Net gain or loss on sale of capital assets (attach schedule and see instructions)	0	0	0	0	0
	12 Unusual grants	0	0	0	0	0
	13 Total Revenue Add lines 10 through 12	\$25,000	\$500,000	\$600,000	\$600,000	\$1,800,000
Expenses	14 Fundraising expenses	0	\$9,000	\$9,456	\$9,924	
	15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)	0	0	0	0	
	16 Disbursements to or for the benefit of members (attach an itemized list)	0	0	0	0	
	17 Compensation of officers, directors, and trustees	\$750	\$48,504	\$50,928	\$53,472	
	18 Other salaries and wages	0	\$145,156	\$172,416	\$181,032	
	19 Interest expense	0	0	0	0	
	20 Occupancy (rent, utilities, etc.)	0	\$40,950	\$46,200	\$50,820	
	21 Depreciation and depletion	0	0	0	0	
	22 Professional fees	\$12,356	\$188,503	\$204,852	\$214,632	
	23 Any expense not otherwise classified, such as program services (attach itemized list)	0	\$72,320	\$77,948	\$81,956	
	24 Total Expenses Add lines 14 through 23	\$13,106	\$504,423	\$516,788	\$591,836	

Part IX Financial Data (Continued)

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

		Year End:
		(Whole dollars)
Assets		
1	Cash	\$11,243
2	Accounts receivable, net	0
3	Inventories	0
4	Bonds and notes receivable (attach an itemized list)	0
5	Corporate stocks (attach an itemized list)	0
6	Loans receivable (attach an itemized list)	0
7	Other investments (attach an itemized list)	0
8	Depreciable and depletable assets (attach an itemized list)	0
9	Land	0
10	Other assets (attach an itemized list)	0
11	Total Assets (add lines 1 through 10)	\$11,243
Liabilities		
12	Accounts payable	0
13	Contributions, gifts, grants, etc. payable	0
14	Mortgages and notes payable (attach an itemized list)	0
15	Other liabilities (attach an itemized list)	0
16	Total Liabilities (add lines 12 through 15)	0
Fund Balances or Net Assets		
17	Total fund balances or net assets	\$11,243
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	\$11,243
19	Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Part X Public Charity Status

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

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

Part X Public Charity Status (Continued)

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

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

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

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

For Organization

	Yannick Marchal	
(Signature of Officer, Director, Trustee, or other authorized official)	(Type or print name of signer)	(Date)
	Director	
	(Type or print title or authority of signer)	



For Director, Exempt Organizations

By Date

- b **Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii).
- (i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. _____
- (b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box.
- (ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box.
- (b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box.

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

Part XI User Fee Information

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$500. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$150. See instructions for Part XI, for a definition of **gross receipts** over a 4-year period. Your check or money order must be made payable to the United States Treasury. *User fees are subject to change. Check our website at www.irs.gov and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.*

- 1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000? Yes No
 If "Yes," check the box on line 2 and enclose a user fee payment of \$150 (Subject to change—see above).
 If "No," check the box on line 3 and enclose a user fee payment of \$500 (Subject to change—see above).
- 2 Check the box if you have enclosed the reduced user fee payment of \$150 (Subject to change).
- 3 Check the box if you have enclosed the user fee payment of \$500 (Subject to change).

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

Please Sign Here



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

Yannick Marchal

(Type or print name of signer)

(Date)

Director

(Type or print title or authority of signer)



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

Form 1023 Checklist

(Revised October 2004)

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

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

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

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

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

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

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

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

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

Attachment

Operation Truth Foundation, Inc. (EIN: 20-1664531)

Application for Recognition of Exemption under Section 501(c)3 of the IRS Code
Form 1023 Part IV

The purpose of Operation Truth Foundation, Inc. is to provide a means for U.S. soldiers recently returning from active duty service in Iraq to educate the American public about conditions for servicemen and women in Iraq and about conditions for these servicemen and women upon their return to the U.S., with the ultimate purpose of improving such conditions for these individuals by affecting public attitudes generally.

I. Past Activities

The organization hosted two public events in the fall of 2004. One event was held on the campus of Temple University, in Philadelphia, PA and the other event was held on the campus of the University of Maryland in College Park, MD. The events featured three soldiers, Paul Rieckhoff, Robert Acosta and David Chasteen. Mr. Rieckhoff, served in Iraq as First Lieutenant Infantry Platoon Leader in the Third Infantry and First Armed Division. Mr. Acosta was a Specialist in the First Armored Division of the US Army. During his service, he lost his right hand and the use of his left leg. Mr. Chasteen was a Captain in the US Army Chemical Corps. These individuals described in detail their personal experiences serving in Iraq and their experience as veterans after their return to the U.S. Both the events were well attended with over a hundred participants at each event and the speakers answered numerous questions from the audience. Through this presentation, the speakers were able to impart a level of understanding and appreciation of the conditions for and the experience of the troops that went beyond what the audience had been able to learn from media accounts.

The staff of Operation Truth, specifically, Mr. Rieckhoff, Yannick Marchal, President of the Foundation, and the two staff project coordinators, developed program ideas; recruited the other speakers; and made logistical arrangements and preparations for both events. Creative Well, a public relations firm in New York, assisted the organization in the development of program ideas, making arrangements with the universities and other arrangements, and in promoting and publicizing the events. For these services, the organization paid Creative Well approximately \$1,750 per each event.

Attachment

Operation Truth Foundation, Inc. (EIN: 20-1664531)

Application for Recognition of Exemption under Section 501(c)3 of the IRS Code
Form 1023 Part IV**II. Present and Future Activities**

A. Website. The organization plans to maintain and expand its website <http://www.optruth.org>, as a principal means of public education. The site features personal stories of returning soldiers together with related information and analysis. The website also educates soldiers and other citizens about how to express their views, e.g., visitors to the website can download practical tips on communicating with Members of Congress, templates for communications with legislators and advice on preparing opinion pieces and submitting them to local or regional newspapers. The site also provides job listings for veterans and practical information to help veterans make the transition back to civilian life. Visitors to the site can also register to vote and find links to other educational and charitable organizations benefiting active military and veterans. The site will not take positions on specific legislation or otherwise engage in grassroots lobbying.

The organization is planning to create an online forum for veterans who wish to recruit other veterans for jobs and trainings, and establish a network of veterans to engage their peers for employment opportunities. In the future, the website will also offer online forums for veterans to share ideas and solutions to common problems, the opportunity to browse through numerous personal stories of veterans, and use of a free picture and video library; suggestions on hosting local meetings of recent veterans; online tools for sending invitations and organizing "Meetups."

