

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF THE GUAM SWIMMING FEDERATION**  
*Adopted on August 12, 2022*

***TO ALL TO WHOM THESE PRESENTS MAY COME, GREETING:***

**PREAMBLE**

KNOW YE, that the herein Corporation, previously incorporated as a private nonprofit, non-governmental corporation under and in accordance with the laws of Guam, and to obtain the benefits conferred by said laws upon corporations, do hereby *amend and restate* its Articles of Incorporation as set forth herein below. These amended and restated Articles of Incorporation amend, supersede, and replace any prior versions of said Articles and are effective immediately.

As used herein, a pronoun in the masculine gender shall be considered as including the feminine gender, and vice versa, unless the context clearly indicates otherwise.

**ARTICLE 1  
CORPORATE NAME**

**§ 1.1 NAME.** The name of the corporation (the “Corporation”) shall be:

**GUAM SWIMMING FEDERATION**

The Corporation may also be known by the nicknames of “*Guam Swimming*” or “*GSF*.”

**ARTICLE 2  
PRINCIPAL OFFICE**

**§ 2.1 INITIAL PRINCIPAL OFFICE.** The initial place of the principal office of the Corporation shall be in Hagatna, Guam. The initial mailing address shall be P.O. Box 1073, Hagatna, Guam, 96932, and the initial principal office shall be: the law offices of Teker Civile Torres & Tang, 330 Hernan Cortes Ave., Hagatna, Guam.

The principal office and mailing address may be changed from time to time and may be at any other location as may be determined by the Board of Directors. Upon the change of address or the location of the principal office, the Corporation or the Board of Directors shall file a written statement with the Department of Revenue and Taxation, Government of Guam, setting forth the current address of the principal office of the Corporation.

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**ARTICLE 3  
PURPOSES AND POWERS**

**§ 3.1 PURPOSES.** The purposes for which this Corporation is formed are:

**3.1.1. Primary purpose.** To conduct and carry on the work of the Corporation, not for profit but exclusively to foster and develop national (local island-wide Guam) and international amateur competition in the sport of swimming, to train swimmers, and to organize and hold swimming competitions within the meaning of § 501(c)(3) and § 501(j) of the Internal Revenue Code of 1954 (the “IRS Code”), as amended, in such manner that no part of its net earnings shall inure to the benefit of any private member and no substantial part of its activities shall consist of carrying on propaganda or attempting to influence legislation; and it shall not participate in, or intervene in, (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

**3.1.2 General purposes.** The general purposes of the Corporation are:

**3.1.2.1. Promotion of swimming.** To promote and develop among the people of Guam an interest in competitive swimming and swimming in general; to cultivate a sporting spirit; to organize swimming events, to work in concert with private or governmental bodies concerning the promotion of a sound sports policy in Guam; to safeguard the Corporation’s absolute autonomy and to resist all pressures whether of a political, religious, or economic nature; and to urge Guam’s government of the advisability of providing adequate sports areas, facilities, and swimming facilities throughout Guam; and to those ends, the Corporation shall:

**3.1.2.2. Organize and support competition.** Encourage the development of high performance and competitive swimming, as well as swimming in general, for all by organizing and conducting swimming competition and classes of all kinds and types;

**3.1.2.3. Training administrators.** Help in the training of coaches, officials, and administrators by organizing swimming competition and courses;

**3.1.2.4. Non-discrimination and non-violence.** Commit itself to take action against any form of discrimination and violence in sport, and against the use of substances and procedures prohibited by the international sports federations or by law;

**3.1.2.5. Charitable work.** Subject to the provisions of § 3.1.1, supra, to participate in, to undertake, promote, develop and carry on island-wide, regional, continental, national or international swimming competitions; to emphasize developmental swimming programs that maximize the number of participants.

