

**ARTICLES OF INCORPORATION
FOR
NAWIC GUAM CHAPTER 381, INC.**

4:50
DEPT. OF REVENUE & TAXATION
GOVERNMENT OF GUAM
JAN 19 2012
BUSINESS REGISTRATION

We, the undersigned natural persons of the age of twenty-one (21) years or more, acting as incorporators of a corporation under the General Corporation Law, Title 18, Guam Code Annotated do hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of the Corporation is "NAWIC GUAM CHAPTER 381, INC."

ARTICLE II

The Corporation shall have succession by its corporate name for the term of fifty (50) years, and as thereafter extended in the manner 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) for Incorporated companies.

ARTICLE III

The Corporation is organized for the following purposes, exclusively:

1. To unite for their mutual benefit women who are actively employed in the various phases of the construction industry;
2. To promote cooperation, fellowship and a better understanding among members of the Association;
3. To promote education and contribute to the betterment of the construction industry;
4. To encourage women to pursue and establish their careers in the construction industry; and
5. To provide members an awareness of the legislative process and legislation as it relates to the construction industry.

No substantial part of the activities of this organization shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the organization shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE IV

The corporation is an affiliate of the National Association of Women in Construction, holding exemption under Section 501 (c) (6) of the Internal Revenue Code of 1986, as amended, and is governed by the Charter and Bylaws of such Association.

ARTICLE V

The members of the Corporation shall be as designated in the Bylaws.

ARTICLE VI

The manner in which the Directors are to be elected or appointed is: All Directors shall be elected by the members entitled to vote.

ARTICLE VII

The Corporation is one which does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes and no part of any net earnings thereof shall inure to the benefit of any member or other individual and further:

- (a) **DISTRIBUTION OF INCOME.** The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended.
- (b) **ACT OF SELF-DEALING.** The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986, as amended.
- (c) **PRIVATE INUREMENT.** No part of the net income or net assets of the organization shall inure to the benefit of, or be distributed to, its directors, officers, members or other private persons. However, the organization is authorized to pay reasonable compensation for service actually rendered and to make payments and distributions in furtherance of its tax exempt purposes.
- (d) **RETENTION OF EXCESS BUSINESS HOLDINGS.** The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986, as amended.
- (e) **INVESTMENTS.** The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended.
- (f) **EXPENDITURES.** The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986, as amended.
- (g) **DISSOLUTION OR LIQUIDATION.** In the event of dissolution or liquidation, all assets of the Corporation remaining after payment of any debts shall be transferred to NAWIC Education Foundation or to NAWIC Founders Scholarship Foundation, both non-profit organizations with tax-exempt status under the then existing provisions of the Internal Revenue Code of the United States of America. Furthermore, upon dissolution, in no event shall any of the

business, properties, assets or income of the Corporation be distributed to the members or officers, either for reimbursement of any sums subscribed, donated or contributed by the same, or for any other purposes.

ARTICLE VIII

The street address of the initial registered office of the Corporation is 250 Guerrero Drive, Tamuning, Guam 96931 and the name of its initial registered agent at such address is Ms. Jaylene Kent.

ARTICLE IX

Management of the affairs of the corporation is to be vested in its board of directors. The number of directors, which must be a minimum of three, that constitutes the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified are set forth below:

Barbara Burkhardt
626 Pale San Vitores, Suite 204
Tumon, Guam 96913

Karen Storts
P.O. Box 20429
Barrigada, Guam 96929

Beatrice Limtiaco
170 Redondo de Francisco
Tamuning, Guam 96913

Rose Delvecchio
290 Tun Jose Salas Street, Suite A
Tamuning, Guam 96913

Nora Santos
P.O. Box 21988
Barrigada, Guam 96929

ARTICLE X

The name and address of each incorporator is:

Jaylene Kent
250 Guerrero Drive
Tamuning, GU 96913

Ann Marie Pellobello
2025 Army Drive, Suite 203
Harmon, Guam 96929


ARTICLE XI

The Corporation is a non-profit corporation and has no capital stock.

IN WITNESS WHEREOF, we have hereunto set our hands this 9th day of January 2012.



