

BY-LAWS  
OF  
PAYU'TA INCORPORATED  
GUAM'S ASSOCIATION OF NON-GOVERNMENTAL ORGANIZATIONS

ARTICLE I

Purpose of the Corporation

The purposes for which the Corporation is formed are those set forth in its articles of incorporation, as from time to time amended. The Corporation is not formed for pecuniary or financial gain and no part of the assets, income or profits of the corporation is to be distributed to nor inure to the benefit of its members, directors or officers. The balance if any, or all money received by the corporation from its operations, after the payment in full or all debts and obligations of the Corporation of whatever kind or nature, shall be used and distributed exclusively for charitable and educational purposes.

No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE II

Principal Office

2.01 The place of the principal office of the Corporation shall be in Hagatna, 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

### Members

#### 3.01 Classes of Membership

The membership of the Corporation shall be divided into at least 2 classes as follows:

(1) Members

(3) Private Business Sector

(2) Observers

And such other class or classes as may be determined from time to time.

#### 3.02 Qualifications

The qualifications for membership in each class shall be:

Member: any non-governmental duly incorporated in the Territory of Guam whose mission and philosophies are consistent with the purposes of this Corporation as set forth in the Articles of Incorporation.

Observer: an informal group, not incorporated, whose mission and philosophies are consistent with the purposes of this Corporation as set forth in the Articles of Incorporation.

#### 3.03 Application for Membership

Any non-governmental organization, non-profit organization duly incorporated and interested in becoming a member of the corporation shall submit a written and signed application to the Vice-Chair of the corporation, who shall submit it to the Board of Directors.

The Board of Directors shall approve or disapprove the application for membership. If letters of disapproval are submitted to the Vice-Chair, the application will require for approval, a vote of a majority of the Board of Directors. Members shall serve for a term of two (2) years following approval of membership application.

#### 3.04 Payment of Dues

Applicants whose applications are approved shall become members of the corporation on payment of the annual fees as follows:

- |                            |   |
|----------------------------|---|
| (i) Initiation fee         | \$100.00  |
| (ii) Annual membership fee | to be determined by the Board of Directors and established annually |

3.05 Transferability of Membership

Membership in the Corporation is non-transferable and non-assignable.

3.06 Voting Rights

Each member shall be entitled to the number of votes as follows:

- (i) Member- 1 vote each
- (ii) Observer-non voting

At membership meetings votes will be tallied in the sequence described above.

3.07 Termination of Membership

The Board of Directors, by affirmative vote of a majority of all of the members of the board, may terminate the membership of any member who become ineligible for membership or who shall be in default of the payment of dues for a period of ninety (90) days following written notice of default, or who shall fail to attend three (3) meetings during the member's term of membership.

3.08 Resignation

Any member may resign by filling a written resignation with the Vice Chair of the Corporation, but such resignation shall not relieve the member so resigning of the obligation to pay any dues theretofore accrued and unpaid.

3.09 Certificate of Membership

The Board of Directors shall provide for the issuance of certificates evidencing membership in the corporation. Each such certificate shall have printed on its face in clear type language that the Corporation is non-profit. The form, size and contents of the certificate in all other respects shall be determined by the Board of Directors. Each certificate shall be signed by the Chair and by the Secretary and shall be stamped with the seal of the Corporation. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation.

### 3.10 Book of Membership

The Corporation shall maintain a book of membership showing the name and address of each member. Termination of membership of any member shall be recorded in the book together with the date of such termination. The book of membership shall be kept at the Corporation's principal office and shall be available for inspection by any member, director or officer of the corporation during regular business hours.

### 3.11 Non-liability of Members

The property of the members of this Corporation shall not be liable for the Corporation's debts, liabilities or obligations.

## ARTICLE IV Meetings of Members

### 4.01 Place of Meetings

The meetings shall be held at the principal office of the Corporation or at such other place or places as may be designated from time to time by resolution of the Board of Directors

### 4.02 Regular and Annual Meetings

Regular meetings shall be held at minimum two (2) times per year as the Chair of the Corporation shall designate, or, if the Chair shall fail to so designate such date and time, then at the date and time designated by the Board of Directors. The regular meeting of each calendar year shall also be known as the annual meeting. At such annual meeting, directors and members shall be elected, reports of the affairs of the Corporation shall be considered, and any other business may be transacted which is within the powers of the members. If the election of directors shall not be held at any such annual meeting or at an adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of members called for that purpose as soon thereafter as is convenient.

