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SECOND AMENDED ARTICLES OF INCORPORATION
OF

THE GUAM COMMUNITY COLLEGE FOUNDATION

[Amended August 22, 2019]

(A non-profit, public benefit corporation incorporated in Guam.)

I. NAME

The name of the corporation is the GUAM COMMUNITY COLLEGE FOUNDATION (hereinafter referred to as the "FOUNDATION").

II. PRINCIPAL OFFICE

The principal office of the Foundation shall be in Mangilao, Territory of Guam, and its mailing address shall be Post Office Box 23069, Guam, Mariana Islands, 96921.

III. INITIAL AGENT FOR SERVICE OF PROCESS

The name of the initial agent of the Foundation for service of process is the Chairman, Board of Trustees, Guam Community College, whose address is Guam Community College, P.O. Box 23069, Guam, Mariana Islands, 96921. The principal office shall be the Board of Trustees Office, Guam Community College, Main Campus, Mangilao.

IV. PURPOSES

This Foundation is a nonprofit, public benefit corporation and is not organized for the private gain of any person. It is organized under the laws of the Territory of Guam and of laws of the United States applicable to Guam for educational, scientific and charitable purposes. The Foundation shall apply for exemption from income taxation under Section 501(C)(3) of the Internal Revenue Code.

The primary purpose of the Foundation, is to provide a

vehicle for the contributions of funds to support activities, goals, plans, projects, and programs at the Guam Community College that are not funded or not adequately being funded by the government or traditional resources and to provide a public community relations program.

V. POWERS

In furtherance of its educational, scientific and charitable purposes, the Foundation may exercise all of the powers authorized to a corporation pursuant to Section 354 of the Civil Code of Guam and specifically it may:

(1) Solicit, accept or hold and administer funds to accomplish its purposes and take and receive, by grant, contract, bequest, devise, gift or benefit or trust, any property, real, personal, tangible or intangible wheresoever located.

(2) Purchase, or otherwise acquire property of every kind wheresoever located to accomplish its corporate purposes.

(3) Hold, sell, lease, convey and otherwise dispose of any property it received, purchase or otherwise acquired, and invest and reinvest the principal thereof, and to receive the income therefrom; to add any such income to principal and to deal with, use, expend, convey, donate, assign or otherwise transfer the property of the Foundation, whether principal or income, exclusively for the objects and purposes set out in these articles.

(4) Exercise its rights, powers and privileges by holding meetings of its members and Board of Governors and employ personnel and establish offices in any part of the world.

(5) Make grants, loans or contributions to organizations which are (i) exempt from income tax in the jurisdiction where they are domiciled and (ii) established for educational, scientific or charitable purposes provided such grants, loans or contributions assist or facilitate the Foundation in the carrying out of its own educational, scientific or

charitable purpose.

(6) Borrow funds and guarantee debts and loans solely for the benefit of the Guam Community College. [Added August 22, 2019]

(7) Do everything and anything reasonably and lawfully necessary, proper, suitable or convenient to achieve the objects and purposes set out in Article IV of these articles, provided, however, that the Foundation shall not exercise any power, express or implied, in such a manner as to disqualify it from exemption from income tax.

VI. LIMITATION OF FOUNDATION ACTIVITIES

It is the intention of the Foundation to at all times qualify and remain qualified as exempt from income tax. Accordingly:

(1) The Foundation shall not operate for profit, and no part of its earnings shall inure to the benefit of any member or individual; nor shall any of its earnings nor any of the property or assets of the Foundation be used for other than the objects and purposes of the Foundation set out in Article IV of these articles. This paragraph shall not be construed to prohibit the payment of salary to employees of the Foundation by its members or their representatives.

(2) No substantial part of the activities of the Foundation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this Foundation participate or intervene in any political campaign (including publishing or distribution of statements) on behalf of any candidate for public office.

(3) In the event of the liquidation, dissolution, termination or winding up of the Foundation, whether voluntary, involuntary or by operation of law, none of the property or assets

of the Foundation shall be distributed to any person, natural or legal, except to an entity located in the United States or within the political jurisdiction of the Foundation which is exempt from income tax and has as its purpose educational, scientific or charitable objects.

VII. MANAGEMENT OF FOUNDATION ACTIVITIES

Except as otherwise provided by law or in the bylaws adopted by the members, all of the affairs of the Foundation shall be managed by the Board of Governors of the Foundation. The Board of Governors may, upon a two-thirds vote at a meeting at which a quorum is present, amend or repeal any bylaw or adopt any new bylaw, provided, however, that any bylaw amended, repealed or adopted shall be considered revoked whenever a majority of the members of the Foundation shall so vote at a regular or special meeting.

