ARTICLES OF INCORPORATION
OF
MICRONESIAN CENTER FOR A SUSTAINABLE FUTURE, INC.

A NON-PROFIT CORPORATION

We, the undersigned incorporators, do hereby associate ourselves together of the purpose of forming a non-profit public corporation under the laws of the Territory of Guam.

ARTICLE I
NAME

The name of the corporation is the "**Micronesian Center for a Sustainable Future , Inc.**".

ARTICLE II
PURPOSES

The purposes and functions of this corporation are as follows:

The United States Affiliated Islands of Micronesia are experiencing a period of rapid growth, urbanization, westernization and increasing significance to national security. In response to common challenges unique to small island developing states, and given the extraordinary opportunities within the region to preserve, leverage and integrate indigenous, natural, and human resource systems and to establish processes of collaborative governance, the member States established two sub-regional Chief Executive Summits; the Micronesia Chief Executives' Summit (MCES) and the Micronesia Presidents' Summit MPS. The MCES is composed of the Chief Executives from the Territory of Guam, the Commonwealth of the Northern Marianas, the Republic of Palau, the Federated States of Micronesia, and, within the Federated States of Micronesia, the States of Chuuk, Kosrae, Pohnpei and Yap. The MPS is composed of the Presidents of the Republic of Palau, the Republic of the Marshall Islands and the Federated States of Micronesia.

Over the past five years, the two Summits have met bi-annually and have issued a series of joint communiqués and related resolutions, letters and associated actions and arrangements. These cooperative arrangements form the basis of an emerging foundation of sub-regional multilateral cooperation and governance.

To enhance and build upon this emerging collective vision, and in order to solidify and implement regional policy goals, objectives and multilateral actions the establishment of a regional focal point for the political entities within the sub-region represented in the two Summits has been advanced to serve as an administrative, research and development center within and for Micronesia.

Because the Islands of Micronesia are all communities that draw their economic livelihood, spiritual well-being and civic strength from their ocean-based environments many common activities focus on environmental protection and sustainable development.

Within this context and framework, the Micronesian Center for a Sustainable Future is envisaged as the vehicle by which the Chief Executives in the Micronesia region ensure that there will be more effective and more coordinated sustainable development strategies and programs based on regional multilateral action, mutual cooperation and shared knowledge. The primary objectives of the Micronesian Center for a Sustainable Future will include the following:

Research and Knowledge Management

- Identify and address gaps in data and the characterization of information related to economic, social, environmental and cultural activities;
- Develop databases, vulnerability indexes, cost indexes, geographical information systems, econometrics modeling and other information systems necessary to ensure a sustainable future for the region, including the development of clearinghouse mechanisms for the region;
- Establish a relevant research and executive education degree program at the University of Guam to be aligned with all the existing institutions of Higher Education within the region;
- Collect, integrate and synchronize emerging research, information and opportunities that have the potential to stimulate sustainable development;
- Serve as a strategic think tank for the Micronesian Chief Executive Summit and the Micronesia President Summit;

Development

- Identify and expand indigenous and exogenous systems in order to advance methodologies for economic and ecological sustainability;
- Integrate, leverage and synchronize opportunities for private and public sector partnerships within the sub regional, regional, national and international community;

Administration

- Serve as the point of contact and facilitation f or member governments;
- Serve as a resource for program development and project management;
- Provide a nexus for information technology, strategic communications and public relations;
- Assist member governments in developing, organizing and planning for bi-annual summits in order to ensure institutional continuity;
- Develop, implement and manage a budget in order to carry out the Centers' primary objectives; and
- Provide administrative capacity for sub-regional programs and activities.

The Corporation shall also have all the powers of a corporation as authorized by the laws of the Territory of Guam; provided, however, that this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary purposes.

ARTICLE III
PRINCIPLE OFFICE

The principle office of the corporation shall be located in the Municipality of Hagatna, Territory of Guam, and there may be such subordinate or branch offices in such place or places within or without said territory as may be deemed necessary or requisite by the Board of Directors.

ARTICLE IV
ORGANIZATION

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and it is organized for non-profit purposes.

ARTICLE V
NON-STOCK CORPORATION

The Corporation is capitalized on a non-stock basis. The Corporation shall be operated through monetary contributions and donations of property and services for its purposes as herein stated and for no other purpose.

