

ARTICLES OF INCORPORATION

OF

PHILIP'S FOUNDATION, INC.
A Guam Nonprofit Corporation

DEPT OF REVENUE & TAXATION
GOVERNMENT OF GUAM

DEC 30 2011 1:50 PM
BUSINESS REGISTRATION

ARTICLE ONE: NAME

The name of the corporation shall be: **PHILIP'S FOUNDATION, INC.**

ARTICLE TWO: ORGANIZATION'S MISSION

The non-profit corporation shall be established to carry out the mission and purpose of encouraging and supporting the study of suicide and suicide prevention on Guam and Micronesia.

ARTICLE THREE: PURPOSES

The purpose of Philip's Foundation is to encourage and support the study of suicide and its prevention on Guam and Micronesia. The Foundation shall also assist in the dissemination of suicide research and its findings to mental health professionals and educators which shall be used towards the formulation of evidence-based prevention and intervention practices specifically tailored to the unique needs of Guam and Micronesia.

ARTICLE FOUR: CORPORATE OFFICE

The place of the principal office of the Foundation shall be located at 207 Martyr Street, Hagåtña, Guam 96910, and or any other such subordinate or branch offices in such place or places within Guam as may be deemed necessary or requisite by the Board of Directors.

ARTICLE FIVE: CORPORATE POWERS

This Corporation is organized as a non-stock corporation and does not contemplate pecuniary gain or profit to the members, nor does any part of the net income inure to the benefit of any member or individual, hereof, and is organized for non-profit purposes. This Corporation is organized and operated exclusively for charitable purposes within the meaning of Sections 170(c) (2), and 501(c) (3) and 501 (c) 4 of the Guam Income Tax Law. This Corporation shall have the following powers:

A. To receive and take any gift, bequest, devise or conveyance of property either as a grantee for its own or as a trustee and to be or be made the beneficiary of a trust.

B. To act as a trustee under any trust incidental to the principal objects of this Corporation, and to receive, hold, administer and expend funds and property subject to such trust.

C. To provide any and all facilities and engage in any and all activities incidental, necessary or convenient to the operation of the Corporation; and to carry out any lawful operations in connection therewith.

D. To purchase, lease, or otherwise acquire, to hold, use, pledge, mortgage, sell, assign, and transfer, or otherwise dispose of, real and personal property of every class and description as may be deemed necessary by the Board of Directors for the objects and purposes of the Corporation.

E. To enter into, make, perform and carry out contracts of every kind for any corporate purpose, without limit as to the amount, with any person, firm, association or corporation or other group or organization; to draw, make accept, endorse, discount, execute and issue promissory notes, warrants, or other negotiable or transferable instruments; to issue bonds, debentures or other obligations for any of the objects or purposes of the Corporation, and to secure the same by mortgage, pledges, deeds of trust or otherwise.

F. To have and exercise all other powers which non-profit corporations now have or which may hereafter be granted by the laws of Guam.

G. To pay reasonable compensation for services rendered to the non-profit corporation.

H. In accordance with the laws of Guam applicable to corporations formed hereunder, this Corporation shall be entitled to and shall have power:

1. To have succession by its corporate name for fifty (50) years;
2. To sue and be sued in any court;
3. To make and use a common seal, and to alter the same at its pleasure;
4. To hold purchase and convey such property as the purposes of the Corporation shall require, without limitation as to the amount, and to mortgage, pledge, and hypothecate the same to secure any debt of the Corporation;

5. To appoint such subordinate officers and agents as the business of the Corporation shall require; and

6. To make by-laws not in conflict with law or with these Articles of Incorporation, governing the qualification, admission, suspension and expulsion of any or all of its members; the election, government, or removal of its members and officers, and the management of its property and affairs.

ARTICLE SIX: OFFICERS/DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors consisting of not less than three (3) or more than seven (7) persons. The Board of Directors shall constitute the Corporation, which shall have no member's apart from such Directors.