JAYLENE KENT

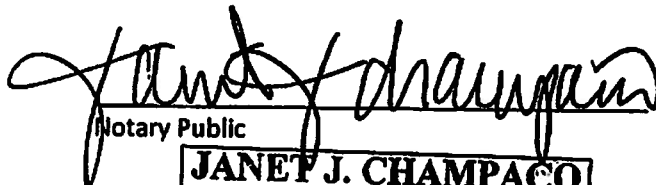


ANN MARIE PELLOBELLO

Guam)
) ss:
City of Tamuning)

On this 18 day of January, 2012, before me a Notary Public in and for Guam, personally appeared MS. JAYLENE KENT, whose name is subscribed to in the foregoing instrument and acknowledged to me that she executed the same as her own free act and deed for the uses and purposes therein set forth.


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


Notary Public
JANET J. CHAMPACO
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: Feb. 22, 2012
P.O. Box 3393 Hagatna, Guam 96932

Guam)
) ss:
City of Tamuning)

On this 18 day of January, 2012, before me a Notary Public in and for Guam, personally appeared MS. ANN MARIE PELLOBELLO, whose name is subscribed to in the foregoing instrument and acknowledged to me that she executed the same as her own free act and deed for the uses and purposes therein set forth.

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


Notary Public
JANET J. CHAMPACO
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: Feb. 22, 2012
P.O. Box 3393 Hagatna, Guam 96932

BYLAWS FOR
NAWIC GUAM CHAPTER 381, INC.

4:50
DEPT OF REVENUE & TAXATION
GOVERNMENT OF GUAM
JAN 18 2012
BUSINESS REGISTRATION

ARTICLE I — NAME

The name of this organization shall be the "NAWIC Guam Chapter 381, INC." (hereinafter, the "Chapter") of the National Association of Women in Construction (hereinafter, the "Association").

ARTICLE II — OBJECT

The object of this Chapter shall be:

To unite for their mutual benefit women who are actively employed in the various phases of the construction industry;

To promote cooperation, fellowship and a better understanding among members of the Association;

To promote education and contribute to the betterment of the construction industry;

To encourage women to pursue and establish their careers in the construction industry; and

To provide members an awareness of the legislative process and legislation as it relates to the construction industry.

ARTICLE III — POLICY

This Chapter shall be self-governing, non-profit, non-partisan and non-sectarian.

ARTICLE IV — MEMBERSHIP

SECTION 1: All Chapter members must be members of the National Association of Women in Construction.

A. ACTIVE MEMBER: Shall be open to women who are actively employed in the construction industry a minimum of an average of twenty (20) hours per week per month. Employment is defined as receiving compensation for service in an approved employment category and in which the majority of her job responsibility, in that approved employment category, is construction related. Each eligible Active Chapter Member shall be entitled to vote and to hold office and shall be a member of National and an affiliated Chapter.(2/09)

B. CORPORATE MEMBER: This is a transferable membership. This membership is open to companies that wish to designate a woman employee, who would otherwise meet the criteria for Active Membership, to represent the company. The company holding the membership may change its designated representative at any time. The company must buy one corporate chapter membership for

each representative. Each eligible Corporate Member shall be entitled to vote, to hold office and shall be a member of National and an affiliated Chapter. (2/09)

C. MEMBERS AT LARGE: Shall be open to women meeting all the criteria for Active Member but not belonging to an affiliated Chapter of the Association. Members at Large shall be entitled to participate in all of the activities of the region in which they reside. Members at Large shall be entitled to vote at the Annual Meeting/Convention of the Association, at which time their vote will have a one-tenth (1/10) value of a Chapter Delegate vote. Members at Large cannot hold office or serve on the NAWIC Board of Directors.

D. STUDENT MEMBER: Shall be open to women students enrolled at institutions of higher education, vocation training programs and apprenticeship programs. Student membership is non-transferable, and Student Members shall have no vote nor hold office. They shall be a member of National and an Affiliated Chapter. A Student Member shall be eligible to serve on Chapter, Regional and National appointed committees. (2/11)

E. STUDENT MEMBERS AT LARGE: Shall be open to women students meeting all the criteria for Student Members but not belonging to an affiliated Chapter of the Association. Students at Large shall be entitled to participate in all of the activities of the region in which they reside. They shall have no vote nor hold office. (2/09)

F. ASSOCIATE MEMBER: Shall be open to women who do not qualify for active membership. Associate members shall have no vote and are not eligible to hold office. Associate Members shall be a member of National and an affiliated Chapter. An Associate Member shall be eligible to serve on Chapter, Regional and national appointed committees. (2/10)

G. RETIRED MEMBER: Shall be open to women who are retired and are at least 62 years of age. Retired members do not qualify for Active Membership, do not have to be members of a chapter and will be a member of National. Retired members shall have no vote and are not eligible to hold office but shall be eligible to serve on Chapter, Regional and National appointed committees. (9/10)

H. INTERNATIONAL MEMBER: Shall be open to women who are actively employed in the construction industry in countries outside of the United States. International Members shall neither vote nor hold office.

