

RECEIVED  
BY DRT

NOV 2 2024

GENERAL LICENSING  
REGISTRATION BOARD

AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE AGA GUAM  
CHAPTER (FORMERLY ASSOCIATION OF GOVERNMENT ACCOUNTANTS,  
GUAM CHAPTER) AND ATTESTATION BY THE SECRETARY

We, the undersigned, certify that the AGA Guam Chapter (formerly the Association of Government Accountants, Guam Chapter), at a regular meeting of the Board of Directors duly noticed and held on October 12, 2024, adopted the following resolution by more than a two-thirds (2/3) vote of those in attendance, a quorum being present.

Be it resolved that the Articles of Incorporation of the AGA Guam Chapter are hereby amended as follows:

1. All references to the "Association of Government Accountants, Guam Chapter" are amended to read "AGA Guam Chapter, Inc." also known as "AGA Guam Chapter".

2. Article I is to read as follows:

"The name of this Corporation shall be the AGA Guam Chapter, Inc., doing business as AGA Guam Chapter. Its principal office is located in Hagåtña, Guam. It is an independent affiliate of other similar chapters worldwide and of the National Office, AGA, 2208 Mount Vernon Avenue, Alexandria, VA 22301-1314. Its mailing address is 223 W Chalan Santo Papa #1124, Hagåtña, Guam 96932."

Certified by:



Llewelyn R. Terlaje  
President

Attested by:



Katrina M. Tahimik  
Secretary

RECEIVED

AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE  
ASSOCIATION OF GOVERNMENT ACCOUNTANTS, GUAM CHAPTER  
(FORMERLY GUAM CHAPTER, ASSOCIATION OF GOVERNMENT ACCOUNTANTS) MAY 3 1989  
AND ATTESTATION BY THE SECRETARY

REGISTRARY DIVISION  
Department of Taxation  
Government of Guam

We, the undersigned, certify that the Association of Government Accountants, Guam Chapter, (formerly the Guam Chapter, Association of Government Accountants), at a regular meeting of the Board of Directors duly noticed and held at Agana, Guam, on May 3, 1989, adopted the following resolutions by more than a two-thirds (2/3) vote of those in attendance, a quorum being present.

Be it resolved that the Articles of Incorporation of the Association of Government Accountants, Guam Chapter, are hereby amended as follows:

1. All references to the "Guam Chapter, Association of Government Accountants" are amended to read "Association of Government Accountants, Guam Chapter".

2. Article IX is added and is to read as follows:

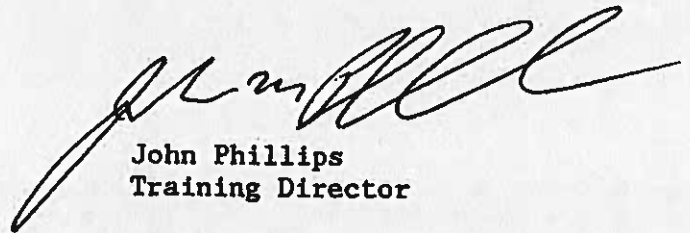
"This organization is created for purposes set forth in Section 501(c)(3) of the Guam Territorial Income Tax Law and the Regulations thereunder. Such purposes should at all times be charitable or educational within the meaning of the terms contained within Section 501(c)(3)."

3. Article X is added and is to read as follows:

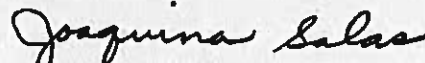
"In case of dissolution of the Corporation and liquidation of its affairs, any money or other assets remaining after payment of all obligations shall be distributed in such a manner as the Board of Directors may determine to another tax exempt organization or organizations exempt under Section 501(c)(3) of the Guam Territorial Income Tax Law."

