

ARTICLES OF INCORPORATION
OF
GUAM PRESERVATION TRUST

To All Whom These Presents May Come:

KNOW THAT WE, the undersigned, pursuant to Public Law 21-07, Government Code Section 13985.80 et seq., 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:

"Guam Preservation Trust"

ARTICLE II

PRINCIPAL OFFICE

The place of the principal office of the Corporation shall be in Agana Heights, Territory of Guam.

ARTICLE III

PURPOSES

The purposes for which this corporation is formed are:

(a) To conduct and carry on the work of the Corporation not for profit 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 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 seek grants and donations;

(c) To acquire title to threatened Guam properties for the preservation of their historical value, whether in fee simple, by leasehold, or by easement, and whether through donation, transfer, dedication, purchase, or eminent domain;

(d) To award grants for archaeological investigations, for the recording and salvage of sites of historic prehistoric interest and value, for locating, recording and saving prehistoric and historic remains on sites that will be utilized for non-profit and non-commercial purposes, such as private homes, schools, churches, and other similar purposes;

(e) To support other activities directly related to increasing the public appreciation of and benefit from historical places;

(f) To sue and be sued in its own name;

(g) To hire its own legal counsel;

(h) To hire or contract for the management of assets of the corporation and the conduct of the corporation's business;

(i) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set

forth, either alone or in association with others, and incidental or pertaining to.

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. 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 on 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 according to the laws of the Territory of Guam.

ARTICLE V

MEMBERSHIP

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

| <u>Name</u> | <u>Residence</u> | <u>Address</u> |
|---|----------------------|---|
| Jack B. Jones (Field of Architecture) | Agana Heights, Guam | P.O. Box 6277 Airport Plaza Suite C Agana, Guam 96911 |
| Dr. Rosa Carter (Field of History) | Windward Hills, Guam | P.O. Box BJ Agana, Guam 96910 |
| Jane Jennison-Williams (Field of Archeology) | Maina, Guam | P.O. Box 3097 Agana, Guam 96910 |

| | | |
|--|------------------|--|
| Peter Toves (Field of Planning) | Santa Rita, Guam | P.O. Box 17A COMNAVMAR FPO San Fran. 96630 |
| Menang Diaz (Field of Chamorro Culture) | Sinajana, Guam | P.O. Box 1056 Agana, Guam 96910 |

and such other member or members as may be determined according to the laws of the Territory of Guam. In the event the members described above are unable to fulfill their duties as provided in the by-laws, then the following shall serve as alternate members:

| <u>Name</u> | <u>Residence</u> | <u>Address</u> |
|--|---------------------|---|
| H. Mark Ruth (Field of Architecture) | Agana Heights, Guam | P.O. Box 7013 Tamuning, Guam 96910 |
| Marjorie Driver (Field of History) | Tamuning, Guam | UOG Station MARC Manilao, Guam 96923 |
| Dr. Hiro Kurashina (Field of Archeology) | Perez Acres, Guam | UOG Station MARC Manilao, Guam 96923 |
| Richard Rosario (Field of Planning) | Chalan Pago, Guam | P.O. Box 1534 Agana, Guam 96910 |
| Rita Franquez (Field of Chamorro Culture) | Agana, Guam | P.O. Box 1672 Agana, Guam 96910 |

b) The filling of vacancies, the different fields of membership, voting, the tenure and other rights and privileges of members shall be as provided in the by-laws.

ARTICLE IV

OFFICERS AND DIRECTORS

a) The officers of the Corporation shall be a Chairperson, Vice-Chairperson, a Secretary, and a Treasurer. The Corporation may have such additional officers as from time to time as may be determined in accordance with the by-laws. The officers shall have the powers, perform the duties and be appointed as may be determined in accordance with the by-laws. Any person may hold two (2) or more offices of the Corporation except those of President and Secretary. The Secretary or Treasurer shall be a resident of the Territory of Guam.

b) The board of directors shall consist of not less than five (5) members and five (5) alternate members as shall be determined in accordance with laws of the Territory of Guam. The directors shall be appointed in the manner provided by the laws of the Territory of Guam and all vacancies in the office of director or any director shall be filled in the manner provided for by the laws of the Territory of Guam.

