

ARTICLES OF INCORPORATION AUG 13 2010

BUSINESS REGISTRATION

JUDICIAL HISTORY & ARTS 9:32

SOCIETY OF GUAM, INC.

We, the undersigned incorporators, hereby form and establish a nonprofit corporation under the laws of the Territory of Guam.

**ARTICLE ONE**

The name of this corporation is the Judicial History & Arts Society of Guam, Inc.

**ARTICLE TWO**

The location of its registered office on Guam is 108 Hernan Cortez Avenue, Suite 500, Hagatna, Guam 96910. The registered agent at this address is Mikel Schwab.

**ARTICLE THREE**

The location and address of the corporation's initial principal office is District Court of Guam, U.S. Courthouse, 520 West Soledad Avenue, Hagatna, Guam 96910.

**ARTICLE FOUR**

The corporation is organized NOT FOR PROFIT and exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or the corresponding provisions of any future United States internal revenue law. To further its exempt purposes, the corporation's activities may include, but shall not be limited to:

(a) Collection of historical material, sponsor research, and develop programs pertaining to the District Court of Guam and the attorneys who have practiced in that court.

(b) To present programs of historical or current interest at the annual Guam Judicial Conferences, including possibly assuming responsibility for the Fireside Chats, which involve informal conversational presentations with the District Court judges and other notable judges and attorneys within the District of Guam.

(c) Assisting in the development and presentation of the Guam collection of historical materials which have been donated to the District Court of Guam and develop and present programs utilizing material from this collection.

(d) Sponsoring bench/bar activities and programs, including local law day activities and programs for schools or community groups.

(e) Developing and preserving material of future historical significance, including the following: securing oral histories of notable judges and attorneys; preserving relevant photographs and news accounts of notable cases and events involving the federal courts; and to inventory existing historical resources within the district.

(f) Sponsoring grants or prizes for the most significant publications within the district relevant to court and legal histories.

(g) Assisting in the acquisition of art work, statues, plaques, benches, and other furniture or fixtures of an historical significance.

(h) Preparing periodic reports to the membership listing exhibits, displays, and information pertinent to the commission of the Judicial History and Arts.

(i) All other purposes permitted by law of a Guam not-for-profit corporation qualified under Section 501(c)(3) of the Code.

#### **ARTICLE FIVE**

In all events, the following restrictions and provisions shall apply:

(a) The corporation shall use and apply the assets of the corporation, including all income therefrom, exclusively for the purposes for which the corporation is organized. The corporation shall not be operated for the primary purpose of carrying on a trade or business for profit. No part of the net earnings of the corporation shall inure incidentally or otherwise to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Four hereof.

(b) 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under the Code (or the corresponding provision of any future United States internal revenue law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding provision of any future United States internal revenue law).

#### **ARTICLE SIX**

The corporation will not have authority to issue capital stock, and will not have voting members.

#### **ARTICLE SEVEN**

The Board of Directors shall have all powers granted by Guam law and statutes.

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## ARTICLE EIGHT

(a) No director shall be personally liable to the corporation or its members for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law

- (i) for breach of the director's duty of loyalty to the corporation or its members,
- (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law,
- (iii) under the provisions of 18 G.C.A. and any amendments thereto, or
- (iv) for any transaction from which the director derived an improper personal benefit.

No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to the date when such provision becomes effective.

(b) If the Guam corporation law or other applicable Guam laws are amended to further limit or eliminate liability of this corporation's directors for breach of fiduciary duty, then a director of this corporation shall not be liable for any such breach to the fullest extent permitted by the applicable Guam laws, as so amended. If the applicable Guam laws are amended to increase or expand liability of directors of this corporation for breach of fiduciary duty, no such amendment shall apply to or have any effect on the liability or alleged liability of any director of this corporation for or with respect to any acts or omissions of such director occurring prior to the time of such amendment or otherwise adversely affect any right or protection of a director of this corporation existing at the time of such amendment.

## ARTICLE NINE

The term for which this corporation is to exist is fifty years from the date of incorporation.