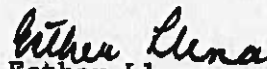
Certified by:

  
Harold Zelkind  
President

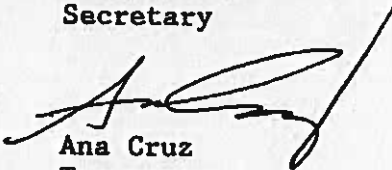
  
John Phillips  
Training Director

Esther Sanchez  
President-Elect

  
Joaquina Salas  
Competition Director

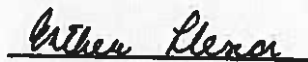
  
Esther Llana  
Secretary

  
Harold Conway  
Activities Director

  
Ana Cruz  
Treasurer

  
Bernadette De Norcey  
Membership Director

Attested by:

  
ESTHER LLENA  
Secretary

05/03/89  
DATE

RECEIVED

ARTICLES OF INCORPORATION

JUN 10 1989

GUAM CHAPTER, ASSOCIATION OF GOVERNMENT ACCOUNTANTS

ARTICLE I

REGULATORY DIVISION  
Dept. of Revenue & Taxation  
Government of Guam

The name of this Corporation shall be the Guam Chapter, Association of Government Accountants. Its principal office is located in Agana, Guam. It is an independent affiliate of other similar chapters worldwide and of the National Office, Association of Government Accountants, 727 So. 23rd St., Suite 100, Arlington, Virginia 22202.

ARTICLE II

Section 1

The purposes of the Corporation are:

a. To unite professional financial managers in the Government Service for constructive endeavors.

b. To encourage and provide a means for free interchange of ideas among financial managers in the Government service.

c. To foster improvement in financial management in the Government through:

(1) Contributing to the advancement of financial management principles and standards.

(2) Promoting appropriate utilization of financial management methods and techniques to improve management control and accountability to the public.

(3) Furthering the observance of professional standards and criteria in the accomplishment of financial management activities.

d. To contribute to the improvement of education in the field of Government financial management.

e. To enhance the professional image of financial managers and management in Government service.

f. To encourage expansion and improvement of service to the public.

## Section 2

This Corporation shall have and exercise all rights and powers conferred on corporations under the territory of Guam, including the power to contract, rent, buy and sell personal or real property; provided, however, that this Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes set forth in Section I of Article II.

## ARTICLE III

This Corporation is organized pursuant to the Corporation Law of the territory of Guam.

This Corporation is not organized, nor shall it be operated, for pecuniary gain or profit purposes. No part of the profits or net income of this Corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private shareholder, member, or individual.

## ARTICLE IV

### Section 1 - Requirements for Membership

a. Full Membership - This class of membership requires six



or more years of Government experience acceptable to the Membership Committee, involving the professional performance of financial management activities in an administrative, supervisory and/or operational capacity. This class is also available to individuals with similar experience outside the Government who are engaged in educational or private industrial activities having the same objectives as the Corporation, or who have made a contribution toward the improvement of financial management in Government. Retired from Government members are included in this class.

b. Associate Membership - This class of membership is available to individuals whose experience does not meet the quantitative and/or qualitative requirements for full membership. Special associate (first year in Government) is included in this class.

c. Dues - All members shall be subject to annual dues prescribed by the Board of Directors.


## Section 2 - Revocation or Suspension of Membership

Membership may be revoked or suspended by the Board of Directors only. If the Corporative membership committee determines that any member has acted detrimentally to the objectives of the Corporation, as set forth in the By-Laws, or violated the Corporation's Code of Ethics, they shall furnish the Board of Directors with the complete details of the situation.

Membership may also be revoked for nonpayment of dues.

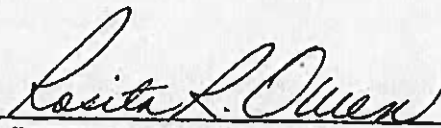
TREASURER'S STATEMENT

This is to certify that, I, Ana Cruz, a resident of the Territory of Guam, residing at No. 4 Rosat Court, Barrigada Heights, Guam, was duly elected Treasurer of the Guam Chapter, Association of Government Accountants for the period 1988-1989.

  
ANA CRUZ

SUBSCRIBED AND SWORN TO before me this 10th day of June, 1988.

)SEAL(

  
ROSITA R. OWEN  
NOTARY PUBLIC in and for the  
territory of Guam

My Commission Expires: 3/2/92

Fund Balance, 6/20/84 (Sch. 4)		\$ 8,701.47
Add Cash Receipts, 6/21/84 - 10/31/85 (Sch. 2)	\$17,329.98	
Deduct Cash Disbursements, 6/21/84 - 10/31/85 (Sch. 2)	<u>21,297.50</u>	<u>( 3,967.52)</u>
Fund Balance, 10/31/85 (Sch. 3)		<u>\$ 4,733.95</u>

In my opinion, the accompanying statements present fairly the AGA's financial position and the results of its operations in conformity with generally accepted accounting principles.