I. HONORARY CHAPTER MEMBER: May be conferred by a three-fourth (3/4) vote of those members present and voting upon a person who has rendered outstanding service to the Chapter but is ineligible for Active Member. An Honorary Member shall have no vote and shall be ineligible to hold any elective or appointive office. An Honorary Member shall be exempt from payment of dues but is entitled to visit the Chapter at any time. (2/09)

SECTION 2: Transfer of Membership: A member in good standing may transfer from one Chapter of the Association to another in accordance with procedures established by the Association. No membership may be transferred from one member to another, except as established by the NAWIC Board of Directors. (2/09)

SECTION 3: Good Standing; A member is in good standing only when all Association and Chapter financial obligations are paid. A member not in good standing shall forfeit all privileges of membership until said financial obligations are met.

SECTION 4: The decision of the NAWIC Office, in determining the validity of an application for membership, shall be final. (Effective 10-1-2000)

ARTICLE V — OFFICERS AND DIRECTORS

SECTION 1: The Board of Directors shall consist of the Officers, Immediate Past President and not less than two (2) Directors.

SECTION 2: The Chapter Officers shall be President, Vice President, Recording Secretary and Treasurer, and may include President-Elect and Corresponding Secretary.

SECTION 3: The term of office of each Officer and Director shall be one year or until their successors are elected. No Officer or Director shall hold the same position for more than two consecutive terms. Any part of a term equaling or exceeding one-half the regular term shall be considered a term in deciding eligibility for re-election. The Board of Directors by a three-fourths ballot may remove any Officer or Board Member if determined that this action is in the best interest of the Chapter, except as superseded by state law.

SECTION 4: A vacancy in the office of President shall be filled by the Vice President for the unexpired term. A vacancy in the office of President-Elect, if any, shall be filled by the Vice President who shall serve for the unexpired term and shall become President at the end of that term. In the event of a vacancy in both the office of President and Vice President, the President shall be elected by the Chapter voting members, voting thereon by ballot, and the Vice President shall be elected by the Board of Directors voting thereon by ballot. Any other vacancy on the Board of Directors, except in the office of Immediate Past President, shall be filled by the remaining members of the Board of Directors voting thereon by ballot. (2/10)

ARTICLE VI — ELECTIONS

SECTION 1: A Nominating Committee of not less than three (3) voting members shall be elected no later than the end of March of each year. Two (2) members shall be elected from the membership, and one (1) shall be elected from the Board of Directors. The Committee shall elect its own chairman. (2/10)

SECTION 2: No later than the end of May of each year, the Nominating Committee shall submit the names of one or more nominees for each office and each directorship to be elected. Nominations may also be made from the floor. If the Nominating Committee report is presented at one meeting and voting takes place at the following, nominations from the floor shall be permitted at both meetings.

SECTION 3: All Officers and Directors shall be elected by ballot no later than the end of June and shall take office October 1 following their election.

SECTION 4: When a ballot for any office or directorship fails to show a majority, the name of the nominee having the lowest number of votes shall be dropped and balloting continued until a majority is declared.

SECTION 5: When there is only one nominee for any office or any directorship, the Recording Secretary may be instructed to cast the elective ballot.

SECTION 6: No person shall be elected to the office of President, President-Elect or Vice President who has not served on the Board of Directors.

SECTION 7: All Chapter elections may be conducted by mail ballot by a majority vote.

SECTION 8: Delegates and Alternates to the Annual Meeting/Convention shall be elected by plurality ballot vote no later than sixty (60) days prior to the Annual Meeting/Convention. Only voting members in good standing shall be eligible to serve as Delegates or Alternates.

