

Visitation ad hoc Committee Report

September 12, 2016

Arcdiocesan Missionary Seminary Redemptoris Mater
Archdiocese of Agana, Guam

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Introduction

On June 6, 2016, the Holy Father assigned Archbishop Savio Hon Tai Fai, SDB as the Apostolic Administrator, *Seda Plena*, to understand the current difficulties facing the Archdiocese of Agana and to urgently work for unity in the local church. Shortly after his arrival to Guam and with the advice of the Archdiocese of Agana Presbyteral Council, on June 30, 2016, Archbishop Hon formed the Seminary Visitation *ad hoc* Committee (hereafter, “Visitation Committee”), led by Fr. Jeffrey C. San Nicolas. Members of the Visitation Committee included Fr. Romeo D. Convocar, Fr. Julio Cesar Sanchez, Fr. Patrick Castro, OFM Cap. and Fr. Thomas McGrath, S.J. The purpose of this committee was to review the current situation of the Redemptoris Mater Seminary (hereafter, “RMS”), and the John Paul II Seminary.

The Visitation Committee initiated a 3-step process to assess the current situation of the seminaries. First, the seminaries engaged in a self-study based on an outline of questions provided by the Visitation Committee (see Appendix A). Second, the Visitation Committee met with the seminaries’ administration, staff and students to make basic inquiry about their life and seminary programs. Third, the visitation team prepared a report for Archbishop Hon and the Presbyteral Council.

This current Visitation Committee Report focuses on the RMS and is approved by Fr. Jeffrey C. San Nicolas, Fr. Romeo D. Convocar, Fr. Patrick Castro, OFM Cap. and Fr. Thomas McGrath, S.J. Because Fr. Julio Cesar Sanchez is the Vice Rector of the RMS, he did not participate in the writing of this report.

Civil Incorporation History of Seminary

On December 8, 1999, Archbishop Anthony S. Apuron, OFM Cap., D.D., signed a decree (see Appendix B) stating:

Therefore, having prayed over and given due consideration..., I hereby erect

The Archdiocesan Missionary Seminary
Redemptoris Mater,

under the patronage of the Most Holy Virgin “Dulce Nobre de Maria” and of St. Patrick, St. Francis of Assisi, St. Teresa of the Child Jesus and Blessed Diego Luis de San Vitores.

This seminary is to be governed according to the norms of Canons 232-293 of the Code of Canon Law, its statutes and rule of life, and the personal governance of the Archbishop of Agana. Its statutes and rule of life are herewith approved.

The first group of seminarians was housed with local families and then eventually they relocated to the former Father Duenas Minor Seminary in Mangilao.

On May 2, 2002, the feast of Saint Athenasius, Archbishop Anthony Apuron approved the statutes (see Appendix C) and the Rule of Life (see Appendix D) for The Archdiocesan Missionary Seminary “Redemptoris Mater.”

On November 15, 2002, the Archdiocese of Agana purchased the Accion hotel building and land (approx. 18.7 acres in Yona, Guam; see Appendix E) for 1.9 million dollars for the purpose of housing The Archdiocesan Missionary Seminary Redemptoris Mater as erected by Archbishop Apuron on December 8, 1999. This purchased was financed through a loan.

On November 27, 2002, the Archdiocese of Agana filed two separate Articles of Incorporation with the Department of Land Management, Government of Guam:

1. "The Redemptoris Mater Seminary, Archdiocese of Agana" (hereafter RMS; see Appendix F), and
2. "The Redemptoris Mater House of Formation, Archdiocese of Agana." (hereafter RMHF; see Appendix G).

On December 8, 2002, typhoon Pongsona passed through Guam and completely destroyed the Father Duenas Minor Seminary building, the recent home of many of Archdiocese's seminarians.

On January 10, 2003, an anonymous donation of 2.0 million dollars was wire transferred to the Archdiocese of Agana's bank for the purpose of paying the loan for the Accion hotel building and land in full and for the purchase of the contents of the hotel (furniture, equipment and supplies).

On June 17, 2003, the United States Internal Revenue Service verifies that the RMS has Employer Identification Number (EIN) 66-0626532. (see Appendix H)

On January 29, 2004, RMHF amended its Articles of Incorporation. (See Appendix I for the amended articles as filed in the chancery office. Please note the last two pages of the document on file are dated November 25, 2002. These two pages are taken from the original RMHF Articles of Incorporation found in Appendix G)

On February 25, 2004 RMHF filed a certificate with The Department of Revenue and Taxation to do business as (dba) "The Redemptoris Mater Archdiocesan Missionary Seminary of Guam (hereafter RMAMS; see Appendix J).

Shortly after this on April 15, 2004, RMAMS received a Certificate of Tax Exemption from the Department of Revenue and Taxation (hereafter DRT; see Appendix K).

On November 22, 2011, the Feast of the Presentation of Blessed Virgin Mary, Archbishop Anthony Apuron signed the Decree of Designation (see Appendix L) which states:

I DECREE TO DESIGNATE, ASSIGN, EARMARK AND OTHERWISE SET ASIDE THE PROPERTY SITUATED AT 130 CHALAN SEMINARIU IN YLIG BAY, YONA, GUAM - its legal description, as set forth fully below and incorporated herewith by this reference - TO THE REDEMPTORIS MATER ARCHDIOCESAN MISSIONARY SEMINARY OF GUAM, A NON-PROFIT CORPORATION WITH IDENTIFICATION NUMBER #66-0626532, IN PERPETUAL USE AS A SEE OF THE REDEMPTORIS MATER ARCHDIOCESAN MISSIONARY SEMINARY OF GUAM AND FOR THE BLESSED DIEGO LUIS

DE SAN VITORES CATHOLIC THEOLOGICAL INSTITUTE OF OCEANIA.

After a legal description of the property, the decree continues:

I FURTHER DECREE AND ENTRUST TO THE VICAR GENERAL, MONS. DAVID C. QUITUGUA THE FULL POWER AND AUTHORITY TO PERFORM EVERY ACT AND THING WHATSOEVER THAT IS NECESSARY OR APPROPRIATE TO ACCOMPLISH THE PURPOSE HEREIN, AND I HEREBY RATIFY AND AFFIRM ALL THAT THE VICAR GENERAL SHALL LAWFULLY DO OR CAUSE TO BE DONE BY VIRTUE OF THIS DECREE.

Also on November 22, 2011, the Archdiocese of Agana, Corporation Sole, filed a Declaration of Deed Restriction (see Appendix M) on the Yona seminary land which states:

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS, that Owner hereby covenants and declares that the Property is and shall be held, used, transferred, sold and conveyed subject to the covenants and restrictions set forth herein:

1. Declaration. The Property shall be dedicated, to and for the use, of the REDEMPTORIS MATER ARCHDIOCESAN MISSIONARY SEMINARY OF GUAM, A NON-PROFIT CORPORATION WITH IDENTIFICATION NUMBER #66-0626532, IN PERPETUAL USE AS A SEE OF THE REDEMPTORIS MATER ARCHDIOCESAN MISSIONARY SEMINARY OF GUAM, AND BY THE BLESSED DIEGO LUIS DE SAN VITORES CATHOLIC THEOLOGICAL INSTITUTE FOR OCEANIA.¹
2. Effective Date. This Declaration shall be effective upon its execution.

On January 29, 2015, RMS filed the “Amended Articles of Incorporation of the Redemptoris Mater Seminary, Archdiocese of Agana” with the DRT (see Appendix Q). The amendments ensure the *office* of the Archbishop of Agana is represented on the Board of Guarantors.

Also on January 29, 2015, Archbishop Anthony Apuron wrote to the Director of the DRT (see Appendix R) stating:

I was recently informed about some errors referenced in the incorporation documents related to the Redemptoris Mater Seminary, Archdiocese of Agana, a Guam Nonprofit Corporation (“Corporation”). It appears that there were different names synonymously used in reference to the same Corporation, resulting from the canonical erection of the Seminary, under Church Canon Law, and its incorporation under Guam law. I would like to detail the errors that occurred for purposes of ensuring that the proper corrections are made in reference to the Corporation, and

1 *The Blessed Diego Luis De San Vitores Catholic Theological Institute for Oceania* was founded in September 8, 2005. (see Appendix N) The institute has been officially affiliated with Pontifical Lateran University since August 26, 2006 (see Appendix O) and its affiliation was recently renewed on May 31, 2012. (see Appendix P).

that for your records, it is clear that the Corporation and its other dba names, “Redemptoris Mater House of Formation, Archdiocese of Agana” and “The Redemptoris Mater Archdiocesan Missionary Seminary of Guam” refer to the Corporation – Redemptoris Mater Seminary, Archdiocese of Agana.

(NOTE: While the letter refers to RMHF as a dba of RMS, this is not correct. As stated above RMHF filed articles of incorporation simultaneously with, but separately from, RMS on November 27, 2002. Then on February 25, 2004 RMHF (not RMS) took on the dba, “The Redemptoris Mater Archdiocesan Missionary Seminary of Guam.” This confusion may have had unintended consequences when the Archdiocese of Agana filed the Deed Restriction on November 22, 2011 to give perpetual use of the Yona property to RMHF not RMS, but incorrectly used RMS’ EIN, 66-0626532.)

Also on January 29, 2015, RMS filed a Certificate of Transacting Business Under a Fictitious Name (dba) “RMAMS” and “RMHF” (see Appendix S), names that are already the legal names of RMHF.

A day later, on January 30, 2015, RMHF filed a Certificate of Abandonment to abandon the dba “RMAMS.” (see Appendix T)

On August 14, 2015, RMS received a letter from the DRT identifying RMS with Employer Identification Number 66-0626532 and stating, “This is to inform you that upon review of your applications for tax exempt status we have determined that you are exempt from Guam income tax under Section 501(c)(3) of the Guam Territorial Income Tax laws.” (see Appendix U)

The “Diocesan” Identity

For the past several years the “diocesan” identity of the RMHF and the RMS has been seriously challenged. There are four basic concerns regarding this matter:

1. A legal opinion by Attorney Jacques G. Bronze² (see Appendix V) was presented to the Archdiocese of Agana and holds that the land which is currently being used by the RMHF and RMS is not owned by the Archdiocese of Agana. The Bronze study concludes:

It is my opinion that based on Guam statutes governing interpretation of deeds and contracts, the property interest conveyed is an absolute conveyance of the entire fee simple title of the subject properties to RMHF, subject to a restraint in use.

This uncertainty of title is due to the Declaration of Deed Restriction issued on November 22, 2011. (See Appendix M) without the review of the Archdiocesan Finance Council nor approval from the Holy See, which is required if, in fact, the alienation of Archdiocesan property resulted from the Deed Restriction.

2 Atty. Bronze is a member of the Guam Bar Association and actively practices law on Guam in the areas of real property, estate planning, corporate law and civil litigation.

The clandestine nature of how the Deed Restriction was filed has driven the belief among the faithful that the “absolute conveyance” of the property was intentional. Furthermore, it made clear that the “Archbishop of Agana, Corporation Sole” on the one hand, is a separate legal entity from the 501(c)3 nonprofit RMHF and RMS, on the other.

2. The statutes of the RMS are specifically designed to form presbyters for the “New Evangelization” as understood by the Neocatechumenal Way. As a result the seminarians’ formation does not prioritize the importance of parish ministry, parish management and the general familiarity of the seminarians with parish life.

While the RMHF and the RMS is strictly Neocatechumenal in its formation program, it was canonically erected as “The Archdiocesan Missionary Seminary Redemptoris Mater” and legally operates under the factious name (dba) “Redemptoris Mater Archdiocesan Missionary Seminary”, names which emphasize its affiliation with the Archdiocese of Agana but this is not substantiated in its program. While this may be interpreted as a lack of transparency, at best, the seminary’s harshest critics call it dishonest.

Many of the faithful are speculating on why the RMHF and RMS felt a need to hide behind a fictitious name like “The Redemptoris Mater *Archdiocesan* Missionary Seminary.” There is speculation that the reason is to justify receipt of subsidies from the Archdiocese of Agana and/or to fulfill the stipulation of the donor who desired to support an *Archdiocesan* seminary.

3. Decision making on all levels, from the daily administration to the most important matters of governance, is controlled by the leadership of the Neocatechumenal Way. For example, the seminary statutes show that while the key administrative positions are appointed by the Archbishop of Agana, the individuals are actually chosen by the Initiators of the Neocatechumenal Way (See Appendix C: Statutes #10). Additionally, the “Administrative Team” is also formed in this way (See Appendix C: Statutes #13). At the governance level of decision making, the seminary is controlled by the “Board of Guarantors” who “has a veto or approval power for the most important affairs of the Corporation.” While the board is presided by the Archbishop, he holds only one of potentially seven votes on the board. Because the Archbishop lacks clear control over the administration and governance of the seminary, its archdiocesan affiliation is questionable. The archdiocesan nature of the seminary is further blurred because the other members of the Board of Guarantors, besides the Archbishop of Agana, do not even reside on Guam and are generally unknown to the faithful of the Archdiocese of Agana.
4. The current evaluation of candidates for ordination is done solely by presbyters and lay faithful who are “walking” in the Neocatechumenal Way. There is a lack of consideration for the faithful and presbyterate of the Archdiocese of Agana *not* in the Neocatechumenal Way. While this may be acceptable if the seminary was only to form presbyters for the service of the Neocatechumenal Way, the lack of consideration is unreasonable given the fact that these seminarians are intended to be diocesan priests, notwithstanding their openness to missionary work.

These four major issues have brought considerable suspicion regarding the archdiocesan nature of the RMHF/RMS. It is seen by the Faithful simply as a seminary for the Neocatechumenal Way, and it is, in all aspects, being run only as a Neocatechumenal Way seminary. Furthermore, because of the lack of a clear archdiocesan connection, there is growing public opinion that a 2 million dollar donation given to acquire the Accion building, contents and land for the use of an *archdiocesan* seminary may have been inappropriately used for the non-archdiocesan RMHF/RMS.

Formation

Admission policy

In the Mission Statement as articulated in the self-report, it states that RMS follows entirely the guidelines of the *Program for Priestly Formation*³ (hereafter, PPF). However, based on their written description of the process for pre-admissions and formal admissions, there is little or no correlation with the Norms for the Admission of Candidates as outlined in the PPF.

The PPF (42-67) articulates a set of rigorous standards meant to guide seminaries as they develop and implement admission policies. In summary the standards include:

- Clearly written admission policy
- Clear thresholds or criteria candidates are to meet
- Evidence of overall personal balance and proper motivation
- Thorough screening process
- Adequate command of the English language to begin intellectual formation
- Theologates must require a bachelor's degree or its equivalent from an accredited institution.
- Guidelines that describe human traits and qualities that are consonant with an authentic vocation to the priesthood.
- Psychological assessment
- Attention to the emotional health of applicants with special scrutiny given to those who manifest dysfunction.
- Preparation of candidates through a pre-theology program
- If dismissed from a formation program, no subsequent application will be considered for two years following such dismissal
- Received the Sacraments of Baptism and Confirmation
- Physical examination to ensure good health.

3 United States Conference of Catholic Bishops, Program of Priestly Formation, 5th Edition (Washington, D.C.: USCCB, 2006)

- Careful screening to recent converts

The PPF emphasizes the importance of a candidate's readiness for the seminary and places the burden of demonstrating that readiness on the candidate.

Based on the self-report, the RMHF/RMS describes a process that includes a series of steps that are designed to screen candidates and afford them with a series of opportunities to express their interest and demonstrate their readiness for seminary life. This process described by the RMS lacks a clear set of expectations for each step in the admissions process. The evaluations, interviews and screenings, though they describe a clear sequence and use similar language as the PPF, do not identify criteria to guide the process of each stage of evaluation. This lack of clear evaluation and screening criteria for candidates opens the door to admission decisions that are subjective and questionable. As a further consequence, these weaknesses in the admissions process call into question the quality, accuracy and overall integrity of any admission decisions which subsequently, may lead to the acceptance of candidates who are not ready and do not meet the criteria and expectations articulated in the PPF.

Four Pillars of the Program for Priestly Formation (PPF)

I. Human Formation

The seminary self-report indicates that the ten human qualities, as summarized in the PPF (76), are the human formation goals to which the seminary aspires. In summary the PPF foresees a seminary's human formation program as one that supports a candidate's growth to be:

- A free person:
- A person of solid moral character with a finely developed moral conscience, a man open to and capable of conversion:
- A prudent and discerning man:
- A man of communion:
- A good communicator:
- A person of affective maturity:
- A man who respects, cares for, and has vigilance over his body:
- A man who relates well with others, free of overt prejudice and willing to work with people of diverse cultural backgrounds:
- A good steward of material possessions
- A man who can take on the role of a public person:

Through the visitation process, the team made the following significant observations regarding the seminarians' program of human formation:

1. The seminarians display a strong sense of community life where obedience and trust is developed.

2. Seminarians experience a type of community life that is marked by:
 - The concept of “two by two” where seminarians are paired with another seminarian for living quarters as well as ministry;
 - Active participation in the parish Neocatechumenal community formation program as an integral part of seminary formation
 - Dependence on their communities and formators for handling their personal money and material needs.
3. Seminarians meet weekly or every two weeks with their spiritual directors for self-reflection, personal assessment and guidance. These meetings are considered “internal forum” and are therefore confidential.
4. A psychological evaluation of applicants for the seminary is not required.
5. A system of written evaluations of the seminarian’s progress in human development is lacking.