The website organizes the personal stories of returning soldiers and puts the information into a database. A census of soldier and veteran populations, collected in the database, facilitates the creation of regional target audience for each event.

In addition, based on the common issues and problems raised in the personal stories of veterans, the organization has prepared a "Troop's Bill of Rights" which will be updated on an ongoing basis and will serve as a basis for promoting public awareness and discussion of the needs of active duty personnel and returning veterans.

The website is hosted by IStandFor.com, a New York based software engineering and hosting company. In fiscal year 2005, the organization plans to allocate

Attachment

Operation Truth Foundation, Inc. (EIN: 20-1664531)

Application for Recognition of Exemption under Section 501(c)3 of the IRS Code
Form 1023 Part IV

approximately \$45,000 for the firm to host and design the website. The organization expects to pay FreeRangeGraphics, an internet strategy consulting firm, approximately \$15,000 this year to assist in creating an effective strategy to promote the website. Two staff project coordinators will spend, in the aggregate, approximately sixty hours per week to update and edit contents for the website. Recently, IN Technology, a software engineering company, volunteered its technology and service to develop a new feature on the through which a group of veterans can participate in an online telephone conference call to share their stories. Any member of the public will be able to listen to the call through the organization's website.

B. Future Public Events

The Foundation is planning to organize additional speaking tours for returning veterans, in the future. Additional returning soldiers will be recruited and trained in public speaking, not only before live audiences but also for media appearances. Creative Well, the consultants, and Mr. Marchal, the President, are presently developing plans for utilizing more returning veterans for ideas for media appearances and speaking tours. The work of organizing and arranging the speaking tours will be conducted as described in section I, above. The work of organizing and arranging media appearances for returning veterans, including training and logistical arrangements, will be conducted by the organization's staff assisted by the consultants described in section I above.

All of the organization's activities are conducted out of its offices located in New York City.

OPERATION TRUTH

Attachment
Operation Truth Foundation, Inc. (EIN: 20-1664531)
Application for Recognition of Exemption Under
Section 501(C)3 of the IRS Code
Form 1023, Part IV

LEARN THE TRUTH:

- Issues facing our troops
- Soldiers reveal the truth about the war
- Is a draft coming?

TAKE ACTION:

- Legislative Action!
- Contact your Congressperson
- Support soldiers' charities

FOR OIF/OEF VETS:

- Share your stories
- Veterans' Profiles
- Learn your legal rights to get involved

THE TRUTH ABOUT IRAQ FROM THOSE WHO SERVED

Operation Truth is a nonprofit, non-partisan veterans advocacy organization. We are the first and largest Iraq veterans group in America. Click here for more info.



OPTRUTH BLOG:

3/03/05 at 11.17 AM


Vermont Voters Ask Congress to Bring Natl. Guard Home

Residents of one small Vermont town approved a resolution Tuesday asking Congress to investigate the impact of Natl. Guard deployments on their state's emergency preparedness.

[Read More](#)

VET OF THE WEEK
(new every Thursday)

Name: SPC Nicholas Capone
Hometown: Burlington, NC



After serving in Iraq, Nicolas Capone was stoppessed. Read his thoughts on tour extensions, troop shortages, and the draft.

[LEARN MORE >](#)

ARE YOU AN OIF/OEF VETERAN?

[JOIN US >](#)

FEATURES:

VETERANS

WE NEED YOUR HELP!

1) FINANCIAL SUPPORT!

We urgently need your financial support to ensure that our troops are heard!

DONATE NOW!

2) SIGN UP!

Sign-up for email dispatches and help us form the most powerful force supporting our troops!

Email

Zip Go

3) SPREAD THE WORD!

Spread the word, help us educate the public on the critical issues facing our troops.

TELL YOUR FRIENDS

LATEST FROM OPTRUTH:



COLLEGE TOUR:

OpTruth's upcoming stops:
Longwood Uni - April 14th
Seton Hall Uni - April 19th



IN THE NEWS NOW:

Sean Huze - Veteran, playwright and OpTruth member - is featured in USA Today.

DOGTAGS!
Buy 10
and
spread
the word.

**Watch
The Ground Truth
Trailer**

**PURPLE
HEARTS**
Donate now and
get the book!

**GET THE
GEAR**
OpTruth Merchandise
Now Available

GUNNER PALACE

SOME WAR STORIES WILL NEVER
MAKE THE NIGHTLY NEWS
In Theatres March 4th, 2005!



RESOURCES
Help with VA claims, housing, employment, finances, legal issues, PTSD and other health concerns, and more.



MORE MEDIA
Read print stories. Watch and hear TV and radio appearances.



PHOTO GALLERY
See photos of Iraq taken by the troops.



GOV. VENTURA
See a message from Vietnam vet and former Governor Jesse Ventura.



VIDEO OF THE WEEK
(new every Tuesday)
Soldiers Support Iraqi Judges



FEATURED LINK
(new every Wednesday)
The Iraq Insurgency
New Tactics, New Threats



WATCH THE TV AD!
Windows | Quicktime
Donate to get it on the air!



LISTEN UP:
Click here to hear our radio ad, starring Jesse Ventura.

About OpTruth | Press Center | Blog | Contact Us

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Attachment

Operation Truth Foundation, Inc. (EIN: 20-1664531)
Application for Recognition of Exemption Under
Section 501(C)3 of the IRS Code
Form 1023, Part IV

OPERATION TRUTH

<HOMEPAGE>

Sign-up for Email Dispatches

Email Zip Go

Search OpTru

Enter Search

LEARN THE TRUTH

TAKE ACTION

FOR OIF/OEF VETS

DONATE



FOR OIF/OEF VETS

Join: Create a Profile and Share your Stories

Login and Edit an Existing Profile

View Other Veteran Profiles

Legal Rights to Get Involved

How do I get Involved?

Resources for Vets

Create a Profile and Share Your Stories

Operation Truth is always looking for Veterans to join our community.

Why join?

Join because you can share your stories, read what other Vets have to say, and keep in touch with OpTruth Community will also allow you to link up with fellow Vets all over the world and discuss the issues that affect the lives of you and your family.

You can also voice your opinion and share your knowledge. The only way to fix the problems that the Troops get to get the public's attention. Right now, the public needs the most accurate information about the wars, the military, and national security. But a lot of so-called "experts" in Washington media, many of whom who lack your experience on the ground, have dominated the public debate. American people need your expertise if they are going to make informed choices this election year. Operation Truth can be a forum for your opinions, your knowledge, and your experience. You can help hold Washington accountable.