- A. *For Chapters with Less than Six (6) Members:* Each member holding membership in a Chapter with less than six (6) members, who attends Annual Meeting/Convention, shall be entitled to a one-tenth (1/10) vote.
- B. *For Chapters with Six (6) Members or More:* Each Chapter shall be entitled to one (1) Delegate for every ten (10) members, or a major fraction thereof, based on the NAWIC Office's record of paid and processed members sixty (60) days prior to the Annual Meeting/Convention. Each Delegate is entitled to one (1) Alternate.

SECTION 9: At least thirty (30) days in advance of the Annual Regional Forum, the Chapter shall elect a delegate and alternate to cast the Chapter's vote for NAWIC Director, if appropriate. Only voting members who are in good standing shall be eligible for the position of delegate or alternate. (2/09)

ARTICLE VII — MEETINGS

SECTION 1: The Chapter shall hold a minimum of ten (10) meetings per year, of which at least six (6) shall include official Chapter and Association business. Whenever necessary, at the discretion of the Board of Directors, the date, time and place of a regular meeting may be changed.

SECTION 2: Special meetings of the Chapter or the Board of Directors may be called by the President or a majority of the Board of Directors. The notice of special meetings shall state the business to be transacted and no other business shall be transacted except that stated in the notice.

SECTION 3: The Board of Directors shall hold a minimum of ten meetings per year.

SECTION 4: The Annual Meeting of the Chapter shall be held in August or September, at which time Annual Reports of Officers and Committee Chairmen shall be presented verbally or published, except the Audit Committee Report, which will be given no later than the November meeting next following the Annual Meeting.

SECTION 5: One-third (1/3) of the voting members of the Chapter shall constitute a quorum at any business or special meeting of the Chapter. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

ARTICLE VIII — DUES (9/09)

SECTION 1: Dues for new members shall be established by the NAWIC Board of Directors and shall be payable upon acceptance of membership. Chapter renewal dues and other appropriate fees shall be established by the Chapter. (2/09)

SECTION 2: Renewal dues shall be due in the NAWIC Office by October 1. (2/08).

ARTICLE IX — ELECTION OF NAWIC DIRECTORS

SECTION 1: As an affiliate of the National Association of Women in Construction, the Chapter, by virtue of its geographic location, is included in one of the Association's Regions.

SECTION 2: At least thirty (30) days in advance of the Annual Regional Forum, the Chapter shall elect a delegate and alternate to cast the Chapter's vote for NAWIC Director, if appropriate. Only voting members who are in good standing shall be eligible for the position of delegate or alternate.

ARTICLE X — FISCAL YEAR

The fiscal year shall begin on October 1 of each year and the books shall be closed on September 30.

ARTICLE XI — DUTIES OF OFFICERS

SECTION 1: THE PRESIDENT shall preside at all meetings and serve as Chairman of the Board of Directors. She shall call regular monthly meetings of the Board of Directors and such special meetings of the Board of Directors as may be necessary. She shall be authorized to create Special Committees, and shall appoint members to all Standing and Special Committees (with the exception of the Nominating Committee) and shall designate the Chairman thereof. She shall be one of three officers authorized to countersign all checks. She shall not be a member of the Nominating Committee. She shall in a timely

manner prepare and file all documents necessary to protect the Chapter's non-profit status for the fiscal year in which she serves as President.

SECTION 2: THE VICE PRESIDENT shall perform the duties of the President in her absence and succeed to the office of the President if that office becomes vacant.

SECTION 3: THE RECORDING SECRETARY shall be responsible for the permanent records of the Chapter including minutes of all regular and special meetings of the Chapter and the Board of Directors. She shall keep a current roster of Chapter membership and perform such other duties as may be requested by the President or the Board of Directors.

SECTION 4: THE CORRESPONDING SECRETARY, if any, shall be responsible for all correspondence of the Chapter.

SECTION 5: THE TREASURER shall be custodian of all funds; be one of the three Officers authorized to countersign all checks; pay bills authorized by the Board of Directors; keep an itemized account of receipts and disbursements; present a written report at business meetings of the Chapter and the Board of Directors; and deliver audited records to her successor within thirty (30) days following the expiration of her term. She shall be a member of the Finance Committee.