#### 4.03 Special Meetings

Special meetings of the members may be called by the Chair, by the Board of Directors, or by any five (5) members of the corporation at a place designated by the Board of Directors. If no designation is made, the place of meeting shall be the principal office of the Corporation, but if all of the members shall meet at any time and place either within or without the Territory of Guam, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any action may be taken.

#### 4.04 Notice of Meetings

Written or printed notice of the time and place of every meeting shall be delivered personally or by United States mail, postage prepaid, to each member, or by facsimile or email at least ten (10) days prior to the date of such meetings. Such notices shall be sent to the member's address as appearing in the book of membership and shall be deemed given at the time it is deposited in the mail, delivered to the telegraph company or transmitted by fax. The notice shall be given by the Secretary or other person designated by the Chair.

#### 4.05 Contents of Notice

Notice of meetings of members shall specify the place, date and time of the meeting and the general nature of the business to be transacted.

#### 4.06 Consent to Member's Meetings

The transactions of any meeting, however called and noticed, shall be valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy; and if, either before or after the meeting, each of the members entitled to vote but not present at the meeting, or by proxy, sign a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

#### 4.07 Quorum

A quorum shall consist of a majority of the members, present in person or by proxy. In the absence of a quorum, the members entitled to vote thereat, present in person or by proxy

shall have the power to adjourn the meeting from time to time but no other business shall be transacted. At such adjourned meeting it shall not be necessary to give notice of the time, date and place or of the business to be transacted other than by announcement at the meeting at which the adjournment is taken.

#### 4.08 Necessity of Quorum

The members present at a duly called or held meeting at which a quorum is present may transact business until adjournment provided that a quorum is present at the time any action is taken.

#### 4.09 Voting Rights

Only members entitled to vote as of the date of any meeting shall be allowed to vote. Each organization member shall select its representative entitled to vote on its behalf.

#### 4.10 Voting

Members must vote by casting the total number of their votes for a candidate or for or against any action. Individual and youth members shall not split their votes so as to create fractional votes.

#### 4.11 Proxies

Every member entitled to vote may do so either in person or by written proxy executed by the member or the member's duly authorized representative and filed with the Secretary of the Corporation. No proxy shall be valid after 3 months from the date of its execution, unless otherwise provided in the proxy.

#### 4.12 Action Without a Meeting

Any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken is signed by 2/3rds of the members entitled to vote with respect to the subject matter thereof.

#### 4.13 Conduct of Meetings

Meeting of members shall be presided over by the Chair or in the Chair's absence, by the Vice Chair, or in the absence of the Chair and Vice Chair, by a chair-person chosen by a majority of the members present in person or by proxy. The Secretary of the Corporation shall act as Secretary of all meeting of members.

#### 4.14 Parliamentary Rules

Meetings shall be governed by recognized rules of parliamentary procedure, insofar as such rules are not inconsistent with or in conflict with these by-laws, or the Articles of Incorporation.

### Article V

#### Directors

#### 5.01 Powers

Subject to the limitations contained in the Articles, the corporate powers shall be exercised by or under authority of, at the business and affairs of the Corporation shall be controlled by a Board of Directors.

#### 5.02 Number

The Corporation shall have seven (7) directors, and collectively they shall be known as the board of directors. The number may be changed by amendments to this by-law, but at no time shall the number of directors be reduced to less than seven (7), or increased to more than fifteen (15).

#### 5.03 Election and Tenure of Office

The directors shall be elected at the annual meeting and the candidates receiving the highest number of votes are, as provided in the 4.09 supra elected. The directors so elected are to serve for one (1), two (2) or three (3) year staggered terms. Directors shall be eligible for re-election without limitation on the number of terms they may serve; provided that they continue to meet the qualifications set forth below.

5.04 Qualifications

Any individual member of the Corporation or representative of an organization member is qualified to be elected a Director.

5.05 Composition

The board of directors shall be composed of at least seven (7) members from the Territory of Guam. Member organizations cannot have more than one (1) member represented on the Board of Directors. The immediate past Chair shall serve on the board for one (1) year following his/her term as Chair.

5.06 Compensation

Directors shall serve without compensation.