*** NOTE: Our website is primarily intended for OIF/OEF Veterans who are no longer on active duty. ARE STILL ON ACTIVE DUTY, PLEASE BE EXTREMELY CAREFUL OF WHAT YOU POST. Respect operational security, and avoid contemptuous language about your superiors or the military. Please see the Legal Rights to Get Involved section for more information.***

While you are here, keep in mind the proud tradition of the American military. This is not a place to think of it as a large-scale A.A.R. (After Action Review). This is a place to give outsiders insight into and for you to discuss how policy has affected you and your family. Do not use this as a forum to undermine the chain of command. OpTruth strongly advises you to utilize the proper military means to address concerns specific to your unit and/or you personally.

Together we can do more than just highlight problems—we can offer solutions based off experience there.

Do you want your profile to be public? *

Yes

(Note: For people to read your story, you must select Yes)

Fields with a Green Star(*) will be in your public profile

Email Address: *

Username: **

Password: *

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Operation Truth Foundation, Inc. (EIN: 20-1664531)
Application for Recognition of Exemption Under
Section 501(C)3 of the IRS Code
Form 1023, Part IV

Confirm Password: *

First Name: *

Last Name: *

Address: * e.g. 123 Main S

City: **

State: **

Zip: *

Phone:

Date of Birth: *

Gender: * Male Female

Racial Group:

Marital Status:

Children:

Home Town: *

Home State: *

Political Party:

Type of Service: *

Branch of Service: *

Rank/Pay Grade:

Current Status: *

MOS/Military Job *

Combat Theater (if any): *

Afghanistan

Iraq

Other

Current/Last Unit

Issues of Interest: *

Disabled Veterans

Family Support Systems

Funding for National Guard and Reservists

Post-Traumatic Stress Disorder

Private Contractors in Combat Zone

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 Operation Truth Foundation, Inc. (EIN: 20-1664531)
 Application for Recognition of Exemption Under
 Section 501(C)3 of the IRS Code
 Form 1023, Part IV

- Stop-Loss
- Treatment and Counseling for Soldiers
- Veteran Administration Budget Cuts

Are you interested in speaking about experiences publicly (interviews, radio, television, forums, meet-ups, etc.)?

Yes

Are you registered to Vote?

Yes

Story Title: *

Story Text: *

Do you wish your story to be considered for "Vet of the Week" featured on the homepage?"

Yes

Terms of Use: *

I have read and agree to the Terms of Use.

* denotes required information.

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Attachment

Operation Truth Foundation, Inc. (EIN: 20-1664531)
Application for Recognition of Exemption Under
Section 501(C)3 of the IRS Code
Form 1023, Part IV

<HOMEPAGE>

OPERATION TRUTH

Sign-up for Email Dispatches

Search OpTru

LEARN THE TRUTH
TAKE ACTION
FOR OIF/DEF VETS
DONATE



Hear it from the Troops

Browse Veteran Profiles and Read Their Stories

Issues Facing our Troops

Is a Draft Coming?

Conflict Background

Photo Gallery

Video Gallery

Blogs from the Troops

Purple Hearts

Learn the Truth



Hear it from the Troops

Hear first-person accounts about the war in Iraq and Afghanistan from the people there.



Browse Veterans Profiles and Read Their Stories

View stories written by Servicemembers who have a first-hand perspective about Iraq and Afghanistan.



Issues Facing our Troops

Find out about the issues facing our Troops and how these issues influence both of the Troops and the situation back home.



Is a Draft Coming?

Should an upcoming draft be of primary concern to the public within the next couple years? Find out more.



Conflict Background

Find out general information, facts, and additional resources about the wars in Iraq and Afghanistan.



Photo Gallery

Click here to view photos taken by Servicemen and women in Iraq.



Video Gallery

Put yourself in the boots of the Troops; view footage of life in Iraq here.



College Tour

OpTruth vets speak at colleges across the country.

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Attachment

Operation Truth Foundation, Inc. (EIN: 20-1664531)
Application for Recognition of Exemption Under
Section 501(C)3 of the IRS Code
Form 1023, Part IV

Creativewell, Inc.
presents

OPERATION

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Attachment

Operation Truth Foundation, Inc. (EIN: 20-1664531)
Application for Recognition of Exemption Under
Section 501(C)3 of the IRS Code
Form 1023, Part IV

The Truth About Iraq From Those Who Served



WE WERE THERE



Bayji
Learn the Truth:
Issues facing our troops
Soldiers reveal the
truth about the war
Is a draft coming?

In the debate over the war in Iraq
the voices of those who fought on
the front lines have been
consistently absent.



Operation Truth, a non-partisan organization founded by veterans of Operation Iraqi Freedom, encourages soldiers to tell their own stories in their own words.

armor for troops, the closing of V.A. hospitals, or the effects of the "back door draft", the men and women who have served and who have returned to civilian life truly have a unique and politically valuable perspective.

Operation Truth is educating the American public about the truth of the wars in Iraq and Afghanistan from the perspective of the soldiers who have experienced them first-hand. Many of our government's policies and approaches to military operations have manifested themselves as problems on the front lines and back at home. Whether the subject is the role of private contractors in military operations, the lack of body

Operation Truth is America's first and largest Iraqi veterans group and is serving as the preeminent voice for informed opinion and analysis. When they say, "We support our troops", they mean it. Operation Truth is fighting against VA budget cuts, advocating real support for soldiers' families and demanding accountability from those who are responsible for the poorly planned policies that have put so many young Americans' lives at stake

Speakers Include:



Paul Rieckhoff, a 1st Lieutenant in the Army Reserves, will share with the audience some of his personal experiences as a platoon leader in Baghdad and expand on Operation Truth's mission.



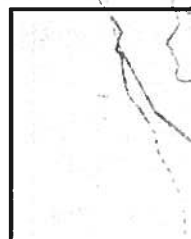
David Chasteen, an Army Captain, will talk about serving as Brigade Chemical Officer in Iraq and the flaws in war planning he witnessed at the highest levels of the Army.



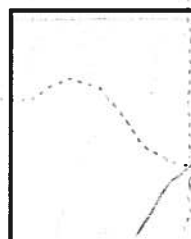
Robert Acosta, an Army Specialist, Purple Heart recipient and star of our recent TV ad, will talk about his experiences in Iraq, the injury behind his Purple Heart, and his treatments at Walter Reed and at his local VA Hospital.



Denver Jones, from North Carolina, re-enlisted in the Army Reserves after September 11th, and deployed to Iraq as a Specialist. Working as a UPS mechanic in his civilian life, Jones was assigned to a transportation unit, until an accident left him permanently disabled. Denver and his family are still coping with the physical, emotional, and financial damage caused by his accident.



