

ARTICLES OF INCORPORATION
OF
PAYU'TA INCORPORATED

GUAM'S ASSOCIATION OF NON-GOVERNMENTAL ORGANIZATIONS

TO ALL TO WHOM THESE PRESENTS MAY COME:

KNOW THAT, we the undersigned, desiring to become incorporated as a non-profit corporation under and in accordance with the laws of the Territory of Guam, and to obtain the benefits conferred by said laws upon corporations, do hereby mutually agree upon and enter into the following articles of incorporation:

ARTICLE I

Name of Corporation

The name of corporation (the "Corporation") shall be:

"PAYU'TA INCORPORATED"

Guam's Association of Non-Governmental Organizations

ARTICLE II

Principle Office

The place of the principal office of the Corporation shall be 406 Mai Mai Road, Chalan Pago, Guam 96910 in the Territory of Guam, and there may be such subordinate or branch offices in such place or places within or without Guam as may be deemed necessary or requisite by the Board of Directors to transact the business of the Corporation, such branch or subordinate offices to be in the charge of such person or persons as may be selected by the Board of Directors.

ARTICLE III

The purposes for which this Corporation is formed are:

- (a) To conduct and carry on the work of the Corporation not for profit but exclusively to promote, defend and foster the civil rights and well being of our citizens through work performed by

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ARTICLE III

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non-governmental organizations, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 (the "Code"), in such manner that no part of its net earnings shall inure to the benefit of any private member and no substantial part of its activities shall consist of carrying on propaganda or otherwise attempting to influence legislation, and it shall not participate in, or intervene in, (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office;

(b) To improve the quality and quantity of community services in the spirit of cooperation and collaboration with consideration of each organization's unique values and traditions;

(c) To develop opportunities for an exchange of information between consumers, organizations, agencies, individuals and coalitions on Guam;

(d) To recognize and support the development of non-governmental island coalitions and/or youth networks;

(e) To engage in charitable and educational training and provide technical assistance of any and all kinds and to provide assistance in the ethical management of non-governmental entities;

(f) To acquire, collect, receive and hold, by gift, bequest, devise and grant or purchase real and personal property of every kind, nature, and description and wheresoever situated and to use and dispose of the same for the purposes of the corporation, and to borrow money from time to time for the purpose of the Corporation and to secure the same by its note or notes and bond or bonds and by mortgage on the whole part of its properties, to lease, sell, convey, grant, assign, transfer a lien and dispose of any real or personal property of the corporation; and to exercise any and lawful corporate powers necessary or proper to the carrying out of the above enumerated powers and to effect the purposes and objects of this corporation;

(g) To make donations, gifts, contributions and loans out of its annual net income or assets, or both, (without limit as to the amount going to any one recipient, or in the aggregate, to all recipients), to or for the use of any and all corporations, organizations, foundations, institutions, of the United States and the Territory of Guam consistent with the purposes of the Corporation listed above provided, however, that:

(i) such organizations to which donations may be made shall be organized for charitable or educational purposes; and

(ii) transfers of property to such organizations shall to the extent then permitted under the laws of Guam and the United States, be exempt from gift, succession, inheritance, estate, or death taxes imposed by Guam or the United States; and

(iii) such organizations shall to the extent then permitted under the laws of Guam and the United States, be exempt from income taxes imposed by Guam or the United States.

(i) To accept donations or gifts from any person, firm, corporation or other organization whether by last will and testament, deed or other written instrument. In the event such donation or gifts of funds, securities or other properties shall designate one or more purposes as set forth supra to which the whole or a portion of the principal or income or both, of such donations or gifts, is to be applied by the Corporation, or shall specify certain directions regarding the time, manner, amounts and conditions of the application or disposition of such gift or of the principal or income thereof or otherwise restrict the Corporation's exercise of discretion which is granted to and vested in the Board of Directors, the Board of Directors shall have the power to accept such donation or gift on the terms and in accordance with the provisions of such last will and testament, deed or other written instrument. In no event, however, shall any donation or gift be accepted if the purpose or purposes of such donation or gift shall not be within the scope of the purposes set forth in this Article III.

(j) To qualify to carry on its non-governmental activities within the Territory of Guam.

(k) The purposes specified herein shall be construed both as purposes and powers and shall not be limited or restricted by reference to, or interference from the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent powers and purposes, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the Corporation.

