

GOVERNMENT OF GUAM

Department of Revenue and Taxation

File No.: D-16946

Incorporation Certificate

This is to certify that the Articles of Incorporation of

HUMATAK COMMUNITY FOUNDATION, INCORPORATION

have been duly filed and entered in accordance with the law under §281702(1), Title 18 GCA in the Records of Articles of Incorporation in the Department of Revenue and Taxation Government of Guam.

Approved and authorized to incorporate effective 09:00am Guam Pacific Time November 17, 2011, the persons signing said Articles of Incorporation and their associates and successors shall constitute in body politic and corporate under the name: Humatak Community Foundation, Incorporation for the term in said Articles of Incorporation to be *Perpetual* unless sooner legally dissolved.

In Witness Whereof, I have hereunto subscribed my hand officially and have hereon impressed my seal of office at the City of Hagåtña, Guam at 9:00 A.M. on this 17th day of November, 2011.



JOHN P. CAMACHO

Director of Revenue and Taxation



Humatak Community Foundation

ARTICLES OF INCORPORATION

COPY

These Articles of Incorporation (the "Agreement") are made and effective September 3, 2011

DEPT OF REVENUE & TAXATION
GOVERNMENT OF GUAM

BY: Humatak Community Foundation, a corporation organized and existing under the laws of the Territory of Guam, with its head office located at:

AUG 17 2011
BUSINESS REGISTRATION

East Ginahit Street, Umatac Guam

1. ARTICLES OF INCORPORATION OF HUMATAK COMMUNITY FOUNDATION

The undersigned, acting as incorporators of a corporation under the Not for Profit Corporation Act of the United States America and the Territory of Guam, adopt the following articles of incorporation for such corporation:

2. NAME OF THE CORPORATION

The name of the corporation hereinafter referred to as the "Corporation" is Humatak Community Foundation.

3. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

4. PURPOSES OF THE CORPORATION

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Guam Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning Guam Revenue Code and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

5. EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for

services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

6. DISSOLUTION

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Guam Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or 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 the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

7. QUALIFICATIONS FOR MEMBERS

The qualifications for members and the manner of their admissions shall be regulated by the By-laws.

8. ADDRESS OF THE CORPORATION

The initial street address in the state of Guam of the initial registered office of the Corporation is East Ginahit Street, and the name of the initial registered agent at such address is P.O. Box 1675 Hagåtña, Guam 96932.

9. TERRITORY

The territory in which the operations of the Corporation are principally to be conducted is United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

10. BOARD OF DIRECTORS

The initial board of directors shall consist of at least three (3) members, who need not be residents of the Territory of Guam

11. ELECTION OF DIRECTORS

The names and addresses of the persons who shall serve as directors until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

Chairman: Joseph E. Quinata: P.O. Box 1675 Hagåtña, Guam 96932
Vice Chairman: Fred Gofigan: P.O. Box 5517 Hagåtña, Guam 96932
Secretary/Treasurer: Marilyn Salas Walter, P.O. 2626 Hagåtña, Guam 96932

12. INCORPORATORS


The names and addresses of the initial incorporators are as follows:

Joseph E. Quinata: P.O. Box 1675 Hagátña, Guam 96932
Fred Gofigan: P.O. Box 5517 Hagátña, Guam 96932
Marilyn Salas Walter: P.O. Box 1675 Hagátña, Guam 96932

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at Umatac on September 3, 2011.

FIRST INCORPORATOR

SECOND INCORPORATOR


Authorized Signature


Authorized Signature

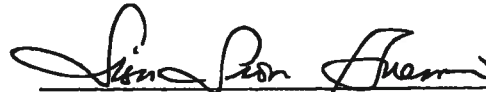
JOSEPH E. QUINATA, CHAIRMAN
SECRETARY/TREASURER Print Name and Title

MARILYN SALAS WALTER
Print Name and Title

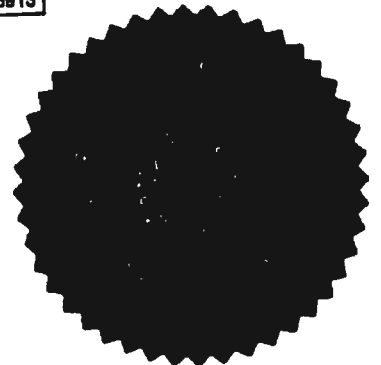
Hagatna, Guam (ss.

