

Non-profit Corporation Articles of Incorporation

Pursuant to the laws of the Territory of American Samoa, the undersigned majority of whom are citizens of the United States; do hereby submit these Articles of Incorporation for the purpose of forming a non-profit corporation.

ARTICLE 1

Name

1.1 The name of the corporation (“Corporation”) shall be **MANU’A HEALTHCARE FOUNDATION, INC.** The business of the Corporation may be conducted as “**Manu’a Healthcare Foundation**” or “**MHF**”. The Corporation’s registered office is located at:

Physical Address:



MANU’A HEALTHCARE FOUNDATION, INC.
982925 Tuitasi Farm Rd., Malaeloa-Aitulagi
Pago Pago, American Samoa 96799 USA
www.manuahealthcare.org

Mailing address:



MANU’A HEALTHCARE FOUNDATION, INC.
P.O. Box 982925
Pago Pago, American Samoa 96799 USA
www.manuahealthcare.org

ARTICLE 2

Existence

2.2 The Manu’a Healthcare Foundation shall have perpetual existence.



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ARTICLE 3

Effective Date

3.1 The effective date of incorporation for Manu'a Healthcare Foundation shall be upon filing with the Attorney General of American Samoa.

ARTICLE 4

Public Benefit

4.1 Manu'a Healthcare Foundation shall be designated as a public benefit corporation.

ARTICLE 5

Type of non-profit corporation

5.1 Manu'a Healthcare Foundation is organized and shall operate exclusively for the charitable, educational and medical scientific research purposes within the meaning of Section 501 (c)(3) of the United States of America Internal Revenue Code of 1986, as amended and as may be amended in the future. Manu'a Healthcare Foundation is organized for the purpose of raising funds to support, administer and promote healthcare, educational and research services to the general public.

5.2 To maximize our impact on current efforts, Manu'a Healthcare Foundation may seek to collaborate with other healthcare and education non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational, research and charitable purposes.

5.3 At times, per the discretion of the Board of Directors, Manu'a Healthcare Foundation may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

ARTICLE 6

Limitations and Prohibitive Activities

6.1 At all times the following shall operate as conditions restricting the operations and activities of the Corporation:

6.1.1 No part of the net earnings of the Corporation shall inure to any member of the Corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or



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hereafter amended, nor to any Director or officer of the Corporation, nor to any other private persons, excepting solely such reasonable compensation that the Corporation shall pay for services actually rendered to the Corporation, or allowed by the Corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation;

6.1.2 No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

6.1.3 Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

6.1.4 The Corporation shall not lend any of its assets to any officer or director of the Corporation, unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members, or guarantee to any person the payment of a loan by an officer or director of this Corporation.

ARTICLE 7

Property

7.1 The property of Manu'a Healthcare Foundation is irrevocably dedicated to charitable, education, and research purposes.

ARTICLE 8

Distribution of Income

8.1 Manu'a Healthcare Foundation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal and American Samoa tax laws.

8.2 No part of the net earnings of Manu'a Healthcare Foundation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in Article 5.



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ARTICLE 9

Personal Liability

9.1 No officer or director of Manu'a Healthcare Foundation shall be personally liable for the debts or obligations of Manu'a Healthcare Foundation of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of Manu'a Healthcare Foundation.

ARTICLE 10

Governance

10.1 Manu'a Healthcare Foundation shall be governed by its Board of Directors. The manner in which Directors shall be chosen and removed from office, their qualifications, powers, duties, compensation and tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be stated in the Corporation Bylaws.

ARTICLE 11

Indemnification

11.1 The Corporation does indemnify any directors, officers, employees, incorporators, and members of the Corporation from any liability regarding the Corporation and the affairs of the Corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the Corporation, or as otherwise provided under applicable American Samoa and United States of America statute and laws.

ARTICLE 12

Dissolution

12.1 Upon the dissolution of Manu'a Healthcare Foundation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education and research purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or American Samoa law, as the Board of Directors shall determine. Such distributions



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shall comply with American Samoa laws pertaining to non-profit organizations, or such successor statutes as may from time to time be enacted.

ARTICLE 13

Board of Directors

13.1 The management and affairs of the Corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the Corporation's Bylaws. No Director shall have any right, title, or interest in or to any property of the Corporation.

13.1 The Corporation's first and founding Board of Directors shall be comprised of the following natural persons:

- **Barney Sene**
- **Peter T. Katsiyannis, MD**
- **Malouamaua Tuiolosega, MD**

ARTICLE 14

Members

14.1 The Corporation may have voting members, and such membership, if any, and classes thereof, shall be as defined in the corporation's Bylaws. No member shall have any right, title, or interest in or to any property of the Corporation.

ARTICLE 15

Amendments

15.1 Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.



