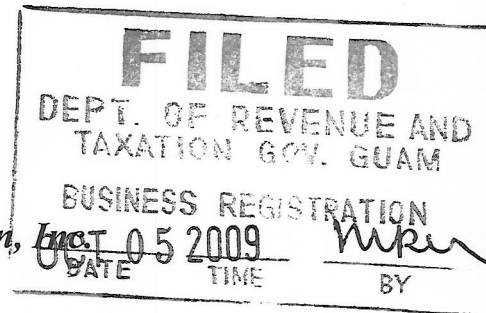


**ARTICLES OF INCORPORATION**  
*of*  
**Island Success through Learning Association, Inc.**



The undersigned persons, a majority of whom are citizens of the United States, acting as incorporators of a corporation organized under the laws of Guam, hereby adopt the following Articles of Incorporation:

**ARTICLE I**  
**CORPORATE NAME & REGISTERED OFFICE**

- A. The name of this corporation shall be **Island Success through Learning Association, Inc.**
- B. The corporation's registered office and physical address is:

Island Success through Learning Association, Inc.  
492C Evangelista Road,  
Yigo, Guam  
USA 96929

**ARTICLE II**  
**PURPOSE**

- A. This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the United States Internal Revenue Code of 1986, as now enacted or as hereafter amended, and placed in force in Guam under the Organic Act, or the corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that also qualify as Section 501 (c) (3) exempt organizations.
- B. To this end, the Corporation shall promote and support the elementary, secondary and college education of children in Guam, the Commonwealth of the Northern Mariana Islands, the Republic of Belau, the Federated States of Micronesia, and the Republic of the Philippines by soliciting, collecting and distributing contributions to: provide tuition assistance in the form of loans or grants for impoverished, needy or academically gifted children; provide financial and other assistance to impoverished, needy or academically

gifted children for books, school supplies, education related transportation and basic nutrition; provide library resource materials such as books and computer hardware, software and related services to schools and libraries in the Pacific Islands; sponsor children of Pacific Island decent to study abroad such as under exchange student programs; and provide other support and services to promote education in Pacific Islands consistent with charitable and educational purposes within the meaning of Section 501(c) (3) of the United States Internal Revenue Code of 1986, or the corresponding section of any future federal tax code as in force in Guam under the Organic Act.

### **ARTICLE III LIMITATIONS**

A. No part of the net earnings or income of the corporation shall inure to the benefit of, or be distributable to any member, trustee, officer, or director of the corporation, or to any other private person or 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 for in Article II of these Article of Incorporation.

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.

C. Notwithstanding any other provision of these articles, 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 section 501 (c) (3) of the United States Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the United States Internal Revenue Code, or the corresponding section of any future federal tax code.

### **ARTICLE IV DURATION**

A. The duration of this corporation shall be fifty (50) years.

**ARTICLE V  
DIRECTORS / MEMBERS**

- A. The corporation does not have voting members.
- B. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No director shall have any right, title, or interest in or to any property of the corporation.
- C. The number of persons constituting the Board of Directors shall be fixed by the by-laws to be adopted at the first meeting of the Board of Directors, and may be altered by amending the by-laws, but may not be less than three (3) nor more than seven (7). The by-laws shall also fix the term of office and qualifications of the Board members.
- D. The number of directors constituting the first Board of Directors is four (4); their names, residence and mailing addresses are as follows:

Managing Director:

Leonard J. Stohr 492C Evangelista Road, Yigo, Guam, USA 96929

Director:

Vicente L.G. Santos, 147 Pale Ramon Street, Santa Rita, Guam, USA 96919

Director:

Paul M. Fisher, 178, Ch. Tun Ramon Flores Street, Yigo Guam, USA 96929

Director:

Jon A. Anderson , 141-A Chala Street, Mong Mong Guam, USA 96910

**ARTICLE VI  
DEBT OBLIGATION AND PERSONAL LIABILITY**

- A. To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its members for monetary damages for breach of any duty owed to the corporation or its members, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.
- B. No member, officer or director of this corporation shall be personally liable for the



debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or directors be subject to the payment of the debts or obligations of this corporation. Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## **ARTICLE VII POWERS**

A. This corporation shall have and exercise any and all powers, rights, and privileges that a corporation organized under the laws of Guam may by law, now or hereafter, have or exercise. Notwithstanding any provision of the laws of Guam or any other law, the corporation, and its members, officers, directors, or other agents shall conduct no activities not permitted to be conducted by an organization exempt from taxation under Section 501(c) (3) of the United States Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE VIII AMENDMENTS**

A. These Articles of Incorporation may be amended by a two-thirds vote of the Board of Directors at any meeting provided that notice of the proposed amendment shall have been given to each director at least 72 hours prior to the commencement of the meeting.

## **ARTICLE IX DISSOLUTION**

A. Upon dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provision for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of Section 501(c) (3) of the United States Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state, territorial, or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the place 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.

B. Corporate Seal. The corporation shall have no corporate seal.

C. Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

### ARTICLE X INCORPORATORS

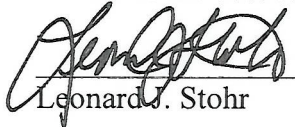
A. The names and addresses of the incorporators of this corporation are:

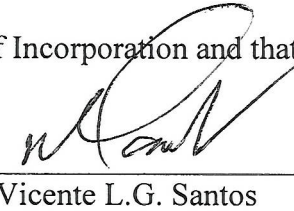
Leonard J. Stohr 492C Evangelista Rd., Yigo, Guam, USA 96929

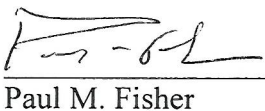
Paul M. Fisher, 178, Tun Ramon Flores St., Yigo, Guam, USA 96929

#### Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.


  
Leonard J. Stohr      8-18-09  
Date

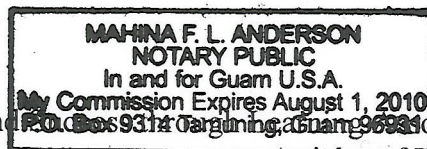
  
Vicente L.G. Santos      8/18/09  
Date

  
Paul M. Fisher      8-18-09  
Date

  
Jon A. Anderson      8-18-09  
Date

Guam, USA, Village of Tamuning, ss:  
Subscribed and sworn to (or affirmed) before me this 18<sup>th</sup> day of August,  
2009.

  
Notary Public



Island of Guam, P.O. Box 9314 Tamuning, Guam 96931 Association, Inc,

Articles of Incorporation