

In the Matter of the Incorporation)
of)
))
_____)

PETITION FOR A CHARTER OF INCORPORATION
FOR A NON-PROFIT, TAX-EXEMPT CORPORATION
TO BE KNOWN AS:

(Name of Corporation)

The undersigned, a majority of whom are residents of the Commonwealth of the Northern Mariana islands, hereby petition, under the provisions of 4 CMC § 4101 *et seq.* and in particular in § 4103(c), for a charter of incorporation, for themselves and their members as a non-profit corporation under the name of _____ and _____ in connection herewith do hereby incorporate herein by reference thereto the accompanying proposed charter of incorporation wherein are set forth various matters required under § 4101 *et seq.* and § 4103(c) under the laws of the Commonwealth of the Northern Mariana Islands (Commonwealth Register Vol. 12 No. 5 May 15, 1990, p. 6997; Trust Territory Register Vol. 1 No. 1, July 15, 1974, page 7 and 26-27).

DATED this _____ day of _____, 20____.

COMMONWEALTH OF THE NORTHERN)
MARIANA ISLANDS) ss:
_____)

On this _____ day of _____, 20____, _____, _____, _____, _____, and _____, being first duly sworn on oath, depose and say that they are the petitioners above-named, that they have read the foregoing petition and attached proposed charter of incorporation and know the contents thereof; and that the matters and statements therein set forth are true to the best of their acknowledge and belief.

NOTARY PUBLIC

NON-PROFIT CHARTER OF INCORPORATION
OF

A COMMONWEALTH OF THE NORTHERN MARIANA ISLANDS CORPORATION

TO ALL TO WHOM THESE PRESENTS SHALL COME:

WHEREAS, _____, _____,
_____, and _____, a majority of whom
are 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 the 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 hereinafter set forth.

I.

The name of the corporation shall be:

II.

The location of the principal office of the corporation shall be at the village of _____
_____ (as indicated by the map attached hereto) on the island of _____
in the CNMI; and the specific mailing address of the non-profit corporation shall be: _____

III.

This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations under § 501(c)(3) of the Northern Marianas Territorial Income Tax Code (or the corresponding section of any future amended section of the Code). The specific purpose(s) of this non-profit corporation are: _____

IV.

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".

V.

The officers shall consist of:

VI.

The name, citizenship, residence location (as indicated by the map attached hereto) and mailing address of the initial officers are as follows:

<u>Office Held</u>	<u>Name</u>	<u>Residence Location</u>	<u>Citizenship</u>	<u>Mailing Address</u>
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VII.

The name, citizenship, residence location (as indicated by the map attached hereto) and mailing address of the initial Board of Directors, consisting of not less than three (3) are as follows:

<u>Name</u>	<u>Residence Location</u>	<u>Citizenship</u>	<u>Mailing Address</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

VIII.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, directors, 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 § 501(c)(3) purposes. 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).

Notwithstanding any other provision of the these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from income tax under § 501(c)(3) of the Northern Marianas Territorial Income Tax Code (or any corresponding section of any future tax code) or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Northern Marianas Territorial Income Tax Code (or any corresponding section of any future tax code).

IX.

The corporation is not organized for profit and it will not issue any stock. Upon the dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Northern Marianas Territorial Income Tax Code (or any corresponding section of any future tax code), or shall be distributed to the CNMI Government, for a public purpose”.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this _____ day of _____, 20 ____.

REMEDIO C. MAFNAS
REGISTRAR OF CORPORATIONS
Commonwealth of the Northern Mariana Islands

BYLAWS
OF

A COMMONWEALTH NON-PROFIT CORPORATION

ARTICLE I

The name of this non-profit corporation shall be:

ARTICLE II

The principal office of the corporation shall be located at: _____
_____ Commonwealth of the Northern Mariana Islands
(CNMI).

ARTICLE III

Section 1. Place of Meetings

All meetings of the members shall be held at the office of the corporation, CNMI, as may be designated for that purpose from time to time by the Board of Directors.