ARTICLE IV

ORGANIZATION NOT FOR PROFIT

The Corporation is not organized for profit and does not contemplate pecuniary gain or profit to the members, directors, or officers except for such services actually rendered to the Corporation. No stock will be issued. No director, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets or dissolution of the Corporation.

On the dissolution or winding up of the Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Corporation shall be transferred or distributed to an organization or organizations which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954.

ARTICLE V
Membership

a) The initial members of the Corporation shall consist of the following:

Sanctuary, Incorporated, represented by Sarah Thomas-Nededog

VARO, represented by Evangeline M. Cabacar

Make-A-Wish Foundation of Guam, represented by Victor P. Camacho

MYSN, represented by George L. Salas

The Salvation Army, represented by Thomas T. Taylor

Elim Pacific Ministries, DBA OASIS Empowerment, represented by Rob J. Zimmerman

Micronesia Business Association, represented by Barbara A. Roberto

And such other members and observers as may be determined in accordance with the by-laws from time to time and who are duly appointed or elected to one (1) year terms.

b) The filling of vacancies, the different classes of membership, voting tenure and other rights and privileges of members, and the termination and transfer of membership shall be as stated in the by-laws. If the voting or other rights or interests, or any of them be unequal, the by-laws shall set forth the manner and method by which the respective voting or other rights or interests of each member or class of members are fixed and determined.

c) Members of the Corporation are not personally liable of the debts, liabilities or obligations of the Corporation.

ARTICLE VI
Officers and Directors

a) The Officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer and a Secretariat. The Corporation may have such additional officers as from time to time

may be determined in accordance with the by-laws. Any person may hold two (2) consecutive terms per office.

b) The Board of Directors shall consist of not less than seven (7) members nor more than fifteen (15), as shall be determined in accordance with the by-laws from time to time. The directors shall be elected or appointed in the manner provided by the by-laws and all vacancies in the office of director or any director shall be filled in the manner provided for in the by-laws.

The persons who are the first directors of the Corporation and their mailing addresses and residences are as follows:

<u>Name</u>	<u>Residence</u>	<u>Address</u>
Sarah Thomas-Nededog	220 Niyok Latte Plantatnio	406 Mai Mai Rd. Chalan Pago, GU 96910
Evangeline M. Cabacar	Apugan Villa #C-3 Agana Heights	PO Box 2045 Hagatna, GU 96932
Victor P. Camacho	130 Duenas Dr. Tamuning, GU 96913	865 S. Marine Corps Dr. Tamuning, GU 96913
George L. Salas	160 Finile Dr. Agat, GU 96928	406 Mai Mai Rd. Chalan Pago, GU 96910
Thomas T. Taylor	119 Borja Court Toto, GU 96910	PO Box 23038 Barrigada, GU 96921
Rob J. Zimmerman	106 Cabayeros St. Mongmong, GU 96910	PO Box 26627 Barrigada, GU 96921
Barbara A. Roberto	141 S. Siguenza Ct. Talofof, GU 96915	134 Tun Vicente LG Drive Tamuning, GU 96913

c) All the powers and authority of the Corporation shall be vested in and may be exercised by the Board of Directors, except as otherwise provided by law, these Articles of Incorporation or the by-laws of the Corporation, and in furtherance and not in limitation of said general powers, the Board of Directors shall have the power to: acquire and dispose of property, appoint such managers, officers or agents as in its judgment this Corporation may require; and to confer upon and to delegate to them, by power of attorney or otherwise, such power and authority as it shall determine; fix the salaries or compensation of any or all of its officers, agents and in its discretion require security for all or any other for the faithful performance of any of their duties, make rules and regulations not inconsistent with law

or these Articles of Incorporation or the by-laws for the transaction of business; incur such indebtedness as may be deemed necessary, create such committees (including but not limited to an executive committee or committees) and to designate and to confer upon such committees such powers and authority as may be resolution be set forth for the purpose of carrying on or exercising any of the powers of the Corporation; create and set aside funds for any purpose; invest any fund of the Corporation in such securities or other property as to it may be proper; remove or suspend any officer, and generally, to do any and every lawful act necessary or proper to carry out and put into effect the powers, purposes and objects of this corporation.

d) No director or officer at the Corporation shall be liable to the Corporation for the act, default or neglect of any other director or officer or for any loss suffered or sustained by the Corporation on account of the above or any action or omission by the director officer himself as such, unless the same has resulted from his own willful misconduct or willful neglect in the performance or such duties.