The number of directors constituting the present Board of Directors is six and the names and addresses of the persons who are to serve as the initial directors are as follows:

Name	Address
Charles White Jr.	128 Milagro Street, Tamuning, Guam 96911
Agnes Malilay White	128 Milagro Street, Tamuning, Guam 96911
Joey Alan H. Terlaje	661 Pulantant Road Yona, Guam 96915
Josephine Malilay	144 Garden Ln. Decatur, GA 30030
Cynthia V. Ecube	143 Tun Gozum Dungca Street, Tamuning, Guam 96911
Grace Malilay	11625 Live Oak Drive Minnetoka, Minnesota 55305

Thereafter, the Board of Directors shall elect successors to the members appointed by the Incorporators. Notwithstanding any provision to the contrary contained in these Articles, or contained within the Bylaws of this nonprofit corporation, this subsection, subsection B of Article Five, may not be amended without the express written unanimous consent of the Board of Directors.

The Officers of the Corporation shall consist of a President, Vice President, Treasurer and Secretary who may, but need not, be members of the Board of Directors. The Secretary or Treasurer shall be a resident of Guam.

The election of the officers shall be held at the first quarterly meeting of the Board of Directors meeting of each calendar year with installation to follow at the same meeting. The term of each office shall be for a period of four (4) years.

ARTICLE SEVEN: AMENDMENTS

These Articles may be amended by a two-thirds (2/3) majority vote of the Board of Directors, provided that the proposed amendment had (i) been submitted in writing at a previous regular meeting of the organization and (ii) been specifically announced in the agenda of the meeting in which the amendment will be voted upon.

All prospective or contingent interests of a member of the Board of Directors of the Corporations shall cease and revert absolutely to the Corporation upon termination of membership. Such termination shall operate as a release and assignment to the Corporation of all the rights and interests whatsoever of such member in and to the property, assets, rights, and privileges of the Corporation.

ARTICLE EIGHT: DEDICATION AND DISSOLUTION

The property, assets, profits and net income of this Corporation are irrevocably dedicated to charitable and educational purposes and no part of the profits or income of this Corporation shall ever inure to the benefit of any Director, Officer or member hereof, to the benefit of any private individual. On the dissolution or winding up of this Corporation its assets remaining after payment of or provision for payment of all debts and liabilities of this Corporation, shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes to promote the mission of PHILIP'S FOUNDATION, INC., and which has established its tax exempt status under Section 501(c)(3) and 501(c) 4 of the Internal Revenue Code. If this Corporation holds any assets in trust, such assets shall, on dissolution, be disposed or in such a manner as may be directed decree of the Superior Court of Guam, on petition therefore by the Attorney General of Guam or by any person concerned in the liquidation.

ARTICLE NINE: INCORPORATORS

The name and residence of the persons who are the incorporators of this Corporation are as follows:

NAMES	ADDRESSES
Charles White Jr.	128 Milagro Street, Tamuning, Guam 96911
Agnes Malily White	128 Milagro Street, Tamuning, Guam 96911
Joey Alan H. Terlaje	661 Pulantant Road Yona, Guam 96915
Josephine Malilay	144 Garden Ln. Decatur, CA 30030
Cynthia V. Ecube	143 Tun Gozum Dungca Street, Tamuning, Guam 96911
Grace Malilay	11625 Live Oak Drive Minnetoka, Minnesota 55305

ARTICLE TEN: LIMITATION ON CORPORATE ACTIVITIES

No substantial part of the activities of this Corporation shall consist of the carrying on of propaganda, or otherwise attempting in any manner to influence legislation (except that members to the Corporation's Board of Directors and personnel of the Corporation may testify or make other appropriate communications when requested to do so by a legislative body or a committee or a member thereof, in matters concerning legislation relating to the public purposes of the Corporation or public appropriations to programs or activities of the Corporation), nor shall this Corporation participate in, or intervene in (including the publishing or distributing of statements), or contribute to any political campaign on behalf of any candidate for public office. Notwithstanding any other provision herein, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from income tax under Section 501(a) of the Internal Revenue code of 198, or the corresponding provision of any subsequent tax laws, or (ii) by corporation contributions to which are

deductible under Section 10(a) of the Guam Territorial Income Tax Law; or (iii) by a Corporation exempt from Gross Receipt Taxes under Section 26203(c) of the Guam Business Privilege Tax Law, or the corresponding provision of any subsequent tax laws.

