

FILED 01/18/2007 10:49 AM
Business Registration Division
DEPT. OF COMMERCE AND
CONSUMER AFFAIRS
State of Hawaii

IN THE DEPARTMENT OF COMMERCE
AND CONSUMER AFFAIRS

STATE OF HAWAII

In the Matter of the Incorporation)
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 of)
)
 FALEA FOUNDATION)
)
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ARTICLES OF INCORPORATION

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ARTICLES OF INCORPORATION

The undersigned, desiring to form a nonprofit corporation (the "Corporation") under the laws of the State of Hawaii and to obtain the rights and benefits conferred by said laws upon non-profit corporations, hereby adopts the following Articles of Incorporation:

ARTICLE I
Corporate Name

The name of the Corporation shall be FALEA FOUNDATION.

ARTICLE II
Offices

The mailing address of the Corporation's initial principal office is 91-1052 Holoimua Street, Kapolei, Hawaii 96707. The Corporation may have such other offices within and without the State of Hawaii as the Board of Directors may designate.

ARTICLE III
Registered Agent

The Corporation shall have and continuously maintain in the State of Hawaii a registered office and a registered agent. The name of the Corporation's registered agent in the State of Hawaii is Napoleon Agraan. The street address of the Corporation's initial registered office in the State of Hawaii is 91-1052 Holoimua Street, Kapolei, Hawaii 96707.

ARTICLE IV
Period of Duration

The duration of the Corporation shall be perpetual.

ARTICLE V
Purposes and Powers

This Corporation shall be a nonprofit corporation within the meaning of the Hawaii Revised Statutes.

The Corporation is organized for the following specific purposes and powers:

- (a) To promote education and to provide for scholarships for graduating high school seniors in the State of Hawaii;
- (b) To receive grants, subsidies and gifts to be utilized in carrying out the above described purposes;
- (c) To solicit and accept public and private contributions and bequests to be used without personal gain or profit to any director or officer of the corporation in carrying out the corporation's purposes;
- (d) To act as trustee under any trust or fiduciary relationship incidental to the principal objectives of the corporation to the extent permissible under the laws of the State of Hawaii;
- (e) To have and exercise all of the powers conferred by law on nonprofit corporations:

provided, however, that the foregoing shall be strictly limited to charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws. The Corporation is not organized for profit and it will not issue any stock. No part of its assets, income or earnings shall be distributed to any Director, Officer, employee or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its objects and purposes or for reimbursement of expenses incurred in behalf of the Corporation. No Director, Officer or employee of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation. No part of the activities of the Corporation shall include (i) carrying on propaganda, (ii) attempting in any manner to influence legislation, except that members of the Corporation's Board of Directors and personnel of the Corporation may testify or make other appropriate communications where formally requested to do so by a legislative body or a committee or a member thereof in matters concerning legislation relating to the public purposes of the Corporation or public appropriations to programs and activities of the Corporation, or (iii) participating or intervening in (including the publication or distribution of statements), or contributing to, any political campaign on behalf of any candidate for public office.

Further, and without limiting the generality of the foregoing,

- (a) The Corporation 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 1986 or corresponding provisions of any subsequent Federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws.

Notwithstanding any other provision herein, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent Federal tax laws.

ARTICLE VI
Incorporator

The name and address of each incorporator is:

Napoleon Q. Agraan	91-1052 Holoimua Street Kapolei, Hawaii 96707
John C. Ramos	3418 Ala Hinalo Place Honolulu, Hawaii 96818
Zosima S. Agraan	91-1052 Holoimua Street Kapolei, Hawaii 96707
Maria Soledad Tacon	45-112 Halliday Place Kaneohe, Hawaii 96744

ARTICLE VII
Members

The Corporation has members, which shall be the officers and directors of the Filipino-American League of Engineers and Architects.

ARTICLE VIII
Board of Directors

The business and affairs of the Corporation shall be managed by the Board of Directors, which shall consist of at least four (4) and not more than sixteen (16) members. All members of the Board of Directors shall be residents of the State of Hawaii. The members of the Board of Directors shall be elected or appointed at such times, in such manner and for such terms as may be prescribed by the Bylaws.

ARTICLE IX
Appointment of Directors

The number of Directors constituting the initial Board of Directors shall be eight (8).

The following persons shall act as the initial Directors of the Corporation until their successors are duly elected or appointed as provided for in the Bylaws:

<u>Name</u>	<u>Residence Address</u>
Napoleon Q. Agraan	91-1052 Holoimua Street Kapolei, Hawaii 96707
John C. Ramos	3418 Ala Hinalo Place Honolulu, Hawaii 96818
Zosima S. Agraan	91-1052 Holoimua Street Kapolei, Hawaii 96707
Maria Soledad Tacon	45-112 Halliday Place Kaneohe, Hawaii 96744
William Rapisura	94-230 Kaiolena Place Waipahu, Hawaii 96797
Nicolo Orense	94-333 Anania Drive #29 Mililani, Hawaii 96789
Angelie Legaspi	91-1106D Hamana Street Ewa Beach, Hawaii 96706

Judy Tabios

94-9508 Halekuai Place
Waipahu, Hawaii 96797

ARTICLE X
Officers

The Officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other Officers and assistant Officers as are prescribed in the By-Laws. The Officers shall be duly elected or appointed at such times, in such manner and for such terms as may be prescribed in the Bylaws.