Apart from these five observations, the seminary self-report did not provide details regarding its efforts to support the human formation of seminarians. The seminary seems to rely on a seminarian’s “walk” in the Neocatechumenal Way to be sufficient to meet the human formation criteria found in the PPF.

II. Spiritual Formation

For the spiritual formation of candidates to the priesthood the PPF (110) identifies characteristics and practices that foster a seminarian’s spiritual growth. They include:

- | | |
|-------------------------------------|-------------------------------|
| • Holy Eucharist | • Asceticism and Penance |
| • Sacrament of Penance | • Obedience |
| • Liturgy of the Hours | • Celibacy |
| • Spiritual Direction | • Simplicity of Life |
| • Bible | • Reconciliation |
| • Retreats and days of Recollection | • Solidarity |
| • Personal meditation | • Solitude |
| • Devotions | • Ongoing Spiritual Formation |
| • Apostolic Dimensions | |

After our visit to the seminary, we concur with the self-report which states: “The means to attaining an ongoing maturity in the seminarian’s spiritual life include the following: active and consistent participation in the prayer of the Church, especially the Eucharist, the Liturgy of the Hours (which is always chanted), and the Sacrament of Penance; the annual general retreat and special retreats; intensive spiritual formation in a parish neocatechumenal community; personal prayer, spiritual reading and spiritual direction; participation in the devotional life of the Church;

apostolic activity (six weeks yearly of pastoral work in parish or a Home for the Elderly); and spiritual conferences.” The visiting team has witnessed these spiritual practices as part of the seminary’s spiritual formation program. Additionally the visiting team made the following significant observations:

1. Many seminarians shared their particular appreciation of the seminary’s *scrutatio*, which is a kind of meditative reading of the scriptures.
2. Their spiritual formation is programmed through the seminarian’s “walk” in the Neocatechumenal communities.
3. The seminary’s spiritual formation program seems to be well organized and appreciated by the seminarians in the Neocatechumenal Way. Many of the seminarians not in the Neocatechumenal Way express frustration with the program.
4. There is a lack of integration into and appreciation of the broader Catholic community’s spiritual practices, such as the celebration of the sacraments outside of the neocatechumenal liturgies and equitable support for other ecclesial charisms (e.g., Couples for Christ, Cursillos, etc.).

III. Intellectual Formation

The RMHF/RMS enrolls all of its seminarians in the Blessed Diego Theological Institute which is responsible for providing the appropriate course of studies and qualified professors for the educational levels of the seminarians, namely, college, pre-theology or theologate.

Here are the most significant observations made by the visiting team regarding the intellectual formation provided by the Blessed Diego Theological Institute on behalf of the RMHF/RMS.

1. Unanimously, the seminarians expressed their appreciation for the quality and dedication of their professors.
2. The seminary is dependent on visiting professors for many of the courses.
3. A structure of prerequisite course requirements for the appropriate sequencing of courses is lacking. For example, a seminarian’s decision to register for a class may be highly influenced by the availability of a visiting professor, more so than by the logical sequence of the course requirements.
4. While English is the primary language of communication in the Archdiocese of Agana, the seminary does not have a standard language of instruction.
5. Proficiency in reading, writing or speaking English for college level work is not required. Translators are used. Some students and even professors struggle with English as their second language, potentially effecting comprehension of subject matter.
6. The Blessed Diego Theological Institute is affiliated with the *Pontifical Lateran University in Rome* to grant bachelor’s degrees in Sacred Theology.
7. The Blessed Diego Theological Institute does not offer a U.S. accredited bachelor’s degree, nor can seminarians earn a master’s degree through the institute.
8. There is a lack of consideration given to the educational diversity of the students. That

is to say, distinction needs to be made between a high school graduate-seminarian versus a seminarian holding a college degree.

9. A liberal art program of studies is lacking.

IV. Pastoral Formation

According to PPF (239), “The aim of pastoral formation – the formation of a ‘true shepherd’ who teaches, sanctifies, and governs or leads- implies that such formation must include a number of essential elements:”

- Proclamation of the Word
- The sacramental dimension
- The missionary dimension
- The community dimension
- Skills for effective public ministry
- A personal synthesis for practical use
- An initiation to various practical, pastoral experiences, especially in parishes
- Cultural sensitivity
- Religious pluralism
- Formation for a particular presbyterate and a local Church
- The poor
- Leadership development
- The cultivation of personal qualities

Mindful of these pastoral formation goals, the following key observations were made:

1. The seminarians are assigned to small Neocatechumenal communities who meet two to four times every week.
2. At an appropriate time seminarians are sent on itinerant missionary work for two to three years. During this itinerancy they are accompanied by a priest of the Neocatechumenal Way and at least one other lay person, also of the Neocatechumenal Way. During this itinerancy they minister to the needs of the Neocatechumenal Way, conduct home visitations and organized Neocatechumenal catechetics in parishes.
3. During the summer seminarians are assigned to various pastoral ministries throughout the Archdiocese for approximately four weeks. These assignments include the Guam Memorial Hospital, Dominican Senior Care Facility, Department of Corrections, and various parishes in need of assistance.
4. The pastoral approach is predominantly shaped by Neocatechumenal Way. For example, there is a significant emphasis on home visitations and inviting individuals to the Neocatechumenal Way catechesis. “New Evangelization” is understood narrowly in terms of the practices of the Neocatechumenal Way.

Evaluation of candidates for Ordination

As with the *Norms for the Admission of Candidates*, the PPF clearly articulates a set of rigorous standards meant to guide seminaries as they develop and implement the policies and practices relative to seminarian evaluation in the *Norms for the Continuing Evaluation of Seminarians* (See PPF 273-289). These norms emphasize the importance of the ongoing assessment of each seminarian and advise that there be a number of opportunities for them to demonstrate their read-

iness to progress to the next stage in their formation. The PPF requires that individuals who are involved in the evaluation of seminarians are provided with clear criteria and expectations that they must follow to maintain a high level of rigor and quality.

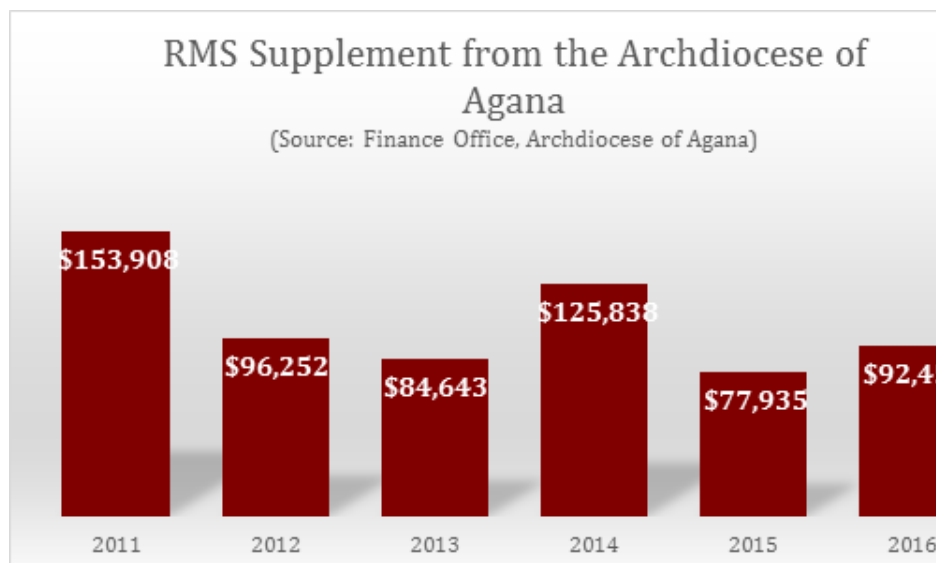
Based on RMHF/RMS's written description of the process used to evaluate seminarians, there seems to be little or no correlation between the *Norms for the Continuing Evaluation of Seminarians* as outlined in the PPF and their evaluation practice. The process for evaluation described by the RMHF/RMS lacks clear benchmarks of achievement, timelines and criteria for acceptable performance.

Furthermore, those charged with the informal and formal evaluation of seminarians seem to lack a prescribed framework for evaluation to help guide each of their processes. This lack of any formal evaluation structure may lend itself to inconsistent and subjective evaluation decisions that lack substance or any foundation grounded in what it means to be a well-rounded seminarian or those demonstrable characteristics required to progress to the next stage of formation.

A major consequence of an inadequate evaluation process calls into question the quality, accuracy and overall integrity of any evaluation decisions which subsequently may lead to the progression of candidates to ordination who are not ready and do not meet the standards and expectations articulated in the PPF, nor have the concurrence of the Faithful.

Finances

As an independence non-profit entity, the RMHF/RMS manages its financial accounts separately from the Archdiocese of Agana. It does not seek approval of its annual budget from the Archdiocese of Agana nor is its spending regulated by the Archdiocese of Agana. Nevertheless, the RMS has receive a regular subsidy from the Archdiocese of Agana since its foundation in December 1999.



The chart above summerizes the annual total financial supplement given to the RMS from the Archdiocese of Agana for the past six years.

Since the Archdiocese of Agana does not oversee the finances of the RMS, one unfortunate outcome is that there seems to be a discrepancy in the classification of income and expenses. For example, while the Archdiocese of Agana reports giving a subsidy of \$92,450 to the RMS in FY 2016, the seminary has reported receiving only \$73,800 (See table below), a difference of \$18,650. Under what account was this money classified?

Based on the Archdiocesan RMS report alone, for FY 2017, the seminary is projecting to substantially reduce its needed subsidy by 41% compared to FY 2016. This seems to be due to a projected 12% increase in donations.

The table below illustrates the readjustment plan of its spending priorities for FY 2017 as compared to 2016:

Income and Expense Report (2016 Actual vs 2017 Budget) (Source: RMS Self-Report)				
	FY 2016 Actual	FY 2017 Budget	Variance	%
Income				
Donations	\$276,924.00	\$308,955.00	\$32,031.00	12%
Fundraising	\$145,606.00	\$60,000.00	\$(85,606.00)	-59%
Grants	\$15,268.00	\$10,000.00	\$(5,268.00)	-35%
Subsidy from the Arch- diocese of Agana	\$73,800.00	\$43,200.00	\$(30,600.00)	-41%
Tuition	\$77,075.00	\$31,885.00	\$(45,190.00)	-59%
Total Income	\$588,673.00	\$454,040.00	\$(134,633.00)	-23%
Expenses				
Auto Expenses	\$22,822	\$30,000	\$7,178	31%
Bank Services	\$1,313	\$1,500	\$187	14%
Dues & Subscriptions	\$240	\$300	\$60	25%
Food & Provisions	\$46,206	\$45,000	\$(1,206)	-3%
Priests Stipends	\$50,720	\$43,200	\$(7,520)	-15%
Concert		\$600	\$600	
Gala Dinner	\$37,317	\$3,000	\$(34,317)	-92%
Immigration	\$512	\$1,000	\$488	95%
Insurance	\$40,240	\$50,000	\$9,760	24%
Blessed Diego Institute	\$69,091	\$52,440	\$(16,651)	-24%
Liturgical Supplies	\$3,043	\$4,000	\$957	31%
Medical	\$2,851	\$6,000	\$3,149	110%
Office	\$3,045	\$5,000	\$1,955	64%
Diocese Reimb.	\$33,668		\$(33,668)	-100%
Outside Services	\$3,520	\$3,000	\$(520)	-15%

Income and Expense Report (2016 Actual vs 2017 Budget) (Source: RMS Self-Report)				
	FY 2016 Actual	FY 2017 Budget	Variance	%
Rental	\$23,900	\$42,000	\$18,100	76%
Repairs & Maintenance	\$53,478	\$30,000	\$(23,478)	-44%
Spiritual Formation	\$2,755	\$3,500	\$745	27%
Supplies	\$5,263	\$9,000	\$3,737	71%
Telephone & Comm.	\$6,135	\$4,500	\$(1,635)	-27%
Travel	\$27,937	\$10,000	\$(17,937)	-64%
Utilities	\$97,297	\$110,000	\$12,703	13%
Total Expense	<u>\$531,353</u>	\$454,040	\$(77,313)	-15%
Cash Surplus	\$57,320			

The RMS Balance Sheet as of June 2016 shows \$1,274,329 in total assets with no recorded liabilities nor accounts payables. Of the total assets, \$461,965 is in the institute's checking and savings account; fixed assets are valued at \$747,378 and the remaining \$64,986 is in security deposits and library books.

Recommendation and Conclusion

Based on the observations above, we, the Seminary Visitation *ad hoc* Committee concludes that:

1. The seminary needs to clarify its purpose to include the sound formation of diocesan priests for parish ministry in the Archdiocese of Agana, notwithstanding their availability to be sent on mission. If the formation of diocesan priests for parish ministry is indeed a part of its purpose, then the seminary's formation program and organizational structure ought to clearly reflect this diocesan element. Without this diocesan element, the seminary's value to the Archdiocese of Agana will remain questionable.
2. The quality of the formation program, from discernment of a calling, to the four pillars of formation, to the evaluation of candidates, must be substantially improved so as to adhere to the norms set forth in the USCCB's Program for Priestly Formation. It is recommended that the seminary seek formal accreditation through the Western Association of Schools and Colleges (WASC) to ensure this quality of formation.
3. The financial viability of the RMS must be independent of supplemental financial support from the Archdiocese of Agana, because the current financial situation of the Archdiocese of Agana is unable to support the seminary's operation. Exacerbating the issue is the fact that the RMS is widely viewed as, and evidence points to the fact that it is, strictly a neo-catechumenal seminary that does not have a clear benefit for the Archdiocese of Agana. This has caused many of the Faithful to refrain from contributing to the Annual Archdiocesan Appeal, furthering the dire financial situation of the Archdiocese.

If the above three recommendations cannot be achieved in an expedient fashion, the RMHF/RMS may continue to lack the needed local confidence and support of the faithful and may need to be closed for the good of the Archdiocese of Agana.

Appendix A: Seminary Visitation Questionnaire

Seminary Visit Inquiry

The purpose of this inquiry is to provide the Apostolic Administrator a report on this seminary's capacity, commitment and competency to support priestly formation. When possible please provide data and documents to support the responses provided.

I. Seminary Profile

Please describe the seminary following the outline provided below. The profile may include other general information about the seminary that the seminary administration considers important to include. When possible, please provide documentation to support profile descriptions. Charts and Graphs may be used when appropriate.

A. Governance and Organization Profile

1. Mission Statement
2. Organizational Structure
3. Policies
4. Seminarian Admission Requirements and Screening Process
5. Financial Status
6. Origin and Brief History of Seminary

B. Faculty and Staff Profile

1. Number of Faculty
2. Educational Background
3. Classes Taught

C. Seminarian Profile

1. Number of Seminarists
2. Aggregate Age, Ethnicity, Education and Professional Background of Seminarists
3. Aggregate Formation Status of Seminarists

II. Formation of Candidates for Priesthood

Please describe the seminary's formation program with particular emphasis on the formation program's adherence to *Ratio Fundamentalis Institutionis Sacerdotalis* (Sacred Congregation for Catholic Education, 1985) and *Program of Priestly Formation* (USCCB, 2006). Please organize your report according to the following outline:

A. What are the seminary's major formation goals?

1. Human Formation
2. Spiritual Formation
3. Intellectual Formation
4. Pastoral Formation

B. Describe the seminary's program of formation for achieving these goals?

C. How do you assess candidate's readiness for ordained priestly ministry?

III. Considering items I and II, what are your critical areas of strength and of need for growth.

A. Critical Areas of Strength

B. Critical Areas of Need for Growth

Appendix B:

Decree to Erect Seminary



Archbishop's Office

ARCHDIOCESE OF AGANA

196 B Cuesta San Ramon

Agana, Guam 96910

Tel. (671) 472-6116

Fax. (671) 477-3519

DECREE

*"In the islands of the sea, we hear songs of praise to the name of the Lord."
(cf. Is. 24: 15-16)*

In the message to the CEPAC on their Ad Limina visit on December 4, 1998, our Holy Father, Pope John Paul II specifically stated that the Churches in Oceania "has no task more important than the new evangelization which is needed as a response to the demands of the present day circumstances which are changing rapidly. This new evangelization", he continues, "constitutes the next stage in the 'planting of the Church' in your islands and it demands that 'the Gospel be preached in a new way, in fervor, in method and in expression' (Veritatis Splendor, No. 106)."

The Church in Guam joyfully welcomes this call from the Holy Father for a new evangelization. We realize that "this will demand no less imagination and courage than that which the early missionaries have shown." (Op. Cit.)