ARTICLE VII

Succession

The Corporation shall have succession by its corporate name for the term of fifty (50) years and as thereafter extended in the manner provided by law, and it shall have all the powers herein enumerated or implied herefrom and the powers now provided (or which may be hereafter provided) by law for incorporated companies.

ARTICLE VIII

Service of Process

Service of legal process may be made upon the Corporation in the manner provided by law.

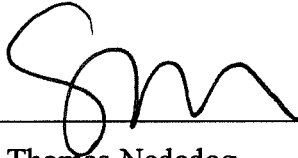
ARTICLE IX

Amendment of Articles

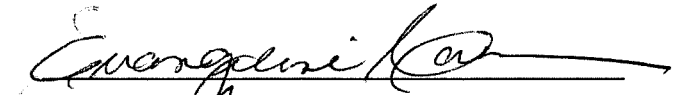
These Articles of Incorporation, except as otherwise provided by law, may be altered, amended, added to or repealed by a resolution of a majority of the Board of Directors and by a vote or written

assent of two-thirds (2/3rds) or more of the members given either before or after the adoption of the resolution by the Board of Directors.

IN WITNESS WHEREOF, the first directors have executed these Articles of Incorporation on the 20th day of May, 2008.



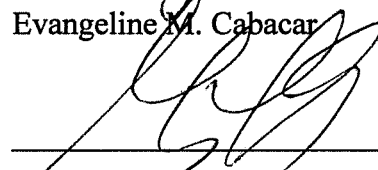
Sarah M. Thomas-Nededog



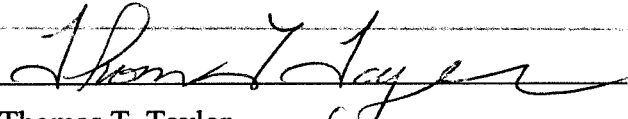
Evangeline M. Cabacar



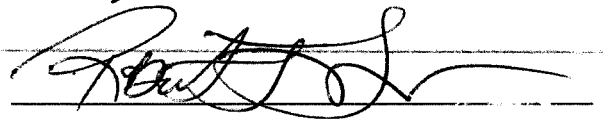
Victor P. Camacho



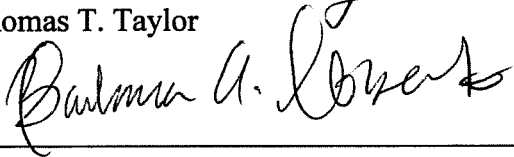
George L. Salas



Thomas T. Taylor



Rob J. Zimmerman



Barbara A. Roberto

Articles of Incorporation
Affidavit of the Secretary

Territory of Guam)

)

SS:

City of Hagatna)

The undersigned, first being duly sworn, states:

1. That she is the Secretary elected by the aforesaid subscriber of the aforesaid Corporation.
2. That she is a resident of the Territory of Guam

Dated this 20th day of May 2008..

Evangeline M. Cabacar
 Evangeline M. Cabacar
 Secretary

Acknowledgement:

Territory of Guam
City of Chalan Pago

The foregoing instrument was acknowledged before me this 20th day of May 2008, by Evangeline Cabacar, who is personally known to me or who has produced I.D's (drivers license) as identification.

Evangeline M. Cabacar
 Signature of person taking acknowledgment

Name typed, printed, or stamped

PETINA B. RUPLEY
NOTARY PUBLIC
 In and for Guam, U.S.A.
 My Commission Expires: Jan. 17, 2011
 P.O. Box 20051 GMF Barrigada, GU 96921

This document was prepared by:
 Name: Petina B. Rupley
 Address: P.O. Box 20051 GMF
Barrigada, GU 96921

Articles of Incorporation

Territory of Guam)

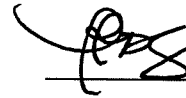
)

ss:

City of Chalan Pago)

On this 20th day of May, 2008, before me, a notary public in and for the territory of Guam, personally appeared Sarah M. Thomas-Nededog, Evangeline M. Cabacar, Victor P. Camacho, George L. Salas, Thomas T. Taylor, Rob J. Zimmerman, and Barbara A. Roberto known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and they acknowledged to me that they executed the same.

WITNESS my hand and official seal.



Petina B. Rupley

Notary Public In and for Guam, USA

My commission expires 01/17/11