5.07 Place of Meetings

Meetings shall be held at such a place within or without the territory of Guam which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, meetings shall be held at the principal office of the Corporation; provided that any such meeting held elsewhere shall be valid if held on the written consent of all directors given either before or after the meeting and filed with the Secretary of the Corporation.

5.08 Regular Meetings

Regular meetings shall be held at least four (4) times per year or as may be established by resolution of the Board of Directors.

5.09 Special Meetings

Special meetings of the Board of Directors for any purpose of purposes shall be called at anytime by the Chair, or if the Chair is absent or unable or refuses to act, by any Vice-Chair or by any five (5) directors.



#### 5.10 Notice

The Secretary of the Corporation or other person designated by the Chair shall deliver notices of the date, time and place of meetings of the Board of Directors to each director personally or by United States mail, email or fax at least ten (10) days prior to the date of the meeting. If sent, the notice shall be deemed to be delivered on its deposit in the United States mail, or on its fax transmission. Such notice shall be addressed to each director at the address shown on the books of the Corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place are fixed at the meeting adjourned.

#### 5.11 Waiver of Notice

When all of the directors are present at any director's meeting, however called or noticed, and sign a written consent thereto in the records of such meeting, or if a majority of the directors are present, and if those not present sign in writing a waiver of notice of such meeting, prior to or after the holding of such meeting, the transactions thereof are as valid as if had a meeting regularly called and noticed. All such waivers of notice shall be filed with the Secretary of the Corporation.

#### 5.12 Quorum

At all meetings of the Board of Directors, the presence of a majority shall be necessary to constitute a quorum for the transaction of business. The action of a quorum of directors at any meeting is valid as a corporate act; provided that a minority of the directors, in the absence of a quorum, may adjourn from time to time, but may not transact any business.

#### 5.13 Action Without a Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the board shall consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the board; and have the same force and effect as the unanimous vote of such directors. This procedure shall not be employed and shall not be effective to amend or repeal these by-laws, or to elect any officer or to fill any vacancy on the Board of Directors.

5.14 Vacancies

Vacancies in the Board of Directors shall exist (i) on the death, resignation or removal of any director; (ii) on any director ceasing to be a member of the Corporation; and (iii) whenever the number of directors authorized is increased.

Any vacancy occurring in the Board of Directors may be filled by a majority of the remaining directors though less than a quorum.

A majority of the members may elect a director at any time to fill any vacancy not filled by the directors.

5.15 Removal of Directors

Any individual director or directors may be removed for cause from office by a vote of two-thirds (2/3rds of the members entitled to vote.) Such removal shall take place only at a meeting, whether regular or special and notice of such meeting shall state the intention to propose at the meeting.

5.16 Indemnity of Directors and Officers

Each director and officer of the Corporation now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he/she has or shall become subject by reason of serving or having served as director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him or her as such director or officer; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred in connection with any such claim or liability. No such person, however, shall be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of his/her own willful misconduct or gross negligence.

ARTICLE VI

Officers

6.01 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. The Board of Directors in its discretion may elect or appoint such other officers, including one or more Assistant Treasurers or Assistant Secretaries.

#### 6.02 Election

The officers of the Corporation except those appointed pursuant to 6.04 infra, shall be elected annually at the first (1<sup>st</sup>) regular election of directors and each officer shall hold office for one (1) year.

#### 6.03 Removal and Resignation

Any officer may be removed either with or without cause by a majority of the directors at the time in office, at any meeting of the board. Such removal shall be without prejudice to the contract rights, if any of the person so removed.

Any officer may resign at any time by giving written notice to the Board of Directors or to the Chair or Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### 6.04 Vacancies

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

#### 6.05 Chairperson

Except as otherwise provided by law, by the Articles or by these by-laws, the Chair shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, certificates, or other instruments which may from time to time be authorized by the Board of Directors. The Chair shall also be ex officio member of all the standing committees of the Corporation.

#### 6.06 Vice Chair

There may be one Vice-Chair. The Vice-Chair shall in general perform duties designated by the Chair of the Board of Directors which pertain to the carrying out of the corporation's

policies and purposes. The Vice-Chair shall also in general perform those duties designated by the Chair or the Board of Directors which pertains to administrative policies including but not limited to oversight of the Corporation's membership.