\*\*\*\*\*

I wish to thank the AGA (Guam Chapter) Treasurer for her cooperation during my examination.

Date: 3-31-86

Eliezer M. Roque  
 ELIEZER M. ROQUE  
 Chief Internal Auditor  
 Bureau of Budget and Management  
 Research



## ARTICLE V

### Section 1

The powers of this Corporation shall be exercised by the Board of Directors. The Board of Directors shall transact all of the Corporation's business.

### Section 2

The Board of Directors shall consist of five officers and four to seven directors, as provided by the Corporation By-Laws. The number of directors may be changed by amending these Articles or the By-Laws. The By-Laws shall provide for the time, manner of selection, qualifications, terms of office and official designation of officers and directors. Meetings of the Board of Directors will be held as shall be provided in the By-Laws.

## ARTICLE VI

Provision shall be made in the By-Laws for the selection or appointment of officers and directors.

## ARTICLE VII

By-Laws shall be adopted by the members at a meeting of the Corporation where at least 10 days advance notice of such a meeting has been given each member and where at least 20 percent of the membership is in attendance or represented by written ballot or duly executed proxy. Two-thirds of those voting must vote for adoption.

## ARTICLE VIII

This Corporation is being formed in order to incorporate the Guam Chapter, Association of Government Accountants, a previously unincorporated association. The officers and directors of that

association are hereby appointed to serve as the first Board of Directors of this Corporation. All of those elected in accordance with the By-Laws of that association shall serve the term for which they were elected in like offices for this Corporation and their successors, if any, shall be elected in accordance with the provisions of these Articles and the By-Laws adopted hereunder. The names and addresses of the persons who constitute the first Board of Directors are:

Herminia D. Dierking  
P.O. Box 3692  
Agana, Guam 96910

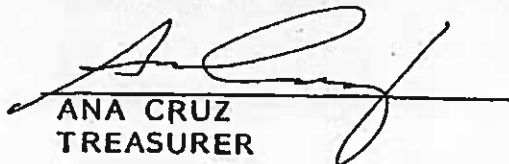
Harold Zelkind  
P.O. Box 11445  
Yigo, Guam 96929

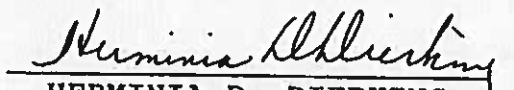
Esther Sanchez  
P.O. Box 438  
Agana, Guam 96910

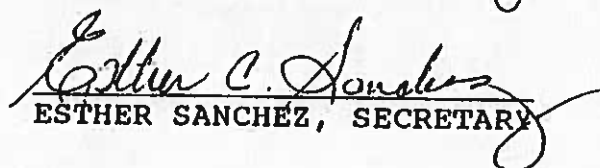
Ana C. Cruz  
P.O. Box 2534  
Agana, Guam 96910

IN WITNESS WHEREOF, for the purpose of forming the non-profit Corporation under the laws of the territory of Guam, we, the undersigned, constituting the President and Secretary of the Guam Chapter, Association of Government Accountants, an unincorporated association which is being incorporated hereby, have executed these Articles of Incorporation.

  
HAROLD ZELKIND  
PRESIDENT-ELECT

  
ANA CRUZ  
TREASURER

  
HERMINIA D. DIERKING  
PRESIDENT

  
ESTHER SANCHEZ, SECRETARY

AGANA, GUAM

On this 10th day of JUNE, 1988, before me John C. Dierking, Jr., a Notary Public for the territory of Guam, personally appeared HERMINIA D. DIERKING and ESTHER SANCHEZ, known to me to be the persons whose names are subscribed to the within Articles of Incorporation, and acknowledge to me that they executed the same.



*[Signature]*  
\_\_\_\_\_  
NOTARY PUBLIC  
JOHN C. DIERKING, JR.  
NOTARY PUBLIC  
IN AND FOR THE TERRITORY OF GUAM  
MY COMMISSION EXPIRES  
June 12, 1991

AGANA, GUAM

On this 10th day of JUNE, 1988, before me ROSITA R. OWEN, a Notary Public for the Territory of Guam, personally appeared ANA CRUZ and HAROLD ZELKIND, known to me to be the persons whose names are subscribed to the within Articles of Incorporation, and acknowledge to me that they executed the same.

