

# **ARTICLES OF INCORPORATION**

*(RE-INCORPORATED 2006)*

The undersigned, desiring to become incorporated as a corporation under, and in accordance with the laws of the territory of Guam, and to obtain the benefits conferred by law upon corporations, do hereby mutually agree upon and enter into the following Articles of Incorporation.

## **ARTICLE ONE**

### **CORPORATE NAME**

The name of the corporation shall be:

**GUAM WOMEN'S CLUB, INC.**

## **ARTICLE TWO**

### **PRINCIPAL OFFICE**

The place of the principal office of the corporation shall be in the City of Hagåtña, Territory of Guam, and there may be subordinate or branch offices in any place within the territory of Guam as may be deemed necessary or requisite by the Board of Directors to transact the business of the corporation.

## **ARTICLE THREE**

### **PURPOSES AND POWERS**

The organization is organized exclusively for charitable purposes under Section 501(c) (3) of the Internal Revenue Code and Title 18 chapter 10.

### **Section 3.1**

#### **Purposes**

The purposes of the corporation are:

To investigate, discuss and seek improvement of conditions within the territory of Guam, which affect the general welfare, education, and health of the population

To engage in research on local, Pacific-Asiatic and World problems

To lend support to other civic and service organizations in their efforts to better local conditions

To extend the public benefit phases of the program of the corporation to as many persons as possible

To engage in fund raising activities for the purpose of securing funds to be used for public benefit programs

### **Section 3.2 Powers.**

The Corporation, subject to any specific written limitation or restriction imposed by law or by these-Articles of Incorporation, and solely in furtherance of, but not in addition to, the purposes set forth in Section 3.1, shall have and exercise the following powers:

a. Solicit, receive, and hold grants or gifts of every nature to be used in furtherance of the foregoing purposes as set

out in Section 3.1 of this Article.

b. To review letters of request soliciting assistance from the corporation, to evaluate the proposals, and to select and fund those proposals which, in the opinion of the Corporation, best further the foregoing purposes as set out in Section 3.1 of this Article.

c. To engage in any other lawful activity in furtherance of the purposes set out in Section 3.1 of this Article.

#### **ARTICLE FOUR CORPORATE 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 here from and the powers now provided (or which may be hereafter provided) by law for incorporated entities.

#### **ARTICLE FIVE CORPORATE MEMBERSHIP**

##### **Section 5.1 Corporate Membership**

The Corporation shall originally consist of the eleven Incorporator Members. Thereafter the number of members will be limited to two hundred.

##### **Section 5.2**

### Term of Office

The members of the Corporation shall serve for a term of one year.

### Section 5.3

Incorporator Members. The names and addresses of the incorporator members of the corporation are:

<u>Members and Addresses</u>	<u>Street Address</u>
RoseMarie Cruz P.O. Box 686 Hagåtña, Guam 96932	113 Gusto Street Hyundai, Mongmong
Jillette Leon-Guerrero P.O. Box 5763 Hagåtña, Guam 96932	176 Apugan Drive Agana Heights
Debra Ahillen 155 Puti Tai Nobio St. Barrigada Heights	155 Puti Tai Nobio St. Barrigada Heights
Donna Kloppenburg P.O. Box 12214 Tamuning, Guam 96931	186 Oceanview Drive Piti
Marie McElligott P.O. Box 13142	132 Taigaigo St. Agana Heights

Santa Rita, 96915

Carina Fejerang  
104 West Sunset Blvd  
Tiyon, Guam 96913

104 West Sunset Blvd  
Tiyon

Setsuko Otake  
P.O. Box 6777  
Tamuning, Guam 96931

#8 Gollo Court,  
Perez Acres, Yigo

Joelle Wainer  
P.O. Box 9819  
Tamuning, Guam 96913

207 Maryr St., Maite

Valerie Blas  
626 Pale San Vitores Rd.  
Tumon, Guam 96932

626 Pale San Vitores  
Tumon

Carin Allen  
118 Governor Skinner St.  
Tamuning, Guam 96913

118 Gov. Skinner St.  
Tamuning

Nicole Woo  
P.O. Box 7870  
Tamuning, Guam 96931

138 Paseo De Oro  
Tamuning

**ARTICLE SIX  
NONPROFIT STATUS**

The Corporation is organized exclusively to be a non-profit corporation. It shall not issue any stock or other evidence

of ownership. It is specifically provided that no member of this Corporation shall or may at any time derive any personal benefits or profits from the Corporation other than that which is incidental to membership. It is specifically provided, however, that members may be reimbursed the cost of any personal disbursements made by them for the general benefit of the Corporation.

