

AMENDED ARTICLES OF INCORPORATION
MICRONESIAN LEGAL SERVICES CORPORATION

Article I - Name, Principal Office, Duration

Section 1: The Name of the Corporation is the "Micronesian Legal Services Corporation."

Section 2: The principal office of the Corporation is on Saipan, Commonwealth of the Northern Mariana Islands. Additional offices are located on Majuro and Ebeye in the Republic of the Marshall Islands; on Kosrae, Pohnpei, Chuuk, and Yap in the Federated States of Micronesia; on Koror in the Republic of Palau; and on the Territory of Guam.

Section 3: The duration of this Corporation shall be perpetual unless sooner dissolved in accordance with law.

Article II - Purposes and Powers

Section 1: Micronesian Legal Services Corporation is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt

organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The general nature of MLSC's activities are as follows:

(a) To make available the professional services of attorneys to persons who are not reasonably able otherwise to obtain such services because of financial hardship, to the end that these people regardless of their financial ability, will receive the full benefit of their legal rights and the equal protection and the application of the law;

(b) To promote the general concepts of justice and law in the Republic of the Marshall Islands, the Federated States of Micronesia, the Commonwealth of the Northern Mariana Islands, the Republic of Palau, and the Territory of Guam; to promote the legal education of individuals and groups to further the understanding and fulfillment of these concepts and to inform persons of low income of their fundamental rights under law and the legal implications of their daily activities and transactions, to the end that these people may enjoy the full protection of their legal rights and the equal protection and application of law;

(c) To employ attorneys and other personnel necessary to the accomplishment of the above purposes, and the carrying on of the purposes of the Corporation and to pay such employees a reasonable compensation for their services;

(d) To receive by grant, legislative appropriation, bequest, devise, or in any other manner, money, assistance and any other form of contribution, whether of real, personal or mixed property, from any government or governmental agency, corporation, association, firm, estate, or person, upon such terms and conditions as the Board of Directors of the Corporation shall deem reasonable and equitable and in the best interest of the Corporation, to be used in the furtherance of the purposes of the Corporation;

(e) To purchase, lease or otherwise acquire, and to hold, own, enjoy, sell, lease, mortgage, transfer, convey, or otherwise encumber and dispose of any, all, and every kind of property, both real and personal, whenever necessary or convenient to accomplish the object and purposes herein described all in accordance with these Articles of Incorporation;

(f) To carry on any and all activities and operations and have all powers necessary to perform any and all

activities required to accomplish the purpose of the Corporation as herein set forth.

Section 2: It is the further purpose of this Corporation to engage in, participate in, or carry on, any activity which is not-for-profit and which reasonably contributes to the alleviation and elimination of poverty, to the same extent as a natural person could, consistent with the laws of the United States, the Republic of the Marshall Islands, the Federated States of Micronesia, the Commonwealth of the Northern Mariana Islands, Republic of Palau, the Territory of Guam, and the Articles of Incorporation and the Bylaws of this Corporation.

Article III - Limitations

Section 1: This Corporation shall not own or hold more real property than is reasonably necessary to carry out its purposes; nor shall it engage in any activity, directly or indirectly, for profit.

Section 2: No part of the net earnings of Micronesian Legal Services Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that Micronesian Legal Services Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and

distributions in furtherance of the purposes set forth in the purposes clause hereof. No substantial part of the activities of Micronesian Legal Services Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Micronesian Legal Services Corporation shall not participation, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, Micronesian Legal Services Corporation shall not carry on any other activities not permitted to be carried on (1) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3: No director, officer, member, or employee of this Corporation shall discriminate against any other director, officer, member or employee of this Corporation because of race, creed, color, religion, national origin, clan, caste, or sex, in connection with any of the activities of this Corporation.

Section 4: No director, officer, member or employee of this Corporation shall discriminate against any applicant for

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employment with the Corporation because of race, creed, color, religion, national origin, caste, clan or sex.

Section 5: No person shall be denied, on the ground of race, creed, color, religion, national origin, caste, clan or sex, the full benefits, assistance or services of this Corporation.

Article IV - Membership, Exemption from Debt

Section 1: This Corporation shall issue no capital stock and shall be composed of members rather than stock holders. The private property of the members of this Corporation shall be exempt from liability from its corporate debts and obligations.

Section 2: The membership of the Board of Directors of this Corporation shall constitute the membership of this Corporation.

Article V - Board of Directors

Section 1: The general affairs of this Corporation shall be managed by a Board of Directors which shall consist of ten (10) members to be selected and to serve in accordance with the Bylaws of this Corporation which Board shall be responsible for the management and control of the business and affairs of the Corporation.

Section 2: The Board of Directors will hold quarterly meetings, two of which shall be in-person and two of which shall be by electronic means. Other special meetings of the Board of Directors may be convened as provided in the Corporation Bylaws.

Section 3: Meetings of the Board of Directors may be held at any place in Micronesia or any other place designated by the Board of Directors. The locations of the Board of Directors meetings shall however be rotated so that all Board members shall, to the extent reasonably possible, have an opportunity to become familiar with each part of Micronesian Legal Services Corporation's service area, and so the people in each part of the service area will have an occasional opportunity to attend Board meetings and more directly present their views before the Board.

Article VI - Officers

Section 1: The officers of this Corporation shall be a President, Vice-President and Secretary-Treasurer, and shall have such powers, responsibilities and terms of office as provided in the Bylaws.

Article VII - Bylaws

Section 1: The Bylaws of this Corporation may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or with these Articles.

Section 2: The Board of Directors shall have the power to adopt, alter, amend or repeal the Bylaws of this Corporation by majority vote at any regular or special meetings where a quorum is present.

Article VIII - Amendments

Section 1: The Board of Directors shall have the power to amend these Articles by majority vote at any regular or special meetings where a quorum is present.

Section 2: Written notice of any proposed amendment shall be given to each of the members of the Board of Directors at least twenty-four (24), but not more than fifty (50) days prior to any such meetings.

Section 3: Any amendments duly proposed and adopted by the Board of Directors shall be signed and acknowledged by the President and attested by the Secretary-Treasurer of this

Corporation and shall be filed, recorded and published as provided by law.

Article IX - Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes with the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or legal government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction in the place in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article X - Financial Surplus

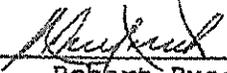
In the event that a financial surplus is accumulated at any time, the surplus funds shall, by majority vote of the Board of Directors, be expended on the approved program of the Corporation or in furtherance of its purposes giving priority to the education of Micronesian law students. In no event shall any funds of the Corporation be given or allocated to its

members as profits or earnings or any similar distributions.
This shall not limit the right of the Corporation to employ and
pay salaries and expenses of employees as may be authorized by
the Board of Directors.

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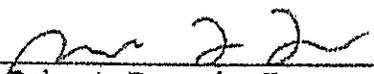
In accordance with the provisions of the Articles and Bylaws of
the Corporation, the undersigned Corporation has adopted the
foregoing AMENDED ARTICLES OF INCORPORATION by a majority vote
of the Board of Directors upon the date specified.

I hereby certify that the Board of Directors of Micronesian
Legal Services Corporation duly adopted these Amended Articles
of Incorporation of Micronesian Legal Services Corporation at
~~its Board Meeting held in Guam on December 13, 2018.~~ A quorum
of the Board was present and adopted the Amended Bylaws by a
unanimous vote.



Robert Ruecho'
President, Board of Directors
Micronesian Legal Services Corporation

Dated: 11/29/19



Robert Tenorio Torres
Secretary-Treasurer
Micronesian Legal Services Corporation

Dated: 11/29/19