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> |
|---|----------------------|---|
| Jack B. Jones (Field of Architecture) | Agana Heights, Guam | P.O. Box 6277 Airport Plaza Suite Agana, Guam 96911 |
| Dr. Rosa Carter (Field of History) | Windward Hills, Guam | P.O. Box BJ Agana, Guam 96910 |
| Jane Jennison-Williams (Field of Archeology) | Maina, Guam | P.O. Box 3097 Agana, Guam 96910 |

| | | |
|--|------------------|--|
| Peter Toves (Field of Planning) | Santa Rita, Guam | P.O. Box 17A COM NAV MAR FPO San Fran. 96630 |
| Menang Diaz (Field of Chamorro Culture) | Sinajana, Guam | P.O. Box 1056 Agana, Guam 96910 |

In the event the directors described above are unable to fulfill their duties as provided by the by-laws, then the following shall serve as alternate directors:

| <u>Name</u> | <u>Residence</u> | <u>Address</u> |
|--|---------------------|--|
| H. Mark Ruth (Field of Architecture) | Agana Heights, Guam | P.O. Box 7013 Tamuning, Guam 96911 |
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| Dr. Hiro Kurashina (Field of Archeology) | Perez Acres, Guam | UOG Station MARC Mangilao, Guam 96923 |
| Richard Rosario (Field of Planning) | Chalan Pago, Guam | P.O. Box 1534 Agana, Guam 96910 |
| Rita Franquez (Field of Chamorro Culture) | Agana, Guam | P.O. Box 1672 Agana, Guam 96910 |

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 by the by-laws of the corporation, and, in furtherance and not in limitation of said general powers, the Board of Directors shall have power to appoint such managers, officers or agents of the corporation 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 or agents; 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 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 by resolution be set forth for the purpose of carrying on or exercising any of the powers of the corporation; invest any funds of the corporation in such securities or other property as to it may seem proper; 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.

ARTICLE VII

IMMUNITY AND INDEMNITY OF OFFICERS AND DIRECTORS

A) No director or officer of the corporation whether or not then in office (and his or her heirs, executors and administrators) 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 or officer himself or herself as such, unless the same has resulted from his or her own willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his or her own office.

B) The immunity from liability provided for in this Article and the indemnity provided for in the by-laws shall be in addition to any

rights to which any director or officer of the corporation may otherwise be or become entitled, by law or otherwise. Any person who serves or continues to serve as a director or officer of the corporation shall be deemed to do so in reliance upon the provision of this Article and the relevant provisions of the by-laws.

ARTICLE VIII

SUCCESSION

The Corporation shall have succession by its corporate name for a term as may be 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.

ARTICLE IX

SERVICE OF PROCESS

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

ARTICLE X

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.


Guam Preservation Trust

Territory of Guam)
)
City of Agana) ss:

On this 13th day of January, 1991, before me a notary public in and for the territory Guam, personally appeared Dr. Rosa Carter, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation and she acknowledged to me that they executed the same.

WITNESS my hand and official seal.

)SEAL(

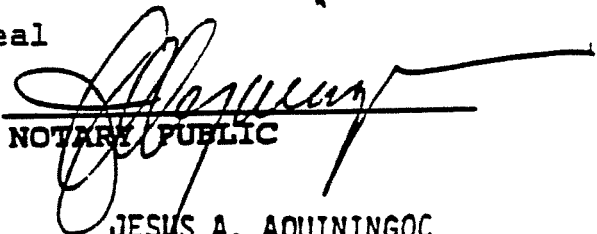

NOTARY PUBLIC
DARLA LEE BENITO
NOTARY PUBLIC
In and for the Territory of Guam
My Commission Expires: July 15, 1992

Territory of Guam)
)
City of Agana) ss:

On this 3rd day of January, 199~~1~~², before me, a notary public in and for the territory of Guam, personally appeared Jane Jennison-Williams known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation and she acknowledged to me that she executed the same.

WITNESS my hand and official seal

)SEAL(


NOTARY PUBLIC
JESUS A. AQUINGOC
NOTARY PUBLIC
In and for the Territory of Guam
My Commission Expires: 5/17/94

AFFIDAVIT OF THE TREASURER-SECRETARY

Territory of Guam)
) ss:
City of Agana)

The undersigned, first being duly sworn, states:

1. That she is the Treasurer-Secretary elected by the aforesaid subscriber of the aforesaid corporation.

2. That she is a resident of the Territory of Guam

DATED this 3rd day of January, 1997. *JHW*

Jane Jennison-Williams

JANE JENNISON-WILLIAMS
Treasurer-Secretary

SUBSCRIBED AND SWORN to before me this 3rd day of
January, 1997. *JA*

) SEAL (

Jesus A. Aquino

NOTARY PUBLIC
JESUS A. AQUINO
NOTARY PUBLIC
In and for the Territory of Guam
My Commission Expires: 5/17/94