DEPARTMENT OF REVENUE AND TAXATION

GOVERNMENT OF GUAM
GENERAL LICENSING AND REGISTRATION BRANCH

Requirements for Registering a Non-Profit Corporation on Guam

A corporation is an artificial being created by operation of law, having the right of succession and the powers, attributes, and properties expressly authorized by law or incident to its existence.

Under Section 2104, Title 18 Guam Code Annotated, the Articles of Incorporation must be filed with the Department of Revenue & Taxation, duly executed and acknowledged before any person authorized to administer oaths.

Articles of Incorporation shall state:

CODE PROVISIONS	REQUIREMENTS
Section 2105	**1] NAME** of the Corporation
	2] PURPOSE for which it is formed
	3] LOCATION principal office of the corporation is to be established or located, which place **MUST BE IN GUAM**
	4] NAMES and **RESIDENCES** of the incorporators
	5] TERMS of existence **MUST NOT EXCEED FIFTY** (50) years
	6] DIRECTORS must not be less than three (3) nor more than seven (7) and the names and residences of the persons who are appointed to act as such until the first annual meeting of the shareholders and provided or until the election and qualification of their successors and provided by the by-laws.
Section 2103	Corporation formed by the voluntary association of three (3) or more persons
Section 2106	**CORPORATION:** Before any corporation may file with the Department of Revenue & Taxation, its articles or an amendment to its articles, or an agreements for consolidation or merger, which would permit the corporation to conduct the business of acting as **EXECUTOR, ADMINISTRATOR, GUARDIAN OF ESTATES, ASSIGNEE, RECEIVER, DEPOSITORY** or **TRUSTEE** under appointment of any court or by authority of law, there must be attached thereto a **CERTIFICATE OF APPROVAL** of the **GOVERNOR OF GUAM.**
Section 2107	FEE ► (Filing of Articles of Incorporation) ► Fifty Dollars ($50.00) (Filing of By-Laws) ► Ten Dollars ($10.00)
Section 2108	**DIRECTORS NAME MUST SIGN ARTICLES:** Each person named therein as director must sign the Articles of Incorporation and acknowledge such execution before a person **authorized by law to administer oaths.**
Section 2110	**NAME OF CORPORATION.** (a) The Director of Revenue and Taxation shall not file Articles of Incorporation which set forth a name which is likely to mislead the public or which is the same as, or resembles or closely as to tend to deceive. (b) The use by a corporation of a name in violation of the section may be enjoyed, notwithstanding the filing of its Articles of Incorporation by the Director of Revenue and Taxation. (c) The Director of Revenue and Taxation shall file Articles of Incorporation setting forth a name in which the word **"TRUST"** or **"TRUSTEE"** appear, unless upon a **CERTIFICATE OF APPROVAL** of the **GOVERNOR OF GUAM.**
Section 2208	The **SECRETARY** or **TREASURER** of the corporation **MUST** be a **RESIDENT OF GUAM.**
	Must be signed by the officers and notarized by a Notary Public

REMINDER to those NON-PROFIT CORPORATION (Filing for **TAX EXEMPTION**): Once you have filed your Articles of Incorporation and By-Laws with **General Licensing & Registration Branch,** Please proceed to the **Business Privilege Tax Branch,** and pick up the application to register your Non-Profit Corporation

PLEASE NOTE: Public Law 20-175, Articles of Incorporation and By-Laws should be prepared by an Attorney-at-Law