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Without limiting the generality of the foregoing, in the absolute discretion of the Board of Directors, to make donations, gifts, contributions and loans out of its annual net income or assets, or both, (without limit as to the amount going to any one recipient, or, in the aggregate, to all recipients), to or for the use of any and all corporations, organizations, foundations, institutions, the United States, any state, territory, or political subdivision thereof, the District of Columbia, the Commonwealth of the Northern Mariana Islands, the Federated States of Micronesia, the Republic of Palau, the Republic of the Marshall Islands, governmental bodies, individuals, or projects for the above mentioned activities, for better athletic working conditions and facilities, for the advancement of sports knowledge and learning, and for providing facilities for public recreation; provided, however, that: (i) such organizations to which donations may be made shall be organized and operated for recreational or educational purposes; (ii) transfers of property to such organizations shall to the extent permitted under the statutes of Guam and the United States, be exempt from gift, Succession, inheritance, estate, or death taxes (by whatever name called) imposed by Guam or the United States; and (iii) such organizations shall to the extent permitted under the statutes of Guam and the United States, be exempt from income taxes imposed by Guam or the United States;

**3.1.2.6. Accept donations.** In the event that any member, or any non-member (whether an individual, firm, corporation or other organization) by last will and testament, deed in trust, or other writing, shall give to the Corporation funds, securities, or other real or personal properties, and therein shall designate one or more limited purposes (within the scope of the general purposes stated in §§ 3.1.1 and 3.1.2 of this Article 3), to which the whole or a portion of the principal or income or both, of such gift, is to be applied by the Corporation, or shall give certain directions regarding the time, manner, amounts and conditions of the application or disposition of such gift or of the principal or income thereof, by the Corporation, or otherwise shall curtail, with respect to such gift only, the powers, authority, or discretion which, as regards the corporate property generally, are granted to and vested in the Board of Directors by the other provisions of these Articles of Incorporation, the Board of Directors shall have the power to accept such gift strictly in accordance with the provisions of such last will and testament, deed, trust or other Writing. In no event and under no circumstance, however, shall the Board of Directors accept any such gift or undertake the administration or distribution thereof, if the limited purpose or purposes to which the principal or income or both, is to be applied and distributed, shall not be within the scope of the general purposes stated in this Article 3, or shall be in contravention of any local, state, or federal statute; and

**3.1.2.7. Doing all things necessary or proper.** To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone

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or in association with others, and incidental or pertaining to, or growing out of, the attainment of such objects, not inconsistent with the laws of Guam or the United States.

**§ 3.2 POWERS.** In furtherance of the foregoing purposes, the Corporation shall also have the following powers, that is to say:

**3.2.1 Accept gifts.** To solicit, apply for, receive, hold, and disburse grants, gifts, bequests, endowments and other funds; to employ such staff and contract for the services of Such other personnel as may be necessary; to purchase, lease, acquire or provide for such facilities, materials and equipment as are necessary and appropriate.

**3.2.2 Corporate succession.** To have succession by its corporate name;

**3.2.3 Suits.** To sue and be sued in any court;

**3.2.4 Seal.** To adopt and use a corporate seal and a logo, and alter the same at its pleasure;

**3.2.5 Agents.** To appoint any such subordinate officers and agents as the purposes of the Corporation shall require;

**3.2.6 Articles and Bylaws.** To make, adopt, amend, and repeal from time to time the Articles and Bylaws of the Corporation as allowed for by Guam law;

**3.2.7 Real and personal property.** To buy, lease, foreclose, repossess, or otherwise acquire, hold, own, use, improve, develop, cultivate, grant, bargain, sell, convey, lease, exchange, mortgage, transfer or otherwise dispose of, and in every manner deal in and with real or personal property and any and all interest and rights and privileges therein, as the purposes of the Corporation may require;

**3.2.8 Borrow money.** To borrow money or otherwise incur indebtedness, with or without security and to secure any indebtedness by deed of trust, mortgage, pledge, hypothecation or other lien upon all or any part of the real or personal property of the Corporation and to execute promissory notes, and other obligations or evidence of indebtedness, whether secured or unsecured;

**3.2.9 Loans.** To make loans at such terms and conditions as approved by the Board of Directors; provided, that such loans shall also be properly documented by minutes of the Corporation, corporate resolutions, promissory notes, and such other documents. The Board of Directors shall determine whether such loans shall be secured or not. All such loans must have the prior unanimous approval of the Board of Directors;

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**3.2.10 Issue notes.** To draw, make, accept, endorse, assign, discount, execute and issue all such bills of exchange, bills of lading, promissory notes, and other instruments to be assignable, negotiable or transferable by delivery or to order, or otherwise, as the purposes of the Corporation shall require;