Before me, a Notary Public in and for Guam, USA personally appeared JOSEPH E. QUINATA AND MARILYN SALAS WALTER, known to me the persons who executed the foregoing instrument, and who personally acknowledged before me that they executed the same as their free and voluntary act.

WITNESS my hand and seal this 17th day of October, 2011.


Notary Public, Guam

LISA M. V. LEON GUERRERO
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: Jan. 05, 2013
P.O. Box 218205 GMF Barrigada, Guam 96913



115-37621

Humatak Community Foundation

BY-LAWS

COPY

These By-Laws of Humatak Community Foundation (the "Agreement") are made effective September 3, 2011.

DEPARTMENT OF REVENUE & TAXATION
GOVERNMENT OF GUAM

NOV 17 2011

BUSINESS REGISTRATION

1. ORGANIZATION

- A. The name of the organization shall be Humatak Community Foundation.
- B. The organization may at its pleasure by a vote of the membership body change its name.

2. PURPOSES

The purposes for which this organization has been organized is to develop and establish community-based missions and goals for the people of Humatak and the Territory of Guam; and

3. MEMBERSHIP

Membership in this organization shall be open to all who wish to:

- a) Invest either by monetary donation and/or in-kind goods and/or services to the mission of Humatak Community Foundation;
- b) Uphold the by-laws and the mission of Humatak Community Foundation

4. MEETINGS

- A. The annual membership meeting of this organization shall be held on the [DAY] of [MONTH] each and every year except if such day be a legal holiday, then and in that event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these By-Laws.
- B. The Secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership roll book in this organization a notice telling the time and place of such annual meeting.
- C. Regular meetings of this organization shall be held in the Municipality of Umatac or otherwise approved by the board of directors.
- D. The presence of not less than 50% of the members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than two weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.
- E. Special meetings of this organization may be called by the president when he deems it for the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least five days before the

scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of 50% of the members of the Board of Directors or 25% of the members of the organization, the president shall cause a special meeting to be called but such request must be made in writing at least five (5) days before the requested scheduled date.

- F. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

5. VOTING

- A. At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.
- B. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors. At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.
- C. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

6. ORDER OF BUSINESS

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

7. BOARD OF DIRECTORS

- A. The business of this organization shall be managed by a Board of Directors consisting of three (3) members, together with the officers of this organization. At least one of the directors elected shall be a resident of the Territory of Guam and a citizen of the United States of America.
- B. The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of five years.
- C. The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.
- D. 50% of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly on the second Saturday of each month unless otherwise approved by majority of the board members.

- E. Each director shall have one vote and such voting may not be done by proxy.
- F. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.
- G. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.
- H. The President of the organization by virtue of his office shall be Chairman of the Board of Directors.
- I. The Board of Directors shall select from one of their members a secretary.
- J. A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

8. OFFICERS

- A. The initial officers of the organization shall be as follows:

Chairman: Joseph E. Quinata: P.O. Box 1675 Hagåtña, Guam 96932

Vice Chairman: Fred Gofigan: P.O. Box 5517 Hagåtña, Guam 96932

Secretary/Treasurer: Marilyn Salas Walter, P.O. 2626 Hagåtña, Guam 96932

- B. The Chairman shall preside at all membership meetings. He shall by virtue of his office be Chairman of the Board of Directors. He shall present at each annual meeting of the organization an annual report of the work of the organization. He shall appoint all committees, temporary or permanent. He shall see all books, reports and certificates required by law are properly kept or filed. He shall be one of the officers who may sign the checks or drafts of the organization. He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.
- C. The Vice Chairman shall in the event of the absence or inability of the Chairman to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected Chairman.
- D. The Secretary/Treasurer shall keep the minutes and records of the organization in appropriate books. It shall be his duty to file any certificate required by any statute, federal or state. He shall give and serve all notices to members of this organization. He shall be the official custodian of the records and seal. He may be one of the officers required to sign the checks and drafts of the organization. He shall present to the membership at any meetings any communication addressed to him as Secretary of the organization. He shall submit to the Board any communications which shall be addressed to him as Secretary of the organization. He shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.
- E. The Secretary/Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He shall cause to be deposited in a regular business bank or trust company and the balance of the funds of the organization shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state. He must be one of the officers who shall sign checks or

drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. He shall exercise all duties incident to the office of Treasurer.

F. Officers shall by virtue of their office be members of the Board of Directors.

G. No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

9. SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

10. COMMITTEES

All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

The permanent committees shall be: Financial Committee, Charter School Committee

11. DUES

The dues of this organization shall be \$500 either by monetary and/or by in-kind goods and/or services per annum and shall be payable by or on September 30 of each year.

12. AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than the majority (50% plus 1) of the members.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the date first above written.

CHAIRMAN



Authorized Signature

Joseph Quinata

Print Name and Title

VICE CHAIRMAN



Authorized Signature

Fred Gofigan

Print Name and Title

SECRETARY/TREASURER



Authorized Signature

Marilyn Salas Walter

Print Name and Title

**Humátak Community Foundation
Initial Meeting
September 3, 2011
12:00pm
Humátak Village**

COPY

Minutes

I. Call to Order

Joe Quinata presided over the initial meeting of the Humátak Community Foundation and called the meeting to order at 12:00pm. The following people were present at the initial meeting: Joe Quinata, Fred Gofigan, Marilyn Salas Walter, Jesse Quinata, Ansito Walter, Tony Santos, Ben Santos.

II. Election of Officers

The election of officers was discussed and nominations for officers were made as follows:

1. Chairman

Fred Gofigan nominated Joe Quinata as Chairman. Joe Quinata accepted the nomination. No nominations were made and unanimously, Joe Quinata was voted Chairman of the Humátak Community Foundation.

2. Vice Chairman.

Marilyn Salas nominated Fred Gofigan as Vice Chairman. Fred Gofigan accepted the nomination. No nominations were made and unanimously, Fred Gofigan was voted Vice Chairman of the Humátak Community Foundation.

3. Secretary/Treasurer

Fred Gofigan nominated Marilyn Salas as Secretary/Treasurer. Marilyn Salas accepted the nomination. No nominations were made and unanimously, Marilyn Salas was voted Secretary/Treasurer of the Humátak Community Foundation.

Joe Quinata, the newly voted Chairman assumed the meeting.

III. Approval of Articles and By-Laws

Joe Quinata presented the Articles of Incorporation and By-Laws of the Humátak Community Foundation. The Articles and By-Laws were reviewed and discussed.

Marilyn Salas made a motion to approve the Articles of Incorporation and By-Laws of the Humátak Community Foundation seconded by Fred Gofigan and passed unanimously.

IV. Approval of Legal Counsel to Incorporate HCF

Joe Quinata explained the need for a legal counsel to assist in reviewing and filing the articles of incorporation and by-laws of the Humatak Community Foundation. Joe Quinata explained that board members will be notified to approve selection of legal counsel and fees.

Fred Gofigan made a motion to approve the hiring of a legal counsel and that board members will be notified to select legal counsel and approve fees to assist in filing the appropriate paperwork to incorporate the Humatak Community Foundation. Seconded by Marilyn Salas and passed unanimously.

V. Approval of Bank Institution

Joe Quinata explained the need for a bank account to make business transaction.