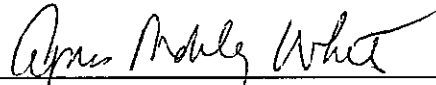
EXECUTION

IN WITNESS WHEREOF, the undersigned, being the persons herein-above named as the Directors and Incorporators of **PHILIP'S FOUNDATION, INC.** have duly executed these Articles of Incorporation on the date indicated by their names.



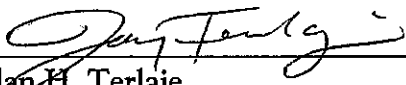
Charles White Jr.

Date: Dec. 29, 2011



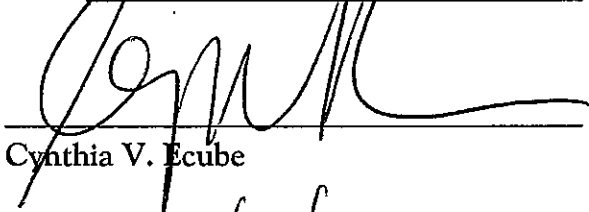
Agnes Malilay White

Date: 12/29/2011



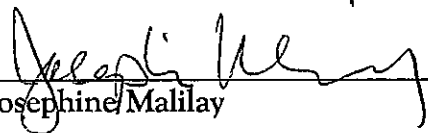
Joey Alan H. Terlaje

Date: Dec 29, 2011




Cynthia V. Ecube

Date: 12/30/11



Josephine Malilay

Date: 12/29/2011



Grace Malilay

Date: 12/29/2011

ACKNOWLEDGMENT

In and For Guam,)
(ss.:
City of Hagåtña)

On this 21st of December, 2011, before me, a notary public in and for the Guam, personally appeared Charles White Jr., known to me to be the person whose name is subscribed in the foregoing Articles of Incorporation, and acknowledged to me he executed the same.

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

)SEAL(

Victoria S. Quichocho-Rojas
Notary Public
VICTORIA S. QUICHOCHO-ROJAS
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: April 15, 2014
P.O. Box 23498 Barrigada, Guam 96921

In and For Guam,)
(ss.:
City of Hagåtña)

On this 29th of December, 2011, before me, a notary public in and for the Guam, personally appeared Agnes Malilay White, known to me to be the person whose name is subscribed in the foregoing Articles of Incorporation, and acknowledged to me she executed the same.

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

)SEAL(

Victoria S. Quichocho-Rojas
Notary Public

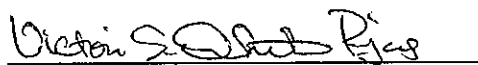
VICTORIA S. QUICHOCHO-ROJAS
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: April 15, 2014
P.O. Box 23498 Barrigada, Guam 96921

In and For Guam,)
(ss.:
City of Hagåtña.)

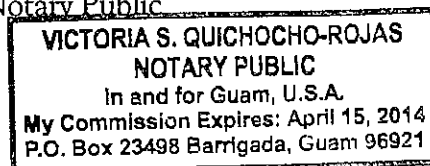
On this 29th of December, 2011, before me, a notary public in and for the Guam, personally appeared **Joey Alan H. Terlaje**, known to me to be the person whose name is subscribed in the foregoing Articles of Incorporation, and acknowledged to me he executed the same.