**3.2.11 Contracts.** To make and perform contracts in furtherance of the purposes of the Corporation;

**3.2.12 Operate within or without Guam.** To qualify to carry on its nonprofit activities in any other territory, state, dependency, or foreign country, including, without limitation, the Commonwealth of the Northern Mariana Islands, the Republic of Belau, the Federated States of Micronesia, the Republic of the Marshall Islands, and within Oceania, and further to conduct its nonprofit activities within or without Guam, provided such activities are not in contravention of the laws of the place where the activities are to be performed;

**3.2.13 Affiliations and partnerships.** To affiliate and partner with the Guam National Olympic Committee (GNOC), the Oceania Swimming Association (OSA), the Fédération Internationale de Natation (FINA), and other national or international sport federations or countries as determined by the Corporation's Board of Directors.

**3.2.14 Other acts.** To do all other acts necessary or expedient for the administration of its affairs and the attainment of its purposes;

**3.2.15 Other purposes.** To have and exercise all the rights and powers conferred on nonprofit corporations under the laws of Guam, as such laws are now in effect or as amended from time to time; and

**3.2.16 Exclusively charitable.** To operate exclusively for public health, safety, educational, scientific or charitable purposes, including for such purposes, the making of distributions to corporations, trusts, community chests, funds or foundations that qualify as exempt organizations under § 501(c)(3) of the Code (or the corresponding provisions of any future Internal Revenue laws applicable to Guam).

**§ 3.3 CONSTRUCTION OF PURPOSES AND POWERS.** The purposes specified herein shall be construed both as purposes and powers and shall be in no wise be limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the Corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

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**§ 3.4 LIMITATION.** Notwithstanding any of the statements of purposes and powers set out in this Article Three, the Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the general purposes of the Corporation as set out in § 3.1, *supra*.

**ARTICLE 4  
ORGANIZATION**

**§ 4.1 NONPROFIT CHARACTER.** The Corporation is a private nonprofit, non-governmental corporation organized for nonprofit purposes pursuant to the laws of Guam and § 501(c)(3) and § 501(j) of the Code, as amended. It does not contemplate pecuniary gain or profit to the members thereof. There are no owners or shareholders, and no shares of stock are authorized or issued. No dividends shall be paid, and no part of the income or earnings which may be derived from its operations in pursuance of its purposes shall be distributed to or inure to the benefit of any member, director, officer, or any private individual, but shall exclusively be used to promote the purposes and objectives for which the Corporation is formed.

**ARTICLE 5  
MEMBERSHIP**

**§ 5.1 MEMBERS ARE SWIM TEAMS.** A “member” of the Corporation shall be a swim team organized under the laws of Guam and § 501(c)(3) and § 501(j) of the Code, as amended, as a nonprofit tax-exempt organization for the sole and exclusive purposes of fostering swimmers for national (local island-wide Guam) and international amateur swimming competitions in alignment with, and in the same manner as, the purposes of the Corporation as set forth in § 3.1. A “swim team” may include a competitive water polo, diving, artistic, and/or masters swimming team.

**5.1.1 Guam National Athletes Commission (GNAC).** The athlete representatives to the GNOC’s Guam National Athlete’s Commission (GNAC) serve as GSF’s delegates to the GNOC on behalf of the swim athletes. The GSF Athlete Representatives to the GNAC shall be elected based upon the criteria and requirements established by the GNOC and the GNAC Charter as amended from time to time.

The athlete representatives of the GNOC’s Guam National Athlete’s Commission (GNAC) are not “members” of the Corporation because they are not a “swim team” and therefore cannot acquire the rights and privileges afforded to members. However, except for voting on the election or removal of officers and directors which are privileges reserved exclusively to the member swim teams, or unless otherwise provided for in the Bylaws, the GNAC representatives may collectively cast a single one (1) vote on other matters submitted to a vote of the members or to the Board of Directors.

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**§ 5.4 VOTING AND OTHER RIGHTS; ONE (1) VOTE PER MEMBER TEAM; NO FRACTIONAL VOTES.** Each swim team accepted into the Corporation as a member shall have the right to be represented on the Board of Directors by at one (1) director, but never more than two (2) directors. Only one (1) single collective director vote per member team is allowed on any matter submitted to the Board for voting regardless of the number of directors that the member may have representing it on the Board. The failure of a member's directors to agree on their single collective vote shall be deemed as a non-vote, and the member shall be deemed to have abstained from voting. No single vote shall be split into fractional votes.