Perry Jefferies, from Texas, served as a First Sergeant with the Army 4th Infantry Division in Iraq during Operation Iraqi Freedom. Perry was frustrated by the problems he encountered as he tried to take care of his soldiers - including over-extended troops, deplorable living conditions and the lack of basic necessities including food, water and supplies. Jefferies was also angered by his inability to prevent the looting that followed the U.S. invasion.



Sean Huze, from Louisiana, enlisted as a Marine on September 12th, 2001. On February 6, 2003 he left with his battalion for Kuwait in support of Operation Iraqi Freedom. Sean served with the 1st Marine Division throughout combat operations in Iraq. During a sandstorm Sean's vehicle rolled into a ditch, causing injuries that were not diagnosed until he returned to the States. He saw action from Nasirya, Al Kut, Baghdad, Tikrit, and many other towns and villages in between. They pushed the furthest North of any Marine Corps unit during major hostilities and were singled out for their tenacity, courage and effectiveness.

The talks will also feature **The Ground Truth**,
A short documentary film on returning veterans from the war in Iraq, by Patricia Foulkro

Attachment

Operation Truth Foundation, Inc. (EIN: 20-1664531)

Application for Recognition of Exemption under Section 501(c)3 of the IRS Code
Form 1023, Part V, Line3a

Yannick Marchal (President, Secretary and Director):

Mr. Marchal earned a Bachelor of Science in Business Administration from New York University Stern School of Business. Significant professional experiences include his tenure as Research Associate at JP Morgan Chase Bank, researching equity market and performing investment and financial analysis. Mr. Marchal brings an extensive research experience, ability to manage complex projects and maintain long-term relationship with clients and business partnerships.

As the Associate Director of Operation Truth Foundation, Mr. Marchal spends over thirty-five hours or more on an average week to develop and advance the goals of the foundation. Mr. Marchal develops program ideas to further specific programs such as the speaking tours and to generate publicity. Furthermore, he conducts research to identify sources of funding and secure financial support from qualified organizations. Mr. Marchal manages the staff and maintains relationship with vendors and professional service firms.

Vanessa Williamson (Treasurer and Director):

Ms. Williamson earned her Bachelor of Arts and Sciences in French from New York University, College of Arts and Sciences and Master of Arts and Sciences in French Civilization and Culture from New York University, Graduate School of Arts and Sciences. Since graduation, she was a teacher of English as Second Language to underprivileged students in New York City. Her other professional experience includes working as a Research Assistant to State Senator David Patterson. She is uniquely qualified to conduct extensive research, edit web content and compose targeted literature for the Operation Truth website and other written text for distribution to the public at large.

As the Project Coordinator of Operation Truth Foundation, Ms. Williamson spends thirty of more hours per week on editing the contents of the Operation Truth website and conducting online research to enhance the quality of the website.

David Chasteen (Director):

Mr. Chasteen is a veteran of Operation Iraqi Freedom. He was on active duty from March 2003 through May 2004. In Iraq, he served as Captain in the U.S. Army Chemical Corps, Brigade Chemical Officer responsible for protective measures and leader of the response team protecting the Third Infantry Division in case of Chemical Biological attack. Mr. Chasteen has a Bachelor of Arts from Ball State University. Mr. Chasteen is particularly qualified to serve as the Director of the foundation because of his direct knowledge and experience as a veteran.

Mr. Chasteen spends on the average five hours per month to prepare for speaking tours, and conference with the staff of Operation Truth Foundation to improve the quality of speaking tours and develop new ideas for outreach programs.

Attachment

Operation Truth Foundation, Inc. (EIN: 20-1664531)

Application for Recognition of Exemption under Section 501(c)3 of the IRS Code
Form 1023, Part V, Line 3b

Operation Truth, Inc. ("OpTruth") is a nonprofit corporation exempt from taxation as a social welfare organization under section 501(c)(4) of the Code. OpTruth engages principally in direct and grassroots lobbying with respect to specific policies and legislation affecting active duty troops in Iraq and returning veterans.

Yannick Marchal is director and officer of both organizations. Yannick Marchal, a member of the board, president and secretary of the applicant organization ("OpTruth Foundation"), is also paid \$5,625 by OpTruth in fiscal year 2004 to oversee the activities of that organization.

Vanessa Williamson composes and edits targeted literature for OpTruth as Project Coordinator. In fiscal year 2004, OpTruth paid \$6450 for her work as staff.

Attachment

Operation Truth Foundation, Inc. (EIN: 20-1664531)

Application for Recognition of Exemption under Section 501(c)3 of the IRS Code
Form 1023, Part V, Line 5a

Conflict of Interest Policy**Article I****Purpose**

The purpose of the conflict of interest policy is to protect the interest of Operation Truth Foundation, Inc. (the "Organization") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II**Definitions****1. 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.

2. Financial Interest

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

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A Compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization 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 Article III, Section 2, a person who has a financial interest may have a conflict interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III**Procedures****1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all

Attachment

Operation Truth Foundation, Inc. (EIN: 20-1664531)

Application for Recognition of Exemption under Section 501(c)3 of the IRS Code
Form 1023, Part V, Line 5a

material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

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

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during discussion of, and vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization 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 governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is the Organization'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.

4. Violations of the Conflicts of Interest Policy

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

Article IV
Records of Proceedings

Attachment

Operation Truth Foundation, Inc. (EIN: 20-1664531)

Application for Recognition of Exemption under Section 501(c)3 of the IRS Code
Form 1023, Part V, Line 5a

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

- a. The names of the persons who discloses 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 governing board's 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.

Article V
Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, 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 governing board 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 Organization 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.

Article VII
Periodic Reviews

Attachment

Operation Truth Foundation, Inc. (EIN: 20-1664531)

Application for Recognition of Exemption under Section 501(c)3 of the IRS Code
Form 1023, Part V, Line 5a

To Ensure the Organization 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 review 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 Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII**Use of Outside Experts**

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

Attachment

Operation Truth Foundation, Inc. (EIN: 20-1664531)

Application for Recognition of Exemption under Section 501(c)3 of the IRS Code
Form 1023, Part V, Line 6a

Operation Truth Foundation does not compensate its officers, directors, trustees, highest compensated employees and highest compensated independent contractors, listed in lines 1a, 1b or 1c, through non-fixed payments.

Form **5768**

(Rev. December 2004)

Department of the Treasury
Internal Revenue Service**Election/Revocation of Election by an Eligible
Section 501(c)(3) Organization To Make
Expenditures To Influence Legislation**

(Under Section 501(h) of the Internal Revenue Code)

For IRS
Use Only ▶

Name of organization Operation Truth Foundation, Inc.	Employer identification number 20 1664531
Number and street (or P.O. box no., if mail is not delivered to street address) 770 Broadway	Room/suite 2nd Floor
City, town or post office, and state New York, NY 10003	ZIP + 4

1 Election—As an eligible organization, we hereby elect to have the provisions of section 501(h) of the Code, relating to expenditures to influence legislation, apply to our tax year ending 12/31/2005 and all subsequent tax years until revoked. (Month, day, and year)

Note: This election must be signed and postmarked within the first taxable year to which it applies.

