

ARTICLES OF INCORPORATION

OF

**PACIFIC ASIA TRAVEL ASSOCIATION,
MICRONESIA CHAPTER, INC.**

DEPT OF REVENUE & TAXATION
GOVERNMENT OF GUAM

AUG 11 2014
BUSINESS REGISTRATION

The undersigned incorporators, natural persons 21 years of age or older, acting as incorporators of a corporation under the laws of the territory of Guam, adopt the following Articles of Incorporation.

**ARTICLE I
CORPORATE NAME AND PRINCIPAL OFFICE**

The name of this Corporation shall be: Pacific Asia Travel Association, Micronesia Chapter, Inc. (hereinafter "PATAMIC"). The principal office of the Corporation shall be located at the Guam Visitor's Bureau. Its address is:

401 Pale San Vitores Road
Tumon, GU 96913

**ARTICLE II
PURPOSES**

PATAMIC is organized pursuant to Section 501(c)(6) of the Internal Revenue Code exclusively for the purposes of the following:

- (a) To operate as a non-profit corporation for the purpose of promoting and coordinating tourism in the Micronesia region, including but not limited to the Commonwealth of the Northern Mariana Islands, Federated States of Micronesia (including Pohnpei State, Yap State, Kosrae State and Chuuk State), Guam, Republic of Belau, and the Republic of the Marshall Islands.
- (b) To encourage and assist the development of travel industries throughout Micronesia in a manner which recognizes the urgent importance to practice an environmental ethic that supports responsible conservation and restoration of Micronesia's unique combination of natural, social, and cultural resources by:

1. Providing an instrument for close collaboration amongst the various governmental and private interests concerned with the development of tourism in Micronesia;
2. Augmenting and assisting local promotional and development efforts of the tourism industry and encouraging sources of capital for tourist accommodation and recreational projects;
3. Providing a liaison between the travel and transportation industries and all governments in the region;
4. Carrying out advertising, promotional, and publicity measures on a regional basis to focus the attention of the travel industry and traveling public upon Micronesia as one of the world's unique destination areas;
5. Encouraging the development of adequate passenger transportation services and facilities to and within Micronesia;
6. Carrying out statistical and research work relating to travel trends and tourism development on a regional basis;
7. Negotiating with governments, whether directly or through the appropriate bodies, for an easing of monetary regulations and travel formalities tending to be barriers to tourist travel; and
8. Developing, sponsoring, and providing training for the industry.
9. To actively support and contribute to Pacific Asia Travel Association's ("PATA") mission and goals.
10. To promote and develop PATA Membership both at Chapter and PATA level.
11. To actively encourage participation among PATA Members, and Potential new PATA Members in all PATA's activities and events.
12. To foster closer working relationships, cooperation, business and networking opportunities among PATA Members and the community at large.
13. To encourage and strengthen travel industry professionalism, applied research and skills through education and training.
14. To act as the local voice of PATA to help position, promote and protect Asia Pacific travel and tourism via sustainable economic, cultural and environmental methods.
15. To implement and assist in the execution of specific PATA Task Forces, projects and research.
16. To organize activities, events and opportunities that support the promotion of PATA destinations and tourism products of PATA Members.
17. To assist PATA in Public Relations activities in the Chapter area and general promotion/marketing of PATA events and activities.
18. To promote travel and tourism to students and young professionals and to encourage them to become PATA Members.

19. To embrace and implement through PATAMIC's Membership PATA's Charter of Sustainability and Corporate Social Responsibility (attached).

**ARTICLE III
NON-STOCK, NON-PROFIT CORPORATION**

PATAMIC is a non-stock corporation. No part of the net earnings of PATAMIC shall inure to any member of PATAMIC not qualifying as exempt under Section 501(c)(6) of the Internal Revenue Code, nor to any director or officer of PATAMIC, nor to any other private persons, excepting solely such reasonable compensation that PATAMIC shall pay for services actually rendered to PATAMIC or allowed by PATAMIC as a reasonable allowance for authorized expenditures incurred on behalf of PATAMIC.

**ARTICLE IV
MEMBERS**

PATAMIC shall have a voting membership. Classes of membership shall be defined in the Bylaws for PATAMIC.

**ARTICLE V
DIRECTORS**

The management and affairs of PATAMIC shall be at all times under the direction of a Board of Directors, whose operations in governing PATAMIC shall be defined by statute and by PATAMIC's Bylaws. No member or director shall have any right, title, or interest in or to any property of PATAMIC. The election of directors and their terms of office are as stated in the Bylaws of PATAMIC. There shall be at least two (2), and not more than five (5), directors who shall be elected by the members according to the terms of the Bylaws of PATAMIC.

PATAMIC's first Board of Directors shall be comprised of the following natural persons, who will serve until the first election is held:

Pilar Laguana

Monty McDowell

Judy Torres

**ARTICLE VI
DURATION**

PATAMIC shall be of perpetual duration and shall have succession in its corporate name, and as thereafter extended in the manner provided by law, and shall have all the powers herein enumerated or implied herefrom and the power now provided (or which may be hereafter provided) by law for incorporated companies.