All members of the Corporation shall have the right to receive the publications of Guam Swimming and to have all rights generally attributable to members of Guam corporations, except that such rights are subject to each member's obligation to support the purposes, objectives, and ideals of Guam Swimming.

**§ 5.5 NONLIABILITY OF MEMBERS.** No member shall be personally liable for the debts, liabilities, or obligations of the Corporation.

**§ 5.6 DUTIES VOLUNTARY.** The members of the Corporation shall perform their duties on a voluntary basis. Members, however, may be reimbursed for traveling, subsistence, and any other justified expenses insured by them in connection with their duties.

**ARTICLE 6  
DIRECTORS AND OFFICERS**

**§ 6.1 BOARD OF DIRECTORS; NUMBER; TERM.** The Corporation shall have a minimum of three (3) directors, and collectively they shall be known as the "*Board of Directors*" or "*Board.*" At no time shall the number of directors be reduced to less than three (3) persons. The Board consists of the directors selected by each member as its representative(s). Every member team shall be represented on the Board by one (1) director, but never more than two (2) directors. The directors shall hold office for a term of four (4) years spanning the Summer Olympic quadrennium. There is no limit to the age of a director or to the number of terms a director may serve.

**§ 6.2 QUALIFICATION AND SELECTION OF DIRECTORS.** In order to qualify and be eligible to represent a member swim team on the GSF Board of Directors, the representative director selected by the member shall at all times be either a person on the governing board of the member, or the head coach of the member, or any other person otherwise authorized by the member to be the member's representative director. The GNAC shall not participate in the selection of a

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member's representative director.

The powers, duties, compensation, tenure or removal, the manner of filling director vacancies on the Board and the manner of calling and holding meetings of directors, shall be as provided for in the Bylaws.

**§ 6.3 QUALIFICATION AND ELECTION OF OFFICERS.** The four (4) officers of the Corporation shall be a president, a vice president/secretary general, a recording secretary, and a treasurer. With the exception of the GNAC, any individual from a member team of Guam Swimming who holds the office of a director is qualified to be an officer of Guam Swimming. The officers shall be elected by a majority vote of the directors present and voting at an organizational meeting of the Board held any time following the selection of the respective directors by the member swim teams. The GNAC shall not vote on the election of officers.

Each officer shall hold office for a term of four (4) years the same as a director. Each officer shall be from different member swim teams, and no one person or member team may hold two or more offices.

The powers, duties, compensation, and the tenure or removal of officers shall be as provided for in the Bylaws. There is no limit to the age of an officer or to the number of terms they may serve.

**§ 6.4 VACANCIES.** A vacancy on the Board of Directors shall be filled by the director's member swim team who shall select from the team a qualified successor representative. A person selected as director to fill a vacancy shall hold office as a director for the unexpired term of the director's predecessor; *except however*, if the predecessor director was also an officer, then the newly selected director shall *not* automatically hold the office vacated by his predecessor.

Instead, and with the exception of the office of the president which shall be filled by the vice-president/secretary general, a vacancy among the officers shall be filled by the directors (excluding the GNAC) through appointment approved by a majority vote of the directors for the remainder of the unexpired term. At the option of the Board, an *incumbent* officer may be temporarily appointed to hold two offices and thereby fill the vacancy until it can be filled by a new officer from a member swim team different from the incumbent's team.



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**§ 6.5 FIRST DIRECTORS (FOUNDERS).** The persons who were the first directors of the Corporation and their residences and addresses were as follows:

<b>Names:</b>	<b>Residences:</b>	<b>Addresses:</b>
James P. Healy	Tamuning, Guam	P.O. Box 2951 Hagatna, Guam 96932
Greta M. Duenas	Agana Heights, Guam	P.O. Box 23161 GMF, Guam 96921
Elizabeth Horne	Yigo, Guam	PMB 202 535 Chalan Pale RH Suite 116 Yigo, Guam 96929
Keith Nakamura	Piti, Guam	P.O. Box 4466 Agana, Guam 96932