ARTICLE VI
INCORPORATIONS

The names and addresses of each of the incorporators are as follows:

Names	Addresses
Felix P. Camacho	Governor, Territory of Guam P.O. Box 2950, Hagatna, Guam 96932
Emmanuel Mori	President, Federated States Of Micronesia P.O. Box 34, Palikir Station Pohnpei, FM 96941
Benigno R. Fitial	Governor, Commonwealth of the Northern Mariana Islands Caller Box 10007, Capital Hill Saipan, MPA 96950
H.E. Johnson Toribiong	President, Republic of Palau P.O. Box 100 Koror, Palau 96940
Sebastian L. Anefal	Governor, State of Yap Federated States of Micronesia P.O. Box 39, Colonia, Yap 96943
Robert Weilbacher	Governor, State of Kosrae Federated States of Micronesia P.O. Box 187 Tofol Kosrae, FM 96944
Wesley Simina	Governor, State of Chuuk State of Chuuk Weno, Chuuk FM 96942

ARTICLE VII
DIRECTORS

The names and addresses of the first named Board of Directors are as follows:

Names	Addresses
Felix P. Camacho	Governor, Territory of Guam P.O. Box 2950, Hagatna, Guam 96932
Emmanuel Mori	President, Federated States Of Micronesia P.O. Box 34, Palikir Station Pohnpei, FM 96941
Benigno R. Fitial	Governor, Commonwealth of the Northern Mariana Islands Caller Box 10007, Capital Hill Saipan, MPA 96950
H.E. Johnson Toribiong	President, Republic of Palau P.O. Box 100 Koror, Palau 96940
Sebastian L. Anefal	Governor, State of Yap Federated States of Micronesia P.O. Box 39, Colonia, Yap 96943
Robert Weilbacher	Governor, State of Kosrae Federated States of Micronesia P.O. Box 187 Tofol Kosrae, FM 96944
Wesley Simina	Governor, State of Chuuck State of Chuuk Weno, Chuuk FM 96942

ARTICLE VIII
DURATION

This being a benevolent corporation, its term is unlimited and in perpetuity. The corporation shall have the power to do any lawful act necessary to accomplishing its purposes.

ARTICLE IX
MEMBERSHIP REQUIREMENTS

The members of this Corporation shall be the duly elected and qualified Governors and Presidents representing the Pacific region. The members of this Corporation shall constitute the General Assembly of the Micronesian Center of a Sustainable Future Association. Each member shall also serve on the Board of Directors.

ARTICLE X
VOTING

The principle of unanimity shall apply to all substantive matters to be voted on in all plenary sessions of the General Assembly.

ARTICLE XI
NON-LIABILITY OF MEMBERS

The private property of the members of the Corporation shall not be liable for its corporate debts.

ARTICLE XII
NON-LIABILITY AND INDEMIFICATION OF DIRECTORS AND OFFICERS

A. No director or officer of the Corporation shall be liable to the Corporation for the actions, defaults or negligence of any other director or officer, or for any loss suffered or sustained by the Corporation on account of the above, or any action or omission by the director or officer himself as such, unless the same has resulted from his own willful misconduct or willful neglect in the performance of such duties.

B. The immunity from liability provided for in this Article XII and the indemnity provided for in the Corporate By-Laws may be amended from time to time and shall be in addition to any rights to which any director or office of the Corporation may otherwise be or become entitled, by law or pursuant to the vote of the members of the Corporation or otherwise. Any person who serves or continues to serve as a director or officer of the Corporation shall be deemed to do so in reliance of this Article XII and the above-mentioned by By-Law indemnity.

ARTICLE XIII
DEDICATION

All the property of this Corporation and accumulation thereof shall be held and administered to effectuate its purposes and to serve the general welfare of the Pacific region.

ARTICLE XIV
AMENDMENTS

The Articles of Incorporation may be amended by a unanimous vote of the members present at a duly called General Assembly.

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IN WITNESS WHEREOF, the directors of the Corporation have executed these Articles of Incorporation on 4th day of December, 2009.

Felix P. Camacho

Emanuel Mori

Benigno R. Fitial

Johnson Toribiong

Sebastian Anefal

Robert Weilbacher

Wesley Simina

Tamuning, Guam)

ON THIS 4th day of December, 2009, before me, the undersigned notary, personally appeared Felix P. Camacho, Emmanuel Mori, Benigno R. Fitial, H.E. Johnson Toribiong, Sebastian Anefal, Robert Weilbacher and Wesley Simina, the persons whose names are signed on the preceding or attached document, and acknowledged to me that they signed it voluntarily for its states purpose.

NOTARY PUBLIC

My Commission Expires :

09/28/2012

CHRISTINA A. MARTINEZ
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: Sept. 28, 2012
P.O. Box 1491 Hagatna, Guam 96932

BYLAWS

OF

MICRONESIAN CENTER FOR A SUSTAINABLE FUTURE, INC.

A NON-PROFIT CORPORATION

ARTICLE I
MEMBERS

Section 1. Classes of Membership and Rights. The members shall accept and may remove members from the General Assembly. Members shall be those government states of Micronesia, namely, the Territory of Guam, the Commonwealth of the Northern Mariana Islands, the Republic of Palau, the Federated States of Micronesia and the Republic of the Marshall Islands and such other Pacific Ocean island states as may be agreed to from time to time, as represented by their respective Chief Executive Officers. No member shall have any interest or property right in the assets of the Corporation and no member shall hold more than one (1) membership in the Corporation.