2 Revocation—As an eligible organization, we hereby revoke our election to have the provisions of section 501(h) of the Code, relating to expenditures to influence legislation, apply to our tax year ending _____ (Month, day, and year)

Note: This revocation must be signed and postmarked before the first day of the tax year to which it applies.

Under penalties of perjury, I declare that I am authorized to make this (check applicable box) ▶ election revocation on behalf of the above named organization.

Yannick Marchal_____
(Signature of officer or trustee)_____
(Type or print name and title)_____
(Date)**General Instructions**

Section references are to the Internal Revenue Code.

Section 501(c)(3) states that an organization exempt under that section will lose its tax-exempt status and its qualification to receive deductible charitable contributions if a substantial part of its activities are carried on to influence legislation. Section 501(h), however, permits certain eligible 501(c)(3) organizations to elect to make limited expenditures to influence legislation. An organization making the election will, however, be subject to an excise tax under section 4911 if it spends more than the amounts permitted by that section. Also, the organization may lose its exempt status if its lobbying expenditures exceed the permitted amounts by more than 50% over a 4-year period. For any tax year in which an election under section 501(h) is in effect, an electing organization must report the actual and permitted amounts of its lobbying expenditures and grass roots expenditures (as defined in section 4911(c)) on its annual return required under section 6033. See Schedule A (Form 990 or Form 990-EZ). Each electing member of an affiliated group must report these amounts for both itself and the affiliated group as a whole.

To make or revoke the election, enter the ending date of the tax year to which the election or revocation applies in item **1** or **2**, as applicable, and sign and date the form in the spaces provided.

Eligible Organizations.—A section 501(c)(3) organization is permitted to make the election if it is not a disqualified organization (see below) and is described in:

1. Section 170(b)(1)(A)(ii) (relating to educational institutions),
2. Section 170(b)(1)(A)(iii) (relating to hospitals and medical research organizations),
3. Section 170(b)(1)(A)(iv) (relating to organizations supporting government schools),
4. Section 170(b)(1)(A)(vi) (relating to organizations publicly supported by charitable contributions),
5. Section 509(a)(2) (relating to organizations publicly supported by admissions, sales, etc.), or
6. Section 509(a)(3) (relating to organizations supporting certain types of public charities other than those section 509(a)(3) organizations that support section 501(c)(4), (5), or (6) organizations).

Disqualified Organizations.—The following types of organizations are not permitted to make the election:

- a. Section 170(b)(1)(A)(i) organizations (relating to churches),

- b. An integrated auxiliary of a church or of a convention or association of churches, or
- c. A member of an affiliated group of organizations if one or more members of such group is described in a or b of this paragraph.

Affiliated Organizations.—Organizations are members of an affiliated group of organizations only if (1) the governing instrument of one such organization requires it to be bound by the decisions of the other organization on legislative issues, or (2) the governing board of one such organization includes persons (i) who are specifically designated representatives of another such organization or are members of the governing board, officers, or paid executive staff members of such other organization, and (ii) who, by aggregating their votes, have sufficient voting power to cause or prevent action on legislative issues by the first such organization.

For more details, see section 4911 and section 501(h).

Note: A private foundation (including a private operating foundation) is not an eligible organization.

Where To File.—Mail Form 5768 to the Internal Revenue Service Center, Ogden, UT 84201-0027.

Attachment

Operation Truth Foundation, Inc. (EIN: 20-1664531)

Application for Recognition of Exemption under Section 501(c)3 of the IRS Code
Form 1023, Part VIII, Line 4a

The organization has only recently commenced fundraising efforts. In 2004, during which time the organization was only in existence for approximately three months, the organization received one grant, from a private foundation, in the amount of \$25,000.

Currently the organization is seeking support from both private foundations and public charities. These solicitations are being made by the organization's own officers and employees, in particular, Mr. Reickhoff and Mr. Marchal. In the future the organization plans to retain a fundraising consultant to assist in soliciting contributions from private foundations, public charities and high net-worth individuals.

The organization also plans to solicit smaller contributions from the public, on its website.

Attachment

Operation Truth Foundation, Inc. (EIN: 20-1664531)

Application for Recognition of Exemption under Section 501(c)3 of the IRS Code
Form 1023, Part VIII, Line 4c

Operation Truth Foundation, in its effort to improve the welfare of homeless veterans in the greater New York City area, will collaborate with Common Ground Community, Inc. to develop a prototype of group housing for homeless veterans. Principally, the foundation will identify homeless veterans to appear in multimedia presentations to raise awareness of the issue and promote contributions directly to Common Ground Community's website.

Should the project prove to be successful, the partnership effort will be expanded to replicate such projects in other urban areas throughout the country.

Common Ground Community is a nonprofit organization granted recognition, by the Service, of tax exempt status under section 501(c) (3). The organization develops and executes plans to ameliorate problems of homelessness in New York City. The organization owns and operates three housing facilities, serving over 1,300 individuals. Residents are provided with medical care and job training and placement. Details on current and planned projects can be found on the organization's website

<http://www.commonground.org>

Attachment

Operation Truth Foundation, Inc. (EIN: 20-1664531)

Application for Recognition of Exemption under Section 501(c)3 of the IRS Code
Form 1023, Part IX, Line 23

Itemized List of Expenses Not Otherwise Classified

	FY 2005	FY 2006	FY 2007
Internet & Phones	\$6,300	\$6,936	\$7,620
Equipments (Computers etc.)	\$1,400	\$1,400	\$1,400
General publication and promotional materials	\$4,200	\$4,416	\$4,632
Phone charges	\$2,520	\$2,652	\$2,784
Office Supplies and Shipping Costs	\$4,500	\$4,728	\$4,956
Speakers' Per Diem Costs	\$34,500	\$37,800	\$39,696
Speakers Travel	\$9,000	\$9,456	\$9,924
Speakers' Honorarium	\$6,900	\$7,560	\$7,944
Event notices and Promotional material	\$3,000	\$3,000	\$3,000
Total	\$72,320	\$77,948	\$81,956

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



C E R T I F I C A T E

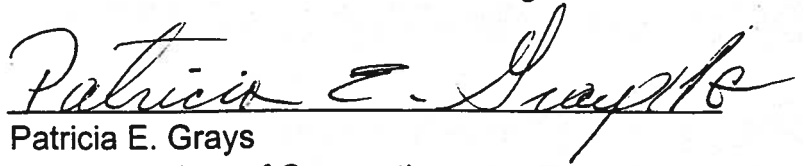
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

OPERATION TRUTH FOUNDATION, INC.