**§ 6.6 POWERS OF DIRECTORS.** All the powers and authority of the Corporation shall be vested in and may be exercised by the Board, except as otherwise provided by law, or in these Articles of Incorporation or in the Corporation's Bylaws; and, in furtherance and not in limitation of said general powers, the Board shall have power to: (i) acquire and dispose of the Corporation's property; (ii) appoint such officers or agents of the Corporation as in its judgment the Corporation may require, and to confer upon and to delegate to them, by power of attorney or otherwise, such power and authority as it shall determine; (iii) reimburse costs for any or all of its directors, officers, or agents, and in its discretion, require security of any of them for the faithful performance of any of their duties; (iv) make rules and regulations not inconsistent with law or these Articles of Incorporation or the Bylaws for the transaction of business; (v) incur such indebtedness as may be deemed necessary; (vi) create such committees (including, but not limited to, an executive committee composed of the officers of the Corporation) and to designate and to confer upon such committees such powers and authority as may by resolution be set forth for the purpose of carrying on or exercising any of the powers of the Corporation; (vii) create and set aside reserve funds for any purpose; (viii) invest any funds of the Corporation in such securities or other property as to it may seem proper; (ix) remove or suspend any officer; and (x) generally, do any and every lawful act necessary or proper to carry out and into effect the powers and purposes of this Corporation.

**§ 6.7 LIMITATION ON POWERS OF DIRECTORS.** The Corporation shall not without the affirmative vote of a majority of the members present at a members or Board of Directors meeting called for the purpose of authorizing such action, or the written consent with or without a meeting of a majority of the members, take any of the following actions:

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**6.7.1 Amendment, etcetera of Articles.** Amend, alter or repeal any of the provisions of these Articles of Incorporation.

**6.7.2 Sale of assets.** Sell or otherwise dispose of substantially all of the Corporation's assets;

**6.7.3 Dissolution.** Dissolve or liquidate the Corporation.

**§ 6.8 CONFLICTS OF INTEREST.** A director of the Corporation shall not, in the absence of fraud, be disqualified by his office from dealing or contracting with the Corporation either as a vendor, purchaser or otherwise, nor, in the absence of fraud, shall any transaction or contract of the Corporation be void or voidable or affected by reason of the fact that any director, or any firm of which any director is a member, or any corporation which any director is an officer, director or stockholder, is in any way interested in such transaction or contract *provided*,; that at the meeting of the Board or of a committee thereof having authority in the premises, authorizing or confirming said contract or transaction, the existence of an interest of such director, firm or corporation is disclosed or is known *and* there shall be present a quorum of the Board or of the persons constituting such committee, *and* such contract or transaction shall be approved by a majority of such quorum, which majority shall include the director so interested or connected *except* that the director shall not vote.

A general notice spread upon the minutes of a meeting of the Board or of any committee thereof that a director is a director, member, officer or stockholder of any firm or corporation, and is to be regarded as interested in any subsequent transaction with such firm or corporation, shall be a sufficient disclosure under the foregoing proviso; and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such firm or corporation. Nor shall any director, nor any firm of which any director is a member, nor any corporation of which any director is an officer, director or stockholder, be liable to account to the Corporation for any profit realized from or through any transaction or contract of the Corporation authorized, confirmed or approved as aforesaid by reason of the fact that such director or any firm of which he is a member or any corporation of which he is a stockholder, director or officer, was interested in such transaction or contract. Directors so interested may be counted when present at meetings of the Board or of such committee for the purpose of determining the existence of a quorum. Any contract, transaction or act of the Corporation or of the Board or of any committee thereof (whether or not authorized, confirmed, or approved as hereinbefore provided) which shall be ratified by a majority of the members entitled to vote, at any annual meeting, or any special meeting called for such purpose, shall be as valid and as binding as though ratified by every member of the Corporation; *provided*, however, if the Articles or Bylaws require more than a majority for any particular matter, then the requirement of more than a majority shall be controlling.

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**§ 6.9 ACTION WITHOUT MEETING; MAJORITY VOTE.** Any action which may be taken at a meeting of the Board may be taken without the holding of an in-person or video/telephonic meeting if the action is authorized by a written majority vote of all members entitled to vote plus the GNAC. The written vote may be cast by email, fax, or personal delivery of the writing.