## ARTICLE TEN

No member of this corporation shall benefit financially from the dissolution thereof. In the event of dissolution of this corporation, the governing body shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Code (or the corresponding provision of any future United States internal revenue law), as the governing board shall determine. Any such assets not so disposed of shall be disposed of by the district court 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.

## ARTICLE ELEVEN

The authorized number of directors of the corporation shall be as prescribed in the Bylaws until changed by amendment. The number of directors and their terms of service may be changed from time to time in such

manner as prescribed in the bylaws of the corporation. The directors shall serve without compensation, provided that they may receive, pursuant to resolution of the Board of Directors, compensation for services other than those as a director. The Board of Directors may employ personnel and agents, including a director, necessary to carry out the purposes and objectives of the corporation. The private property of the officers and directors of this corporation shall not be subject to the payment of this corporation's debts to any extent whatever.

## **ARTICLE TWELVE**

The power to adopt, amend and repeal the bylaws of this corporation shall reside in the Board of Directors of this corporation. Subject to the limitations set forth in these Articles of Incorporation, the corporation's Board of Directors reserve the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, provided, however, that said power of amendment shall not authorize any amendment which would have the effect of disqualifying the corporation as an exempt organization under the provisions of §501(c)(3) of the Code.

## **ARTICLE THIRTEEN**

The names and addresses of the incorporators are:

1. Mikel W. Schwab, 108 Hernan Cortez Avenue, Suite 500; Hagåtña, Guam 96910
2. Charles B. White, 520 West Soledad Avenue; Hagåtña, Guam 96910
3. Lolita C. Toves: 520 West Soledad Avenue, Hagåtña, Guam 96910
4. Rosita P. San Nicolas: P.O. Box 3212, Hagåtña, Guam 96931
5. Rossanna Villagomez-Aguon: 520 West Soledad Avenue; Hagåtña, Guam 96910
6. Carmen D. O'Mallan: 520 West Soledad Avenue; Hagåtña, Guam 96910
7. John T. Gorman: 400 Route 8, #501; Mongmong, Guam 96910
8. Jessica F. Cruz: 108 Hernan Cortez Avenue, Suite 500; Hagåtña, Guam 96910
9. Lita M. Duenas: 400 Route 8, #501; Mongmong, Guam 96910
10. Elaine J. Gogue, 520 West Soledad Avenue, Suite 344; Hagåtña, Guam 96910.

## **ARTICLE FOURTEEN**

The management and operation of the business and affairs of the corporation shall be vested in the Board of Directors selected as prescribed in the bylaws of the corporation. Election of directors need not be by written ballot unless the bylaws so provide. The names and addresses of the initial Board of Directors who will serve for a one-year term, or until their successors are elected and qualified, are listed below:

1. Mikel W. Schwab, 108 Hernan Cortez Avenue, Suite 500; Hagåtña, Guam 96910
2. Charles B. White, 520 West Soledad Avenue; Hagåtña, Guam 96910
3. Lolita C. Toves: 520 West Soledad Avenue, Hagåtña, Guam 96910
4. Rosita P. San Nicolas: P.O. Box 3212, Hagåtña, Guam 96931
5. Rossanna Villagomez-Aguon: 520 West Soledad Avenue, Hagåtña, Guam 96910

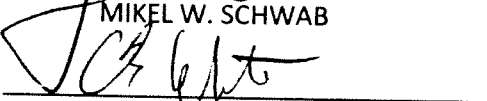
6. Carmen D. O'Mallan: 520 West Soledad Avenue, Hagåtña, Guam 96910
7. John T. Gorman: 400 Route 8, #501, Mongmong, Guam 96910
8. Jessica F. Cruz: 108 Hernan Cortez Avenue, Suite 500; Hagåtña, Guam 96910
9. Lita M. Duenas: 400 Route 8, #501; Mongmong, Guam 96910
10. Elaine J. Gogue, 520 West Soledad Avenue, Suite 344; Hagåtña, Guam 96910.

IN TESTIMONY WHEREOF, the Incorporators have signed these Articles of Incorporation this 30<sup>th</sup> day of July, 2010.



