

THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
JAPANESE INTERNATIONAL ACADEMY OF GUAM
(a non-profit Corporation, formerly known as The Japanese School of Guam)

Amended and Restated April 26, 2025

ARTICLE I. NAME

This Corporation shall be known as JAPANESE INTERNATIONAL ACADEMY OF GUAM.

The Corporation shall be comprised of the following divisions:

- Full-Time School
- Kindergarten
- Weekend School (Hoshuko)
- Japanese Conversation and Culture School

ARTICLE II. PURPOSES

The purposes for which this Corporation is formed are:

- (a) The specific and primary purpose is to organize and operate an educational organization, to wit, a non-profit school. The school shall have four divisions, Full-Time School, Kindergarten, Weekend School (Hoshuko) and Japanese Conversation and Culture School. The Full-Time School and Kindergarten shall offer a full course of study to enrolled students.

Weekend School (Hoshuko) and Japanese Conversation and Culture School shall offer courses in Japanese after normal school hours. Divisions can be added or deleted by the Board of Directors.

(b) The general purposes of this Corporation are:

(1) To establish, own and operate schools in Guam whose curriculum complies with the guidelines of the Japanese Ministry of Education, Culture, Sports, Science and Technology, including but not limited to, elementary and junior high schools.

(2) To offer instruction in the Japanese language to children and adults in Guam who wish to learn to speak, read and write Japanese.

(3) To receive and accept funds, gifts and contributions for and on behalf of such facilities, programs and activities.

(4) To promote, undertake and establish other entities, programs, facilities and activities which, in the opinion of the Board of Directors, will be in furtherance of the aforesaid purposes.

(c) Notwithstanding any of the above statements of purposes and notwithstanding any statements of powers contained in Article IV hereafter, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation as expressed in subparagraph (a) of this Article II.

ARTICLE III. OFFICE

The principal facility of the Corporation shall be at Mangilao, Guam, or at such other place or places in Guam as may be chosen by the Board of Directors of the Corporation.

ARTICLE IV. CORPORATE POWERS

This Corporation is organized as a non-stock corporation and does not contemplate pecuniary gain or profit to the members hereof and it is organized for non-profit purposes. This Corporation shall have the following powers:

- (a) To receive and take any gift, bequest, devise or conveyance of property either as a grantee for its own use or as a trustee and to be or be made the beneficiary of a trust.
- (b) To act as a trustee under any trust incidental to the principal objects of this Corporation, and to receive, hold, administer and expend funds and property subject to such trust.
- (c) To provide any and all facilities and engage in any and all activities incidental, necessary or convenient to the operation of the school; and to carry out any lawful operations in connection therewith.
- (d) To purchase or otherwise acquire, to hold, use, pledge, mortgage, sell, assign, and transfer, or otherwise dispose of, real and personal property of every class and description as may be deemed necessary by the Board of Directors for the objects and purposes of the Corporation.
- (e) To enter into, make, perform and carry out contracts of every kind for any corporate purpose, without limit as to the amount, with any person, firm, association or corporation or other group or organization; to draw, make, accept, endorse, discount, execute and issue promissory notes, warrants, or other negotiable or transferable instruments; to issue bonds, debentures or other obligations for any of the objects or purposes of the Corporation, and to secure the same by mortgage, pledges, deeds of trust or otherwise.
- (f) To have and exercise all other powers which nonprofit corporations now have or which may hereafter be granted by the laws of the Territory of Guam.
- (g) In accordance with the laws of the Territory of Guam, made and applicable to corporations formed thereunder, this Corporation shall be entitled to and shall have power:
 - (1) the period of duration of the corporation shall be perpetual;
 - (2) to sue and be sued in any court;
 - (3) to make and use a common seal, and to alter the same at its pleasure;
 - (4) to hold, purchase and convey such property as the purposes of the Corporation shall require, without limitation as to the amount, and to mortgage, pledge, and hypothecate the same to secure any debt of the Corporation;
 - (5) to appoint such subordinate officers and agents as the business of the Corporation shall require; and
 - (6) to make by-laws not in conflict with law or with these Articles of Incorporation, governing the qualification, admission, suspension and expulsion of any or all of its members; the election, government, or removal of its members and officers, and the management of its property and affairs.

ARTICLE V. OFFICERS/DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors consisting of not less than five (5) nor more than fifteen (15) persons. The Board of Directors shall constitute the Corporation, which shall have no members apart from such Directors. The qualifications of the Directors shall be as stated in the Bylaws.

ARTICLE VI. AMENDMENTS

(a) These Articles may be amended by a two-thirds majority vote of the Board of Directors provided that the proposed amendment had (1) been submitted in writing at a previous regular meeting of the organization, and (2) been specifically announced in the agenda of the meeting in which the amendment will be adopted or defeated.

(b) All prospective or contingent interests of any member of the Board of the Corporation shall cease and revert absolutely to the Corporation upon termination of membership. Such termination shall operate as a release and assignment to the Corporation of all the rights and interests whatsoever of such member in and to the property, assets, rights and privileges of the Corporation.

ARTICLE VII. DEDICATION AND DISSOLUTION

(a) The property, assets, profits and net income of this Corporation are irrevocably dedicated to charitable and educational purposes and no part of the profits or net income of this Corporation shall ever inure to the benefit of any Director, Officer or member hereof, or to the benefit of any private individual.

(b) On the dissolution or winding up of this Corporation, its assets remaining after payment of, or provision for payment of all debts and liabilities of this Corporation, shall be distributed to a non-profit fund, foundation or corporation which is organized and operated with exempt status under Section 501(c)(3) of the Internal Revenue Code.

(c) If this Corporation holds any assets in trust, such assets shall, on dissolution, be disposed of in such a manner as may be directed by decree of the Superior Court of Guam, on petition therefore by the Attorney General of Guam or by any person concerned in the liquidation.

ARTICLE VIII. INCORPORATORS AND INITIAL DIRECTORS

The name and residence of the persons who are the incorporators and initial directors of this Corporation are as follows:

Toshikazu Yamaguchi	503 Thomas St., Jonestown, GU 96911
Masayoshi Ando	14 Rose Court, Latte Heights, Mangilao, GU 96923
Masahiro Kase	212 Asucena St., Barrigada, GU 96913
Akira Inoue	Paseo De Oro No. 1, Tamuning, GU 96911
Kinya Taniguchi	105, Agana Bay Condominium, Tamuning, GU 96911
Hidenobu Takagi	#17 Lirio St., Barrigada Heights, GU 96913
Masao Watanabe	Miramar Apartment 24, Tumon Village, GU 96911
Susumu Hatano	Winner Apartment D-1, Tamuning, GU 96911

ARTICLE IX. LIMITATION ON CORPORATE ACTIVITIES

No substantial part of the activities of this Corporation shall consist of the carrying on of propaganda, or otherwise 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 or activities of the Corporation), nor shall this Corporation participate in, or intervene in (including the publishing or distributing of statements), or contribute to any political campaign on behalf of any candidate for public office.

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 income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any subsequent 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 tax laws.

CERTIFICATE OF SECRETARY

I certify that:

1. I am the Secretary of JAPANESE INTERNATIONAL ACADEMY OF GUAM.
2. The attached Articles of Incorporation are the Articles of Incorporation adopted by the Board of Directors at a meeting held on April 26, 2025.

Date : May 31, 2025.

Kentaro Kyo
Secretary