

TERRITORIAL REGISTRAR'S RECORDATION DATA

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ARTICLES OF INCORPORATION

GYMNASTICS FEDERATION OF AMERICAN SAMOA

On this ____ day of August, 2017, we, the undersigned Incorporators do herewith adopt these articles to become a non-profit eleemosynary corporate body in the Territory of American Samoa.

ARTICLE I

NAME/REGISTERED OFFICE

The name of this corporation is GYMNASTICS FEDERATION OF AMERICAN SAMOA. The corporation's mailing address is: P.O. Box 65, Pago Pago, American Samoa 96799. The corporation's principal office or place of business is located in the Village of Ili'ili, County of Tualauta.

ARTICLE II

PURPOSE

This corporation is organized exclusively for charitable, educational and scientific purposes, including but not limited to the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code. To this end, the corporation shall exist for and undertake the following objectives and purposes:

1. To conduct, encourage, promote, advance, control and manage all levels of Gymnastics in American Samoa, in accordance with the Constitution of The Gymnastics Federation of American Samoa, as amended from time to time;

To receive grants, gifts and donations; invest and disburse funds and to hold property for the foregoing purposes of the corporation.

To undertake all legal activities and objects in pursuance of the above purpose(s) and to conduct all activities necessary, proper and attendant with said purposes.

No part of the income or assets of this corporation shall inure to the benefit of any private individual or member, except as authorized under these articles.

This corporation shall have no capital stock, its object and purpose being solely of benevolent character, and not for individual pecuniary gain or profit to its members. This corporation is organized exclusively for charitable, educational and scientific purpose, including but not limited to the making of distributions to organizations under the Internal Revenue Code of 1954, or the corresponding provision of any future Internal Revenue law.

All funds, whether income or principal, and whether acquired by gift, grant, contribution or otherwise, shall be devoted to said purposes.

ARTICLE III

LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or Officer of the

corporation, nor to any other private person or group, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation; and

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended; and
4. The corporation shall not lend any of its assets to any officer or director of this corporation, unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members, or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE IV

DIRECTORS/ANNUAL AND FIRST MEETINGS

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 the laws of the Territory, the corporate Constitution and Bylaws. No Director shall have any right, title or

interest in or to any property of the corporation. There shall be no fewer than three and no more than five directors.

The corporation's first Board of Directors shall be comprised of the following natural persons:

1. Toafa Leilani Tu'amoheloa-Tilo
2. Zena Noah Iese
3. Cherine Falesoa Tilo

The annual Board of Directors meeting shall take place in accordance with the provisions set forth in the corporation's bylaws. Annual meetings shall include, among others, the reviewing of financial statements, grants and other reports, activities for the past year and current year and conduct of any outstanding corporate affairs.

The first Board of Directors meeting shall take place within 60 days of the issuance of the Certificate of Incorporation by the Treasurer of American Samoa.

ARTICLE V

DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or director of this corporation shall be personally liable for the debts or obligations of this corporation or 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.

ARTICLE VI

DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations,

liabilities, costs, and expenses for the corporation, for one or more exempt purposes within the meaning of Section 501(c)(3) of the 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 or local government, for a public purpose. Any such assets not so disposed of shall be disposed by a Court of Competent Jurisdiction of the Territory 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.

ARTICLE VII

AMENDMENT OF ARTICLES

These articles shall be amended in accordance with the Constitution and Bylaws of the corporation at the annual meeting or any other meeting called by the Board specifically for the purpose of amending these articles.

ARTICLE VIII

INCORPORATORS

The incorporators of this non-profit eleemosynary corporation are as follows:

- | | | |
|-----------------------------------|---------------|---------------|
| 1. Toafa Leilani Tu'amoheloa-Tilo | U.S. National | P.O. Box 65 |
| 2. Zena Noah Iese | U.S. Citizen | P.O. Box 6489 |
| 3. Cherine Falesoa Tilo | U.S. Citizen | P.O. Box 65 |

The undersigned incorporators certify that they execute these Articles for the purposes herein stated.

Toafa Leilani Tu'amoheloa-Tilo
INCORPORATOR

U.S. National

Zena Noah Iese
INCORPORATOR

U.S. Citizen

Cherine Falesoa Tilo
INCORPORATOR

U.S. Citizen

ACKNOWLEDGMENTS

On this ____ day of August, 2017, before me, a Notary Public of the Territory of American Samoa, personally appeared Toafa Leilani Tu'amoheloa-Tilo, who is personally known to me, or whose identity was proven to me by satisfactory evidence which was/were _____ and acknowledged that s/he subscribed to the foregoing *Articles of Incorporation* by his/her own free will.

Notary Public

On this ____ day of August, 2017, before me, a Notary Public of the Territory of American Samoa, personally appeared Zena Noah Iese, who is personally known to me, or whose identity was proven to me by satisfactory evidence which was/were _____ and acknowledged that s/he subscribed to the foregoing *Articles of Incorporation* by his/her own free will.

Notary Public

On this ____ day of August, 2017, before me, a Notary Public of the Territory of American Samoa, personally appeared Cherine Falesoa Tilo, who is personally known to me, or whose identity was proven to me by satisfactory evidence which was/were _____ and acknowledged that s/he subscribed to the foregoing *Articles of Incorporation* by his/her own free will.

Notary Public