With joy the Church in Guam continues to witness the flourishing of different charisms which are expressions of this new evangelization. Among these realities generated by the Holy Spirit, we have been able to verify "the copious fruits of personal conversion and fruitful missionary impulse" (Decree Ogniquialvolta 85-90 EV 1513-1515 of Pope John Paul II) of the Neocatechumenal communities in our Archdiocese.

Willing to primarily answer our Holy Father's call to form presbyters ready to go everywhere, especially in areas of mission or secularized societies or where there is a scarcity of priests, it is my desire to found in the Archdiocese of Agana a Redemptoris Mater Seminary. A characteristic of this type of seminary is that they are international in scope: they are at the service of the whole world and they have seminarians coming from all over the world.

We believe that this seminary can offer a valuable contribution to the whole Church in Oceania providing "the energies needed for the evangelization and missionary task" (Message to CEPAC, Dec. 4, 1998) for the New Millennium.


Therefore, having prayed over and given due consideration toward these realities, I hereby erect

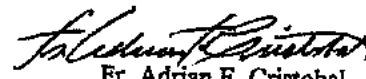
**The Archdiocesan Missionary Seminary
Redemptoris Mater,**

under the patronage of the Most Holy Virgin "Dulce Nombre de Maria" and of St. Patrick, St. Francis of Assisi, St. Teresa of the Child Jesus and Blessed Diego Luis de San Vitores.

This seminary is to be governed according to the norms of Canons 232-293 of the Code of Canon Law, its statutes and rule of life, and the personal governance of the Archbishop of Agana. Its statutes and rule of life are herewith approved.

Given at Agana, the 8th of December, 1999, on the Solemnity of the Feast of the Immaculate Conception.


+Anthony Sablan Ayuron, OFM Cap., D.D.
Archbishop of Agana


Fr. Adrian F. Cristobal
Chancellor

Appendix C: Seminary Statutes



Archbishop's Office

ARCHDIOCESE OF AGANA

196 B Cuesta San Ramon

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**STATUTE
OF THE SEMINARY
"REDEMPTORIS MATER"
FOR THE FORMATION TO THE PRESBYTERATE
FOR THE NEW EVANGELIZATION**

1. The Archdiocesan Missionary Seminary "Redemptoris Mater" for the formation to the presbyterate for the new evangelization is erected by His Excellency the Most Reverend Anthony Sablan Apuron of the Archdiocese of Agaña, complying with the wish of the Holy Father John Paul II, expressed in his discourse to the member bishops of the Episcopal Conferences of Europe on October 11, 1985,¹ and in the ad limina message CEPAC December 4 1998: "The Church which is now in all the countries of the countries of the Pacific, has no task more important than the new evangelization which is needed as a response to the demands of the present day circumstances which are changing rapidly. This new evangelization constitutes the next stage in the 'planting of the Church' in your islands and it demands that 'the gospel be preached in a new way, in fervor, in method and in expression' (Veritatis Splendor, No. 106)".²

It will be established in the Archdiocese of Agaña at Redemptoris Mater Seminary, 101 RM Seminary Lane, Mangilao 96913.

In the case of need and at the request of other particular Churches, even in other continents, the Presbyters of the Seminary may be sent to them at the Archbishop's judgement.

2. The Archdiocesan Missionary Seminary "Redemptoris Mater" is an educational community, that is a non-collegial, juridical person (can. 115, par.2). Its aim is to form men to the presbyterate for the new evangelization.

In such a mission of evangelization, the Presbyters shall be assisted by entire families.

¹ Discourse of the Holy Father at the Symposium of Bishops of Europe, No. 13, October 11, 1985.

² Osservatore Romano, N. 47-25, November 1998.

formed in the Neocatechumenal Way, who are available to be sent even to the most secularized areas.

3. The Seminary welcomes every man of a proven faith with good witness of Christian life, and fit for studying, who is available, as a diocesan presbyter, to be sent by the Archbishop to serve whichever particular Church of the world that is in need, upon request of the interested bishops, according to the provisions of the "*Postquam Apostoli*."³

4. The formation to the Presbyterate is based on the authoritative Magisterium of the Church, specifically:

- Sacrosanctum Concilium Oecumenicum Vaticanum II;
- Decretum de Institutione Sacerdotali, "*Optatam Totius*" (October 28, 1965);
- Sacra Congregatio pro Institutione Catholica, "*Ratio Fundamentalis Institutionis Sacerdotalis*" (March 19, 1985);
- The Program of Priestly Formation of the National Conference of Catholic Bishops of the United States.
- The post Synodal exhortation *Pastores dabo vobis*
- The encyclical letter *Redemptoris Missio*
- And the post synodal exhortation *Ecclesia in Oceania*

5. In the Seminary, the candidates for orders are formed in the priestly spirit to a life of prayer and to the theological and cardinal virtues; to a serious commitment to philosophical and theological studies; to the work of itinerant evangelization, which is specifically diocesan, with deliberate focus and rigorous pastoral commitment towards those who are far away from the Church.

6. §1 In view of the New Evangelization, at the center of the process of formation there is the reviving of baptism through the Neocatechumenal Way. This will be the means for the maturation in faith and in the Christian life of the candidates within a community.

This way will be also the instrument for the permanent education to faith.

§ 2. The Neocatechumenal Way shall be the privileged pastoral instrument through which the far away may rediscover the gift of Baptism, and atheists may be brought to faith and to its testimony by receiving strength from the Sacrament of Baptism and Confirmation, and nourishment from the Most Holy Eucharist.

7. The philosophical and theological studies will be carried out by the candidates at

³ Sacred Congregation for the Clergy, "Directive Norms for the cooperation of the local churches among themselves, and specially for a better distribution of the clergy in the World." "*Postquam Apostoli*" Letter in "*Acta Apostolicae Sedis*" 72, L980, pp. 343---364.4

the Redemptoris Mater Archdiocesan Missionary Seminary, according to the Ratio Studiorum for the Seminary studies. Those disciplines and optional subjects that are most useful for the service of the new evangelization will be privileged.

8. The Patrons of the Seminary are: Mary, Mother of the Redeemer, St. Patrick, St. Francis of Assisi, St. Teresa of the Child Jesus, Blessed Diego Luis de San Vitores and Blessed Pedro Calungsod.

9. The staff of the Seminary are the Rector, the Pastoral Council and the Administrative Council.

10. The Seminary is under the direct jurisdiction of the Archbishop of Agaña. The Ordinary appoints, upon the indication of the initiators of the Neocatechumenal Way, the formators: rector, vice-rector, spiritual director and prefect for the studies (if necessary), and the members of the Pastoral Council (see art. 12).

The rector, in the name of the Ordinary, and in collaboration with the Pastoral Council, supervises the life of the seminary, the formation itinerary of the seminarians and their studies and verifies the readiness of the candidates for Ordination.

The formators are appointed for a period of three years that can be renewed, after having listened to the team responsible for the Neocatechumenal Way.

11. The Rector shall direct the Seminary and preside the Pastoral Council and the Administrative Council. He is in charge of the ordinary administration and is the legal representative of the Seminary in canon and civil law. The Vice-Rector will substitute for the Rector in case of his absence or impediment and is a member of both Councils.

12. The Pastoral Council collaborates with the Rector in the running of the Seminary and in the spiritual and pedagogical formation of the candidates for the purpose of the new evangelization, as foreseen in the preceding articles 2 and 6. To this end, and in order to develop a most perfect communion in the mission to be conducted by the presbyters and the families, the team responsible for the Neocatechumenal Way in the United States "*pro tempore*" or their successors are part of the Pastoral Council.

The members of this council are appointed and remain in office until they are not substituted.

13. The Administrative Council, composed of the Rector and four counselors appointed by the Archbishop upon indication of the team responsible for the Neocatechumenal way, is competent to deliberate in matters of extraordinary administration. These must be in accordance with the norms of Canon Law. The Administrative Council continues in office no longer than three years unless reconfirmed, after having listened to the team responsible for the

Neocatechumenal Way:

In addition, it is up to the Administrative Council, in conformity with the directions given by the Rector and the Pastoral Council:

a) To provide for the search of necessary funds:

- for the running costs of the Seminary and for the ordinary and extraordinary maintenance of the immovable property located at the Redemptoris Mater Seminary;
- for the study and maintenance expenses of the candidates to the Presbyterate;
- for every need relative to the formation and pastoral training of the candidates to the Presbyterate (travel to the areas of evangelization, pilgrimages, etc) and for all needs which further the goals of the Seminary

b) To prepare the annual balance sheet and a projected statement of revenue and expenses for the following year for presentation to the Archbishop.

14. The Administrative Council ordinarily meets every four months, or in extraordinary cases, when the Rector or two of its members request a meeting.

The Administrative Council elects the Secretary and the Treasurer from among its members.

The Secretary is responsible for the convening of the Council at the request of the Rector, he will draw up the minutes of the meetings and keep documents.

The Treasurer will keep the books and will prepare the annual estimate and balance sheets and budget. He will also provide for the daily needs of the Seminary and the candidates.

In case of resignation or death of one of the members of the Council, he is substituted in conformity with article 13 of the present Statute.

The Ordinary of the Archdiocese of Agaña can, in extraordinary circumstances, nominate a delegate, with all powers of ordinary and extraordinary administration, to take the place of the Administrative Council.

15. The assets of the Seminary are constituted by its movable and immovable property, as well as property, goods and monies which will be offered in time to the Seminary by the faithful of the Neocatechumenal Communities in various parishes, by the families of the candidates to the Presbyterate, by ecclesiastical agencies, by the charity of individual believers and by particular churches, and by offerings and contributions of private organizations. The maintenance of the Seminary and the immovable property of Redemptoris Mater Seminary, is supported also by the Neocatechumenal Communities and by charity of particular Churches.

16. In case of the closing of the Seminary, its goods will be destined to purposes

analogous to those of the Seminary and, in any case, transferred in property to the Archdiocese of Agaña.


17. As regards to what is not foreseen in this present Statute, this is a seminary according to the canons 237 par. 1- 238 and is governed according the following canons: 232-264; 265-272; 273-289; 290-293; 800; 1008-1054.

18. The Seminary is under the overall direction of the Archbishop of Agaña.

Given on the Feast of Saint Athanasius, Bishop and Doctor, May 2, 2002.

Dulce Nombre de Maria Cathedral-Basilica, Agaña, Guam, Mariana Islands.


+ The Most Reverend Anthony Sablan Apuron. O.F.M. Cap., D.D.
Metropolitan Archbishop of Agaña


Reverend Adrian F. Cristobal
Chancellor

Appendix D: Seminary Rule of Life



Archbishop's Office

ARCHDIOCESE OF AGANA

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RULE OF LIFE OF THE ARCHDIOCESAN SEMINARY "REDEMPTORIS MATER" FOR THE FORMATION TO THE PRESBYTERATE FOR THE NEW EVANGELIZATION

I FORMATION IN VIEW OF THE MISSION

1. The Archdiocesan Missionary Seminary "Redemptoris Mater" of the Archdiocese of Agana is strictly established for the presbyteral formation of men who make themselves available to the Archbishop of Guam to be sent wherever necessary for the new evangelization. If the candidates come from other seminaries, a previous consultation with their Bishop is necessary for their acceptance.

2. The Archdiocesan Missionary Seminary "Redemptoris Mater" of the Archdiocese of Agana, in grateful obedience to the Holy Father and to the Archbishop of Agana, promotes the formation to the presbyterate with full readiness to go not only in "those parts of the world where the Word of God has not yet been proclaimed, but also in those areas where chiefly because of the scarce number of priests, the faithful are in danger of departing from the practice of Christian life, or even losing the faith itself."

3. At the Archdiocesan Missionary Seminary "Redemptoris Mater" of the Archdiocese of Agana "the formation of the candidates --according to the teaching of the Second Vatican Council (OT 4)-- is wholly oriented toward the goal of forming real shepherds, after the example of our Lord Jesus Christ, Teacher, Priest and Shepherd". The candidates are prepared: in the ministry of the Word, so that they may penetrate ever more deeply the revealed Word of God, making it their own through meditation and being able to express it through word and life; in the ministry of sanctification and worship so that praying and celebrating the liturgical actions, they may be able to carry out the ministry of salvation through the Eucharistic Sacrifice and the Sacraments; in the ministry of Shepherd, to be able to represent Christ to mankind, who "did not come to be

served but to serve and give His life for the redemption of many" (Mark 10: 45; John 13: 12-17) and "to win many, making Himself the servant of all" (cf. 1Cor 9: 19) (OT 4).

4. The specificity that will qualify the formation to the ministry of the Word, of worship and of sanctification, to the service of guide and father in the faith, is to address "the attention of the candidates for priesthood to the universal dimensions of their mission and therefore to their availability to serve not only in their archdiocese but also outside the diocese" (*Postquam Apostoli*, n. 4; cf. CD 6; AG 38).

5. This need and this urgency are present above all in those men who come from communities of believers, who through the Neocatechumenal itinerary have rediscovered the riches of their own Baptism and consequently feel in a special way the missionary impulse, strengthened by Confirmation, so as to allow others to share in the gifts of liberation and mercy from the Lord.

6. The candidates of the Archdiocesan Missionary Seminary "Redemptoris Mater" of the Archdiocese of Agana are assisted in witness and incentive by nuclei of families who, having left everything, have made themselves available to be sent to the most secularized areas to create, by their very presence and testimony, Christian communities and, please God, new parishes. All this implies their sound formation as diocesan presbyters and a missionary spirit which reveals full communion with their Bishop. The experience of at least two years of itinerant evangelization in their own diocese or elsewhere is part of their formation. Usually this experience is done before the third year of theology.

II

LIFE IN THE FAITH

7. The Archdiocesan Missionary Seminary "Redemptoris Mater" of the Archdiocese of Agana must therefore prepare a new type of diocesan Presbyter, in obedience to the Second Vatican Council and to the magisterium of the latest Pontiffs. He must be trained to overcome isolation and individualism, capable of a great love of God and of neighbor, respectful of all institutional forms, with a gift of contemplation which helps him to pray, to be fed by the Word and to live a dynamic life, full of zeal for the mission. This mission is characterized by life in community, in an organic body of Christian families, so as to penetrate with new strength of testimony into secularized neighborhoods. It is an evangelizing community which the Presbyter supports and feeds with his service, but by which himself, at the same time, is supported and helped to serve ever better the Gospel.

8. In the Archdiocesan Missionary Seminary "Redemptoris Mater" of the Archdiocese of Agana, assiduous daily prayer is promoted in the first place to encourage and nurture life "in the Spirit". The Liturgy of the Hours is celebrated in common in the Hours of Lauds and Vespers, pivots of the day which must be a hymn of thanks to the Father, the Son and the Holy Spirit. The source and summit (cf. SC 10; PO 5; RF 52) is the daily Eucharist,

celebrated with dignity, calm and full, vital participation. Meditation with the Sacred Scripture (Scrutatio) is also done. Every day, the Holy Rosary is recited in order to live a way of formation fully entrusted to the intercession of Mary (Redemptoris Mater III, 2; RF 54). Finally, each candidate is expected to set aside each day a suitable time for prolonged prayer in solitude.

9. The formation will find its model and its strength in Jesus, the Teacher, who said, "Learn from me, for I am meek and humble of heart and you will find rest for your souls" (Mt. 11, 28). With this great Word in their hearts, the candidates must grow in "littleness" (Mt. 18, 15) and in the capacity to serve like and with the help of Jesus, who came "as the one who serves" (Lk 22:27), to cultivate a great spirit of welcome and respect for all.

10. Every candidate is helped by the superiors and by the formative community to be a man of the Word of God, with a love able to give one's life; to have a great love for the Eucharist, for the Sacraments, for the signs which help to recognize, celebrate and rejoice in the Eucharistic Mystery (Eucharistic table, ambo...).

11. The candidate must be helped to grow in the consciousness of representing Christ - Head, first-born of every creature and of the dead (cf. Col 2; Phil 2), who has loved all and has given His life for many.

The brothers and sisters in the faith must be able to find in him the guide, the reference point, the support, the very person of Christ.

12. The candidates are formed in special way to chastity, to respect the body, temple of the Holy Spirit, and as a mission of love, revealed and witnessed also through their own body. They must grow in poverty, lived as joyful abandonment to the providence of God and in the daily history of precariousness. Obedience in faith qualifies them as true listeners of God in the Word, in the Magisterium of the Church, docile to the Bishop, venerated as Shepherd.

13. Focus and center of the spiritual formation and maturation in the faith of the candidates is the rediscovery of their baptism through the Neocatechumenal Way. Every month, a spiritual retreat will be also scheduled in the annual calendar. According to the orientations of the "Ratio Fundamentalis," nos. 55-56, in the Instruction on Liturgical Formation in Seminaries, nos. 35-36, at least every 20 days, the Sacrament of Reconciliation is celebrated and each one should benefit from frequent personal Spiritual Direction. As to the spiritual formation of the entire community, the Spiritual Director gives a weekly conference of spiritual theology and presides over a Eucharistic Celebration.