ARTICLE XI
Appointment of Officers

The following persons shall act as the initial Officers of the Corporation until their successors are duly elected or appointed and qualified as provided for in the Bylaws:

<u>Office</u>	<u>Name</u>	<u>Residence Address</u>
President	Napoleon Q. Agraan	91-1052 Holoimua Street Kapolei, Hawaii 96707
Vice President	John C. Ramos	3418 Ala Hinalo Place Honolulu, Hawaii 96818
Secretary	Zosima S. Agraan	91-1052 Holoimua Street Kapolei, Hawaii 96707
Treasurer	Maria Soledad Tacon	45-112 Halliday Place Kaneohe, Hawaii 96744

ARTICLE XII
Contracts

The Board of Directors may make contracts with any person, firm, corporation, association or organization to act as an agent or employee of the Corporation, to perform duties and services and to exercise power and authority on behalf of the Corporation, including ministerial, executive and discretionary powers, subject always to the supervision and control of the Board of Directors. Any such contract (a) shall contain such terms and provisions with respect to the duties, services, powers and authority to be performed by such agent or employee, compensation therefor and such other provisions as the Board of Directors may determine, and (b) may permit such agent or employee to deal in his own behalf with the Corporation, to hold similar positions for other corporations with which the Corporation may do business and to receive compensation therefor.

ARTICLE XIII
Interested Directors and Officers

A conflict of interest transaction is a transaction with the Corporation in which a Director of the Corporation has a direct or indirect interest. For purposes of this Article, a Director of the Corporation has an indirect interest in a transaction if: (a) another entity in which the Director has a material interest or in which the Director is a general partner is a party to the transaction; or (b) another entity of which the Director is a director, officer, or trustee is a party to the transaction.

A conflict of interest transaction is not voidable or the basis for imposing liability on the Director if the transaction was fair at the time it was entered into or is approved as follows:

(A) the material facts of the transaction and the Director's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors and the transaction was authorized, approved, or ratified by the Board of Directors or a committee of the Board of Directors by an affirmative vote of a majority of the Directors either on the Board of Directors or on the committee, who have no direct or indirect interest in the transaction; provided that a transaction may not be authorized, approved, or ratified under this Article by a single director. (A majority of the Directors on the Board of Directors who have no direct or indirect interest in the transaction constitutes a quorum for the purpose of taking action under this Article.); or

(B) the material facts of the transaction and the Director's interest were disclosed or known to the members of the Corporation and they authorized, approved, or ratified the transaction by a majority of the votes entitled to be counted under this Article. Votes cast by or voted under the control of a director who has a direct or indirect interest in the transaction, and votes cast by or voted under the control of an entity in which the director has a material interest or in which the director is a general partner is a party to the transaction, may not be counted in a vote of members to determine whether to authorize, approve or ratify a conflict of interest transaction. (A majority of the voting power, whether or not present, that are entitled to be counted in a vote on the transaction under this Article constitutes a quorum for the purpose of taking action under this Article.)

ARTICLE XIV
Indemnification of
Officers, Directors, Employees, and Agents

(a) The Corporation shall have power to indemnify any person who 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, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. The termination of any action, suit or proceeding by judgment, order, settlement, or its

equivalent. shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

(b) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify against such liability under the provisions of this Article.

ARTICLE XV

Dissolution

Upon the dissolution or winding up of the Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE XVI

Bylaws

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The Bylaws may be altered, amended or repealed, and new Bylaws may be adopted as prescribed in the Bylaws.

ARTICLE XVII

Corporate Liabilities

All of the property of the Corporation shall be liable for the debts of the Corporation. The Directors, Officers and employees of the Corporation shall not be liable for the Corporation's obligations, unless they were grossly negligent in the performance of, or failure to perform, his or her duties.

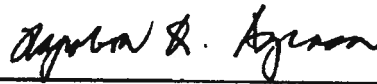
ARTICLE XVIII

Definitions

The word "person" or any pronoun used in place thereof, where the context so requires or admits, shall include and mean individuals, firms, corporations, partnerships and associations. The singular shall include and mean individual, firms, corporations, partnerships and associations. The singular shall include and mean the plural, or vice versa. Masculine, feminine and neuter genders shall include or interchange each of the other genders as the context shall imply.

We certify, under the penalties of Section 414D-12, Hawaii Revised Statutes, that we have read the above statements and that they are true and correct to the best of my knowledge.

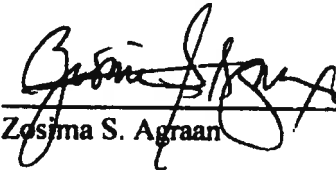
Witness our hands this 17th day of January, 2007.



Napoleon Q. Agraan



John C. Ramos



Zosima S. Agraan



Maria Soledad Tacon

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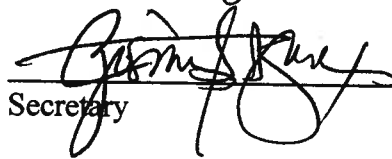
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RESOLUTION 2007-001

(Adoption of Initial By-Laws)

Be it resolved that pursuant to Article XVI of the Articles of Incorporation and Hawaii Revised Statutes Section 414D-187, the Board of Directors of the FALEA Foundation, at its regular meeting on February 9, 2007, hereby adopts and accepts the proposed by-laws as the By-laws of the FALEA Foundation, and a copy of the By-laws is ordered to be kept by the Secretary in the Minute Book of the Corporation.

Dated: Honolulu, Hawaii, February 9, 2007.


Secretary