*[Signature]*  
\_\_\_\_\_  
ROSITA R. OWEN, Notary Public  
In and for the Territory of Guam.

)SEAL(

My Commission Expires: 3/2/92

ASSOCIATION OF GOVERNMENT ACCOUNTANTS  
GUAM CHAPTER  
BALANCE SHEET

OCTOBER 31, 1985

ASSETS:

## Cash in Bank:

First Savings & Loan Savings Account (9/30/85)	\$3,390.40
Bank of Guam Checking Account (10/31/85)	1,343.55
Accounts Receivable	<u>-0-</u>
<b>TOTAL ASSETS</b>	<b><u>\$4,733.95</u></b>

LIABILITIES:

## Accounts Payable

-0-NET WORTH:

Net Worth 6/20/84 (Schedule 3)	\$8,701.47	
Net Loss 6/21/84 - 10/31/85 (Schedule 2)	<u>( 3,967.52)</u>	<u>\$4,733.95</u>
<b>TOTAL LIABILITIES &amp; NET WORTH</b>		<b><u>\$4,733.95</u></b>

ASSOCIATION OF GOVERNMENT ACCOUNTANTS  
 GUAM CHAPTER  
 INCOME STATEMENT  
 FOR THE PERIOD JUNE 21, 1984 THROUGH OCTOBER 31, 1985

INCOME:

Luncheon Meeting	\$ 1,460.00
Statistical Sampling Seminar	3,600.00
Tax Seminar	2,232.50
Microcomputer Seminar	7,200.00
National AGA Rebate	340.57
Sale of Tax Handbooks	294.00
Cash drawn from First Savings & Loan to Bank of Guam	1,000.00
Installation of Officers	970.00
Interest Income - First Savings & Loan	<u>232.91</u>
TOTAL INCOME	<u>\$17,329.98</u>

EXPENSES:

Off-Island Conference	\$ 7,403.68
Luncheon Meeting	1,626.25
Installation of Officers	1,725.00
Statistical Sampling Seminar	1,523.74
Postage Stamps	188.88
Stationery & Printing	111.47
Tax Seminar	2,233.75
Microcomputer Seminar	5,097.96
Tax Handbooks	273.00
Cash drawn from First Savings & Loan	1,000.00
Engraving Services	17.20
Donation	50.00
Bank Service Charge	<u>46.57</u>
TOTAL EXPENSES	<u>\$21,297.50</u>

NET LOSS

\$ 3,967.52

**ASSOCIATION OF GOVERNMENT ACCOUNTANTS  
GUAM CHAPTER  
STATEMENT OF CASH RECEIPTS, DISBURSEMENTS AND FUND BALANCE  
FOR THE PERIOD JUNE 21, 1984 THROUGH OCTOBER 31, 1985**

	<u>Beginning Balance</u>	<u>Receipts</u>	<u>Disbursements</u>	<u>Balance</u>
First Savings & Loan (6/20/84)	\$ 3,224.06			
Bank of Guam (6/20/84)	<u>5,477.41</u>			\$8,701.47
Luncheon Meetings	\$ 1,460.00		\$ 1,626.25	( 166.25)
Installation of Officers	970.00		1,725.00	( 755.00)
Statistical Sampling Seminar	3,600.00		1,523.74	2,076.26
Tax Seminar	2,232.50		2,233.75	( 1.25)
Microcomputer Seminar	7,200.00		5,097.96	2,102.04
Tax Handbooks	294.00		273.00	21.00
National AGA Rebates	340.57		-0-	340.57
Banks Cash Deposit/Drawn	1,000.00		1,000.00	-0-
Interest Earned from Bank	232.91		-0-	232.91
Off-Island Conference	-0-		7,403.68	( 7,403.68)
Postage	-0-		188.88	( 188.88)
Stationery & Printing	-0-		111.47	( 111.47)
Engraving Services	-0-		17.20	( 17.20)
Donation	-0-		50.00	( 50.00)
Bank Service Charge	-0-		46.57	( 46.57)
<b>TOTAL</b>	<u>\$ 8,701.47</u>	<u>\$17,329.98</u>	<u>\$21,297.50</u>	<u>\$ 4,733.95</u>