MIKEL W. SCHWAB

Date: 7/30/2010



CHARLES B. WHITE

Date: 7/30/2010



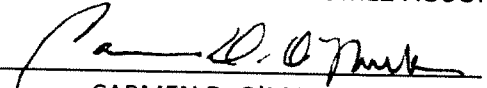
LOLITA C. TOVES

Date: 7/30/2010



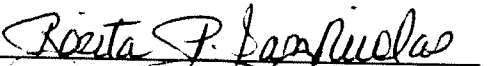
ROSSANNA VILLAGOMEZ-AGUON

Date: 7/30/10



CARMEN D. O'MALLAN

Date: 8/5/2010



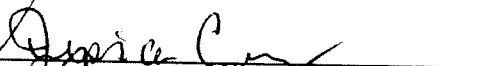
ROSITA P. SAN NICOLAS

Date: 7/30/10



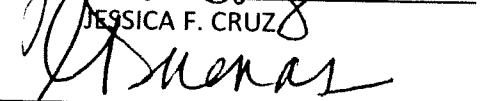
JOHN T. GORMAN

Date: 7/30/10



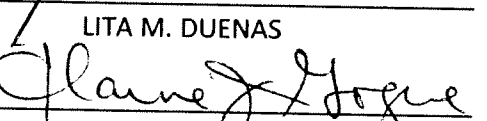
JESSICA F. CRUZ

Date: 7/30/10



LITA M. DUENAS

Date: 7/30/10



ELAINE J. GOGUE

Date: 7/30/10

Guam, U.S.A., )  
 ) ss:  
City of Hagatna. )

On this 30<sup>th</sup> day of July, 2010, before me, a Notary Public in and for Guam, U.S.A., personally appeared **Mikel W. Schwab**, known to me to be the person whose name is subscribed to the foregoing ARTICLES OF INCORPORATION, and acknowledged to me that he executed the same as his free act and deed for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year above set forth.



NOTARY PUBLIC

**CARMEN B. SANTOS**  
NOTARY PUBLIC  
In and for Guam, U.S.A.  
My Commission Expires: **Oct. 08, 2011**  
P.O. Box 5060 Hagatna, Guam 96932

Guam, U.S.A., )  
 ) ss:  
City of Hagatna. )

On this 30<sup>th</sup> day of July, 2010, before me, a Notary Public in and for Guam, U.S.A., personally appeared **Charles B. White**, known to me to be the persons whose name is subscribed to the foregoing ARTICLES OF INCORPORATION, and acknowledged to me that he executed the same as his free act and deed for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year above set forth.




NOTARY PUBLIC

**CARMEN B. SANTOS**  
NOTARY PUBLIC  
In and for Guam, U.S.A.  
My Commission Expires: **Oct. 08, 2011**  
P.O. Box 5060 Hagatna, Guam 96932

Guam, U.S.A.,            )  
                                  ) ss:  
City of Hagatna.        )

On this 30<sup>th</sup> day of July, 2010, before me, a Notary Public in and for Guam, U.S.A., personally appeared **Lolita C. Toves**, known to me to be the person whose name is subscribed to the foregoing ARTICLES OF INCORPORATION, and acknowledged to me that she executed the same as her free act and deed for the purposes therein contained.


IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year above set forth.

  
\_\_\_\_\_  
**NOTARY PUBLIC**  
**CARMEN B. SANTOS**  
NOTARY PUBLIC  
In and for Guam, U.S.A.  
My Commission Expires: Oct. 08, 2011  
P.O. Box 5060 Hagatna, Guam 96932

Guam, U.S.A.,            )  
                                  ) ss:  
City of Hagatna.        )

On this 30<sup>th</sup> day of July, 2010, before me, a Notary Public in and for Guam, U.S.A., personally appeared **Rossanna Villagomez-Aguon**, known to me to be the person whose name is subscribed to the foregoing ARTICLES OF INCORPORATION, and acknowledged to me that she executed the same as her free act and deed for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year above set forth.