Section 2. Resolutions and Communiqués. At annual or special meetings, known as general assemblies, the members may approve resolutions espousing the policy of the Corporation on a particular issue, authorizing the Board of Directors to take a specific action or agreeing to undertake mutually beneficial activity.

ARTICLE II
MEMBERS' MEETING

Section 1. Annual Meeting. The annual general assembly shall be held in the month of December or on such other date as the members by unanimous written consent may designate.

Section 2. Bi-Annual Summits. Unless otherwise agreed to in writing, the members shall hold bi-annual summits for the purpose of receiving reports and recommendations from its various committees and adopt such Joint Communiqués as they deem necessary to establish policy and instruct the Corporation.

Section 3. Special Meetings. Special meetings of the members, for any purpose or purposes whatsoever, may be called by the President whenever he deems it necessary after consultation with the Board of Directors, or by the Board of Directors, or by a majority of the members.

Section 4. Notice of Meeting.

(a) **Procedure**. Notices of meetings, annual or special, shall be given in writing to members by the Secretary General, or in the case of neglect or refusal, by any director or member.

(b) **Content.** Notice of any meeting of members shall specify the place, the day and the hour of the meeting, and, in case of a special meeting, the general nature of the business to be transacted.

Section 5. Consent to Members' Meetings. The transaction of any meeting of members, however called and noticed, shall be valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if either before or after the meeting each of the members, not present in person or proxy, sign a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 6. Action Without Meeting. Any action which may be taken at a meeting of the members, may be taken without a meeting, if authorized by a writing signed by all of the members and filed with the Secretary of the Corporation.

Section 7. Quorum. A majority of the members entitled to vote, present in person or represented by proxy, shall be requisite for the transaction of business, except for election and removal of directors, amendments of By-Laws, and as otherwise provided by law, by the Articles of Incorporation, or by these By-Laws.

Section 8. Proxies. Every member entitled to vote or to execute consents may do so, either in person or by a properly written proxy filed with the Secretary of the Corporation.

ARTICLE III
DIRECTORS; MANAGEMENT

Section 1. Powers. Subject to the limitation of the Articles of Incorporation, the By-Laws and the laws of the Territory of Guam, as to actions to be authorized or approved by the members, all the business and affairs of this Corporation shall be controlled by a Board of Directors.

Section 2. Numbers and Qualification. There shall be such number of directors as may be fixed by the Directors at any meeting thereof. Each member state shall be entitled to one (1) director each. Each director is required to be a resident of its member state and be the duly elected and acting Chief Executive.

Section 3. Election and Tenure of Office. The directors shall be the Chief Executive of each member state and shall serve for one (1) year or until their successors are elected and have qualified for public office.

Section 4. Place of Meeting. Meetings of the Board of Directors may be held at a location designated by the directors.

Section 6. <u>Other Regular Meetings</u>. Regular meetings of the Board of Directors shall be held at such times as are fixed from time to time by resolution of the Board. Notice need not be given of regular meetings of the Board of Directors held at times fixed by resolution of the Board.

Section 7. <u>Special Meetings—Notices</u>. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President, or if he is absent or unable or refuses to act, by any Vice President or by a majority of directors.

Section 8. <u>Quorum</u>. A majority of the number of directors, as fixed by the Articles of Incorporation or By-Laws, shall by 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 is a quorum, when duly assembled, is valid as a corporate act.

Section 9. <u>Waiver of Notice</u>. When all the directors are present at any directors' meeting, however called or noticed, and sign a written consent thereto on the records of such meeting, or, if a majority of the directors are present, and if those not present sign, in writing, a waiver of notice of such meeting, which said waiver shall be filed with the Secretary of the Corporation, the transactions thereof are as valid as if had at a meeting regularly called and noticed.

Section 10. <u>Action Without Meeting</u>. Any action which may be taken at a meting of the directors may be taken without a meeting if authorized by a writing signed by all of the directors who would be entitled to vote at a meeting for such purpose, and filed with the Secretary of the Corporation.

Section 11. <u>Compensation</u>. Directors of the Corporation shall serve without compensation.

ARTICLE IV
<u>SECRETARY GENERAL</u>

Section 1. <u>Election</u> The Board of Directors shall, from time to time, designate a member to serve as Secretary General for the Corporation. The Secretary General shall cooperate in the administration of the affairs of the Corporation.

Section 2. <u>Duties</u>. The Secretary General shall serve as an administrative organ to oversee, coordinate and implement the directions of the Board as communicated through member resolutions and communiqués issued at the Summits. These duties and responsibilities may be coordinated with any Strategic Design Team, or other entity, as may designated by the Board of Directors, from time to time.