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **22nd** day of **September, 2004**.

David Clark
DIRECTOR

Winnie R. Huston
Acting Administrator
Business and Professional Licensing Administration


Patricia E. Grays
Superintendent of Corporations
Corporations Division

Anthony A. Williams
Mayor

Attachment
Operation Truth Foundation, Inc. (EIN: 20-1664531)
Application for Recognition of Exemption Under
Section 501(C)3 of the IRS Code
Form 1023, Part II, Line. 1

ARTICLES OF INCORPORATION

OF

OPERATION TRUTH FOUNDATION, INC.

TO: Department of Consumer and Regulatory Affairs
Business Regulation Division
Corporation Division
Washington, D.C. 20001

We the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation, under the District of Columbia Nonprofit Corporation Act, (Title 29, Chapter 3, D.C. Code) adopt the following Articles of Incorporation: *2001 edition*

FIRST: The name of the corporation is Operation Truth Foundation, Inc.

SECOND: The period of duration is perpetual.

THIRD: The purposes for which the corporation is organized are as follows:

The corporation is organized exclusively for educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 as now in effect or as may hereafter be amended ("the Code"). The purposes for which the corporation is organized are to educate and inform the American public by disseminating studies, information and research about the situation in Iraq and to promote the social welfare by assisting and aiding U.S. veterans of the war in Iraq.

In furtherance thereof, the corporation may receive property by gift, bequest or devise, invest and reinvest the same, and apply the income and principal thereof, as the board of directors may from time to time determine, and engage in any lawful act or activity for which corporations may be organized under the District of Columbia Nonprofit Corporation Act.

In furtherance of its corporate purposes, the corporation shall have all the general powers enumerated in section 29-301.05 of the District of Columbia Nonprofit Corporation Act as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

FOURTH: The corporation shall have no members.

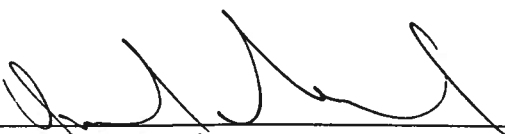
- FIFTH:** There shall be at least three directors who shall be elected or appointed as provided by the bylaws of the corporation.
- SIXTH:** Provisions for the regulation of internal affairs of the corporation, including provisions for distribution of assets on dissolution or final liquidation, are as follows:
- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its officers, trustees, directors or any other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.
 - B. No substantial part of the activities of the corporation shall consist of carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not directly or indirectly carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code or the corresponding section of any future federal tax code.
 - C. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the District of Columbia, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.
- SEVENTH:** The address, including street and number, of the initial registered office is 1015 15th Street, NW Suite 1000 Washington, D.C. 20005 and the name of the registered agent at such address is CT Corporation System.

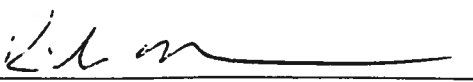
EIGHTH: The number of directors constituting the initial board of directors is three and the names and addresses, including street and number of the persons who are to serve as the initial directors until the first annual meeting or until their successors are elected and qualified are:

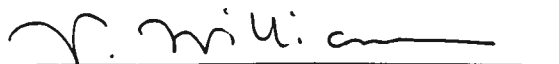
<u>Name</u>	<u>Address</u>
Yannick Marchal	770 Broadway, 2 nd Floor New York, NY 10003
Richard Murphy	770 Broadway, 2 nd Floor New York, NY 10003
Vanessa Williamson	770 Broadway, 2 nd Floor New York, NY 10003

NINTH: The name and address, including street and number, of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
Yannick Marchal	770 Broadway, 2 nd Floor New York, NY 10003
Richard Murphy	770 Broadway, 2 nd Floor New York, NY 10003
Vanessa Williamson	770 Broadway, 2 nd Floor New York, NY 10003


Yannick Marchal


Richard Murphy


Vanessa Williamson

_____) ss:

I, Valentine M. Jones, a Notary Public in and for New York, hereby certify that on the 16th day of Sept, 2004, Yannick Marchal appeared before me and signed the foregoing document as an incorporator, and averred that the statements therein contained are true.

(Notary Seal)

Valentine M. Jones
Notary Public

My commission expires: April 30, 2006

VALENTINE M. JONES
NOTARY PUBLIC State of New York
No. 5074
New York County
2006

_____) ss:

I, Valentine M. Jones, a Notary Public in and for the State of New York, hereby certify that on the 17th day of Sept, 2004, Richard Murphy appeared before me and signed the foregoing document as an incorporator, and averred that the statements therein contained are true.

(Notary Seal)

VALENTINE M. JONES
NOTARY PUBLIC State of New York
No. 5074
New York County
2006

Valentine M. Jones
Notary Public

My commission expires: April 30, 2006

_____) ss:

I, Valentine M. Jones, a Notary Public in and for the New York, hereby certify that on the 16th day of Sept, 2004, Vanessa Williamson appeared before me and signed the foregoing document as an incorporator, and averred that the statements therein contained are true.

(Notary Seal)

Valentine M. Jones
Notary Public

My commission expires: April 30, 2006

VALENTINE M. JONES
NOTARY PUBLIC State of New York
No. 5074
New York County
2006

Attachment

Operation Truth Foundation, Inc. (EIN: 20-1664531)
Application for Recognition of Exemption Under
Section 501(C)3 of the IRS Code
Form 1023, Part II, Line. 1



Government of the District of Columbia

DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION
CORPORATIONS DIVISION
941 NORTH CAPITAL STREET, N.E.
WASHINGTON, D.C. 20002

WRITTEN CONSENT TO ACT AS REGISTERED AGENT

TO:
The Superintendent of Corporations
Department of Consumer and Regulatory Affairs
Business Regulation Administration, Corporations Division
941 North Capital Street, N.E.
Washington, D.C. 20002

(A) BY A DISTRICT OF COLUMBIA RESIDENT

PURSUANT TO D.C. CODE TITLE 29, and TITLE 41

I, _____
A Bona fide Resident of the District of Columbia Herein Consent to Act as a Registered Agent For:

Name of Business

SIGNATURE OF REGISTERED AGENT

DATE: _____

(B) BY A LEGALLY AUTHORIZED CORPORATION

THE CORPORATION HEREIN NAMED IS:

C T Corporation System

An Authorized Corporate Registered Agent in the District of Columbia, per Signatures of it's President/Vice-President and Secretary/Assistant Secretary, Herein Consents to Act as Registered Agent For:

Operation Truth Foundation, Inc

NAME OF CORPORATION

SIGNATURE: [Signature] OF PRESIDENT OR VICE-PRESIDENT
ANUSHA PUTTY

ATTEST: _____ OF SECRETARY OR ASSISTANT SECRETARY

DATE: 9/21/2004 _____

BYLAWS OF
OPERATION TRUTH FOUNDATION, INC.