14. Annually, Spiritual Exercises are lived as strong times of conversion and renewal. In times of vacation from study, with permission of the Archbishop, the candidates will spend their time in an experience of itinerant evangelization.

III COMMITMENT TO STUDIES

15. A rigorous and well-grounded formation in the philosophical and theological studies, above all in the knowledge of Sacred Scripture, of the Fathers and of the Liturgy implies, on the part of the candidates, a serious commitment to studies and a conscientious preparation for examinations, for the attainment of academic grades.

16. They shall attend for academic courses in Philosophy and Theology at the Redemptoris Mater Seminary in Mangilao according to the Ratio Studiorum for the seminary studies.

17. Within the formative community, conferences, courses and meetings are proposed, which may complete and integrate the formation of the candidates to the new evangelization, keeping in mind the characteristics of the countries where they may be sent.

18. Gradually, a library will be instituted which may facilitate the elaboration of research and of the assignments requested by the academic courses.

IV FORMATION TO THE MINISTRIES AND TO PASTORAL ACTION

19. According to the courses attended and with the Approval of the Archbishop and according to the Codex Iuris Canonici and the "Ratio Fundamentalis", starting from the first year of the theological academic course, the candidates will live pedagogical itineraries in preparation for Admission and for the two lay ministries of Lector and Acolyte; this must also be done in due time, with verification and prudent examination of the superiors, for the ordained ministries of Diaconate and Presbyterate.

20. Ordinations and the conferral of the ministries are important goals in which all the formative community is involved. These are great gifts of the Lord. It is feast for the seminary and for all the communities which have supported these candidates (cf. Instruction on Liturgical Formation in Seminaries, nos. 37-41)

21. Their formation to the Presbyterate must not be detached from the ways and from the experiences of Christian communities, to which they are destined, in order to understand their needs and to respect their characteristics. Their itinerary of formation shall be centered on reviving their baptism through the Neocatechumenal Way.

V THE SERVICE OF THE RESPONSIBLES

22. The Rector has primary responsibility for the life of the Archdiocesan *Redemptoris Mater Missionary Seminary* of the Archdiocese of Algona (RF 29) in all its dealings with other superiors. He is the guarantor that the candidates during their formation at the seminary may follow actively and profitably the Neocatechumenal way. This will also be their mean for the permanent education once ordained.

The rector gathers them at his discernment at regularly scheduled calendar meetings for celebrations in common and for reviewing the life of the Seminary. He commits himself to be present weekly, according to the yearly fixed calendar, at Liturgies and to have a formative meeting at least every 15 days. He makes himself available to listen personally to the candidates and makes a public discernment to the whole community at least once every trimester.

The Pastoral Council, whose duties are set forth in Art. 12 of the Statutes, collaborates with the Rector.

23. The Spiritual Director, lives the privileged role of breaking the Bread of the Word, accompanying, even in the secret of consciences, the ways of faith and vocation of the candidates. He is ready to listen to and support each individual; he holds a conference of spiritual formation each week; he organizes monthly retreats with the Rector. He makes known, according to the number of candidates, the need for help in spiritual direction.

24. The Vice-Rector assists the Rector in everything. He follows all the disciplinary and logistic organization of the life of the Seminary. He carries out the procedures for registration and is responsible for relations with the universities. He makes use of the most suitable candidates for help in animation and in secretarial work, while making known to the Rector the eventual possibility of having other priests assisting in the formation.

25. The Treasurer, according to the directions of the Rector, provides for different needs, from that of daily meals, to concerns of the property and the primary needs of the candidates.


CONCLUSION

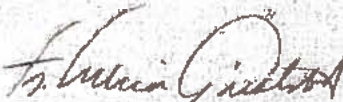
In the name of the Most Holy Trinity, we walk so as to grow in faith, hope, and charity. We entrust to Our Lady and our Patron Saints, our every good intention and our every holy missionary desire. Let this be our prayer, synthesis of every day: **May our Lord Jesus, Who did not come to be served but to serve, give us of His Spirit, so that we may consider our only joy and our only boast that of resembling Him, crucified for love of all the sinners of the earth. To Him be glory for ever and ever. Amen.**

Mary, Mother of the Redeemer, pray for us.

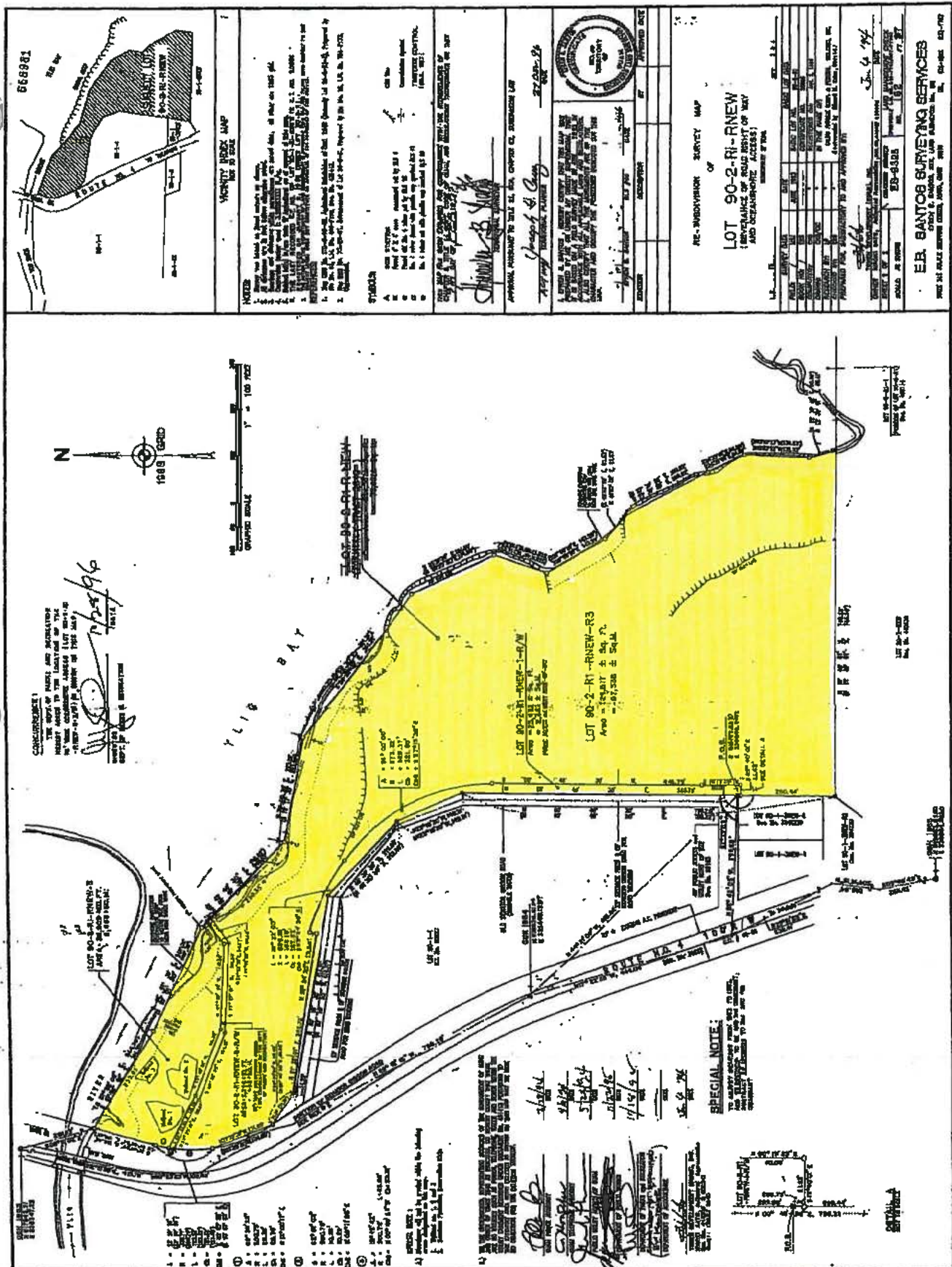
Given on the Feast of Saint Athanasius, Bishop and Doctor,
May 2, 2002

Dulce Nombre de Maria Cathedral-Basilica, Agaña, Guam, Mariana Islands.


+ The Most Reverend Anthony Sablan Apuron, OFM Cap., D.D.
Metropolitan Archbishop of Guam


Reverend Fr. Adrian F. Cristobal
Chancellor

Appendix E: Property Map



Appendix F:

RMS Articles of Incorporation

RECEIVED

ARTICLES OF INCORPORATION
OF
THE REDEMPTORIS MATER SEMINARY,
ARCHDIOCESE OF AGANA,
A Guam Nonprofit corporation

NOV 27 2002
DEPT. OF REV. & TAX
GOVT OF GUAM
BLB 23

These Articles certify that the undersigned, Most Rev. Anthony Sablan Apuron, OFM Cap., Archbishop of Agana, being over the age of eighteen years, does hereby form a nonprofit corporation under and by virtue of the provisions of the Guam Nonprofit Corporation Act, for a lawful purpose other than pecuniary profit as hereinafter stated, and to that end certifies the following Articles as follows:

ARTICLE I.
NAME

The name of the Corporation is THE REDEMPTORIS MATER SEMINARY, ARCHDIOCESE OF AGANA, a Guam nonprofit corporation.

ARTICLE II.
PERIOD OF DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III.
PURPOSE

The purpose of the Corporation shall be to establish and conduct a Seminary to prepare men for the priesthood for the new evangelization following the life and itinerary of the Neocatechumenal Way as a way of formation in accordance with the precepts of the Roman Catholic faith. The Corporation may own, lease, or otherwise procure all such real and personal property as may be necessary to carry on any of the Corporation's business.

ARTICLE IV.
POWERS OF THE CORPORATION

In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in this Article, the Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Guam and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

A. Restrictions On Power

- (1) No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any director or officer of the Corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Corporation affecting one or more of its purposes) and no director or officer of the Corporation, or any individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise.
- (2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. However, if the Corporation is an organization to which section 501(h) of the Internal Revenue Code applies and the Corporation has effectively elected to have such section apply, the Corporation shall have the power to carry on the activities permitted by such section, but only to the extent such activities shall not result in the denial of exemption under such section. The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (3) Upon dissolution of the Corporation, all of the corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code. The organizations to receive such property shall be designated by the Board of Directors.
- (4) Notwithstanding any other provision of these articles of incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.
- (5) During any period of time in which the Corporation is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code:
 - (i) The Corporation shall not engage in any act of "self-dealing", as defined in section 4941(d) of the Internal Revenue Code;
 - (ii) The Corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942(a) of the Internal Revenue Code;

- (iii) The Corporation shall not retain any "excess business holdings", as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943(a) of the Internal Revenue Code;
- (iv) The Corporation shall not make any investments that would jeopardize the carrying out of any of the exempt purposes of the Corporation, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944(a) of the Internal Revenue Code; and
- (v) The Corporation shall not make any "taxable expenditure", as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945(a) of the Internal Revenue Code.

All references in these articles of incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

ARTICLE V. NO MEMBERS

The sole member shall be the Roman Catholic Archbishop of Agana, (the 'Member').

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office shall be 196 B. Cuesta San Ramon, Hagatna, Guam 96910

ARTICLE VII. DIRECTORS

- A. Board of Directors. The management of the affairs of the Corporation shall be vested in a Board of Directors, except as otherwise in the Guam Nonprofit Corporation Act, these articles of incorporation, of the Bylaws of the Corporation. The number of directors, their classifications, if any, their term in office, and the manner of their election or appointment shall be determined according to the bylaws of the Corporation from time to time in force.
- B. Liability of Directors. No director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit such director's liability to the Corporation for monetary damages for the following:

- (1) Any breach of such director's duty of loyalty to the Corporation;
- (2) Any of such director's acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (3) Any transaction from which such director derived an improper personal benefit.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The number of Directors shall consist of not less than five (5) nor more than fifteen (15) members, and the names and addresses of the persons who are to serve such as Directors are:

<u>Name</u>	<u>Address</u>
Fr. Raymond LaBranche	RM 101, Seminary Lane Mangilao, Guam 96913
Fr. Pius Sammut	RM 101, Seminary Lane Mangilao, Guam 96913
Mr. Shawn Leon-Guerrero	P.O. Box 5333 Hagatna, Guam 96932
Mr. Edward Untalan	590 South Marine Drive, #511 Tamuning, Guam 96911
Mr. Ricardo Eusebio, M.D.	P.O. Box 11347 Tamuning, Guam 96931

The sole member of the corporation shall at all times serve as the Chairman of the Board. He will be able however to delegate the chairmanship of the Board to the Rector of the Seminary and to the first of the directors.

ARTICLE IX. INDEMNIFICATION OF CORPORATE AGENTS

Board of Guarantors. The Board of Guarantors will be constituted by five (5) sages who will have the task of guaranteeing that the corporation pursues only the purposes for which it has been constituted. The Board of Guarantors has a veto or approval power for the most important affairs of the Corporation.

**ARTICLE X.
BOARD OF GUARANTORS**

The number of guarantors shall consist of not less than four (4) nor more than seven (7) members, and the names and addresses of the persons who are to serve such as Guarantors are:

Archbishop Anthony S. Apuron, OFM., Cap.	196B Cuesta San Ramon Hagatna, Guam 96910
Mr. Giuseppe Gennarini	3 Howard Place Englewood, N.J. 67631
Mrs. Claudia Gennarini	3 Howard Place Englewood, N.J. 67631
Fr. Angelo Pochetti	6502 Jackson Street West New York, N.J. 07093

**ARTICLE XI.
INDEMNIFICATION OF CORPORATE AGENTS**

The Corporation shall indemnify every corporate agent as defined in and to the full extent permitted by Guam.

**ARTICLE XII.
INCORPORATOR**

The name and address of the incorporator is:


Anthony S. Apuron, OFM., Cap. Archbishop of Agana	196 B. Cuesta San Ramon Hagatna, Guam 96910
--	--

**ARTICLE XIII.
METHOD OF DISTRIBUTION OF ASSETS ON DISSOLUTION**

Upon dissolution of the Corporation and after payment of just debts and liabilities, all remaining assets shall be distributed to organizations designated by the then Archbishop of the Archdiocese of Agana, provided said organizations enjoy an exempt status under such section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or successor provisions.

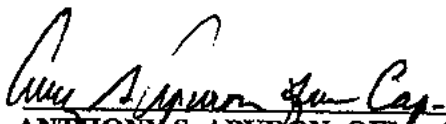
IN WITNESS WHEREOF, the undersigned, as the Incorporator of the Corporation named above, has executed these Articles of Incorporation this 25 day of NOVEMBER, 2002.

Dated: 11/25/02


ANTHONY S. APURON, OFM, CAP.
Archbishop of Agaña

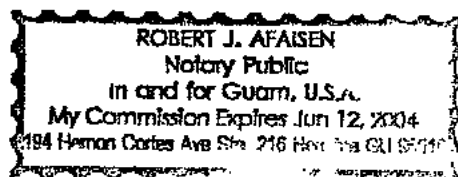
CITY OF HAGATNA)
)
GUAM) ss:

I, ANTHONY S. APURON, OFM., CAP. being duly sworn, state: I am the Roman Catholic Archbishop of Agana, and the sole member of the foregoing Corporation organized for the administration of its temporalities and for the management of its properties or estates; that the incorporation of The Redemptoris Mater SEMINARY, is not forbidden by the Code of Canon Law promulgated by the Roman Catholic Church.

By: 
ANTHONY S. APURON, OFM., CAP.
Archbishop of Agana

SUBSCRIBED AND SWORN to before me on the 25 day of November, 2002.


NOTARY PUBLIC



STATEMENT OF THE TREASURER

KNOW YE, that I, the undersigned, the duly elected, qualified and acting treasurer of the Redemptoris Mater House of Formation, Archdiocese of Agana, do hereby certify as follows:

That the undersigned was duly elected as acting treasurer of said corporation; that The Redemptoris Mater Seminary, Archdiocese of Agana is a nonprofit stock corporation.

That the undersigned is a resident of Guam.

Dated this 25 day of November, 2002.

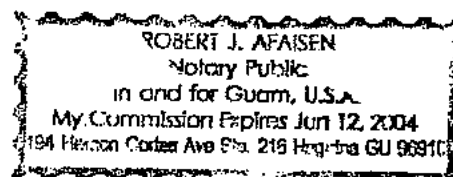

FR. RAYMOND LABRANCHE

CITY OF HAGATNA,)
)
GUAM) ss:

BEFORE ME, a Notary Public in and for Guam, personally appeared FR. RAYMOND LABRANCHE, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same voluntary and for the purpose stated therein.

WITNESS MY HAND and official seal this 25 day of November, 2002.