**§ 6.10 NONLIABILITY OF DIRECTORS, AND OFFICERS.** No director or officer shall be personally liable for the debts, liabilities, or obligations of the Corporation

**ARTICLE 7  
SUCCESSION**

**§ 7.1 PERPETUAL EXISTENCE.** The Corporation shall have perpetual existence and succession by its corporate name in the manner provided by law and shall have all the powers herein enumerated or implied, or which may be hereafter provided by law for incorporated companies subject to the restrictions otherwise set out in these Articles of Incorporation.

**ARTICLE 8  
SERVICE OF PROCESS**

**§ 8.1 LEGAL SERVICE.** Service of legal process may be made upon the Corporation in the manner provided by law.

**ARTICLE 9  
DEDICATION AND DISSOLUTION**

**§ 9.1 NO DISTRIBUTION.** This Corporation is organized solely for nonprofit purposes. The Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate or authorize the distribution of gains, profits, or dividends to the members thereof.

**§ 9.2 PROPERTY DEDICATED.** The property of this Corporation is irrevocably dedicated to fostering amateur swimming competition, and no part of its net income or assets shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person; except the Corporation is authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set out in Article 3, *supra*.

**§ 9.3 ASSETS ON DISTRIBUTION.** Upon the dissolution or winding up of the Corporation, whether voluntary or involuntary, its assets remaining after payment or provision for payment of all debts and liabilities of the Corporation shall be distributed as decided by a majority of the Board; *provided however* that the assets *shall* be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as amended. Any assets not so

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disposed shall be disposed of by the courts of Guam. Disposal shall be made exclusively for exempt or public purposes, or be made to such organization or organizations as the court shall determine to be organized exclusively for such purposes.

**§ 9.4 TRUST ASSETS.** If this Corporation holds any assets in trust, on dissolution, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of Guam, on petition therefor by the Attorney General of Guam or by any person concerned in the liquidation.

**ARTICLE 10  
LIMITATION ON CORPORATE ACTIVITIES**

**§ 10.1 NONPOLITICAL.** None of the activities of this Corporation shall consist of the carrying on of propaganda, or otherwise attempting, to influence legislation, nor shall this Corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

**§ 10.2 DISTRIBUTION OF INCOME AND PROHIBITED ACTIVITIES.** Notwithstanding any other provision in these Articles of Incorporation, the Corporation shall be subject to the following limitations and restrictions:

**10.02.01 No self-dealing.** Guam Swimming shall not engage in any act of self-dealing as defined in the Internal Revenue Code and as mirrored by Guam law.

**10.02.02 No excess holdings.** Guam Swimming shall not retain any excess business holdings as defined in the Internal Revenue Code and as mirrored by Guam law.

**10.02.03 No nonexempt investments.** Guam Swimming shall not make any investments in such manner as to subject it to tax under the Internal Revenue Code and as mirrored by Guam law.

**10.02.04 No taxable expenditures.** Guam Swimming shall not make any taxable expenditure as defined in the Internal Revenue Code and as mirrored by Guam law.

**§ 10.3 STOCK NOT AUTHORIZED.** As a nonprofit organization, the Corporation has no owner or owners, and no stock or shares of stock of any number, class or nature are authorized to be issued.

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**ARTICLE 11  
AMENDMENT OF ARTICLES AND BYLAWS**

§ 11.1 Subject to the provisions of Guam law as amended from time to time, these Articles and their accompanying Bylaws may be amended by the affirmative vote of a majority of the members who are present and voting at a meeting of the members or the Board of Directors, or by the written consent with or without a meeting of a majority of the members.

**ARTICLE 12  
AGENT FOR SERVICE OF PROCESS**

§ 12.1 Any current officer of the Corporation shall be authorized to receive any notice or service for any lawsuit or legal proceedings. The initial agents for the service of process or to receive any notice shall be the original incorporators as set forth below. The Corporation or the Board of Directors shall file with the Department of Revenue and Taxation, Government of Guam, a written statement of any change in the address of the corporation and the names of the officers of the Corporation.

**ARTICLE 13  
INITIAL OFFICERS**

§ 13.1 The initial officers of the Corporation on the charter date of October 24, 2000, were:

President	John S. Unpingco
Vice President	Greta M. Duenas
Secretary	Elizabeth Horne
Treasurer	Keith Nakamura

\*\*\*\*\* *END* \*\*\*\*\*