In the absence of the Chair, the Vice-Chair shall perform all the duties of the Chair and when so acting shall have all the powers of, and be subject to all the restrictions on the Chair. The Vice-Chair shall perform such other duties as may be prescribed by the Board of Directors.

#### 6.07 Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. He/she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, and shall render to the Chair and directors, whenever they request it, an account of all of his/her transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors of the by-laws.

#### 6.08 Secretary

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of directors and members, with the time and place of holding, whether special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings and the number of members present or represented at meetings of members, and the proceedings thereof.

The Secretary shall keep at the principal office of the Corporation book of membership containing the names and addresses of each member and in any case where membership has been terminated the Secretary shall record such fact in the book together with the date of which the membership terminated.

The Secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors as required by the by-laws or by-law to be given, and he/she shall be

custodian of the records and of the seal of this Corporation. The Secretary shall have other powers and perform such other duties as may be prescribed by the by-laws or the Board of Directors.

6.09 Secretariat

The Secretariat shall serve as the Chief Executive Officer of the Corporation, subject to the control of the Board of Directors. The Secretariat shall have, subject to the control of the Board of Directors, general supervision, direction, and control of the business and of the Corporation and may enter into agreements and contracts with vendors, consultants, and governments in purposes established and approved by the Board of Directors. Responsibilities and Wage and Salary Scales shall be adopted and reviewed annually for the Secretariat and any other staff of the Corporation. The Chairperson with the Executive Committee shall develop work plans and supervise the Secretariat and ensure bi-annual performance evaluations.

ARTICLE VII

Committees

7.01 Committee of Directors

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 the extent provided in said resolution, shall have exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing by by-laws; elective, appointing or removing any member of any such committee or any director or officer of this Corporation; amending The Articles of Incorporation; adopting a plan or merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease exchange or mortgage of all or substantially of all the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation

or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the board of directors which by its terms provides that it not be amended, altered or repealed by such committee and delegation thereto of authority shall not operate to relieve the board of directors, or any individual director of any responsibility imposed upon it or him or her by the law.

#### 7.02 Other committees

Other committees not having and exercising the authority of the board of directors in the management of the Corporation may be designated by a resolution adopted by the majority of the directors present at meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the Chairperson of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be best served by such removal.

#### 7.03 Term of Office

Each member of a committee shall be appointed by the person or persons authorized to appoint the members thereof.

#### 7.04 Committee Chairs

One member of each membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7.05 Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7.06 Quorum

Unless otherwise provided in the resolution of the board of directors designating a committee shall constitute a quorum and the act by the majority of the members present at a meeting in which a quorum is present shall be the act of the committee.

7.07 Rules

Each committee may adopt rules for its own government not inconsistent with rules adopted by the board of directors.

## ARTICLE VIII

### Contracts, Checks, Deposits and Funds

8.01 Contracts

The board of directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, but only if the purpose of said contract or instrument is in the furtherance of charitable or educational purposes, and such authority may be general or confined to specific instances.

8.02 Checks, Drafts, Etc.

All checks, drafts or orders for the payment of money, note or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officers, agent or agents of the Corporation in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed the Treasurer or an assistant Treasurer and countersigned by the Chair or Vice-Chair of the Corporation.

8.03 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the board of directors may select.

8.04 Gifts

The board of directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for a special purpose of the Corporation.

ARTICLE IX

Books and Records

9.01 The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committee having any



authority of the board of directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member or his/her agent or attorney for any proper purpose at any reasonable time.

## ARTICLE X

### Fiscal Year

10.01 The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September in each year.

## ARTICLE XI

### Amendments To By-Laws

11.01 Subject to the limitations contained in the Articles of this Corporation and to any provisions of law applicable to the amendment of by-laws of non-profit corporations, these by-laws or any of them, may be altered, amended, or repealed and new by-laws adopted as follows:

#### 11.01.A By Directors

Subject to the power of the members to change or repeal them, by the vote of a majority of the directors present at any special or regular meeting of directors at which a quorum is present; provided that written notice of such meeting and of the intention to at least ten days prior to the date of such meeting, as provided in §5.10, supra, or by the written consent of all director without a meeting as provided in §5.13, supra; provided, that a by-law fixing or changing the number of directors may not be adopted, amended, or repealed except as provided in the subsection 11.01.B, infra.

11.01.B By Members

By the vote or written assent of a majority of the members, at a meeting duly called and noticed for the purpose in accordance with §4.04, supra.