NOTARY PUBLIC



Appendix G:

RMHF Articles of Incorporation

RECEIVED

NOV 27 2002 1:07

DEPT. OF REV. & TAX
GOV'T OF GUAM
BLB

**ARTICLES OF INCORPORATION
OF
THE REDEMPTORIS MATER HOUSE OF FORMATION,
ARCHDIOCESE OF AGANA,
A Guam Nonprofit Corporation**

These Articles certify that the undersigned, Anthony S. Apuron, OFM CAP., D.D., Incumbent, Archbishop of Agana, a Corporation Sole, being over the age of eighteen (18) years, does hereby form a nonprofit corporation under and by virtue of the provisions of the Guam Nonprofit Corporation Act, 18 G.C.A. §10101, for a lawful purpose other than pecuniary profit as hereinafter stated, and to that end certifies the following Articles as follows:

**ARTICLE I
NAME**

The name of the Corporation is THE REDEMPTORIS MATER HOUSE OF FORMATION, ARCHDIOCESE OF AGANA, a Guam nonprofit corporation.

**ARTICLE II
PERIOD OF DURATION**

The duration of the Corporation shall be for fifty (50) years.

**ARTICLE III
PURPOSE**

The purpose of the Corporation shall be to establish and conduct a House of formation to prepare men for the priesthood for the new evangelization following the life and practice of the Neocatechumenal Way in accordance with the precepts of the Roman Catholic faith. The Corporation may own, lease, or otherwise procure all such real and personal property as may be necessary to carry on any of the Corporation's business.

**ARTICLE IV
POWERS OF THE CORPORATION**

In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in this article, the Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Guam and may do everything necessary or convenient for the accomplishment of any

A. Restrictions On Power

- (1) No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any director or officer of the Corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Corporation affecting one or more of its purposes) and no director or officer of the Corporation, or any individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise.
- (2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. However, if the Corporation is an organization to which section 501(h) of the Internal Revenue Code applies and the Corporation has effectively elected to have such section apply, the Corporation shall have the power to carry on the activities permitted by such section, but only to the extent such activities shall not result in the denial of exemption under such section. The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (3) Upon dissolution of the Corporation, all of the corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code. The organizations to receive such property shall be designated by the Board of Directors.
- (4) Notwithstanding any other provision of these articles of incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.
- (5) During any period of time in which the Corporation is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code:
 - (i) The Corporation shall not engage in any act of "self-dealing", as defined in section 4941(d) of the Internal Revenue Code;
 - (ii) The Corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942(a) of the Internal Revenue Code;

- (iii) The Corporation shall not retain any “excess business holdings”, as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943(a) of the Internal Revenue Code;
- (iv) The Corporation shall not make any investments that would jeopardize the carrying out of any of the exempt purposes of the Corporation, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944(a) of the Internal Revenue Code; and
- (v) The Corporation shall not make any “taxable expenditure”, as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945(a) of the Internal Revenue Code.

All references in these articles of incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

ARTICLE V. NO MEMBERS

The sole member shall be the Roman Catholic Archbishop of Agana, (the ‘Member’).

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the Corporation’s registered office shall be 196 B. Cuesta San Ramon, Hagatna, Guam 96910

ARTICLE VII. DIRECTORS

- A. Board of Directors. The management of the affairs of the Corporation shall be vested in a Board of Directors, except as otherwise in the Guam Nonprofit Corporation Act, these articles of incorporation, of the Bylaws of the Corporation. The number of directors, their classifications, if any, their term in office, and the manner of their election or appointment shall be determined according to the bylaws of the Corporation from time to time in force.
- B. Liability of Directors. No director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit such director’s liability to the Corporation for monetary damages for the following:

- (1) Any breach of such director's duty of loyalty to the Corporation;
- (2) Any of such director's acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (3) Any transaction from which such director derived an improper personal benefit.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The number of Directors shall consist of not less than five (5) nor more than fifteen (15) members, and the names and addresses of the persons who are to serve such as Directors are:

<u>Name</u>	<u>Address</u>
Fr. Raymond LaBranche	RM 101, Seminary Lane Mangilao, Guam 96913
Fr. Pius Sammut	RM 101, Seminary Lane Mangilao, Guam 96913
Mr. Shawn Leon-Guerrero	P.O. Box 5333 Hagatna, Guam 96932
Mr. Edward Untalan	590 South Marine Drive, #511 Tamuning, Guam 96911
Mr. Ricardo Eusebio, M.D.	P.O. Box 11347 Tamuning, Guam 96931

The sole member of the corporation shall at all times serve as the Chairman of the Board. He will be able however to delegate the chairmanship of the Board to the Rector of the Seminary and to the first of the directors.

ARTICLE IX. INDEMNIFICATION OF CORPORATE AGENTS

Board of Guarantors. The Board of Guarantors will be constituted by five (5) sages who will have the task of guaranteeing that the corporation pursues only the purposes for which it has been constituted. The Board of Guarantors has a veto or approval power for the most important affairs of the Corporation.

**ARTICLE X.
BOARD OF GUARANTORS**

The number of guarantors shall consist of not less than four (4) nor more than seven (7) members, and the names and addresses of the persons who are to serve such as Guarantors are:

Archbishop Anthony S. Apuron, OFM., Cap.	196B Cuesta San Ramon Hagatna, Guam 96910
Mr. Giuseppe Gennarini	3 Howard Place Englewood, N.J. 67631
Mrs. Claudia Gennarini	3 Howard Place Englewood, N.J. 67631
Fr. Angelo Pochetti	6502 Jackson Street West New York, N.J. 07093

**ARTICLE XI.
INDEMNIFICATION OF CORPORATE AGENTS**

The Corporation shall indemnify every corporate agent as defined in and to the full extent permitted by Guam.

**ARTICLE XII.
INCORPORATOR**

The name and address of the incorporator is:


Anthony S. Apuron, OFM., Cap. Archbishop of Agana	196 B. Cuesta San Ramon Hagatna, Guam 96910
--	--

**ARTICLE XIII.
METHOD OF DISTRIBUTION OF ASSETS ON DISSOLUTION**

Upon dissolution of the Corporation and after payment of just debts and liabilities, all remaining assets shall be distributed to organizations designated by the then Archbishop of the Archdiocese of Agana, provided said organizations enjoy an exempt status under such section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or successor provisions.


IN WITNESS WHEREOF, the undersigned, as the Incorporator of the Corporation named above, has executed these Articles of Incorporation this 25 day of NOVEMBER, 2002.

Dated: 11/26/02


ANTHONY S. APURON, OFM, CAP.
Archbishop of Agaña

CITY OF HAGATNA)
)
GUAM) SS:

I, ANTHONY S. APURON, OFM., CAP. being duly sworn, state: I am the Roman Catholic Archbishop of Agana, and the sole member of the foregoing Corporation organized for the administration of its temporalities and for the management of its properties or estates; that the incorporation of The Redemptoris Mater SEMINARY, is not forbidden by the Code of Cannon Law promulgated by the Roman Catholic Church.

By: 
ANTHONY S. APURON, OFM., CAP.
Archbishop of Agana

SUBSCRIBED AND SWORN to before me on the 25 day of November, 2002.


NOTARY PUBLIC

ROBERT J. ARNSEN
Notary Public
in and for Guam, U.S.A.
My Commission Expires Jan 12, 2004
My Notary Public No. 9811-2000-0000

STATEMENT OF THE TREASURER

KNOW YE, that I, the undersigned, the duly elected, qualified and acting treasurer of the Redemptoris Mater House of Formation, Archdiocese of Agana, do hereby certify as follows:

That the undersigned was duly elected as acting treasurer of said corporation; that The Redemptoris Mater Seminary, Archdiocese of Agana is a nonprofit stock corporation.

That the undersigned is a resident of Guam.

Dated this 25 day of November, 2002.

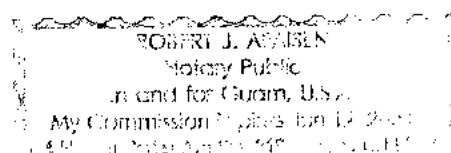

FR. RAYMOND LABRANCHE

CITY OF HAGATNA,)
)
GUAM) ss:

BEFORE ME, a Notary Public in and for Guam, personally appeared **FR. RAYMOND LABRANCHE**, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same voluntary and for the purpose stated therein.

WITNESS MY HAND and official seal this 25 day of November, 2002.


NOTARY PUBLIC



Appendix H: EIN Verificaton for RMS

06/17/2003 20:57 FAX 2155166057

IRS

RIS Y 001

Internal
Revenue
Service**Employer Identification
Number (EIN) Cover Sheet**Date
06/17/03No. of pages (including
this one) 1

Philadelphia Accounts Management Center (PAMC)

To ARCHBISHOP A APURON	From L DOUGLAS OPERATIONS AM I Philadelphia Accounts Management
Fax 671-477-3519	Phone 1-866-816-2065

ATTENTION

Name of Entity

THE REDEMPTORIS MATER SEMINARY ARCHDIOCESE OF AGANA

EIN 66-0626532

Name of Entity

EIN

Name of Entity

EIN

This coversheet is used as verification of the requested EIN. For any questions regarding the application for Employer Identification Number (SS-4) use the above toll-free number, all other non-related question, please contact 800-829-1040

This communication is intended for the sole use of the individual to whom it is addressed and may contain information that is privileged, confidential, and exempt from disclosure under applicable law. If the reader of this communication is not the intended recipient or the employee or agent responsible for delivering the communication to the intended recipient, you are hereby notified that any dissemination, distribution, or copying of this communication may be strictly prohibited. If you have received this communication in error, please notify the sender immediately by telephone, and return the communication via fax at the number given above. Thank you.

Department of the Treasury - Internal Revenue Service

Appendix I:
RMHS Amendment to
Articles of Incorporation,
Article IV



THE ARCHDIOCESE OF AGAÑA

CHANCERY OFFICE

196 B Cuesta San Ramon • Agaña, Guam 96910 • Tel: (671) 472-6116 • Fax: (671) 477-3519, 472-6044

January 23, 2004

RECEIVED

JAN 29 2004

DEPT. OF REVENUE & TAX
GOV. OF GUAM
BLK 23

Mr. Art Ilagan
Director
Department of Revenue & Taxation
Government of Guam
P. O. Box 23607
GMF, Barrigada
GU 96921

**Re: Amendment to Articles of Incorporation of
The Redemptoris Mater House of Formation,
Archdiocese of Agaña, a Guam Nonprofit Corporation**

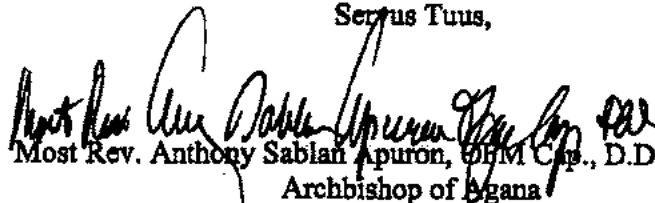
Dear Mr. Ilagan:

I hereby submit for filing a Certificate of Amendment executed on behalf of the above-named nonprofit corporation, pursuant to the provisions of the Guam Nonprofit Corporation Act.

It is the opinion of our legal counsel that the existing provisions in the Articles of Incorporation are proper and do not contravene Guam laws or the Internal Revenue Code. However, we are going to comply and submit an Amended Articles of Incorporation although we respectfully disagree that the changes are necessary.

I trust the amendments meet with your approval and Mr. Herbert Fukuda. If you have any questions on this matter, please advise or call Ed Terlaje, the Archdiocese' legal counsel.

Servus Tuus,


Most Rev. Anthony Sablan Apuron, O.M.C., D.D., Incumbent
Archbishop of Agaña

Enclosures

Cc: Mr. Herbert Fukuda
Department of Revenue & Taxation

RECEIVED
JAN 29 2004
SECRET

**RESOLUTION AMENDING ARTICLES OF INCORPORATION OF
THE REDEMPTORIS MATER HOUSE OF FORMATION,
ARCHDIOCESE OF AGANA,
A Guam Nonprofit Corporation**

WHEREAS, Anthony Sablan Apuron, OFM CAP., D.D., Incumbent, Archbishop of Agana, the sole incorporator of The Redemptoris Mater House of Formation, Archdiocese of Agana, a Guam Nonprofit Corporation, desires to amend the Articles of Incorporation to delete certain provisions contained in Article IV of said Articles of Incorporation; now, therefore, be it

RESOLVED, that the Articles of Incorporation of The Redemptoris Mater House of Formation, Archdiocese of Agana, a Guam Nonprofit Corporation, be, and it hereby is, amended by striking therefrom Article IV, Section A (2), so that the Articles of Incorporation, as amended, shall read as follows:


- (2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

RESOLVED, FURTHER, that the Articles of Incorporation be further amended by deleting in its entirety Article IV, Section A (5) (i), (ii), (iii), (iv) and (v).

RESOLVED, FURTHER, that said amendments are hereby adopted and approved.

Dated this 23rd day of January, 2004.

Incorporator:


ANTHONY SABLÁN APURÓN,
OFM CAP., D.D., Incumbent,
Archbishop of Agana.

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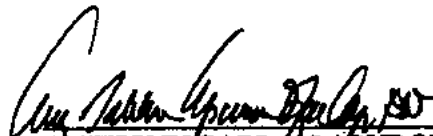
JAN 29 2004

GUAM TAX
FILE #3

**CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
THE REDEMPTORIS MATER HOUSE OF FORMATION,
ARCHDIOCESE OF AGANA,
A Guam Nonprofit Corporation**

The undersigned, being the sole incorporator of The Redemptoris Mater House of Formation, Archdiocese of Agana, a Guam Nonprofit Corporation, organized and existing under and by virtue of the laws of Guam, do hereby CERTIFY that Article IV of the Articles of Incorporation of said Corporation attached hereto is a true and correct copy thereof as amended.

WITNESS MY HAND this 23rd day of January, 2004.



ANTHONY SABLÁN APURON,
OFM CAP., D.D., Incumbent,
Archbishop of Agana,
Sole Incorporator.

**AMENDMENT TO ARTICLE IV OF
ARTICLES OF INCORPORATION OF
THE REDEMPTORIS MATER HOUSE OF FORMATION,
ARCHDIOCESE OF AGANA,
A Guam Nonprofit Corporation**

**ARTICLE IV
POWERS OF THE CORPORATION**

In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in this article, the Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Guam and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Restrictions On Power.

- (1) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director or officer of the Corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any other individual, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise.
- (2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (3) Upon dissolution of the Corporation, all of the Corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to one or more exempt organizations described in Section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code. The organizations to receive such property shall be designated by the Board of Directors.

- (4) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

All references in these Articles of Incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws. (Amended January 23, 2004, effective January 23, 2004).

RECEIVED
JAN 29 2004
GUAM TAX
LLB 53

**AMENDED ARTICLES OF INCORPORATION
OF
THE REDEMPTORIS MATER HOUSE OF FORMATION,
ARCHDIOCESE OF AGANA,
A Guam Nonprofit Corporation**

These Articles certify that the undersigned, Anthony S. Apuron, OFM CAP., D.D., Incumbent, Archbishop of Agana, a Corporation Sole, being over the age of eighteen (18) years, does hereby form a nonprofit corporation under and by virtue of the provisions of the Guam Nonprofit Corporation Act, 18 G.C.A. §10101, for a lawful purpose other than pecuniary profit as hereinafter stated, and to that end certifies the following Articles as follows:

**ARTICLE I
NAME**

The name of the Corporation is THE REDEMPTORIS MATER HOUSE OF FORMATION, ARCHDIOCESE OF AGANA, a Guam nonprofit corporation.

**ARTICLE II
PERIOD OF DURATION**

The duration of the Corporation shall be for fifty (50) years.

**ARTICLE III
PURPOSE**

The purpose of the Corporation shall be to establish and conduct a House of formation to prepare men for the priesthood for the new evangelization following the life and practice of the Neocatechumenal Way in accordance with the precepts of the Roman Catholic faith. The Corporation may own, lease, or otherwise procure all such real and personal property as may be necessary to carry on any of the Corporation's business.

**ARTICLE IV
POWERS OF THE CORPORATION**

In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in this article, the Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Guam and may do everything necessary or convenient for the accomplishment of any

of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Restrictions On Power.

- (1) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director or officer of the Corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any other individual, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise.
- (2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (3) Upon dissolution of the Corporation, all of the Corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to one or more exempt organizations described in Section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code. The organizations to receive such property shall be designated by the Board of Directors.
- (4) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

All references in these Articles of Incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

**ARTICLE V
NO MEMBERS**

The sole member shall be the Roman Catholic Archbishop of the Archdiocese of Agana, (the "Member").

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The address of the Corporation's registered office shall be 196 B Cuesta San Ramon, Hagatna, Guam 96910.

**ARTICLE VII
DIRECTORS**

- A. Board of Directors. The management of the affairs of the Corporation shall be vested in a Board of Directors, except as otherwise provided in the Guam Nonprofit Corporation Act, these Articles of Incorporation, or the Bylaws of the Corporation. The number of directors, their classifications, if any, their term of office, and the manner of their election or appointment shall be determined according to the Bylaws of the Corporation from time to time in force.
- B. Liability of Directors. No director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit such director's liability to the Corporation for monetary damages for the following:
- (1) Any breach of such director's duty of loyalty to the Corporation;
 - (2) Any of such director's acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
 - (3) Any transaction from which such director derived an improper personal benefit.