Section 2. Annual Membership Meetings

The annual meeting of the members shall be held, each year, at the time and on the day following:

Time of Meeting: _____

Date of Meeting: _____

If this day shall be a legal holiday, then the meeting shall be held on the next succeeding business day, at the same hour. At the annual meeting, the members shall elect a Board of Directors, consider reports of the affairs of the corporation and transact such other business as may properly be brought before the meeting.

Section 3 Special Membership Meetings

Special meetings of the members for any purpose or purposes may be called at any time by the President, Vice President, Secretary, Treasurer or by the Board of Directors or by not less than one-fifth (1/5) of the members of the corporation.

ARTICLE IV

Section 1. Board of Directors

The Board of Directors shall consist of _____ members who shall be elected at the annual membership meeting by the membership of the corporation. The term of office of each director shall be until the next annual meeting and the election and qualification of his successor.

Section 2. Meetings of the Board

The Board of Directors shall have quarterly meetings the following dates:

January 15
April 15
July 15
October 15

The Board of Directors shall have such other meetings as are called by any _____ members of the Board, provided, however that notice be given at least _____ days in advance to the other members of the Board.

Section 3. Quorum

_____ members of the Board of Directors shall constitute a quorum to conduct any business properly before the Board.

Section 4. Board Decisions

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 5. Vacancies

Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

Section 6. Compensation

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses, if any, may be allowed for attendance at any regular or special meeting of the Board of Directors. Nothing herein shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 7. Management

The Board of Directors shall be vested with the power responsibility for the management of the corporation.

ARTICLE V

Section 1. Officers

The officers of the corporation shall be a _____, _____, _____, and _____, and any such other officers as may be elected by the Board of Directors.

Section 2. Election and Term of Office

The officers of the corporation shall be elected by the Board of Directors and shall serve for one (1) year. Any officers may be removed by the Board when in its judgment the best interest of the corporation would be served thereby.

Section 3. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpected portion of the term.

Section 4. Powers and Duties

a. President

The principal duties of the president shall be to preside at all meetings of the members and the Board of Directors and to have a general supervision of the affairs of the corporation.

b. Vice President

The principal duties of the vice president shall be to discharge the duties of the president in the absence or disability, for any cause whatsoever, of the president.

c. Secretary

The principal duties of the secretary shall be to countersign all deeds, leases, and conveyances executed by the corporation, affix the seal of the corporation thereto and to do such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the board of directors, and to safely and systematically keep all books records, papers, and documents belonging to the corporation, or in any way pertaining to the business thereof, except the books and records incidental to the duties of the treasurer.

d. Treasurer

The principal duties of the treasurer shall be to keep an account of all monies, credits and property of any kind and every nature of the corporation which shall come in his hands, and to keep an accurate account of all monies received and disbursed and of proper vouchers for monies disbursed, and to render such accounts, statements, and inventories of monies received and disbursed and of money and property on hand, and generally of all matters pertaining to his office, as shall be required by the board of directors.

The officers shall perform such additional or different duties as shall from time to time be imposed or required by the board of directors, or a may be prescribed from time to time by the bylaws.

ARTICLE VI

The Board of Directors may establish committees and appoint chairman as needed.

ARTICLE VII

Section 1. Contracts

The Board of Directors may authorize any officers, or agent of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of the corporation and on its behalf.

Section 2. Checks, Drafts, and Orders

All checks, drafts, and orders for payment of money, notes, or other evidences of indebtedness issued in the care of the corporation, shall be signed by such officers or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board, such instruments shall be signed by the _____ and countersigned by the _____ or in his absence, by the _____.

Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, savings and loans, or other depositories as the Board may select.

Section 4. Gift

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, devise, or grant for any purpose of the corporation.

Section 5. Federal Grants

Any funds which are received from Federal grants shall be controlled in accordance with the procedures established by the grantor agency.

ARTICLE VIII

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and Committees.

ARTICLE IX

The qualifications for membership in the corporation shall be as follows:

ARTICLE X

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the directors present and voting at any regular or special meeting, provided that at least five (5) days written notice is given to each directors of the intention to alter, amend, or repeal, or add new bylaws.

Date: _____