

NON-PROFIT CHARTER OF INCORPORATION  
OF  
**THE OHALA FOUNDATION, INC.**  
A COMMONWEALTH OF THE NORTHERN MARIANA ISLANDS CORPORATION



TO ALL TO WHOM THESE PRESENTS SHALL COME:

The undersigned, residents of the Commonwealth of the Northern Mariana Islands, have filed with the Registrar of Corporations, a verified petition to grant to them and their members a charter of incorporation as a non-profit corporation, in accordance with the provisions of 4 CMC § 4101 *et seq.* and § 4103(c) of the corporate laws.

NOW, THEREFORE, I, in exercise and execution of every power and authority in anywise enabling me in this behalf, do hereby constitute the said petitioners and their members as a corporation under the laws of the Commonwealth of the Northern Mariana Islands for the purposes and in the form hereby certifies as follows:

ARTICLE I — NAME

The name of the corporation is **THE OHALA FOUNDATION, INC.**, (hereinafter referred to as the "Corporation").

ARTICLE II — REGISTERED OFFICE ADDRESS

The principal office of the Corporation is to be located at the Marianas Business Center on the 2<sup>nd</sup> Floor of the Bank of Guam building in San Jose Village, Tinian. (PO Box 520800, Tinian, MP 96952) The name and address in the Corporation's initial agent for service of process is: Phillip Mendiola-Long, PO Box 520800, Tinian, MP 96952.

ARTICLE III — PURPOSE

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Northern Marianas Territorial Income Tax Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Northern Marianas Territorial Income Tax Code, or the corresponding section of any future federal tax code. The specific purposes of the Corporation are to raise funds and receive donations in order cover the costs and provide the food inventory required to distribute food to alleviate hunger in the Mariana Islands, to provide emergency food services during declared disasters in the Mariana Islands, to distribute clothing and other essential family items to alleviate financial burdens which may otherwise go toward the purchase of nutritious food in the Mariana Islands, provide other services and other essential family items to members in communities of need due to poverty or disasters, raise funds for medical care for people in need and for hospitals and clinics serving at risk populations, to conduct educational awareness programs related to hunger and nutrition issues as well as educational programs which assists



families improve their chances for employment and any other purposes as directed by the Board of Directors. The Corporation shall not be conducted or operated for profit and no part of the net earnings of the Corporation shall inure to the benefit of any individual, nor shall any of the profits or assets of the Corporation be used other than for the purposes of the Corporation.

#### ARTICLE IV — DURATION

Unless this language is specifically deleted and another term for the duration of this non-profit corporation is herein set forth, the duration of this corporation shall be “perpetual”.

#### ARTICLE V - EXEMPTION REQUIREMENTS

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 the benefit of, or be distributable to its members, trustees, officers, or other private 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 forth in Article Third hereof.

2. 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.

3. 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 Northern Marianas Territorial Income Tax 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 Northern Marianas Territorial Income Tax Code, or the corresponding section of any future federal tax code.

#### ARTICLE VI — INITIAL DIRECTORS AND OFFICERS

The number of directors constituting the initial Board of Directors of the corporation is five (5) and the names and address of the persons who are to serve as the initial directors are:

Title	Name	Residence/Citizenship	Address
PRESIDENT:	Phillip Thomas Mendiola Long	(Tinian) (USA)	PO Box 520800, Tinian, MP 96952
DIRECTOR:	Aurelia Gutierrez Mendiola Long	(Tinian) (USA)	PO Box 520800, Tinian, MP 96952
VICE PRESIDENT:	Tasi Thomas Gutierrez Long	(Tinian) (USA)	PO Box 520800, Tinian, MP 96952
SECRETARY:	Cielo Citlalli Gutierrez Long	(Tinian) (USA)	PO Box 520800, Tinian, MP 96952
TREASURER:	Isa Ha'ani Gutierrez Long	(Tinian) (USA)	PO Box 520800, Tinian, MP 96952


ARTICLE VII —DISTRIBUTION OF SHARES

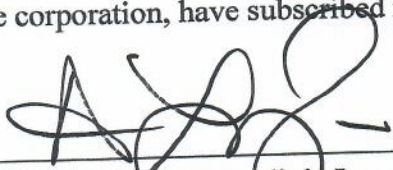
The corporation is not organized for profit and it will not issue any stock.


ARTICLE VIII —DISSOLUTION


The duration of the corporate existence shall be perpetual. In the event of liquidation, dissolution, or winding up of the Corporation, whether voluntary, involuntary, or by the operation of law, the property or other assets of the Corporation remaining after the payment, satisfaction, and discharge of liabilities or obligations, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Northern Marianas Territorial Income Tax 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 of by a Court of Competent Jurisdiction of the county 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.

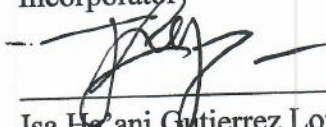
IN WITNESS WHEREOF, we, the incorporators of the corporation, have subscribed my name this 18<sup>th</sup> day of Aug 2020.

  
\_\_\_\_\_  
Phillip Thomas Mendiola Long  
Incorporator


  
\_\_\_\_\_  
Aurelia Gutierrez Mendiola Long  
Incorporator

  
\_\_\_\_\_  
Tasi Thomas Gutierrez Long  
Incorporator

  
\_\_\_\_\_  
Cielo Citlalli Gutierrez Long  
Incorporator

  
\_\_\_\_\_  
Isa Ha'ani Gutierrez Long  
Incorporator

IN WITNESS WHEREOF, I, the Registrar of Corporations, hereunto set my hand and seal this 26<sup>th</sup> day of August, 2020.

  
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REGISTRAR OF CORPORATIONS  
Commonwealth of the Northern Mariana Islands