ARTICLE I. NAME.

The name of this corporation is "Operation Truth Foundation, Inc." (hereinafter "the Corporation").

ARTICLE II. OFFICES.

The Corporation shall have and continuously maintain in the District of Columbia a registered office, and may have such other offices within or without the District of Columbia as the Board of Directors may from time to time designate.

ARTICLE III. BOARD OF DIRECTORS.

Section 3.1. Duties and Powers. The affairs of the Corporation shall be managed by the Board of Directors. Directors need not be residents of the District of Columbia or members of the Corporation.

Section 3.2. Number. The number of directors of the Corporation shall be three. The number of directors may be increased or decreased from time to time by amendment to the Bylaws. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The number of directors shall never be less than three.

Section 3.3. Election and Term. The first Board of Directors of the Corporation shall consist of those persons named in the Articles of Incorporation. Such persons shall hold office until the organizational meeting of directors, at which the first Board of Directors shall elect the directors of the Corporation. Each director shall hold office until her successor has been elected and qualified.

Section 3.4. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled, by the affirmative vote of a majority of the members at any annual or special meeting. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office and until her successor is elected and qualified.

Section 3.5. Removal of Directors. A director may be removed with or without cause by a majority of the members. A director may also be removed with or without cause at any time by action of the Board of Directors, provided that such action is taken at a meeting of the Board of Directors called expressly for that purpose.

A. President. The President shall serve as the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board of Directors.

B. 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 the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board of Directors.

C. Secretary. The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, if any; and he or she shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his or her signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his signature.

D. Treasurer. The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He or she shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board, and such other duties as shall from time to time be assigned by the Board. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of his or her duties as the Board may require, for which he or she shall be reimbursed.

Section 5.4. Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board of Directors may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 5.5. Compensation of Officers, Agents and Employees. The Corporation may pay compensation in reasonable amounts to officers for services rendered, such amounts to be fixed by a majority of the entire 2 of Directors. The Corporation may

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ARTICLE IV. COMMITTEES.

The Board of Directors by resolution adopted by a majority of the directors in office may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to extent provided in the resolution shall have and exercise the authority of the Board of Directors of the Corporation. Other committees not exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or her by law.

ARTICLE V. OFFICERS, AGENTS AND EMPLOYEES

Section 5.1. Officers. The Board of Directors shall elect or appoint a President, a Vice President, a Secretary and a Treasurer, and it may, if it so determines, elect or appoint one or more additional Vice-Presidents and such other officers and assistant officers as may be deemed necessary. If the Board of Directors so determines, the officers of the Corporation may be designated by such other titles as may be provided in the Articles of Incorporation or these Bylaws. Any two or more offices may be held by the same person except the offices of President and Secretary.

Section 5.2. Term of Office and Removal. Each officer shall hold office for the term for which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified. Unless otherwise provided by resolution of the Board of Directors, all officers shall be elected or appointed at the annual meeting of the Board. Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby. The election or appointment of an officer shall not of itself create contract rights.

Section 5.3. Powers and Duties of Officers. Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in these Bylaws or by resolution of the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices.

A. President. The President shall serve as the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board of Directors.

B. 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 the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board of Directors.

C. Secretary. The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, if any; and he or she shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his or her signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his signature.

D. Treasurer. The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He or she shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board, and such other duties as shall from time to time be assigned by the Board. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of his or her duties as the Board may require, for which he or she shall be reimbursed.

Section 5.4. Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board of Directors may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 5.5. Compensation of Officers, Agents and Employees. The Corporation may pay compensation in reasonable amounts to officers for services rendered, such amounts to be fixed by a majority of the entire Board of Directors. The Corporation may

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pay compensation in reasonable amounts to agents and employees for services rendered, such amount to be fixed by the Board or, if the Board delegates power to any officer or officers, then by such officer or officers.

The Board may require officers, agents or employees to give security for the faithful performance of their duties.

ARTICLE VI. MISCELLANEOUS.

Section 6.1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 6.2. Corporate Seal. The corporate seal shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Corporate Seal" and "District of Columbia" and the year the Corporation was formed in the center, or shall be in such form as may be approved from time to time by the Board of Directors.

Section 6.3. Checks, Notes and Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 6.4. Regulations Pertaining to Fundraising. The Board of Directors may promulgate from time to time by resolution any rules, regulations or restrictions it deems to be necessary or desirable with regard to the acceptance of gifts, bequests and/or contributions by the Corporation, including without limitation restrictions as to the amount and/or source of such gifts, bequests and/or contributions.

Section 6.5. Books and Records to be Kept. The Corporation shall keep at its principal office in the District of Columbia (1) correct and complete books and records of account (2) minutes of the proceedings of the members of the Board of Directors and any committee having any of the authority of the Board, and (3) a record of the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member having voting rights, or his agent or attorney, for any proper purpose at any reasonable time.

Section 6.6. Amendment of Articles and Bylaws. The Articles of Incorporation may be amended by a majority vote of the directors in accordance with the District of Columbia Code.

Bylaws of the Corporation may be adopted, amended or repealed by the Board of Directors.

Section 6.7. Indemnification and Insurance. Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer, any former director or officer, any

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person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him or imposed on him in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he may be or is made a party by reason of being or having been such director, officer or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he shall be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his own negligence or misconduct in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines and penalties against, and amounts paid in settlement by, such director, officer or employee. The Corporation may advance expenses to, or where appropriate may itself at its expense, undertake the defense of any director, officer or employee; provided, however, that such director, officer or employee shall undertake to repay or reimburse such expense if it ultimately determined that he is not entitled to indemnification under this Article.

The provisions of this Article shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors or otherwise, and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him which arises out of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986 as may now be in effect or as hereafter may amended.

If any part of this Article shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Section 6.8. Loans to Directors and Officers. No loans shall be made by the Corporation to its directors or officers.