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

)SEAL(



Notary Public



In and For Guam,)
(ss.:
City of Hagåtña)

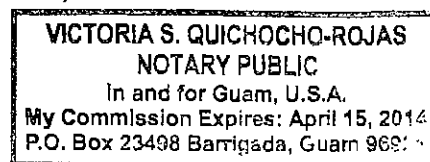
On this 29th of December, 2011, before me, a notary public in and for the Guam, personally appeared **Josephine Malilay**, known to me to be the person whose name is subscribed in the foregoing Articles of Incorporation, and acknowledged to me she executed the same.

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

)SEAL(



Notary Public



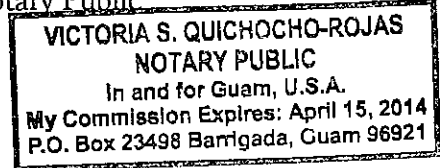
In and For Guam,)
(ss.:
City of Hagåtña)

On this 20th of December, 2011, before me, a notary public in and for the Guam, personally appeared **Cynthia V. Ecube**, known to me to be the person whose name is subscribed in the foregoing Articles of Incorporation, and acknowledged to me she executed the same.

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

)SEAL(

Victoria S. Quichocho-Rojas
Notary Public



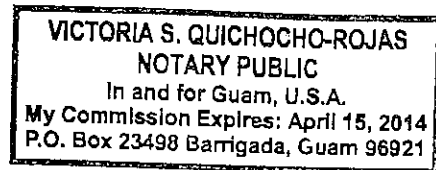
In and For Guam,)
(ss.:
City of Hagåtña)

On this 20th of December, 2011, before me, a notary public in and for the Guam, personally appeared **Grace Malilay**, known to me to be the person whose name is subscribed in the foregoing Articles of Incorporation, and acknowledged to me she executed the same.

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

)SEAL(

Victoria S. Quichocho-Rojas
Notary Public



BYLAWS
OF
PHILIP'S FOUNDATION, INC.
A Guam Nonprofit Corporation

DEPT OF REVENUE & TAXATION
GOVERNMENT OF GUAM
DEC 30 2011 1:50 PM
BUSINESS REGISTRATION

ARTICLE I

PURPOSES; NONPROFIT CHARACTER

SECTION 1.1. Purposes. The purpose of the Corporation shall be as specifically set forth in Article three of the Articles of Incorporation.

SECTION 1.2. Non-Profit Character. The Corporation shall be a non-profit corporation. The Corporation shall not authorize or issue shares of stock. No dividend shall be paid and no part of the Corporation, shall be distributed to or inure to the benefit of any Director, Officer, or Member of the Corporation, or any private individual, but shall be used to promote the purposes of the corporation.

ARTICLE II

PRINCIPLE OFFICE; PLACE OF MEETINGS; SEAL

SECTION 2.1. Principal Office. The principal office for the corporation shall be maintained at 207 Martyr Street, Suite 3, Hagåtña, Guam 96910, or at such other place within Guam, and the Corporation may have such other offices within Guam, as the board of directors shall determine.

SECTION 2.2. Place of Meetings. All meetings of the Board of Directors shall be held at the principal office of the Corporation, unless some other place is stated in the call. Any

meeting, regular or special, of the Board of Directors may be held by teleconference or similar communication equipment as long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at the meeting.

SECTION 2.3. Corporate Seal. The Corporation may have a corporate seal, as the Board of Directors shall determine.

ARTICLE III

BOARD OF DIRECTORS

SECTION 3.1. Powers and Duties. All corporate powers shall be exercised by or under authority of, and a Board of Directors shall control the business and affairs of this corporation.

SECTION 3.2. Number; Election. There shall be a Board of Directors of the Corporation, to consist of not less than three (3) or more than seven (7) members. The Board of Directors shall fix the number of Directors for the ensuing year and the number so designated with Section 3.3 hereof. Within the foregoing limitation as to the minimum and maximum number, the number of Directors may be decreased or increased by the Board of Directors at a special meeting and, in case the number is increased, the additional Directors shall be elected or appointed in the same manner as other Directors.