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

The number of Directors shall consist of not less than five (5) nor more than fifteen (15) members, and the names and addresses of the persons who are to serve as such Directors are:

<u>Name</u>	<u>Address</u>
Fr. Raymond LaBranche	Room 101, Seminary Lane Mangilao, Guam 96913
Fr. Pius Sammut	Room 101, Seminary Lane Mangilao, Guam 96913

Mr. Shawn Leon-Guerrero

**P. O. Box 5333
Hagatna, Guam 96932**

Mr. Edward Untalan

**590 South Marine Drive, #511
Tamuning, Guam 96911**

Mr. Ricardo Eusebio, M.D.

**P. O. Box 11347
Tamuning, Guam 96931**

The sole member of the Corporation shall at all times serve as the Chairman of the Board. He will be able however to delegate the chairmanship of the Board to the Rector of the Seminary and to the first of the directors.

ARTICLE IX INDEMNIFICATION OF CORPORATE AGENTS

The Corporation shall indemnify every corporate agent as defined in and to the full extent permitted by Guam.

ARTICLE X BOARD OF GUARANTORS

The Board of Guarantors will have the task of guaranteeing that the Corporation pursues only the purposes for which it has been constituted. The Board of Guarantors has a veto or approval power for the most important affairs of the Corporation. The number of guarantors shall consist of not less than four (4) nor more than seven (7) members, and the names and addresses of the persons who are to serve such as guarantors are:

Archbishop Anthony S. Apuron, OFM Cap.

**196B Custa San Ramon
Hagatna, Guam 96910**

Mr. Giuseppe Gennarini

**3 Howard Place
Englewood, N.J. 67631**

Mrs. Claudia Gennarini

**3 Howard Place
Englewood, N.J. 67631**

Fr. Angelo Pochetti

**6502 Jackson Street
West New York, N.J. 07093**

**ARTICLE XI
INCORPORATOR**

The name and address of the incorporator is:

**Anthony S. Apuron, OFM CAP., DD.,
Incumbent, Archbishop of Agana,
A Corporation Sole**


**196 B Cuesta San Ramon
Hagatna, Guam 96910**

**ARTICLE XII
METHOD OF DISTRIBUTION OF ASSETS ON DISSOLUTION**

Upon dissolution of the Corporation and after payment of just debts and liabilities, all remaining assets shall be distributed to organizations designated by the then Archbishop of Agana, a Corporation Sole, provided said organization enjoys an exempt status under such 501(c)(3) of the Internal Revenue Code of 1986, as amended, or successor provisions.


IN WITNESS WHEREOF, the undersigned, as the Incorporator of the Corporation named above, has executed these Articles of Incorporation this 25 day of NOVEMBER, 2002.

Dated: 11/26/02


ANTHONY S. APURON, OFM, CAP.
Archbishop of Agaña

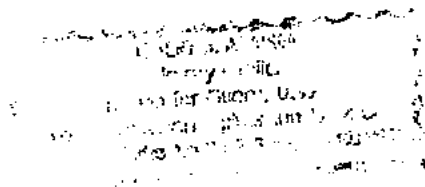
CITY OF HAGATNA)
)
GUAM) SS:

I, ANTHONY S. APURON, OFM., CAP. being duly sworn, state: I am the Roman Catholic Archbishop of Agaña, and the sole member of the foregoing Corporation organized for the administration of its temporalities and for the management of its properties or estates; that the incorporation of The Redemptoris Mater SEMINARY, is not forbidden by the Code of Cannon Law promulgated by the Roman Catholic Church.

By: 
ANTHONY S. APURON, OFM., CAP.
Archbishop of Agaña

SUBSCRIBED AND SWORN to before me on the 25 day of November,
2002.


NOTARY PUBLIC



Appendix J:
Certificate of
Transacting Business Under a
Factitious Name - DBA

RECEIVED

PLEASE NOTE: To obtain this form a fee of \$1.00 is applicable.

FEB 25 2004
DEPT. OF REV. & TAX
GOV'T OF GUAM
BLB

CERTIFICATE OF TRANSACTING BUSINESS UNDER A FICTITIOUS NAME – DBA

This is to certify that

• THE REDEMPTORIS MATER HOUSE OF FORMATION, ARCHDIOCESE OF AGANA

whose mailing address is: 196B Cuanta San Ramon, Hagatna, Guam 96910

transacting business at: _____
in GUAM under a designation not showing the name of the (person) (partnership) (corporation) (llc) (llp)
interested in such to wit:

• THE REDEMPTORIS MATER ARCHDIOCESAN MISSIONARY SEMINARY OF GUAM

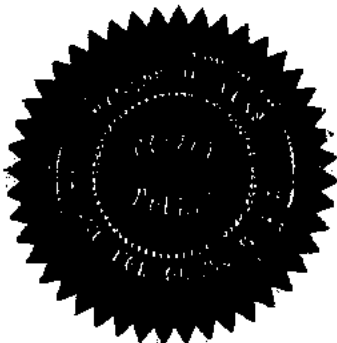
Anthony Sablan Apuron
Signature/Title

Signature/Title

CITY OF HAGATNA)
GUAM, U.S.A.) ss:

On this 25th day of February, 2004, before me a Notary Public in and for Guam, U.S.A., personally
appeared Anthony Sablan Apuron
known to me to be the Person(s) whose Name(s) (ls) (are) subscribed to the within instrument and acknowledged to
me that (he) (she) (they) executed the same.




IN WITNESS WHEREOF, I have hereunto set my hand and affixed by OFFICIAL SEAL the day year first above
written.



Marian C. Blas
NOTARY PUBLIC in and for Guam
My Commission expires: _____

**MARIAN C. BLAS
NOTARY PUBLIC**
In and for Guam, U.S.A.
My Commission Expires: Aug. 13, 2005
424 W. O'Brien Dr. Jubile Center, Ste. 232
Hagatna, Guam 96910

Appendix K:
RMHF (dba, RMAMS)
Certificate of Tax Exemption

	<p>Department of Revenue and Taxation</p>	
<p>Government of Guam P.O. Box 23607 G.M.F. 96921</p>		
<p>Certificate of Tax Exemption</p>		
<p>This is to certify that</p>		
<p>REDEMPTORIS MATER ARCHDIOCESAN MISSIONARY SEMINARY OF GUAM</p>		
<p>of Religious, Charitable, Scientific or Educational</p>	<p>having fully complied with the necessary requirements set forth under section 26203 of the Business Privilege Tax Act of Guam, is hereby recognized as tax exempt, such exemption will continue indefinitely unless revoked on the basis of further information obtained by the Department or otherwise.</p>	
<p>April 15, 2004</p>	<p> ARTEMIO B. ILAGAN</p>	
<p>Date</p>	<p>Commissioner of Revenue and Taxation</p>	
<p>1170</p>		

Appendix L: Decree of Designation



ARCHDIOCESE OF AGANA

196 B Cuesta San Ramon

Agana, Guam 96910

Tel. (671) 472-6116

Fax. (671) 477-3519

Archbishop's Office

DECREE OF DESIGNATION

WHEREAS, the Redemptoris Mater Archdiocesan Missionary Seminary of Guam property, formerly the Accion Hotel, whose address is 130 Chalan Seminariu in Yona, which, by Divine Providence was purchased to function as the major seminary of the Archdiocese of Agana and, which ultimately resulted in the archdiocese not having to pay anything for the purchase.

WHEREAS, the Redemptoris Mater Archdiocesan Missionary Seminary of Guam (hereinafter "RMS") was canonically erected on 8 December 1999 by decree of the ordinary.

WHEREAS, RMS possesses proper public juridic personality according to Canon 238 and for this reason it obtained also civil juridic recognition from the Government of Guam Department of Revenue and Taxation on the 29th November 2002, charter number D-14212, a non-profit Corporation of Guam.

WHEREAS, twelve (12) years have now passed since the erection of RMS producing the fruits of ten (10) seminarians ordained to the order of priests with forty-seven seminarians candidates.

WHEREAS, the Blessed Diego Luis de San Vitores Catholic Theological Institute of Oceania which provides for the intellectual and academic formation of the seminarians of RMS, functions in the same site as RMS.

WHEREAS, it is necessary and opportune that RMS manages its proper see and having the status of its pertinent and perpetual use for their tasks and providing also for its maintenance always subject to the direct responsibility of the Ordinary.

THEREFORE,

I DECREE TO DESIGNATE, ASSIGN, EARMARK AND OTHERWISE SET ASIDE THE PROPERTY SITUATED AT 130 CHALAN SEMINARIU IN YLIG BAY, YONA, GUAM - its legal description, as set forth fully below and incorporated herewith by this reference - TO THE REDEMPTORIS MATER ARCHDIOCESAN MISSIONARY SEMINARY OF GUAM, A NON-PROFIT CORPORATION WITH IDENTIFICATION NUMBER #66-0626532, IN PERPETUAL USE AS A SEE OF THE REDEMPTORIS MATER ARCHDIOCESAN MISSIONARY SEMINARY OF GUAM AND FOR THE BLESSED DIEGO LUIS DE SAN VITORES CATHOLIC THEOLOGICAL INSTITUTE OF OCEANIA.

The property formerly known as the Accion Hotel in Ylig Bay has the following legal description as set forth in the Warranty Deed recorded on November 15, 2002, in the Department of Land Management, Office of the Recorder, Government of Guam under Instrument No. 665749:

Parcel No. 1. Lot No. 90-2-R1-RNEW-R3 (Subdivision of Lot No. 90-2-R1-RNEW), Municipality of Yona, Territory of Guam, Estate No. 13882, Suburban, as said Lot is marked and designated on Drawing No. ES-9325, as L.M. Check No. 162FY97, as described in that ReSubdivision Survey Map, dated February 7, 1997 and recorded February 7, 1997, at the Records Division, Department of Land Management, Government of Guam, under Document No. 558981. Area: 67,338± Square Meters.


Parcel No. 2. Lot No. 90-2-R1-RNEW-3 (Subdivision of Lot No. 90-2-R1-RNEW), Municipality of Yona, Territory of Guam, Estate No. 13882, Suburban, as said Lot is marked and designated on Drawing No. ES-9325, as L.M. Check No. 162FY97, as described in that ReSubdivision Survey Map, dated February 7, 1997 and recorded February 7, 1997, at the Records Division, Department of Land Management, Government of Guam, under Document No. 558981. Area: 5,463± Square Meters.

Parcel No. 3. Lot No. 90-2-R1-RNEW-1-R/W (Subdivision of Lot No. 90-2-R1-RNEW), Municipality of Yona, Territory of Guam, Estate No. 13882, Suburban, as said Lot is marked and designated on Drawing No. ES-9325, as L.M. Check No. 162FY97, as described in that ReSubdivision Survey Map, dated February 7, 1997 and recorded February 7, 1997, at the Records Division, Department of Land Management, Government of Guam, under Document No. 558981. Area: 2,363± Square Meters.

Parcel No. 4. Lot No. 90-2-R1-RNEW-2-R/W (Subdivision of Lot No. 90-2-R1-RNEW), Municipality of Yona, Territory of Guam, Estate No. 13882, Suburban, as said Lot is marked and designated on Drawing No. ES-9325, as L.M. Check No. 162FY97, as described in that ReSubdivision Survey Map, dated February 7, 1997 and recorded February 7, 1997, at the Records Division, Department of Land Management, Government of Guam, under Document No. 558981. Area: 448± Square Meters.

I FURTHER DECREE AND ENTRUST TO THE VICAR GENERAL, MONS. DAVID C. QUITUGUA THE FULL POWER AND AUTHORITY TO PERFORM EVERY ACT AND THING WHATSOEVER THAT IS NECESSARY OR APPROPRIATE TO ACCOMPLISH THE PURPOSE HEREIN, AND I HEREBY RATIFY AND AFFIRM ALL THAT THE VICAR GENERAL SHALL LAWFULLY DO OR CAUSE TO BE DONE BY VIRTUE OF THIS DECREE.

Given in the city of Hagatna, the 22nd day of November, 2011 the Feastday of the Presentation of the Blessed Virgin Mary.


ANTHONY SABLÁN APURÓN
OFM CAP. DD., Incumbent
Archbishop of Agaña, A Corporation Sole


FR. JOSE ALBERTO RODRIGUEZ
Vice-Chancellor

DECREE OF DESIGNATION

Page 2 of 3

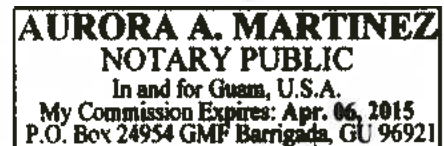
ACKNOWLEDGEMENT

Guam U.S.A.,)
 (ss.
 City of Hagatna.)

On this 22nd day of November, 2011, before me, a Notary Public in and for Guam, U.S.A., personally appeared ARCHBISHOP OF AGANA, A CORPORATION SOLE, ANTHONY SABLAN APURON, OFM CAP., DD., INCUMBENT, proven to me to be the person whose name is subscribed to the foregoing DECREE OF DESIGNATION, and acknowledged to me that he executed the same voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above entered.


 Notary Public

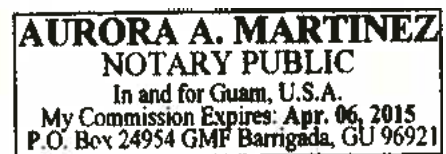


Guam U.S.A.,)
 (ss.
 City of Hagatna.)

On this 22nd day of November, 2011, before me, a Notary Public in and for Guam, U.S.A., personally appeared JOSE ALBERTO RODRIGUEZ, Vice-Chancellor and authorized representative of Archbishop of Agana, A Corporation Sole, Anthony Sablan Apuron, OFM Cap. DD., Incumbent, proven to me to be the person whose name is subscribed to the foregoing DECREE OF DESIGNATION, and acknowledged to me that he executed the same voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above entered.


 Notary Public



DECREE OF DESIGNATION

Page 3 of 3

Appendix M: Declaration of Deed Restriction

The real property affected
by this Instrument is
described as:

Lot No. 90-2-R1-RNEW-3,
Lot No. 90-2-R1-RNEW-R3,
Lot No. 90-2-R1-RNEW-1-R/W,
Lot No. 90-2-R1-RNEW-2-R/W,
Yona, Guam.

Registered Owner(s):
Archbishop of Agana, A Corporation
Sole, Anthony Sablan Apuron, OFM
CAP., D.D., Incumbent.

Last Certificate of
Title No.

FOR RECORDERS USE:

Island of Guam, Government of Guam
Department of Land Management Office of the Recorder

829322

File for Record is Instrument No.

On the Year 11 Month 11 Day 22 Time 10:04

Recording Fee 61 Receipt No. 31195

Deputy Recorder Sisa D. Manggur

DECLARATION OF DEED RESTRICTION

THIS DECLARATION OF DEED RESTRICTION ("Declaration") is made on this 21st day of November, 2011, by **ARCHBISHOP OF AGANA, A CORPORATION SOLE, ANTHONY SABLAN APURON, OFM CAP., D.D., INCUMBENT** (hereinafter "Owner"), whose mailing address is 196B Cuesta San Ramon, Hagatna, Guam 96910, intending hereby to legally bind Owner, Owner's heirs, successors or assigns.

WHEREAS, Owner holds legal title to that certain parcel of land located at 130 Seminariu Drive, Yona Guam, formerly known as the Accion Hotel in Ylig Bay, and as set forth in the Warranty Deed recorded on November 15, 2002, in the Department of Land Management, Office of the Recorder, Government of Guam under Instrument No. 665749 for the following parcels:

Parcel No. 1. Lot No. 90-2-R1-RNEW-R3 (Subdivision of Lot No. 90-2-R1-RNEW), Municipality of Yona, Territory of Guam, Estate No. 13882, Suburban, as said Lot is marked and designated on Drawing No. ES-9325, as L.M. Check No. 162FY97, as described in that ReSubdivision Survey Map, dated February 7, 1997 and recorded February 7, 1997, at the Records Division, Department of Land Management, Government of Guam, under Document No. 558981. Area: 67,338 ± Square Meters.

ORIGINAL

Declaration of Deed Restriction
by Owner Archbishop of Agana, A Corporation Sole,
Anthony Sablan Apuron, OFM Cap., DD., Incumbent
Page 1 of 4

Parcel No. 2. Lot No. 90-2-R1-RNEW-3 (Subdivision of Lot No. 90-2-R1-RNEW), Municipality of Yona, Territory of Guam, Estate No. 13882, Suburban, as said Lot is marked and designated on Drawing No. ES-9325, as L.M. Check No. 162FY97, as described in that ReSubdivision Survey Map, dated February 7, 1997 and recorded February 7, 1997, at the Records Division, Department of Land Management, Government of Guam, under Document No. 558981. Area: 5,463± Square Meters.