**WRITTEN CONSENT IN LIEU OF THE FIRST MEETING
OF THE BOARD OF DIRECTORS OF
OPERATION TRUTH FOUNDATION, INC.**

In lieu of the First Meeting of the Board of Directors of Operation Truth Foundation, Inc. (the "Corporation"), a District of Columbia nonprofit corporation, the directors of the Corporation (being all of the directors named in the Articles of Incorporation of the Corporation), in accordance with § 29-301.99 of the District of Columbia Code, unanimously agree to the following resolutions, all as of October 26, 2004:

Approval of Articles of Incorporation

RESOLVED: That the Articles of Incorporation of the Corporation, which have been presented to and reviewed by each director of the Corporation, and which were accepted for filing, approved and received for record by the Department of Consumer and Regulatory Affairs of the District of Columbia on September 22, 2004 shall be, and hereby are, approved and a copy thereof shall be inserted in the Minute Book of the Corporation.

Approval of Bylaws

RESOLVED: That the Bylaws of the Corporation for the regulation of the business and affairs of the Corporation, which have been presented to and reviewed by each director of the Corporation, shall be, and hereby are, adopted and approved as the Bylaws of the Corporation and such Bylaws shall be inserted in the Minute Book of the Corporation.

Election of Officers

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RESOLVED: That each of the following persons shall be, and hereby is, elected to serve as an officer of the Corporation, to hold the following office or offices until the next Annual Meeting of the Board of Directors, until his or her earlier resignation or removal or until his or her successor is chosen and shall qualify:

<u>Office</u>	<u>Name</u>
President	Yannick Marchal
Secretary	Richard Murphy
Treasurer	Vanessa Williamson

Adoption of Corporate Seal

RESOLVED: That the seal containing the name of the Corporation, an impression of which is affixed in the margin hereof, shall be and hereby is, adopted as the corporate seal of the Corporation.

Adoption of Fiscal Year

RESOLVED: That the fiscal year of the Corporation shall be the calendar year, except that the first fiscal year shall begin on the date of incorporation of the Corporation.

Authorization for Opening Bank Account

RESOLVED: That Bank of America shall be a depository in which the funds of the Corporation shall be deposited; and

RESOLVED, FURTHER: That the President of the Corporation shall be, and hereby is, authorized to open a bank account or accounts at said Bank in the name of, and on behalf of, the Corporation, for the deposit of funds belonging to the Corporation; and

RESOLVED, FURTHER: That the Board of Directors hereby adopts the form resolutions of the said Bank (as completed) which appear in the Certification which is hereby ordered inserted in the appropriate place in the Minute Book of the Corporation.

Organization Expenses

RESOLVED: That the President is hereby authorized to pay all fees and expenses necessary or appropriate in connection with the organization of the Corporation;

Authorization for Qualification, etc.

RESOLVED: That, for the purpose of authorizing the Corporation to do business or to solicit funds in any state, district, territory or dependency of the United States, or any foreign country in which it is necessary or expedient for the Corporation to transact business, the appropriate officers of the Corporation (or any of them) shall be, and hereby are, authorized and empowered to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices, and, under the corporate seal, to make, execute, acknowledge (where necessary) and file all necessary applications, certificates, reports, powers of attorney and other documents or instruments as may be required by the laws of such state, district, territory, dependency or country to authorize the Corporation to transact business therein, and, whenever it is expedient for the Corporation to cease doing business therein and to withdraw therefrom, to revoke any appointment of agent or attorney for service of process, and to make, execute, acknowledge (where necessary) and file such applications, certificates, reports, revocations of appointment, surrenders of authority or other documents or instruments as may be necessary or appropriate to terminate the authority

of the Corporation to do business in any such state, district, territory, dependency, or country.

Authorization re Employment Agreements

RESOLVED: That the President and Treasurer, acting together for and on behalf of, and in the name of, the Corporation, shall be, and hereby are, authorized, empowered and directed to enter into and execute employment agreements by and between the Corporation and such person or persons as they deem necessary and desirable.

Authorization re Expenditure of Corporate Funds and Deposit Accounts of Corporation

RESOLVED: That checks, drafts and other order for payments from any deposit account maintained by the Corporation shall be signed by the President or Treasurer of the Corporation, acting singly;

RESOLVED, FURTHER: That as a matter of internal controls and procedure, any borrowing of funds by the Corporation, other than credit purchases of goods and services in the normal course of operations, shall be previously approved by the President and Treasurer; and

RESOLVED, FURTHER: That all other contracts and financial commitments entered into by the corporation shall be executed by the President and Treasurer of the Corporation, acting together, provided that purchase orders for goods or services made in the normal course of operations and having an aggregate purchase price not exceeding \$10,000 each may be signed by either one of the foregoing.


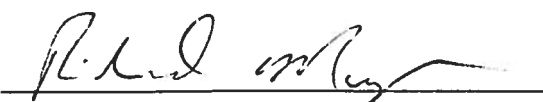
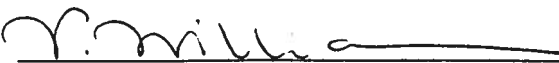
Further Authorization for Organization

RESOLVED: That the appropriate officers of the Corporation (or any of them) shall be, and hereby are, authorized, empowered and directed to take all necessary or appropriate action, including the expenditure of funds, in order to fully and expeditiously complete the organization of the Corporation.

Each director, by signing this consent, waives notice of the time, place and purpose of the First Meeting of the Board of Directors and agrees to the transaction of the business of the First Meeting by unanimous written consent of the directors in lieu of such First Meeting.

RESOLVED, FURTHER: That two or more originals of this Written Consent may be signed by the members of the Board of Directors of the Corporation, each of which shall be an original and all of which together shall constitute but one and the same Written Consent.

APPROVED:


Yannick Marchal
Richard Murphy
Vanessa Williamson

**WRITTEN CONSENT IN LIEU OF
SPECIAL MEETING OF
BOARD OF DIRECTORS OF
OPERATION TRUTH FOUNDATION, INC.**

The undersigned, constituting all of the members of the Board of Directors of Operation Truth Foundation, Inc., a District of Columbia nonprofit corporation (the "Corporation") in accordance with section 29-301.99 of the District of Columbia Code and section 3.9 Bylaws of the Corporation, for the purposes of taking action required or permitted to be taken at a Special Meeting of the Board of Directors, hereby adopt the following resolutions, all as of October 1, 2004, with same force and effect as though such resolution had been adopted at a duly convened Special Meeting of the Board of Directors of the Corporation at which a quorum was present and acting, and hereby waive any requirements with respect to notice of the Special Meeting or of the matters referred to in such resolution:

RESOLVED, That Richard Murphy having resigned as a director of the Corporation, pursuant to section 3.4 of the Bylaws, David Chasteen be, and he hereby is, elected as a director of the Corporation; and

FURTHER RESOLVED, That in order to protect the interests and legal status of the Corporation, the Corporation hereby adopts the attached Conflict of Interest Policy as of the date hereof.

APPROVED:

Yannick Marshall

Vanessa Williamson