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(SPACE ABOVE FOR RECORDER= S USE ONLY)

ARTICLES OF INCORPORATION  
of  
GUAM HOMELESS COALITION

Pursuant to the provisions of 18 G.C.A. 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 said laws upon corporations, do hereby mutually agree upon and enter into the following Articles of Incorporation:

**Article 1**

The name of this corporation shall be:

GUAM HOMELESS COALITION

**Article 2**

The place of the principal office of the corporation shall be in Hagåtña, territory of Guam. The name and address of the registered agent and registered office of this corporation is:

Lourdes B. Hongyee  
220 Chalan Rosan Hongyee  
Yigo, Guam 96913

**Article 3**

The corporation is organized and will be operated for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The purposes of the Guam Homeless Coalition are:



- 1.1 To conduct activities to assess the size of Guam's homeless population, the causes of homelessness and the needs of the homeless population;
- 1.2 To develop an accessible and comprehensive system which receives individuals and families in need of care and moves them through a system toward independent living and sustainability;
- 1.3 To coordinate and integrate homeless-related programs for smooth transition throughout Guam's Continuum of Care system; and
- 1.4 To evaluate the effectiveness and efficiency of the Guam Homeless Coalition system of care on an ongoing basis.

In pursuance of these purposes, the Corporation shall have the powers to carry on any business or other activity, which may be lawfully conducted by a corporation, organized under the territory of Guam, whether or not related to the foregoing purposes, and to do all things necessary, proper and consistent with maintaining tax exempt status under section 501(c)(3).

The corporation is formed also for the following purposes and subject to the following limitations:

The nature of business and the objectives and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act or activity for which non-profit corporations may be organized under the General Corporation Law of Guam.

This corporation is organized pursuant to the General Corporation Law of Guam of the territory of Guam and does not contemplate pecuniary gain or profit to the members thereof and it is organized for non-profit purposes.

The corporation is irrevocably dedicated to, and operated exclusively for, non-profit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual.

The corporation is authorized to solicit, collect and receive money and other assets, and to administer funds and contributions received by grant, gift, deed, bequest, or devise, and likewise to acquire money, securities, properties, rights and services of every kind and description, and to hold, invest, expand, contribute, sell, use and otherwise dispose of any money, securities, property, rights, or services so acquired for the purposes aforementioned.

In the event of the dissolution of the corporation or the winding up of its affairs, the corporation's property shall not be conveyed or distributed to any individual or organization created or operated for profit, but shall be conveyed or distributed only to an organization or organizations created and operated exclusively for charitable purposes and which organizations shall at the time qualify as an exempt organization or organizations under ' 501(c)(3) of the Internal Revenue Code.



#### **Article 4**

The authorized number, if any, and qualifications of members of the corporation, the filling of vacancies, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection, and the termination and transfer of membership shall be as stated in the Bylaws. If the voting, property or other rights or interests, or any of them, be unequal, the Bylaws shall set forth the rule or rules by which the respective voting, property or other rights or interests of each member or class of members are fixed and determined.

#### **Article 5**

This corporation is not authorized, nor shall it have the power, to issue capital stock.

#### **Article 6**

The officers of the Board of Directors shall be the Chairperson, Vice Chairperson, Secretary, and Treasurer. The corporation may have such additional officers as may be determined in accordance with the Bylaws from time to time. The officers shall have the powers to perform the duties and be appointed as may be determined in accordance with the Bylaws. Any persons may hold two or more offices other than that of Chairperson of said corporation, if so provided by the Bylaws.

The Board of Directors shall consist of three to seven persons. The Directors shall be members of the corporation. The Directors (and alternate Directors or substitute Directors, if any) shall be elected or appointed in the manner provided for in the Bylaws.

The persons who are the present Directors of the corporation and their residences are as follows:

| <u>NAME</u>                           | <u>RESIDENCE</u>   |
|---------------------------------------|--|
| Shelly V. Calvo, Chairperson          | 196 E.T. Calvo Way,<br>Maite, Guam 96910                         |
| Juanito B. Trinidad, Vice Chairperson | Apt 73 Saga-ta<br>Tun Teodora Dungca St.<br>Tamuning, Guam 96913 |
| Lourdes B. Hongyee, Secretary         | 220 Chalan Rosan Hongyee<br>Yigo, Guam 96913                     |
| Frankie L. Lake, Treasurer            | 157C Duendes Street<br>Mongmong, Guam 96927                      |



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 Bylaws of the corporation.