  
\_\_\_\_\_  
**NOTARY PUBLIC**  
**CARMEN B. SANTOS**  
NOTARY PUBLIC  
In and for Guam, U.S.A.  
My Commission Expires: Oct. 08, 2011  
P.O. Box 5060 Hagatna, Guam 96932

Guam, U.S.A., )  
 ) ss:  
City of Hagatna. )

On this 5<sup>th</sup> day of August, 2010, before me, a Notary Public in and for Guam, U.S.A., personally appeared **Carmen D. O'Mallan**, known to me to be the person whose name is subscribed to the foregoing ARTICLES OF INCORPORATION, and acknowledged to me that she executed the same as her free act and deed for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year above set forth.

  
\_\_\_\_\_  
NOTARY PUBLIC

**CARMEN B. SANTOS**  
NOTARY PUBLIC  
In and for Guam, U.S.A.  
My Commission Expires: Oct. 08, 2011  
P.O. Box 5060 Hagatna, Guam 96932

Guam, U.S.A., )  
 ) ss:  
City of Hagatna. )

On this 30<sup>th</sup> day of July, 2010, before me, a Notary Public in and for Guam, U.S.A., personally appeared **Rosita P. San Nicolas**, known to me to be the persons whose name is subscribed to the foregoing ARTICLES OF INCORPORATION, and acknowledged to me that she executed the same as her free act and deed for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year above set forth.

  
\_\_\_\_\_  
NOTARY PUBLIC

**CARMEN B. SANTOS**  
NOTARY PUBLIC  
In and for Guam, U.S.A.  
My Commission Expires: Oct. 08, 2011  
P.O. Box 5060 Hagatna, Guam 96932



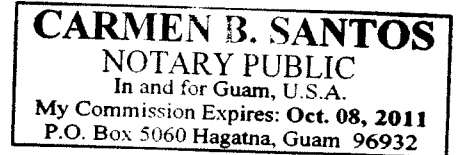
Guam, U.S.A., )  
 ) ss:  
City of Hagatna. )

On this 30<sup>th</sup> day of July, 2010, before me, a Notary Public in and for Guam, U.S.A., personally appeared **John T. Gorman**, known to me to be the person whose name is subscribed to the foregoing ARTICLES OF INCORPORATION, and acknowledged to me that he executed the same as his free act and deed for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year above set forth.



NOTARY PUBLIC



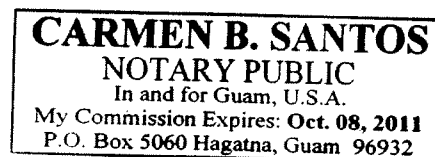
Guam, U.S.A., )  
 ) ss:  
City of Hagatna. )

On this 30<sup>th</sup> day of July, 2010, before me, a Notary Public in and for Guam, U.S.A., personally appeared **Lita M. Duenas**, known to me to be the person whose name is subscribed to the foregoing ARTICLES OF INCORPORATION, and acknowledged to me that she executed the same as her free act and deed for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year above set forth.



NOTARY PUBLIC

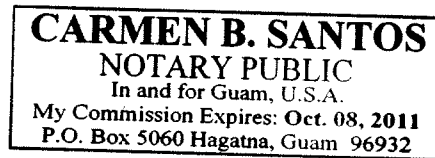


Guam, U.S.A.,            )  
                                  ) ss:  
City of Hagatna.        )

On this 30<sup>th</sup> day of July, 2010, before me, a Notary Public in and for Guam, U.S.A., personally appeared **Jessica F. Cruz**, known to me to be the person whose name is subscribed to the foregoing ARTICLES OF INCORPORATION, and acknowledged to me that she executed the same as her free act and deed for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year above set forth.

  
\_\_\_\_\_  
NOTARY PUBLIC



Guam, U.S.A.,            )  
                                  ) ss:  
City of Hagatna.        )

On this 30<sup>th</sup> day of July, 2010, before me, a Notary Public in and for Guam, U.S.A., personally appeared **Elaine J. Gogue**, known to me to be the person whose name is subscribed to the foregoing ARTICLES OF INCORPORATION, and acknowledged to me that she executed the same as her free act and deed for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year above set forth.

  
\_\_\_\_\_  
NOTARY PUBLIC