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ARTICLE 16 Incorporators

16.1 The incorporators and founders of this Corporation are:

Barney Sene

P.O. Box 4929

Pago Pago, American Samoa 96799

barney.sene@manuahealthcare.org

Peter T. Katsiyannis, MD

P.O. Box 982925

Pago Pago, American Samoa 96799

peter.katsiyannis@manuahealthcare.org

Malouamaua Tuiolosega, MD

P.O. Box 982925

Pago Pago, American Samoa 96799

malo.tuiolosega@manuahealthcare.org

IN WITNESS WHEREOF, we the Incorporators and undersigned do hereby certify that these stated Articles of Incorporation of **MANU'A HEALTHCARE FOUNDATION, INC.** are true, were approved by the Board of Directors on **July 16, 2013** and constitute a complete copy of Articles of Incorporation of the **Manu'a Healthcare Foundation**.

IN WITNESS on this 21 day of August, 2013, before me, the undersigned Notary, personally appeared **BARNEY SENE**, the Incorporator and personally known to me or proved to me through identification documents allowed by law, to be the person who signed this document in my presence:

NOTARY PUBLIC

Anita-Rae Tava'etoto Salave'a
NOTARY
Commission No. ASN-056
Notary Public, Territory of American Samoa
My Commission expires: Nov. 14, 2013
P.O. Box 3415, Pago Pago, Am. Samoa 96799

Barney Sene (Signature)

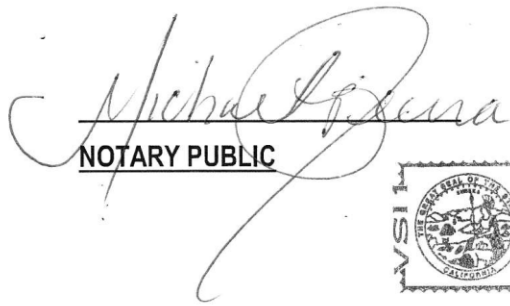
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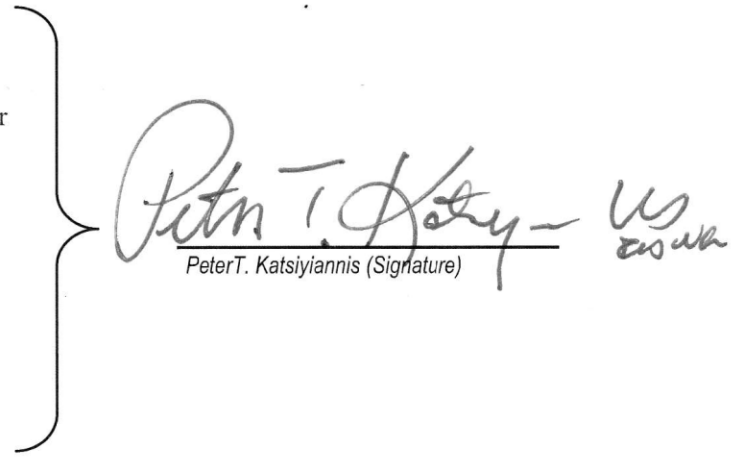
Non-profit Corporation Articles of Incorporation MANU'A HEALTHCARE FOUNDATION, INC.

[Additional signature page to Articles of Incorporation]

IN WITNESS on this 21 day of August, 2013,
before me, the undersigned Notary, personally
appeared PETER T. KATSIYIANNIS, the Incorporator
and personally known to me or proved to me through
identification documents allowed by law, to be the
person who signed this document in my presence:


Michael Becerra
NOTARY PUBLIC




Peter T. Katsiyiannis - *us ewah*
Peter T. Katsiyiannis (Signature)

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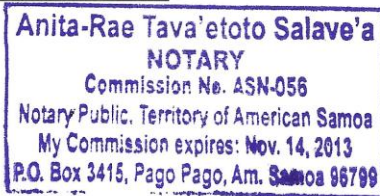
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[Additional signature page to Articles of Incorporation]

IN WITNESS on this 21 day of August, 2013,
before me, the undersigned Notary, personally
appeared MALOUAMAUA TUIOLOSEGA, the
Incorporator and personally known to me or proved to me
through identification documents allowed by law, to be the
person who signed this document in my presence:

NOTARY PUBLIC



Malouamaua Tuiolosega (Signature)

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MANU'A HEALTHCARE FOUNDATION, INC.

[Endorsement signature page to Articles of Incorporation]

Endorsed and approved by the Governor of American Samoa

Lolo Matalasi Moliga
Governor of American Samoa

Date

Endorsed and filed in the Office of the Attorney General of American Samoa, Territory of American Samoa.

Attorney General of American Samoa
Office of the Attorney General
American Samoa Government

Date