A Director of the corporation shall not, in the absence of fraud, be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser or otherwise, nor, in the absence of fraud, shall any transaction or contract of the corporation be void or voidable or affected by reason of the fact that any Director, or any firm of which any Director is a member, or any corporation of which any Director is an Officer, Director or Stockholder, is in any way interested in such transaction or contract; provided that at the meeting of the Board of Directors or of a committee thereof having authority in the premises, authorizing or confirming said contract or transaction, the existence of any interest of such director, firm or corporation is disclosed or is known and there shall be present a quorum of the Board or of Directors constituting such committee, and such contract or transaction shall be approved by a majority of such quorum, which majority shall consist of Directors not so interested or connected. Directors so interested may be counted when present at meetings of the Board of Directors or of such committee for the purpose of determining the existence of a quorum. Any contract, transaction or act of the corporation or of the Board of Directors or of any committee thereof (whether or not authorized, confirmed or approved as hereinbefore provided) which shall be ratified by a majority in interest of the members entitled to vote, at any annual meeting, or any special meeting called for such purpose, shall be as valid and as binding as though ratified by every member of the corporation. Any Director of the corporation may be counted in determining the existence of a quorum at a meeting to consider any contract or transaction between the corporation and any subsidiary, parent or other affiliated corporation of which he is also a Director or officer and may vote upon any such contract or transaction which shall not be invalid or otherwise affected by reason of his presence or his vote.

The corporation shall not, without the affirmative vote at a meeting of the members called for the purpose of authorizing such action, or the written consent with or without a meeting of the holders of at least a majority or more of the voting power:

- (1) Amend, alter or repeal any of the provisions of this Articles of Incorporation;
- (2) Sell or otherwise dispose of substantially all of the corporation=s assets; or
- (3) Merge or consolidate with or into any other corporation.

Pursuant to Title 18, the Secretary or the Treasurer is a resident of Guam.



## **Article 7**

The corporation shall exist under its corporate name for the term of fifty (50) years, and as thereafter extended in the manner provided by law, and shall have all the powers herein enumerated or implied here from and the power not provided (or which may be hereafter provided) by law for incorporated companies.

## **Article 8**

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

## **Article 9**

Members of this corporation are not personally liable for the debts, liabilities, or obligations of the corporation.

## **Article 10**

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any Director, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the corporation. Compensation services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this corporation shall be limited to reasonable amounts. No substantial amount of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and this corporation shall not intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles or of any Bylaws adopted thereunder, this corporation shall not take any action not permitted by the laws, which then apply to this corporation.

## **Article 11**

The names and residences of the incorporators, who are the first members, are as follows:

### NAME

Shelly V. Calvo, Chairperson

Juanito B. Trinidad, Vice Chairperson

### RESIDENCE

196 E.T. Calvo Way,  
Maite, Guam 96910

Apt 73 Saga-ta  
Tun Teodora Dungca St.  
Tamuning, Guam 96913



Lourdes B. Hongyee, Secretary

220 Chalan Rosan Hongyee  
Yigo, Guam 96913

Frankie L. Lake, Treasurer

157C Duendes Street  
Mongmong, Guam 96927

The undersigned incorporators hereby declare under the penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

  
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**SHELLY V. CALVO**

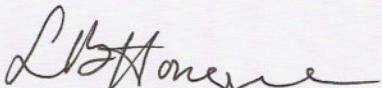
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\_\_\_\_\_  
Date

  
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**JUANITO B. TRINIDAD**

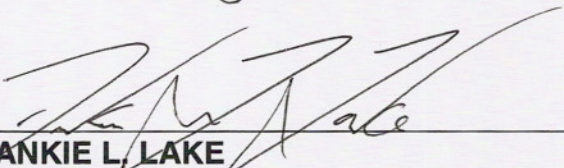
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Date

  
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**LOURDES B. HONGYEE**

7-22-11

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Date

  
\_\_\_\_\_  
**FRANKIE L. LAKE**

7/22/11

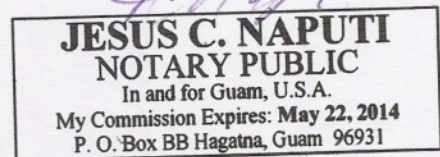
\_\_\_\_\_  
Date



On this 22<sup>nd</sup> day of July, 2011, before me, a Notary Public in and for Guam, personally appeared SHELLY V. CALVO & JUANITO B. TRINIDAD known to me to be the person(s) whose name(s) is/are subscribed to the foregoing Articles of Incorporation and acknowledged to me that he/she/they executed the same.



NOTARY PUBLIC



On this 22<sup>nd</sup> day of July, 2011, before me, a Notary Public in and for Guam, personally appeared LOURDES B. HONGYEE & FRANKIE L. LAKE known to me to be the person(s) whose name(s) is/are subscribed to the foregoing Articles of Incorporation and acknowledged to me that he/she/they executed the same.



NOTARY PUBLIC