VIII. AUTHORITY TO INCORPORATE

This Foundation exists pursuant to the authority given by the Board of Trustees of the Guam Community College by virtue of a resolution, a resolution, duly and regularly adopted, authorizing the establishment of a foundation for the purpose of soliciting funds and property to assist the Guam Community College its activities and programs,

This Foundation operates under the approval and control of the Board of Trustees of the Guam Community College and cannot exist without the sanction of the legal authority vested in the Board of Trustees.

IX. BOARD OF GOVERNORS

The Board of Governors shall initially consist of 4 members. It may be increased to not more than 15 members upon a majority

vote of the members at a regular or special meetings. The power of any member of the Board of Governors may be exercised at any meeting by proxy and the bylaws shall provide for action to be taken by the Board by written ballot without meeting. The Chairman and a member (to be named by the Board) of the Board of Trustees of the Guam Community College shall be ex-officio members of the Board of Directors. Initially, there shall be not less than three nor more than seven directors.

The initial members of the Board of Governors shall be:

NAMES

Juan C. Tenorio, Chairman
Board of Trustees
Guam Community College

Charles W. Spero, Vice-Chairman
Board of Trustees
Guam Community College

Tomas T. Flores

James W. Skiff

The addresses of said members are as follows:

Juan C. Tenorio
P.O. Box 23069
Guam Main Facility 96921

Charles W. Spero
P.O. Box 23069
Guam Main Facility 96921

Tomas T. Flores
P.O. Box 154
Agana, Guam 96910

James W. Skiff
P.O. Box 8560
Tamuning, Guam 96911

X. TERM OF FOUNDATION

The existence of the Foundation shall be for an additional fifty (50) years to October 26, 2062. (AMENDED AS OF SEPTEMBER 28, 2012).

XI. LIMITED LIABILITY

The private property of the members, their representatives, who constitute the Board of Governors, and the officers of the Foundation shall not be subject to the payment of the debts or liabilities of the Foundation in any manner or to any extent whatsoever.

IN WITNESS WHEREOF, we have signed and acknowledged these Articles of Incorporation on the dates below shown.

Date: August 10, 1982	_____ /s/ _____
Date: August 10, 1982	_____ /s/ _____
Date: August 10, 1982	_____ /s/ _____
Date: August 10, 1982	_____ /s/ _____
Date: August 10, 1982	_____ /s/ _____
Date: _____	_____
Date: _____	_____
Date: _____	_____

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BE IT REMEMBERED, that on the 10 day of August, 1982, before me, a notary public in and for Guam, personally appeared JUAN C. TENORIO, known to me to be the person who subscribed to the foregoing Articles of Incorporation, and he duly acknowledged to me that he executed the same as the representative of Guam Community College, as incorporator hereof, and in his capacity as Chairman, Board of Trustees.

WITNESS my hand and official seal.

/s/

ANNIE L.T. SAN NICOLAS

NOTARY PUBLIC
In and for the Territory of Guam
My Commission Expires: 07/08/87

TERRITORY OF GUAM)
) SS.
CITY OF AGANA)

On this 10th day of August, 1982, before me, a notary public in and for the Territory of Guam, personally appeared CHARLES W. SPERO, TOMAS T. FLORES and JAMES W. SKIFF, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledged to me that they executed the same.

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

/s/

ANNIE L.T. SAN NICOLAS

NOTARY PUBLIC
In and for the Territory of Guam
My Commission Expires: 07/08/87

TERRITORY OF GUAM)
) SS. AFFIDAVIT OF TREASURER
CITY OF AGANA)

TOMAS T. FLORES, being first duly sworn, deposes and says:

1. That he is a resident of the Territory of Guam.

2. That he is an incorporator and director of the corporation "Guam Community College Foundation".

3. That he has been duly elected as Treasurer of said corporation.

4. That Guam Community College Foundation is a nonstick corporation.

Dated this 20th day of October, 1982.

_____/s/_____
THOMAS T. FLORES

SUBSCRIBED and SWORN to before me this 20th day of October, 1982.

_____/s/_____
ANNIE L.T. SAN NICOLAS

NOTARY PUBLIC
In and for the Territory of Guam
My Commission Expires: 07/08/87