SECTION 3.3. Method of Appointment of Directors. Except as otherwise provided in this section, all Directors shall serve a term of four (4) years. The Board of Directors shall elect all Directors.

SECTION 3.4. Regular Quarterly Meetings. Meetings of the Board of Directors shall be held quarterly on the 10th day of each quarter (the quarter period being January – March, etc.), and the Board of Directors shall at the first quarterly meeting of the calendar year elect the

Officers to the Corporation for the ensuing year. Notice of the required for the quarterly meetings shall be provided in accordance with these Bylaws and Articles of Incorporation. If a quarterly meeting cannot be held, the President shall transmit to each board member, notice of cancellation of the meeting.

SECTION 3.5. President. The Board of Directors shall elect a President who shall preside at all meetings and perform such other duties as may be assigned to his/her by the Articles of Incorporation, these Bylaws or the Board of Directors.

SECTION 3.6. Vice President. In the absence or disability of the president, the vice presidents in order of their rank as fixed by the Board of Directors, or if not ranked, the vice president designated by the Board of Directors, shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to, all the restrictions upon, the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the By-Laws.

SECTION 3.7. Regular Meetings. The Board of Directors may establish regular meetings to be held in such places and at such times as it may from time to time by vote determine, and further notice thereof shall be required.

SECTION 3.8. Special meetings. Special meetings of the Board of Directors may be called at any time by and at least up to 48 hours notice, or upon reasonable notice, and that said notice must be given to each director as provided herein.

SECTION 3.9. Notice of Meetings. Except as otherwise expressly provide, notice of a special meeting of the Board of Directors shall be given to each Director (other than the person

or persons calling the meeting and other than the person giving notice of the meeting) by the Secretary, or by the person or one of the persons calling the meeting, by advising the Director of the meeting by word of mouth or by telephone or by leaving written notice thereof with her or at her residence or usual place of business. Non-receipt by a Director of any written notice of a meeting mailed to such Director shall not invalidate any business done at the meeting while a quorum is present.

SECTION 3.10. Waiver of Notice.

(a) Any Director may, prior to, at the meeting, or subsequent thereto, waive notice of any meeting in writing, signed by him or her;

(b) The presence at any meeting of any Director shall be the equivalent of a waiver of the requirement of the giving of notice of said meeting so such director. No notice of a meeting to the Board of Directors need be given to any Director who at the time is absent from Guam.

(c) When two-thirds (2/3) of the total number of Directors at which the Board of Directors has been fixed signs a written consent or approval on the record of the meeting, actions taken at the meeting, however called or notified, shall be valid.

(d) Any action by the Board of Directors shall be taken without a meeting if a written consent thereto is signed by a majority of the Directors and filed with the Secretary of the Corporation. Such consent shall be treated as a vote of the Board for all purposes.

SECTION 3.11. Quorum. A majority of the number of Directors as fixed by the articles or bylaws shall be necessary to constitute a quorum for the transaction of business, and the action of a majority of the Directors present at any meeting at which there a quorum, when duly

assembled, is valid as a corporate act; provided that a minority of the Directors, in the absence of a quorum, may adjourn from time to time, but may not transact business.

SECTION 3.12. Adjournments. Any meeting of the Board of Directors, whether regular or special, may be adjourned from time to time, whether a quorum be present or not, without notice other than the announcement at the meeting. Such adjournment may be to such time and to such place as shall be determined by a majority of the Board of Directors present. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted by a quorum at the original meeting as originally called.

SECTION 3.13. Removal; Withdrawal; Admission. The Board of Directors by majority vote may remove a Director of the Corporation, with or without cause. Any Director may resign at any time upon giving prior written notice to the Secretary. Additional Directors may be elected as set forth in these Bylaws.

