CONFLICT OF INTEREST POLICY

Rising with Melodies Inc.

(A Georgia Nonprofit Corporation)

Prepared in accordance with IRS Form 1023 requirements and IRS Publication 4221-NC

ARTICLE I
PURPOSE

The purpose of this Conflict of Interest Policy (the "Policy") is to protect the interests of Rising with Melodies Inc. (the "Corporation") and to maintain public confidence in the Corporation's integrity when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or key employee of the Corporation. This Policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest in nonprofit or charitable organizations.

This Policy is required to be reviewed and acknowledged annually by all Directors, officers, and key employees of the Corporation.

ARTICLE II
DEFINITIONS

Section 1. Interested Person. Any Director, officer, or member of a committee with board-delegated powers who has a direct or indirect financial interest, as defined below, is an "Interested Person."

Section 2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;

(b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or

(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

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 of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Key Employee. For purposes of this Policy, a "key employee" is any individual who is not a Director or officer but who has responsibilities, influence, or authority over the Corporation's operations, finances, or programs similar to those of an officer.

ARTICLE III
PROCEDURES

Section 1. Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors or the committee with board-delegated powers considering the proposed transaction or arrangement. Disclosure must be made promptly upon the Interested Person becoming aware of the potential conflict, and in any event before any discussion or vote on the matter.

Section 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 meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members or committee members shall decide if a conflict of interest exists.

Section 3. Procedures for Addressing the Conflict of Interest.

(a) An Interested Person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The chairperson of the 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 Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under the circumstances, the Board or committee shall determine by a majority vote of the disinterested Directors or committee members whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the Board or committee shall make its decision as to whether to enter into the transaction or arrangement.

Section 4. Violations of the Conflict of Interest Policy. If the Board of Directors or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, including removal from the Board or any committee.

ARTICLE IV
RECORDS OF PROCEEDINGS

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

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest;

(b) The nature of the financial interest;

(c) Any action taken to determine whether a conflict of interest was present;

(d) The Board's or committee's decision as to whether a conflict of interest in fact existed;

(e) The names of the persons who were present for discussions and votes relating to the transaction or arrangement;

(f) The content of the discussion, including any alternatives to the proposed transaction or arrangement; and

(g) A record of any votes taken in connection with the proceedings.

ARTICLE V
ANNUAL STATEMENTS

Each Director, officer, and key employee shall annually sign a statement which affirms that such person:

(a) Has received a copy of this Conflict of Interest Policy;

(b) Has read and understands the Policy;

(c) Has agreed to comply with the Policy; and

(d) Understands that the Corporation is a charitable organization and that, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VI
PERIODIC REVIEWS

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

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

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further the Corporation's charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

ARTICLE VII
USE OF OUTSIDE EXPERTS

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

ANNUAL CONFLICT OF INTEREST DISCLOSURE STATEMENTS
RISING WITH MELODIES INC. — JUNE 21, 2026

Each Director and officer hereby affirms that he/she has received, read, and understands the Conflict of Interest Policy of Rising with Melodies Inc., and agrees to comply with it in all respects. Each further affirms that, to the best of his/her knowledge, the information disclosed below is true, accurate, and complete as of the date of his/her signature.

Disclosure — Linder Lopez, President & Director

Disclosure Item	Yes	No	If Yes, describe
I have a financial interest in any entity that has a current or proposed transaction with the Corporation.	☐	☑	
I have a compensation arrangement with any entity or individual that also has a transaction or arrangement with the Corporation.	☐	☑	
A member of my immediate family has a financial interest in any entity that has a current or proposed transaction with the Corporation.	☑	☐	Alexander Lopez (son, age 15) is the Founder and Youth Advisory Board member. The Corporation funds his annual travel to Peru ($2,000/yr). See additional disclosure below.
I serve as a director, officer, employee, or consultant of any organization that competes with or has a business relationship with the Corporation.	☐	☑	
I have received, or expect to receive, any gift, loan, gratuity, or other benefit from any person or entity that does business with the Corporation.	☐	☑	

Additional Disclosure — Family Relationship and Travel: Alexander Lopez (age 15) is my son and the Founder and Incorporator of Rising with Melodies Inc. As a minor, he cannot serve as a voting Director or officer. The Corporation budgets $2,000 per year for Alexander's annual visit to the program site in Trujillo, Peru, including one adult chaperone. I may serve as that chaperone. To avoid any appearance of double-billing, in any year that I travel to Peru in my capacity as President for governance oversight purposes, that trip will serve as Alexander's chaperone visit as well, and only one travel budget line will be claimed — not both. In all other years, Alexander's chaperone will be a non-President adult designee. I commit to recuse from any Board vote concerning Alexander Lopez's organizational benefits, travel authorizations, or role within the Corporation.

Linder Lopez

Linder Lopez, President & Director Date: June 21, 2026

Disclosure — Natalia Dolhova, Treasurer & Director

Disclosure Item	Yes	No	If Yes, describe
I have a financial interest in any entity that has a current or proposed transaction with the Corporation.	☐	☑	
I have a compensation arrangement with any entity or individual that also has a transaction or arrangement with the Corporation.	☐	☑	
A member of my immediate family has a financial interest in any entity that has a current or proposed transaction with the Corporation.	☐	☑	
I serve as a director, officer, employee, or consultant of any organization that competes with or has a business relationship with the Corporation.	☐	☑	
I have received, or expect to receive, any gift, loan, gratuity, or other benefit from any person or entity that does business with the Corporation.	☐	☑	

Additional Disclosure — Independence from Other Board Members: I have no family relationship, personal financial relationship, or business relationship with Linder Lopez (President & Director) or Alexander Lopez (Founder). I am not related to either individual by blood, marriage, or domestic partnership, and I have no financial interest that depends on or is influenced by any decision made by Linder Lopez or Alexander Lopez in their respective roles with the Corporation. I confirm that my service as Treasurer and Director is fully independent.

Natalia Dolhova

Natalia Dolhova, Treasurer & Director Date: June 21, 2026

Disclosure — Samuel Serban, Secretary & Director

Disclosure Item	Yes	No	If Yes, describe
I have a financial interest in any entity that has a current or proposed transaction with the Corporation.	☐	☑	
I have a compensation arrangement with any entity or individual that also has a transaction or arrangement with the Corporation.	☑	☐	Monthly educator stipend ($110/mo) for music instruction in Trujillo, Peru. See Exhibit A (COI Disclosure — Samuel Serban).
A member of my immediate family has a financial interest in any entity that has a current or proposed transaction with the Corporation.	☐	☑	
I serve as a director, officer, employee, or consultant of any organization that competes with or has a business relationship with the Corporation.	☐	☑	
I have received, or expect to receive, any gift, loan, gratuity, or other benefit from any person or entity that does business with the Corporation.	☐	☑	

Samuel Serban

Samuel Serban, Secretary & Director   Date: June 21, 2026

This Conflict of Interest Policy was adopted by the Board of Directors of Rising with Melodies Inc. on the 21st day of June, 2026.

Linder Lopez

Linder Lopez, President

Samuel Serban

Samuel Serban, Secretary