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(hereinafter collectively referred to as "Property"); and

WHEREAS, the Property is subject to a certain Decree of Designation attached hereto as Exhibit A, and made a part hereof (hereinafter "Decree"); and


NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS, that Owner hereby covenants and declares that the Property is and shall be held, used, transferred, sold and conveyed subject to the covenants and restrictions set forth herein:

1. Declaration. The Property shall be dedicated, to and for the use, of the REDEMPTORIS MATER ARCHDIOCESAN MISSIONARY SEMINARY OF GUAM, A NON-PROFIT CORPORATION WITH IDENTIFICATION NUMBER #66-0626532, IN PERPETUAL USE AS A SEE OF THE REDEMPTORIS MATER ARCHDIOCESAN MISSIONARY SEMINARY OF GUAM, AND BY THE BLESSED DIEGO LUIS DE SAN VITORES CATHOLIC THEOLOGICAL INSTITUTE FOR OCEANIA.

Declaration of Deed Restriction
by Owner Archbishop of Agaña, A Corporation Sole,
Anthony Sablan Apuron, OFM Cap., DD., Incumbent
Page 2 of 4

2. Effective Date. This Declaration shall be effective upon its execution.

IN WITNESS WHEREOF, the undersigned have hereunto set its hand and seal, on this
22nd day of November, 2011.


ARCHBISHOP OF AGANA, A CORPORATION
SOLE, ANTHONY SABLAN APURON, OFM CAP.,
D.D., INCUMBENT


FR. JOSE ALBERTO RODRIGUEZ
Vice Chancellor

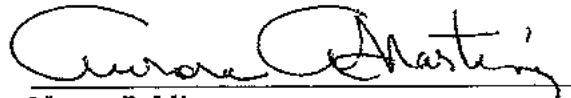
Declaration of Deed Restriction
by Owner Archbishop of Agana, A Corporation Sole,
Anthony Sablan Apuron, OFM Cap, DD., Incumbent
Page 3 of 4

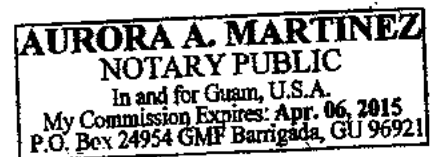
ACKNOWLEDGEMENT

Guam U.S.A.,)
 (ss.
 City of Hagatna.)

On this 22nd day of November, 2011, before me, a Notary Public in and for Guam, U.S.A., personally appeared ARCHBISHOP OF AGANA, A CORPORATION SOLE, ANTHONY SABLAN APURON, OFM CAP., D.D., INCUMBENT, proven to me to be the person whose name is subscribed to the foregoing DECLARATION OF DEED RESTRICTION, and acknowledged to me that he executed the same voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above entered.


 Notary Public

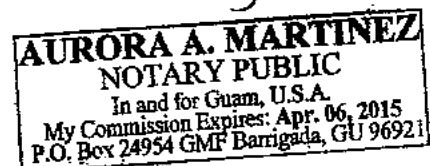
**ACKNOWLEDGEMENT**

Guam U.S.A.,)
 (ss.
 City of Hagatna.)

On this 22nd day of November, 2011, before me, a Notary Public in and for Guam, U.S.A., personally appeared **JOSE ALBERTO RODRIGUEZ**, Vice Chancellor and authorized representative of ARCHBISHOP OF AGANA, A CORPORATION SOLE, ANTHONY SABLAN APURON, OFM CAP., D.D., INCUMBENT, proven to me to be the person whose name is subscribed to the foregoing DECLARATION OF DEED RESTRICTION, and acknowledged to me that he executed the same voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above entered.


 Notary Public



Declaration of Deed Restriction
 by Owner Archbishop of Agana, A Corporation Sole,
 Anthony Sablan Apuron, OFM Cap., DD., Incumbent
 Page 4 of 4

Appendix N:
Statutes of the
Blessed Diego Luis de San Vitores
Catholic Theological Institute

**THE STATUTES
OF
BLESSED DIEGO LUIS DE SAN VITORES
CATHOLIC THEOLOGICAL INSTITUTE FOR OCEANIA**

**GUAM
2005**

A HISTORICAL NOTE

Blessed Diego Luis de San Vitores Catholic Theological Institute for Oceania was founded in Guam on the 8th day of September, 2005 – Solemnity of the Nativity of the Blessed Virgin Mary – and is located on the campus which also houses the Redemptoris Mater Archdiocesan Missionary Seminary of Guam.

The Institute was established in conformity with the Code of Canon Law of the Catholic Church, and regulates its activity according to the norms of the competent Congregations, the Code of Canon Law, these Statutes and the *Ratio Formationis*.

Notwithstanding its autonomy, the Institute is a natural response to the ever-growing formational and evangelical needs of the Redemptoris Mater Seminary of Guam, which was erected for the New Evangelization on December 8th, 1999, and recognized by the competent civil authorities as a Non-Profit Corporation. In fact, vocations to the priesthood for the Archdiocese of Agaña have increased, as has the number of other students who wish to pursue the courses required for priestly formation. There have also been dioceses that have requested to send their seminarians to the Institute.

NATURE AND GOAL

Article 1

Blessed Diego Luis de San Vitores Catholic Theological Institute for Oceania is a theological institute at the service of the ecclesial community in the ecclesiastical region of Oceania and surrounding areas, which seeks to expound Divine Revelation through the appropriate methods in theological sciences, according to the lines of the Second Vatican Council and the directives of the Magisterium of the Catholic Church in dialogue with the ever-valid philosophical patrimony. Meanwhile, it seeks to be open to contemporary cultures and to the needs of the New Evangelization.

Article 2

The Institute fulfills its goal through teaching, research and related scientific publications, taking place in a legitimate freedom and in adherence to the Word of God, continually taught by the Magisterium of the Church, through the active participation of both teachers and students in the life of the Institute, and through the promotion of inter-disciplinary scientific research, seminars, convocations and publications.

Article 3

The Institute is open to candidates to the presbyterate and religious life who, enjoying a mental balance, a good moral conduct and having the necessary academic certification, are deemed qualified to be enrolled. Participation in the classes is also open, at the discretion of the Executive Committee, to those lay persons who are pursuing the Permanent Diaconate or wish to teach Christian Doctrine.

Article 4

under the guidance of the Magisterium of the Church, be taught in such a way that the students may accurately grasp the Catholic doctrine of Divine Revelation, study it profoundly, view it as nourishment for their own spiritual life and be fully-equipped to announce, expound and defend it”(*Optatam Totius* 16).

THE COMMUNITY AND GOVERNMENT OF THE INSTITUTE*Article 5*

The officials of the Institute are:

- (a) The Moderator
- (b) The Executive Committee
- (c) The Dean of the Institute
- (d) The Council of the Institute
- (e) The Board of Trustees.

THE MODERATOR*Article 6*

The Moderator of the Institute is the Ordinary of the Archdiocese of Agana.

It is the responsibility of the Moderator:

- (a) to appoint the Dean and the Secretary-General; to nominate the teachers in their respective disciplines and to confer on them the Canonical Mission (or the License to teach);
- (b) to approve the requests from different diocesan Ordinaries who wish to enroll their candidates for the presbyterate in the appropriate courses;
- (c) to deliberate on extraordinary acts; and
- (d) to approve the by-laws and any pertinent modifications.

THE EXECUTIVE COMMITTEE*Article 7*

The Executive Committee is the organ entrusted by the Board of Trustees with the handling of the ordinary affairs of the Institute. It is made up of:

- (a) The Moderator
- (b) The Dean of the Institute
- (c) The Rector of the Seminary
- (d) The Secretary-General.

Article 8

The duties of the Executive Committee include:

- (a) promoting the activity of the Institute in line with its ends;
- (b) presenting to the Moderator the nomination of the Dean of the Institute;
- (c) presenting to the Moderator the teachers nominated to be resident professors;
- (d) presenting to the Moderator the nomination of the Secretary-General;
- (e) approving the By-laws and its amendments;
- (f) approving the budget and balance-sheets;
- (g) administering the finances of the Institute; and
- (h) drawing up annual budgets and balance sheets.

Article 9

The Executive Committee meets in ordinary session two times a year; and in extraordinary session upon the request of the Moderator or a third of the members.

THE DEAN*Article 10*

- (a) The Dean coordinates and manages the life of the Institute.
- (b) The Dean is chosen by the Moderator, upon the recommendation of the Faculty and of the Executive Committee. He serves a three-year term, which can be renewed.

Article 11

The duties of the Dean include:

- (a) representing the Institute;
- (b) ensuring the smooth running of the Institute, in accordance to the spirit of the Statutes, the By-laws and the policies of the Board of Trustees;
- (c) convoking and presiding over the Council of the Institute, the Board of Trustees and the Faculty Board;
- (d) convoking and presiding over general assemblies of the Faculty of the Institute, and being present at student assemblies;
- (e) informing all those concerned on issues and decisions related to the life of the Institute, and compiling the Annual and Triennial Reports to be sent to the affiliating Institution.

THE COUNCIL OF THE INSTITUTE*Article 12*

1. The Council of the Institute is the organ for the promotion, coordination and control of the didactic and scientific activity of the Institute. The Council is made up of:

- (a) The Dean
- (b) The Rector of the Seminary
- (c) The resident faculty
- (d) Three representatives of the visiting faculty
- (e) The representative of the student body, and

(f) The Secretary-General.

2. The representatives of the adjunct faculty and the student body, are to be elected every year.

Article 13

The duties of the Council of the Institute include:

- (a) establishing, upon the recommendation of the affiliating Institution, the plan of studies, selecting the areas of study, approving the courses proposed by the teachers and the academic calendar prepared by the Secretary, and the appointing of visiting and guest professors;
- (b) constituting commissions for special affairs and defining all that concerns the promotion of studies, theological research and the presence of the Institute in the ecclesial and public life;
- (c) presenting permanent or temporary initiatives and projects for the improvement of the Institute to the Executive Committee;
- (d) expressing its opinion on the appointing of the resident teachers, in the absence of the representative of the students;
- (e) proposing the names of three resident teachers to the Executive Committee, by secret election, for the position of Dean;
- (f) electing, from among the resident professors, two members of the Board of Trustees;
- (g) approving the annual and triennial report sent by the Dean to the affiliating Institution.

Article 14

The Council of the Institute gathers in ordinary session three times a year; in extraordinary session upon request of the Dean or of one third of the members.

THE BOARD OF TRUSTEES

Article 15

The Board of Trustees assists the Dean in the ordinary administration of the Institute. The Council is composed of:

- a) The Dean;
- b) The Rector of the Seminary;
- c) One resident professor, elected by the Council of the Institute; and
- d) The Secretary-General.

Article 16

It is the duty of the Board of Trustees:

- a) to help the Academic Dean in overseeing the regular development of the life of the Institute;
- b) to examine the requests and the complaints of the teachers and the students; and
- c) to propose yearly the optional courses to the Council of the Institute.

Article 17

The Board of Trustees gathers in ordinary session twice a year; in extraordinary session upon the request of the Academic Dean or of two of its members.

PROFESSORS*Article 18*

1. The professors are divided into resident, visiting and guest.
2. The resident professors must number at least six professors for the following subjects: Sacred Scriptures, Fundamental and Dogmatic Theology, Moral and Spiritual Theology, Liturgy, Canon Law, Patristics and History of the Church.

Article 19

1. The professors are bound, with their teaching and publications, to promote scientific progress and the cultural formation of the students.
2. The professors have to take care that the Institute does not suffer any damage as a result of their activity outside the Institute itself.

Article 20

It is the duty of the Moderator to confer on the professors the Canonical Mission or the authorization to teach, after receiving, in the appropriate cases, the Profession of Faith.

Article 21

A professor loses office at the end of the academic year during which he reaches the age of seventy-five; upon reaching that age, however, he can be appointed Guest Professor.

Article 22

The Moderator can withhold from a professor the Canonical Mission or the authorization to teach at the Institute, when the professor in question is deemed unsuitable. The teacher has the right to a defense, guaranteed by the Code of Canon Law to a defense and a prior review of the case between the Dean and the professor himself.

Resident Professors*Article 23*

Resident Professors are those who perform their principal activity in the Institute. They are divided into extraordinary and ordinary.

Article 24

1. Extraordinary resident professors are those who:
 - a) distinguish themselves for richness of doctrine, testimony of life and sense of responsibility;
 - b) have a doctorate or at least a licentiate or an equivalent title in the teaching discipline;
 - c) possess didactic capabilities;
 - d) have already taught for at least three years in the Institute or in an equivalent academic institution;

- e) show themselves to be suitable for research, especially through scientific publications;
 - f) ask themselves for the title;
 - g) are free from incompatible commitments and can guarantee their presence in the Institute various days a week.
2. The passage of resident teachers from extraordinary to ordinary takes place after at least three years, considering the capacity to teach, the investigations accomplished, the scientific works published, the spirit of collaboration in teaching and in research, and the dedication to the Institute.

Article 25

Resident ordinary professors are appointed by the Moderator, upon the suggestion of the Executive Committee, having received the *nihil obstat* from the appropriate Ordinary of the petitioner and the favorable opinion of the affiliating Institution.

Article 26

A resident professor is suspended from office when he assumes an ecclesial or civil office, public or private, which requires, in the opinion of the Executive Committee, a commitment that prevents him from the assiduous and full-time teaching at the Institute.

Visiting Professors

Article 27

Visiting Professors are the external professors who teach at the Institute.

Article 28

1. The task of appointing Visiting Professors pertains to the Moderator, upon the proposal of the Board of Trustees, after hearing the opinion of the Council of the Institute and the favorable opinion of the Executive Committee and of the affiliating Institution.
2. Visiting professors are appointed by the Moderator for a determined period of time, on a yearly or semester basis, upon a proposal by the Council of the Institute.

The Faculty

Article 29

1. The faculty of the Institute gathers periodically in General Assembly or by groups, to promote the growth of the Institute and of scientific research.
2. The faculty gathers at least once a year. In this assembly, the representatives of the non-resident professors at the Council of the Institute are elected.

STUDENTS

Article 30

Students fall under three groupings: ordinary, extraordinary and guest:

- (a) Ordinary students of the Institute are those who, being in possession of a diploma that allows them to register as university students, intend to enroll in all the courses that are prescribed by the plan of studies and undertake the required exams leading to an academic degree.
- (b) Extraordinary students of the Institute are those who, not being in possession of a diploma that allows them to register as university students, have received permission from the Board of Trustees to enroll in all the courses that are prescribed by the plan of studies and undertake the required exams, without being permitted to obtain an academic degree.
- (c) Extraordinary students who at the end of the fifth year of studies have a B- average grade (81% or higher) in the compulsory courses, can be promoted to the Ordinary Student category.
- (d) Guest students are those who have received permission from the Dean, upon the recommendation of the Board of Governors, to enroll for one or more courses and eventually undertake the appropriate exams.

Article 31

Those who, having completed all the program of studies, have failed to pass all the exams and the other required tests before the winter session of the subsequent scholastic year, are no longer considered enrolled in the program.

Article 32

Ordinary and extraordinary students, besides what is spelled out in Article 30, must possess an adequate knowledge of the Latin and Greek languages.

Article 33

The Dean, upon the advice of the Board of Trustees, establishes the conditions for enrollment, the courses and exams to be taken, for those students who, after having commenced their philosophical-theological studies elsewhere, seek to be enrolled at the Institute.

Article 34

The Dean, upon the advice of the Board of Trustees, determines, based on the studies already undertaken by those transferring students in possession of the equivalent of an undergraduate degree, what advanced credit is to be granted, and in what year the said students can be enrolled.

Article 35

(1) Students may meet in general assemblies or smaller gatherings to discuss inherent problems in the life of the Institute.

(2) Participation by the students in the governing of the Institute is guaranteed and is expressed through a representative body, ruled by norms approved by the Council of the Institute. This body shall be composed of three delegates, elected by each course. The General Assembly of the students shall elect one of these three as the representative of the students on the Council of the Institute.

Article 36

In the event of serious violations of a moral or disciplinary nature, the Board of Trustees, may suspend or dismiss a student on the advice of the Council of the Institute. The student has the right to defend oneself, according to the norms of the Code of Canon Law.

THE SECRETARY-GENERAL

Article 37

- (1) The Secretary-General is responsible for the secretariat of the Institute.
- (2) The Secretary-General is selected by the Moderator upon the recommendation of the Executive Committee, following the indications set down by the Dean. The term is three years, at the end of which, the candidate can be re-appointed.

Article 38

The duties of the Secretary-General include:

- (a) executing the decisions taken by the Moderator, the Executive Council, the Dean, the Council of the Institute and the Board of Trustees;
- (b) receiving and checking the documentation of the students related to their petition to join the Institute, and to oversee the exams;
- (c) conserving the official documents and authenticating them with his own signature;
- (d) ensuring the upkeep of the registers and documents regarding the enrollment of the students, exams, courses and diplomas;
- (e) compiling the Academic Handbook of the Institute, the calendar and class and exam time-table, certificates and letterheads; and
- (f) acting as secretary of the Executive Committee, of the Institute and the Board of Trustees.