SECTION 3.14. Permanent Vacancies. If a Director resigns or dies, the remaining Directors shall appoint a Director to hold office for the rest of the Directors' unexpired term.

SECTION 3.15. Proxies. Every person entitled to vote or execute consents shall have the right to do so either in person or by one or more agents authorized by written proxy executed by such person or his or her duly authorized agent, and filed with the Secretary of the corporation. Any proxy duly executed is not revoked and continues in full force and effect until an instrument revoking it or a duly executed proxy bearing a later date is filed with the Secretary of the Corporation or the effective period specified in the proxy expires.

SECTION 3.16. Executive and Other Committees.

(a) The Board of Directors, by resolution adopted by a majority of the Board of Directors, may designate and appoint an Executive Committee and any other working committees.

(b) The designation and appointment of any such committee and delegation thereto of authority shall not operate to relieve the Board of Directors or an individual Director of any responsibility imposed upon the Board of Directors or the Director by law.

SECTION 3.17. Gifts and Contributions. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of the Corporation.

ARTICLE IV

OFFICERS AND MANAGEMENT

SECTION 4.1. Appointment, Term, Removal. The officers of the Corporation shall be a president, a vice-president, a treasurer, and a secretary, who may, but need not be members of the Board of Directors. The treasurer shall be a resident of Guam. One person may hold two or more offices. Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at a regular or special meeting of the board, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power or removal may be conferred by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such resignation shall not be necessary to make it effective.

SECTION 4.2. The President. The President shall be the Chief Executive Officer of the Corporation. The President shall preside at all meetings of the Board of Directors, and may call special meetings of the Board of Directors at her discretion and shall call regular meetings of the Board of Directors, as provided by these Bylaws. Subject to the direction and control of the Board of Directors, the President shall:

- (a) Be in personal charge of the principal office of the Corporation;
- (b) Have the general management, supervision and control of all of the property, business and affairs of the Corporation, prescribe the duties of the managers of all branch offices, and exercise such other purposes as the Board of Directors may from time to time confer upon him or her;
- (c) Subject to approval of the Board of Directors, appoint head of departments and generally control the engagement, government and discharge of all employees of the Corporation, and fix their duties and compensation. He or she shall at all times keep the Board of Directors fully advised as to all of the Corporations' business.

SECTION 4.3. The Vice-President. The Vice-President shall be the Assistant Chief Executive Officer of the Corporation. The Vice-President shall preside at all meetings of the Board of Directors, and may call special meetings of the Board of Directors at his discretion and shall call regular meetings of the Board of Directors, as provided by these Bylaws in the absence of the President.

SECTION 4.4. The Secretary. The Secretary shall attend all meetings of the Board of Directors, and shall record the proceedings thereof in the minute book or books of the Corporation. He or she shall give notice, in conformity with these Bylaws, of meetings, where

required, of the Board of Directors. The Secretary shall perform all other duties incident of his or her office or which may be assigned to him or her by the Board of Directors or the President.

SECTION 4.5. The Treasurer. The treasurer shall have custody of all of the funds, notes, bonds and other evidences of property of the Corporation. He or she shall deposit or cause to be deposited in the name of the Corporation all monies or other valuable effects in such banks, trust companies or other depositories as shall from time to time be designated by the Board of Directors. He or she shall make such disbursements as the regular course of the business of the Corporation may require or the Board of Directors may order. He or she shall perform all other duties incident to his or her office or the President or the Board of Directors assigns to him or her.

SECTION 4.6. Absence of Officers. In the absence or disability of the President, the Vice-President shall perform the calling of meetings of the Board of Directors and shall undertake the duties and responsibilities of the President. In the absence or disability of the Vice-President; Secretary or the Treasurer, as the case may be, shall be performed by such person or persons as may be designated for such purpose by the Board of Directors.