SECTION 6: THE PRESIDENT-ELECT, if any, shall attend all meetings of the Chapter Board of Directors, acquaint herself with the duties of the President, and perform such other duties as may be assigned to her by the President or the Board of Directors. She shall not be a member of the Nominating Committee.

ARTICLE XII — DUTIES OF THE BOARD OF DIRECTORS

SECTION 1: The Board of Directors shall:

- A. Exercise general supervision and control over the business of the Chapter.
- B. Designate a depository for all Chapter funds and designate the third Officer authorized to countersign checks for withdrawal of funds from such depositories.
- C. Authorize payment of any indebtedness incurred on approved budget items.
- D. Adopt the annual budget of the Chapter.
- E. Fill by ballot any vacancies occurring on the Board of Directors with the exception of the President and President-Elect. A vacancy in the office of Immediate Past President is not filled.
- F. Be authorized to create special committees.
- G. Shall present recommendations for action at regular Chapter meetings.
- H. Transact all other business of the Chapter not otherwise provided for.

SECTION 2: No indebtedness may be incurred or any money borrowed in the name of the Chapter except by Resolution of the Board of Directors approved by the Chapter voting membership. (2/10)

ARTICLE XIII — COMMITTEES

SECTION 1: The President shall appoint the following Standing Committees: Finance, Construction Profession and Education, and Membership. The duties of the committees shall be such as are implied by their respective titles, provided that such duties do not conflict with any other committees. (9/08)

SECTION 2: The President may create such other committees as she deems necessary for the better execution of her duties and the goals of the Chapter.

SECTION 3: The President shall act as an ex-officio member on each committee except the Nominating Committee, on which she shall not serve in any capacity.

ARTICLE XIV — INDEMNITY

The Board of Directors shall have the authority to indemnify any Director or Officer of the Chapter for expenses and costs including legal fees, actual and necessary, incurred by her in connection with any claim asserted against her, by action in court or otherwise, by reason of her being or having been such Director or Officer, except in relation to matters as to which she shall have been guilty of negligence or misconduct in respect for which indemnity is sought.

ARTICLE XV — AMENDMENTS

Amendments to these Bylaws may be proposed by the Chapter but shall not be effective until approved by a two-thirds vote of the NAWIC Board of Directors as an amendment to the Standard Bylaws for Affiliated Chapters.


ARTICLE XVI — PARLIAMENTARY AUTHORITY

The rules of parliamentary practice comprised in Robert's Rules of Order Newly Revised, latest edition, shall govern all proceedings of the Chapter and of the Board of Directors, except where inconsistent with these Bylaws, and shall be subject to any Standing - Rules which have been or may be adopted.

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IN WITNESS WHEREOF, the undersigned Directors representing NAWIC GUAM CHAPTER 381 have hereunto subscribed her name to signify their adoption of the foregoing By-laws this 9th day of January, 2012.


Barbara Burkhardt


Karen Storts


Beatrice Lintico


Nora Santos

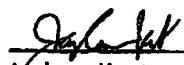

Rose Delvecchio

CERTIFICATION OF BY-LAWS

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being the President of NAWIC GUAM CHAPTER 381, a Guam non-profit corporation, hereby certify that the foregoing constitutes a full, true and correct copy of the By-laws of said corporation, and that these By-laws were duly adopted by an affirmative vote of the Corporation directors.

IN WITNESS WHEREOF, I have hereunto set our hands this 9th day of January, 2012.

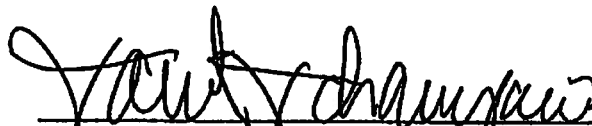


Jaylene Kent
President

GUAM, U.S.A.)
) ss:
CITY OF HAGATÑA)

ON THIS 18 day of January, 2012, before me, a notary public in and for Guam, personally appeared BARBARA BURKHARDT, KAREN STORTS, BEATRICE LIMTIACO, ROSE DELVECCHIO, NORA SANTOS, and JAYLENE KENT known or identified to me to be the persons whose names are subscribed to the foregoing instrument, and individually acknowledged to me that she executed the same as her free and voluntary act and deed for the uses and purposes therein contained.

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


(official signature and seal of notary)

JANET J. CHAMPACO
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: Feb. 22, 2012
P.O. Box 3393, Hagatna, Guam 96932