ARTICLE V
<u>OFFICERS</u>

Section 1. <u>Officers</u>. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The President shall be a director of the Corporation. The Treasurer or the Secretary shall be a resident of Guam. One person may hold two (2) or more offices.

Section 2. <u>Election</u>. Officers of the Corporation shall be elected annually by the Board of

Directors, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

Section 3. Subordinate Officers, Etc. The Board of Directors may appoint such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the By-Laws or as the Board of Directors may from time to time determine.

Section 4. Removal. Any officer may be removed, either with or without cause, by a majority of the directors.

Section 5. Duties of President. The President shall be the chief executive office of the corporation and shall, subject to the control of the Board, supervise and control the affairs of the Corporation. He shall perform all duties incident to his office and such other duties as provided in these By-Laws or as may be prescribed from time to time by the Board of Directors.

Section 6. Duties of Vice President. The Vice President shall perform such duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 7. Duties of Secretary. The Secretary shall keep minutes of all meetings of the members and of the directors, shall be the custodian of the corporate records, shall give all notices as are required by law or by these By-Laws, and shall perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned from time to time by the Board of Directors.

Section 8. Duties of Treasurer. The Treasurer shall have charge and custody of all funds of the Corporation, shall deposit such funds as required by the Board of Directors, shall keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, shall render reports and accounting to the directors and to the members as required by the Board of Directors or members, and shall perform all duties incident to the office of the Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned from time to time by the Board of Directors.

Section 9. Compensation. Officers of the Corporation shall serve without compensation.

ARTICLE VI
EXECUTIVE AND OTHER COMMITTEES

The Board of Directors may appoint an executive committee and such other committees as may be necessary from time to time, consisting of such number of its members and with such powers as it may designate, consistent with the Articles of Incorporation and By-Laws and the Guam Civil Code. Such committees shall hold office at the pleasure of the Board.

ARTICLE VII
AMENDMENTS TO BY-LAWS

Section 1. By Members. New By-Laws may be adopted or these By-Laws may be repealed or amended at the annual meeting, or at any other meeting of the members called for that purpose, by a vote of a majority of the members of the Corporation, or by written assent of such members.

Section 2. Record of Amendments. Whenever an amendment or new by-law is adopted, it shall be copied and inserted in the corporate minute book immediately preceding the original By-Laws. If any By-Law is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in said book.

ARTICLE VIII
IMMUNITY AND
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. Rights of Immunity. Immunity of the directors and officers of the Corporation shall be governed by provisions relating thereto and included in the Articles of Incorporation of the Corporation.

Section 2. Rights of Indemnification. The Corporation shall indemnify any person, or the legal representative of any person who, by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise,

i. was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigate (other than an action by or in the right of the Corporation), against expenses reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; or

ii. was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which the court shall deem proper.

The foregoing rights of indemnification shall be in addition to any rights to which any such director or officer may otherwise be entitled under any agreement, pursuant to any vote of members, at law, in equity or otherwise. Any person who serves or continues to serve as a director or officer of the Corporation shall be deemed to do so in reliance upon the provisions of this Article VIII.

ARTICLE IX
CORPORATE SEAL

The Corporation may have a seal which shall be in such form and shall contain such matter as may be specified by resolution of the Board of Directors.

IN WITNESS WHEREOF, the undersigned members, representing a majority thereof of the Micronesian Center for a Sustainable Future, Inc., a non-profit corporation, have hereunto subscribed their names to signify their adoption of the foregoing By-Laws.

Felix P. Camacho	**Emanuel Mori**
Benigno R. Fitial	**Johnson Toribiong**
Sebastian Anefal	**Robert Weilbacher**
Wesley Simina	

MICRONESIAN CENTER FOR A SUSTAINABLE FUTURE, INC.

A Non-Profit Corporation

CERTIFCATION OF BY-LAWS

Tamuning, Guam.

The undersigned being duly sworn, states:

1. That he is the Secretary duly appointed by the aforesaid corporation.

2. That the attached By-Laws were adopted at a joint members and directors meeting on December 4th, 2009, by the affirmative vote of a majority of the members.

3. That the signatures on the attached By-Laws are those of the majority of the members.

4. A copy of said By-Laws is being kept in the principal office of the corporation subject to inspection by the members during office hours.

FELIX P. CAMACHO, GOVERNOR OF GUAM
Secretary

Tamuning, Guam.

ON THIS 4th day of December, 2009, before me, the undersigned notary, personally appeared Felix P. Camacho, Gorenor of Guam, the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose.

NOTARY PUBLIC

CHRISTINA A. MARTINEZ
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: Sept. 28, 2012
P.O. Box 1491 Hagatna, Guam 96932