ARTICLE V

REMOVALS

The Board of Directors may at any time remove from office or discharge from employment any officer, subordinate officer, agent or employee appointed by it or by any person under authority delegated by it, whenever, in their judgment, the best interests of the Corporation will be served thereby.

ARTICLE VI

EXECUTION OF INSTRUMENTS

SECTION 6.1. Proper Officers. Except as hereinafter provided or as required by law, all checks, drafts, notes, bonds, acceptances, deeds, leases, contracts, bills of exchange, orders for the payment of money, licenses, endorsements, powers of attorney, proxies, waivers, consents, returns, reports, applications, notices, mortgages and other instruments or writings of any nature, which require execution on behalf of the Corporation, shall be signed by any one of the following: The President, the Vice-President, Secretary or the Treasurer. The Board of Directors may from time to time authorize any such documents, instruments or writings to be signed by such officers, agents or employees of the Corporation or any one of them, in such manner as the Board of Directors may determine.

SECTION 6.2. Facsimile Signatures. The Board of Directors may, from time to time by resolution, provide for the execution of any corporate instrument or document, including but not limited to checks, warrants, letter of credit, drafts and other order for the payment of money, by a mechanical device or machine or by the use of facsimile signatures under such terms and conditions as shall be set forth in any such resolution.

SECTION 6.3. Funds. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII

CORPORATE BOOKS AND RECORD; INSPECTION OF SAME AND BYLAWS

SECTION 7.1. Books and Records. The Corporation shall keep correct and complete books and records of account of the Corporation and minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board of Directors, and shall keep at its registered office or principal office in Guam a record of the names and addresses of any Director or Director's agent or attorney for any proper purpose at any reasonable time. Demand of inspection other than at meeting shall be made in writing upon the President, Vice-President, the Secretary or any other officer designated by the Board of Directors.

SECTION 7.2. Inspection of Bylaws. The Corporation shall keep in its principal office for the transaction of business a copy of the Bylaws of the Corporation as amended or otherwise altered to date, which shall be open to inspection by the Directors at all reasonable times during office hours.

ARTICLE VIII

FISCAL YEAR

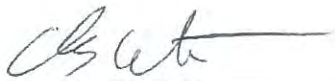
The fiscal year of the Corporation shall begin October 1st of each calendar year and shall close on September 30th of the following year, shall be such as may from time to time be established by resolution by the Board of Directors.

ARTICLE IX

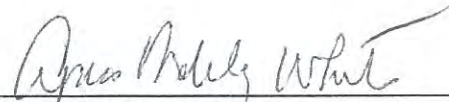
AMENDMENT TO BYLAWS

The Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by a majority vote of the Directors present at any meeting of the board of Directors at which a quorum is present or by the written consent of such Directors.

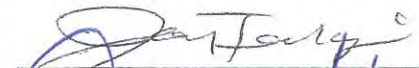
IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names to signify their adoption of the foregoing bylaws this 29th day of December, 2011.



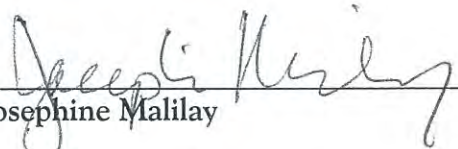
Charles White Jr.



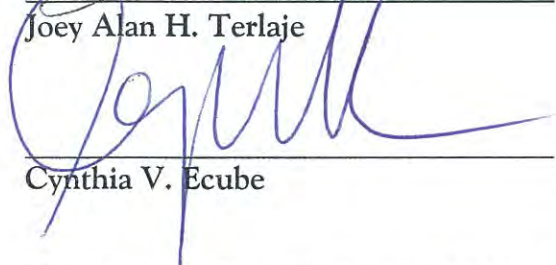
Agnes Malilay White



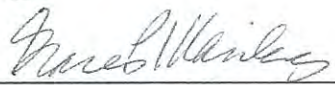
Joey Alan H. Terlaje



Josephine Malilay



Cynthia V. Ecube

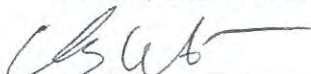


Grace Malilay

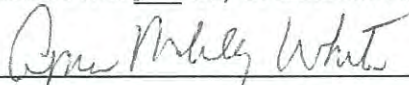
KNOW ALL MEN BY THESE PRESENTS:

That We, the undersigned, being the directors of **PHILIP'S FOUNDATION, INC.** hereby certify that the foregoing constitutes a full, true and correct copy of the Bylaws of said corporation, and that these bylaws were duly adopted by an affirmative vote of a majority of the members of the Corporation.