Fred Gofigan made a motion to approved to select Bank of Guam as the official Humatak Community Foundation bank. Seconded by Marilyn Salas and passed unanimously.

VI. Approval Community-Based Missions and Goals

Joe Quinata explained the need to approve the Humatak Community Foundations vision, mission and goals in order to move forward with community-based initiatives. Three initiatives were discussed: Charter School, Conservation of Land and Ocean, and Land Owners Association.

Fred Gofigan made a motion to approved two community missions; Charter School for Umatac and Land and Ocean Conservation missions. Seconded by Marilyn Salas and unanimously passed.

VII. Approval of Scheduled Meetings

Joe Quinata stated that a regular scheduled meeting should be decided.

Fred Gofigan made a motion to have the Humatak Community Foundation' regular board meeting scheduled every second Saturday of the month unless request is made and approved by the board. Seconded by Marilyn Salas and unanimously passed.

VIII. Announcements and Discussions

No announcements were made.

IX. Adjournment

Fred Gofigan made a motion to adjourn the meeting. Seconded by Marilyn Salas and unanimously passed. The meeting was adjourned at 1:30pm



Marilyn Salas, Secretary/Treasurer



DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023

Date of this notice: 07-05-2012

Employer Identification Number:
66-0787992

Form: SS-4

Number of this notice: CP 575 E

HUMATAK COMMUNITY FOUNDATION
INCORPORATION
251 EAST GINAHIT STREET
UMATAK, GU 96915

For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 66-0787992. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear off stub and return it to us.

Assigning an EIN does not grant tax-exempt status to non-profit organizations. Publication 557, *Tax Exempt Status for Your Organization*, has details on the application process, as well as information on returns you may need to file. To apply for formal recognition of tax-exempt status, most organizations will need to complete either Form 1023, *Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code*, or Form 1024, *Application for Recognition of Exemption Under Section 501(a)*. Submit the completed form, all applicable attachments, and the required user fee to:

Internal Revenue Service
PO Box 12192
Covington, KY 41012-0192

The Pension Protection Act of 2006 contains numerous changes to the tax law provisions affecting tax-exempt organizations, including an annual electronic notification requirement (Form 990-N) for organizations not required to file an annual information return (Form 990 or Form 990-EZ). Additionally, if you are required to file an annual information return, you may be required to file it electronically. Please refer to the Charities & Non-Profits page at www.irs.gov for the most current information on your filing requirements and on provisions of the Pension Protection Act of 2006 that may affect you.

To obtain tax forms and publications, including those referenced in this notice, visit our Web site at www.irs.gov. If you do not have access to the Internet, call 1-800-829-3676 (TTY/TDD 1-800-829-4059) or visit your local IRS office.

IMPORTANT REMINDERS:

- * Keep a copy of this notice in your permanent records. This notice is issued only one time and the IRS will not be able to generate a duplicate copy for you.
- * Use this EIN and your name exactly as they appear at the top of this notice on all your federal tax forms.
- * Refer to this EIN on your tax-related correspondence and documents.
- * Provide future officers of your organization with a copy of this notice.

If you have questions about your EIN, you can call us at the phone number or write to us at the address shown at the top of this notice. If you write, please tear off the stub at the bottom of this notice and send it along with your letter. If you do not need to write us, do not complete and return the stub. Thank you for your cooperation.

Keep this part for your records. CP 575 E (Rev. 7-2007)

Return this part with any correspondence so we may identify your account. Please correct any errors in your name or address.

CP 575 E

9999999999

Your Telephone Number Best Time to Call
() -

DATE OF THIS NOTICE: 07-05-2012
EMPLOYER IDENTIFICATION NUMBER: 66-0787992
FORM: SS-4 NOBOD

INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023
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HUMATAK COMMUNITY FOUNDATION
INCORPORATION
251 EAST GINAHIT STREET
UMATAK, GU 96915