ARTICLE XII

Investments

12.01 Limitations

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and re-invest funds held by it, according to the judgment of the executive committee, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction under sections 4941 through 4945 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal or territorial tax laws (the "code").

ARTICLE XIII

Prohibition Against Sharing Corporate Profits and Assets

13.01 No Members, etc. To Share

No member, director, officer, employee, or other person connected with the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, that this provision shall not be prevent

payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purpose as shall be fixed by resolutions of the executive committee and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the executive committee shall be distributed as required by the Articles.

#### ARTICLE XIV

##### Distribution of Income And Prohibited Transactions

###### 14.01 Conformity To Tax Laws

Notwithstanding any other provisions in these by-laws, the Corporation shall be subject to the following limitations and restrictions:

###### 14.02 No Undistributed Income

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.

###### 14.03 No Self-Dealing

The Corporation shall not engage in any act of self-dealing as defined in section 4941 (d) of the Code.

14.04 No Excess Holdings

The Corporation shall not retain any excess business holdings as defined in section 4943 (c) of the Code.

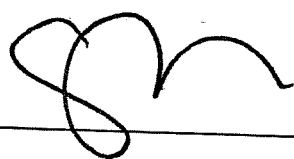
14.05 No Nonexempt Investments

The Corporation shall not make any investments in such manner as to subject to tax under section 4944 of the Code.

14.06 No Taxable Expenditures

The Corporation shall not make any taxable expenditures as defined in §4945 (d) of the Code.

IN WITNESS WHEREOF, the undersigned members, representing a majority of all the members of Payu'ta have subscribed their names to signify their vote for the adoption of the foregoing by-laws this 20<sup>th</sup> day of May, 2008.



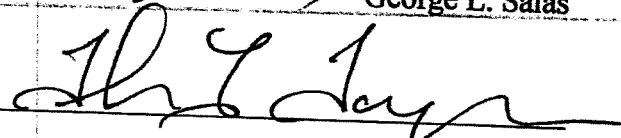
Sarah Thomas-Nededog



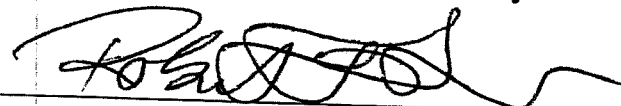
Victor P. Camacho



George L. Salas



Thomas T. Taylor




Rob J. Zimmerman


CERTIFICATE OF ADOPTION

The undersigned are the duly elected directors of Payu'ta and the foregoing by-laws, constitute the by-laws of the Corporation, duly adopted by an affirmative vote of all members— at a meeting duly called for that purpose and duly held on May 20, 2008, at Sanctuary, Inc. of Guam.

IN WITNESS WHEREOF, we have hereunto set our hands this 20<sup>th</sup> day of May, 2008.



Sarah Thomas-Nededog



Victor P. Camacho



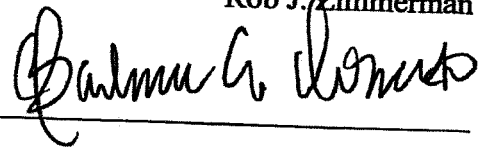
George L. Salas



Thomas T. Taylor

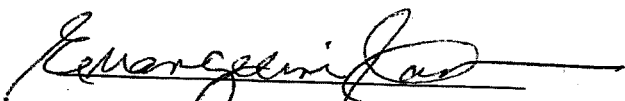


Rob J. Zimmerman



Barbara A. Roberto

COUNTERSIGNED:



Evangeline M. Cabacar

Affidavit of the Treasurer of Payu'ta

Territory of Guam )

)

ss:

City of Hagatna )

Victor P. Camacho, first being duly sworn, states:

1. That he is the Treasurer elected by the directors of Payu'ta
2. That he is a resident of the Territory of Guam

Dated this 20<sup>th</sup> day of May 2008..

Victor P. Camacho

Treasurer

**Acknowledgement:**

Territory of Guam

City of Chalan Pago

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of May 2008, by

Victor Camacho

, who is personally known to me or who has produced

I.D. (drivers license) as identification.

Signature of person taking acknowledgment

Name typed, printed, or stamped

This document was prepared by:

Name: Petina B. Rupley

Address: POB 20051 GMF

(Barrigada, GU 96901)

**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