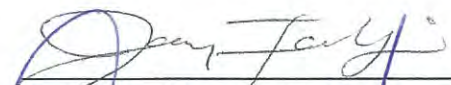
IN WITNESS WHEREOF, we have set our hands this 29th day of December, 2011.



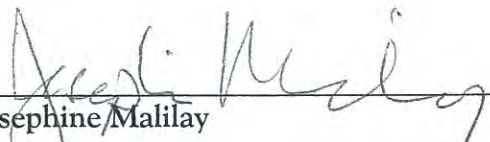
Charles White Jr.



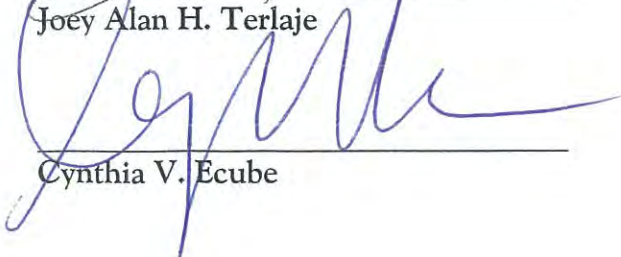
Agnes Malilay White



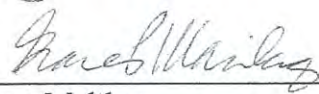
Joey Alan H. Terlaje



Josephine Malilay



Cynthia V. Ecube



Grace Malilay

STATEMENT OF SECRETARY

OF

PHILIP'S FOUNDATION, INC.
A Guam Nonprofit Corporation

DEPT OF REVENUE & TAXATION
GOVERNMENT OF GUAM

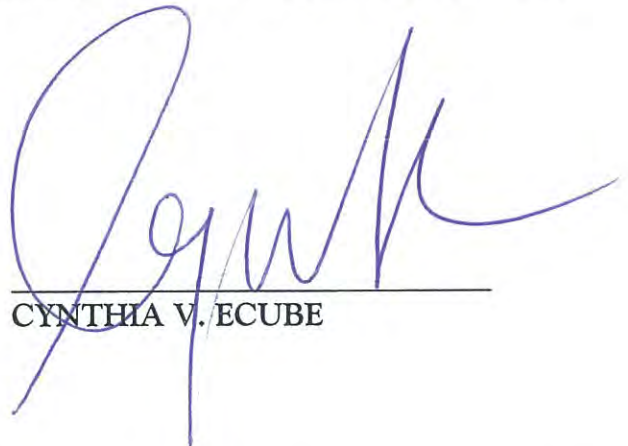
DEC 31 2011
BUSINESS REGISTRATION
1:50 PM

I, CYNTHIA V. ECUBE, the undersigned, being duly sworn, hereby state:

1. That I am the secretary elected by the of the non-profit corporation, PHILIP'S FOUNDATION, INC.;

2. That I am a resident of Guam, residing at 143 Tun Gozzum Dungca Street, Tamuning, Guam 96911.

DATED this 30th day of December, 2011.


CYNTHIA V. ECUBE

SUBSCRIBED AND SWORN on before me this 30th day of December, 2011, by
Cynthia V. Ecube.

)SEAL(


Notary Public

VICTORIA S. QUICHOCHO-ROJAS
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: April 15, 2014
P.O. Box 23498 Barrigada, Guam 96921