The Corporation shall not participate in or intervene in any political campaign for public office, including the publishing or distribution of statements.

The Corporation is exempt from Federal Income Tax under Internal Revenue Code, Section 501 (c) (3), as that Section is applicable to the territory of Guam, or a corporation, contributions to which are deductible under Internal Revenue Code, Section 170(c) (2), or the corresponding provisions of any future United States Internal Revenue Laws, as they may be applicable to the territory of Guam.

## **ARTICLE SEVEN**

### **AMENDMENT OF ARTICLES OF INCORPORATION**

The affirmative vote of the holders of a simple majority of the members shall be required to effect any proposed amendment to the Articles of Incorporation, except as otherwise affirmatively provided by law or by these Articles of Incorporation.

## **ARTICLE EIGHT**

### **OFFICERS**

The Officers of the Corporation shall be a President, Vice-

President and Treasurer. All officers must be residents of Guam.

The corporation may have the additional officers that may be determined in accordance with the By-laws from time to time.

The Officers shall have the powers, perform the duties, and be appointed as may be determined in accordance with the By-laws.

## **ARTICLE NINE BOARD OF DIRECTORS**

The Board of Directors shall consist of the number of persons, not less than three (3) and not more than seven (7), that shall be determined in accordance with the By-laws from time to time; provide, that the number of directors may be increased to as many as fifteen (15) by the formal assent of a majority of members.

The directors and alternated directors or substitute directors, if any shall be elected or appointed in the manner provided by the By-laws, and all vacancies in the office or director or any officer shall be filled in the manner provided for in the By-laws.

a. Powers of the Directors.

The Directors shall have full control and management of the affairs, business, and property of the Corporation in accordance with the By-laws.

b. Direction of Purpose and Exercise of Power by Directors. The Board of Directors, subject to any specific written limitation, any restriction imposed by law, or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the Corporation in accordance with the By-laws.

c. Initial Board of Directors. The initial Board of Directors shall consist of seven (7) members, each of whom shall be a resident of the territory of Guam, and who shall serve as Directors until the annual meeting of members, or until their successors shall have been elected and qualified.

The names and addresses of the initial Board of Directors are:

Jillette Leon-Guerrero  
P.O. Box 5763  
Hagåtña, Guam 96932

Debra Ahillen  
155 Puti Tai Nobio St.  
Barrigada Heights, Guam 96913

Carin Allen  
118 Governor Skinner St.  
Tamuning, Guam 96913

Joelle Wainer  
P.O. Box 9819  
Tamuning, Guam 96913



Carina Fejerang  
104 W. Sunset Blvd  
Tiyan, Guam 96913

Nicole Woo  
P.O. Box 7870  
Tamuning, Guam 96931

Valerie Blas  
626 Pale San Vitores Rd.  
Tumon, Guam 96932

#### **ARTICLE TEN**

##### **ADOPTION AND AMENDMENT OF BY-LAWS**

By-Laws may be adopted, or existing By-laws repealed or amended only at a members meeting called for that purpose, by a vote of a majority of members entitled to vote or by written assent of such members.

#### **ARTICLE ELEVEN**

##### **SERVICE OF PROCESS**

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

#### **ARTICLE TWELVE**

##### **LIMITATION OF LIABILITY**

The property of the Corporation alone shall be liable for its debts and the members and officers shall incur no personal liability for corporate debts by reason of their membership or position.

## **ARTICLE THIRTEEN**

### **DISTRIBUTION IN EVENT OF DISSOLUTION**

In the event of dissolution of the Corporation, the Board of Directors shall, or if there is no Board of Directors the members shall, after paying or making provision for payment of all liabilities of the Corporation, dispose of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organizations organized and operated exclusively for charitable purposes and at the time qualify as exempt organizations under Internal Revenue Code, Section 501 (c) (3), or the corresponding provisions of any future United States Internal Revenue Laws, as they may be applicable to the territory of Guam.

Any of such assets not so disposed of such be distributed by the Superior Court of Guam for the above purposes, or to such organizations which are organized and operated for such purposes as the Court determines.

In Witness Whereof, the undersigned, constituting at least a three-fourths majority of the Incorporator Members have set our hands this 14<sup>th</sup> day of July, 2006.