**ARTICLE VII
SERVICE OF PROCESS**

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

**ARTICLE VIII
DEBT OBLIGATIONS AND PERSONAL LIABILITY
OF MEMBERS AND DIRECTORS**

No member, officer, or director of PATAMIC shall be personally liable for the debts or obligations of PATAMIC 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 PATAMIC. The corporation shall indemnify the directors from liability to third parties for damages for any action taken, or any failure to take any action, as a director.

**ARTICLE IX
DISSOLUTION**

On the winding up and dissolution of PATAMIC, after paying or adequately providing for the debts, obligations and liabilities of PATAMIC, the remaining assets of PATAMIC shall be distributed to non-profit funds, foundations or corporations which have established their tax-exempt status under Internal Revenue Code sections 501(c)(3) or 501(c)(6), or the corresponding provision of any future United States internal revenue law, and which have their principal area of activities in the territory of Guam and which have as their principal purpose promotion of tourism in Micronesia.

**ARTICLE X
INCORPORATORS**

The incorporators of PATAMIC are:

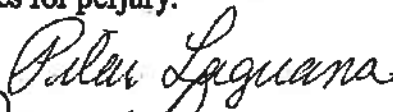
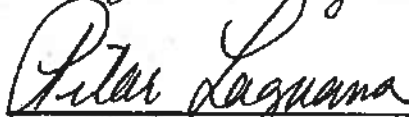
**Pilar Laguana
125 Jones Ct.
Tamuning, GU 96913**

**Monty McDowell
198 Adrian C Sanchez ST STE 3
Barrigada, Guam 96913-4456**

**Judy Torres
P.O. Box 500861
Saipan, MP 96940**

**Donald M. Evans
1 Nimar Dr.
P.O. Box 68
Yap, FM 96943**

The undersigned incorporators certify both that they executed these Articles for the purposes herein stated, and that by such execution, they affirm the understanding that should any of the information in these Articles be intentionally or knowingly misstated, they are subject to criminal penalties for perjury.

PILAR LAGUANA

7.29.14

Date



MONTY MCDOWELL

7/16/2014

Date



JUDY TORRES

7.7.2014

Date



DONALD EVANS

7.9.2014

Date

Personally appeared Don Evans
Subscribed and sworn to before me this

9th day of July 2014


Assistant Clerk of Court
FSM Supreme Court

City of GUAM)
) ss:
GUAM, U.S.A.)

On this 09th day of August, 2014, before me, a Notary Public in and for Guam, U.S.A., personally appeared **Pilar Laguana**, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same as her free and voluntary 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 date last above written.



Notary Public



JACQUELINE P. SAN NICOLAS
NOTARY PUBLIC
In and for the Territory of Guam, USA
My Commission Expires: October 6, 2016
111 Chalan Santo Papi Hagibina, Guam 96910

City of San Diego,
State of California ss:
~~GUAM~~, U.S.A.

On this 16 day of July, 2014, before me, a Notary Public in and for ~~Guam~~ ^{California}, U.S.A., personally appeared Monty McDowell, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same as his free and voluntary 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 date last above written.



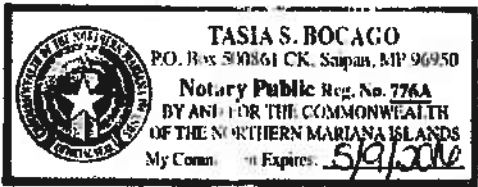
Mirella Cota
Notary Public

COMMONWEALTH OF THE NORTHERN MARIANAS ISLANDS)
) ss:
SAIPAN)

On this 7th day of July, 2014, before me, a Notary Public in and for the Commonwealth of the Northern Marianas Islands, personally appeared Judy Torres, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same as her free and voluntary 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 date last above written.

Tasia S. Bocago
Notary Public



FEDERATED STATES OF MICRONESIA

)

) ss:

YAP

)

On this 9th day of July, 2014, before me, a Notary Public in and for the Federated States of Micronesia, personally appeared **Donald Evans**, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same as his free and voluntary 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 date last above written.



Notary Public

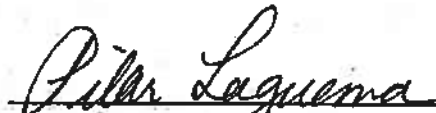
CERTIFICATE

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

KNOW YE, that we, the undersigned, being the incorporators and/or original directors of **PACIFIC ASIA TRAVEL ASSOCIATION, MICRONESIA CHAPTER, INC.** hereby **CERTIFY** that the foregoing constitute a full, true, and correct copy of the Articles of Incorporation of said Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands as of the date(s) set forth below.

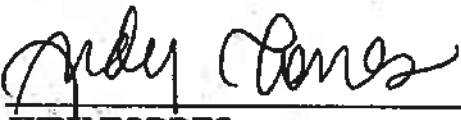
Date: 07.29.2014


PILAR LAGUANA
Incorporator/Director

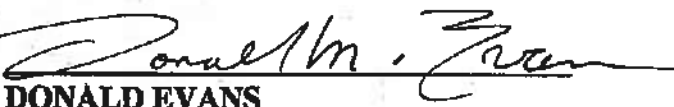
Date: 7.16.14


MONTY MCDOWELL
Incorporator/Director

Date: 7.7.2014


JUDY TORRES
Incorporator/Director

Date: 7.9.2014


DONALD EVANS
Incorporator