ORDER OF STUDIES

Article 39

The study courses proposed by the Institute seek to bring the student to an ever-deeper understanding of the Mystery of Christ, through the study of Sacred Scripture, Tradition and the Magisterium of the Church, in the light of the perennial philosophical patrimony, and through the use of scientific tools and the values that are present in the various philosophies and cultures.

Article 40

The cycle of philosophical and theological studies spans six years, consisting in two years of philosophy and four years of theology. The last of the four years of theology, whilst being an academic year in every sense, is predominantly pastoral in orientation.

Article 41

The courses that make up the six-year cycle are:

(a) Compulsory courses:

- Introduction to the Mystery of Christ
- Philosophy and the History of Philosophy
- Sacred Scripture
- Fundamental and Dogmatic Theology
- Moral Theology
- Spiritual Theology
- Liturgy
- Canon Law
- History of the Church
- Patrology
- Pastoral Theology

(b) Subsidiary courses:

- Biblical Languages
- Ecumenism
- History of Religions
- Sacred Music (Gregorian Chant)
- Scientific Methodology
- Church in Oceania

(c) Optional Courses (including Chamorro language studies)

(d) Study seminars and written dissertations

(e) Integrative courses:

- Latin Language
- Greek Language

Article 42

- (1) Every student is bound to attend classes and to take the exams in the compulsory and subsidiary courses and to attend the optional courses and the study seminars that are spelled out in the plan of studies.
- (2) Attendance at classes and seminars is permitted only to those enrolled in the Institute.
- (3) Whenever a student misses 20% of the classes in any given course without any justification, he loses the right to take the final exam, and is obliged to repeat the course.

EXAMINATIONS*Article 43*

Exams are only to be taken by students who are enrolled at the Institute and have attended the required classes.

Article 44

- (1) Exams take place at the end of the Fall, Spring and Summer Sessions. In the exceptional cases deemed justifiable by the Dean, they may be held during other times of the year.
- (2) The Fall and Spring sessions are to be considered "ordinary sessions." At the end of the Fall and Spring sessions, "extraordinary sessions" may be held for those who failed in any exam during the prior ordinary sessions.
- (3) In the case that a student fails the exam for the third time, the whole course shall be repeated. However, the Dean, upon the request of the student and the advice of the Board of Trustees, may permit the exceptional taking of a "special" exam.
- (4) The maximum numerical grade is 100. The minimum passing grade is 60.

Article 45

- (1) The exam for the conferral of the Baccalaureate degree consists of a written dissertation and a written test, which includes a discussion of the dissertation, and a comprehensive exam on the courses taken during the four years of theology. Its goal is to evaluate the student's ability to make a mature theological synthesis of the curriculum of studies completed.
- (2) The examining commission for the conferral of the Baccalaureate degree consists of:
 - (a) The Dean of the affiliating University or his delegate;
 - (b) The Dean of the Institute or his delegate;
 - (c) The moderating professor of the written dissertation (director of the thesis);
 - (d) Two professors nominated by the Dean of the Institute, of whom one is the reader of the written dissertation.

- (3) The final evaluation takes into account the grades in the courses taken, the written dissertation and the oral test. The computation of the final evaluation is based on the averaging of the following grades: 50% on the course grades; 25% on the final oral test and 25% on the written dissertation. The computing of the final academic grade is the one established by the Institute. The equivalence of the letter system employed by the Institute and the 30-point system used by the affiliating Institute is determined by the By-Laws of the Institute. The final grade in the exam for the conferral of the Baccalaureate needs to reflect both systems.

THE LIBRARY

Article 46

The Institute makes use of its own library, located on the campus of the Institute.

Article 47

The Institute coordinates the activities of the above-mentioned library and the planning of acquisitions according to its needs.

FINAL DISPOSITIONS

Article 48

Any modifications to the current Statutes need to be approved by the Moderator and ratified by the affiliating University.

Article 49

In doubtful cases and others not contemplated by the current Statutes, the norms of the Code of Canon Law (both universal and particular) are applied.

Article 50

The present Statutes take effect upon the approval of the Moderator.

Appendix O:
Pontificia Universitas Lateranensis
Affiliation, 2007



PONTIFICIA
UNIVERSITAS
LATERANENSIS

Il Segretario Generale

Laterano, 13 giugno 2007

PROT. N. 51888/07

Eccellenza Reverendissima,

ho il piacere di trasmetterLe il decreto della Congregazione per l'Educazione Cattolica Prot. N. 135/2007/7 del 5 giugno 2007 con il quale la medesima Congregazione ha concesso l'affiliazione quinquennale *experimenti gratia* del "Blessed Diego Luis de San Vitores" Catholic Theological Institute for Oceania (Guam, USA) alla Facoltà di S. Teologia della Pontificia Università Lateranense.

La prego di notificare il decreto e le *Conventio e Normae Servande*, che pure rimetto in allegato, alle altre autorità accademiche.

Nel mentre auguro all'intera comunità i migliori auguri per l'affiliazione con la Pontificia Università Lateranense, con la speranza che l'attività di studio e ricerca possa essere proficua e valida, invio i miei migliori saluti,



G. Bell
Mons. Graham BELL

Con allegati

Most Reverend
Msgr. Anthony Sablan APURON
Metropolitan Archbishop of Agana
Archdiocese of Agana
196 B Cuesta San Ramon
Agana, Guam 96910

PIAZZA SAN GIOVANNI IN LATERANO 4 - 00120 CITTÀ DEL VATICANO

Appendix P:
Pontificia Universitas Lateranensis
Affiliation, 2012

N. 135/2007



CONGREGATIO
DE INSTITUTIONE CATHOLICA
(DE SEMINARIIS ATQUE STUDIORUM INSTITUTIS)

DECRETUM

CONGREGATIO DE INSTITUTIONE CATHOLICA (DE SEMINARIIS ATQUE STUDIORUM INSTITUTIS), attenta postulatione Ex.mi Rectoris Magnifici Pontificiae Universitatis Lateranensis legitime praesentantis; perpensa et approbata CONVENTIONE die IX mensis Novembris, a. D. MMVI inter Exc.mum ac Rev.mum Archiepiscopum Aganiensem et Exc.mum Rectorem eiusdem Pontificiae Universitatis inita; atque ab hac Congregatione rata die V mensis Iunii, a. D. MMVII; cum compererit in Quadriennio Theologico a v. «*Blessed Diego Luis de San Vitores Catholic Institute for Oceania*» nuncupati traditarum disciplinarum rationem canonicis normis conformari et cum diligentia promoveri, petitionem supradicti Exc.mi Rectoris libenter suscipiens, idem

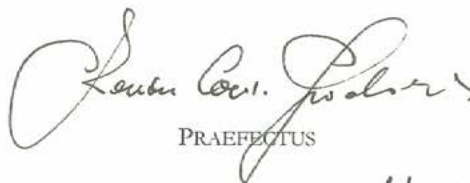
QUADRIENNIUM THEOLOGICUM
v. «**BLESSED DIEGO LUIS DE SAN VITORES**
CATHOLIC INSTITUTE FOR OCEANIA»
nuncupati in civitate v. «Yona» siti

FACULTATI THEOLOGICAE PONTIFICIAE UNIVERSITATIS LATERANENSIS

AFFILIATUM

pro munere hoc Decreto *ad alterum quinquennium* constituit declaratque, collata Facultati potestate academicum Sacrae Theologiae BACCALAUREATUS gradum iis alumni conferendi qui, praescriptum studiorum curriculum feliciter emensi (can. 250 C.I.C.), specialia pericula sub ductu et auctoritate eiusdem Facultatis rite superaverint; servatis de iure servandis, in primis peculiaribus normis ad affiliationem exsequendam, ab utraque parte subsignatis et ab hac Congregatione approbatis; contrariis quibuslibet minime obstantibus.

Datum Romae, ex aedibus eiusdem Congregationis, die 31 mensis Maii, in Visitatione B. Mariae Virginis, a. D. MMXII.


PRAEFECTUS

+ *Johann Ludovicus Brugger*
A SECRETIS

Appendix Q: RMS Amendment to the Articles of Incorporation

JAN 29 2015
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BUSINESS REGISTRATION
3-24

**AMENDED ARTICLES OF INCORPORATION
OF
THE REDEMPTORIS MATER SEMINARY,
ARCHDIOCESE OF AGANA
A Guam Nonprofit Corporation**

Archbishop Anthony Sablan Apuron, OFM CAP., D.D. does hereby form a nonprofit corporation under and by virtue of the provisions of the Guam Nonprofit Corporation Act, 18 G.C.A. §10101, for a lawful purpose other than pecuniary profit as hereinafter stated, and to that end certifies the following Articles as follows:

**ARTICLE I
NAME**

The name of the Corporation is

THE REDEMPTORIS MATER SEMINARY, ARCHDIOCESE OF AGANA
A Guam Nonprofit Corporation.

**ARTICLE II
PERIOD OF DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE III
PURPOSE**

The purpose of the Corporation shall be to establish and conduct a House of Formation to prepare men for the priesthood for the new evangelization following the life and practice of the Neocatechumenal Way, in accordance with the precepts of the Roman Catholic faith. The Corporation may own, lease, or otherwise procure all such real and personal property as may be necessary to carry on any of the Corporation's business.

**ARTICLE IV
RELATIONSHIP TO ARCHDIOCESE OF AGANA**

The Corporation is an archdiocesan seminary of the Archdiocese of Agana.

ARTICLE V POWERS OF THE CORPORATION

In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in this article, the Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Guam and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Restrictions on Power.

- (1) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director or officer of the Corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any other individual, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise.
- (2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (3) Upon the dissolution of the corporation, all of the Corporation's assets shall be distributed to the ARCHDIOCESE OF AGANA, if it is then a tax exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. If the Archdiocese of Agana is not then so exempt, the assets shall be distributed only to an organization or organizations exempt from taxation, pursuant to Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, as designated by the Board of Directors.
- (4) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

All references in these Articles of Incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

ARTICLE VI NO MEMBERS

The sole member shall be the Roman Catholic Archbishop of the Archdiocese of Agana, (the "Member"). This Corporation shall be chartered on a non-stock basis.

ARTICLE VII REGISTERED OFFICE

The address of the Corporation's registered office shall be 196 Cuesta San Ramon STE B, Hagatna, Guam 96910.

ARTICLE VIII DIRECTORS

A. Board of Directors. The management of the affairs of the Corporation shall be vested in a Board of Directors, except as otherwise provided in the Guam Nonprofit Corporation Act, these Articles of Incorporation, or the Bylaws of the Corporation, and except to the extent of the Sole Member's rights. The number of directors, their classifications, if any, their term of office, and the manner of their election or appointment shall be determined according to the Bylaws of the Corporation from time to time in force.

B. Liability of Directors. No director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit such director's liability to the Corporation for monetary damages for the following:

- (1) Any breach of such director's duty of loyalty to the Corporation;
- (2) Any of such director's acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (3) Any transaction from which such director derived an improper personal benefit.

ARTICLE IX INITIAL BOARD OF DIRECTORS

The number of Directors shall consist of not less than five (5) nor more than fifteen (15) members, and the names and addresses of the persons who are to serve as such Directors are:

<u>Name</u>	<u>Address</u>
(1) Archbishop of Agana	196 Cuesta San Ramon STE B Hagatna, Guam 96910
(2) Fr. Raymond LaBranche	Room 101, Seminary Lane Mangilao, Guam 96913
(3) Fr. Pius Sammut	Room 101, Seminary Lane Mangilao, Guam 96913
(4) Shawn Leon-Guerrero	P. O. Box 5333 Hagatna, Guam 96932
(5) Edward Untalan	590 South Marine Drive, #511 Tamuning, Guam 96911
(6) Ricardo Eusebio, M.D.	P.O. Box 11347 Tamuning, Guam 96931

The Sole Member of the Corporation shall at all times serve as the Chairman of the Board of Directors. The Sole Member shall reserve the right to delegate the chairmanship of the Board of Directors to the Rector of the Seminary.

ARTICLE X

INDEMNIFICATION OF CORPORATE AGENTS

The Corporation shall indemnify every corporate agent as defined in and to the full extent permitted by Guam.

ARTICLE XI

BOARD OF GUARANTORS

The Board of Guarantors shall be tasked to guarantee the purposes of the Corporation. It shall have veto or approval power over the management of the affairs of the Corporation on all matters related to the pursuit of the purposes of the Corporation, and except to the extent of the Sole Member's rights. The Sole Member shall at all times serve as the Chairman of the Board of Guarantors. The number of guarantors shall consist of not less than four (4) nor more than seven (7) members, and the names and addresses of the persons who are to serve such as guarantors are:

	<u>Name</u>	<u>Address</u>
(1)	Archbishop of Agana	196 Cuesta San Ramon STE B Hagatna, Guam 96910
(2)	Mr. Giuseppe Gennarini	3 Howard Place Englewood, NJ 67631
(3)	Mrs. Claudia Gennarini	3 Howard Place Englewood, NJ 67631
(4)	Fr. Angelo Poehetti	6502 Jackson Street West New York, NJ 07093

ARTICLE XII INCORPORATOR

The name and address of the incorporator is: Anthony Sablan Apuron, OFM CAP., DD., Incumbent, Archbishop of Agana, A Corporation Sole, 196 Cuesta San Ramon STE B Guam 96910. These Articles certify the following for purposes of complying with § 10103 of Title 18 of the Guam Code Annotated of the Guam Nonprofit Corporation Act:

- (i) The undersigned, Anthony Sablan Apuron, OFM CAP., D.D. is the Incumbent, Archbishop of Agana, a Corporation Sole;
- (ii) That the rules, regulations and discipline of the Roman Catholic Church are not inconsistent with a corporation sole, as set forth herein;
- (iii) That as the Archbishop of the Archdiocese of Agana of the Roman Catholic Church, he is charged with the administration of the temporalities and the management of the estates and properties of the Archdiocese of Agana;
- (iv) The successor of the corporate sole of the Archdiocese of Agana is consistent with the manner in which any vacancy occurring in the office of bishop is required to be filled according to the rules, regulations, or discipline of the Roman Catholic Church; and
- (v) The place where the principal office of the corporation sole is to be established and located within Guam.

IN WITNESS WHEREOF, the undersigned, as the Incorporator of the Corporation named above, has executed these Amended Articles of Incorporation this 29th day of January, 2015.

ANTHONY SABLÁN APURÓN, OFM, CAP., DD, Incumbent
Archbishop of Agana

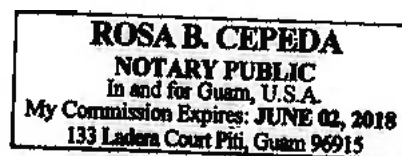
CITY OF HAGATNA)
ss:)
GUAM)

ANTHONY S. APURON, OFM. CAP., D.D. being duly sworn state: I am the Roman Catholic Archbishop of Agana, and the sole member of the foregoing Corporation organized for the administration of its temporalities and for the management of its properties or estates; that the incorporation of the REDEMPTORIS MATER SEMINARY, ARCHDIOCESE OF AGANA is not forbidden by the Code of Canon Law promulgated by the Roman Catholic Church.

ANTHONY SABLÁN APURÓN, OFM, CAP., DD, Incumbent
Archbishop of Agana

SUBSCRIBED AND SWORN to before me on the 29th day of January, 2015.

NOTARY PUBLIC



Appendix R: Correction of Amend Articles of Incorporation of the RMS



THE ARCHDIOCESE OF AGAÑA

CHANCERY OFFICE

196B Cuesta San Ramon • Hagåtña, Guam 96910 • Tel: (671) 472-6116 • Fax: (671) 477-3519

January 29, 2015

DEPT OF REVENUE & TAXATION
GOVERNMENT OF GUAM

JAN 29 2015
Kayra
BUSINESS REGISTRATION
3:24

JOHN C. CAMACHO

Director

Department of Revenue and Taxation

Government of Guam

P.O. Box 23607

GMF, Barrigada GU 96921

RE;; Correction of Amended Articles of Incorporation of the
REDEMPTORIS MATER SEMINARY, ARCHDIOCESE OF AGANA

Dear Director Camacho:

I was recently informed about some errors referenced in the incorporation documents related to the Redemptoris Mater Seminary, Archdiocese of Agana, a Guam Nonprofit Corporation ("Corporation"). It appears that there were different names synonymously used in reference to the same Corporation, resulting from the canonical erection of the Seminary, under Church Canon Law, and its incorporation under Guam law. I would like to detail the errors that occurred for purposes of ensuring that the proper corrections are made in reference to the Corporation, and that for your records, it is clear that the Corporation and its other dba names, "Redemptoris Mater House of Formation, Archdiocese of Agana" and "The Redemptoris Mater Archdiocesan Missionary Seminary of Guam" refer to the Corporation – Redemptoris Mater Seminary, Archdiocese of Agana.


- December 8, 1999 I decreed the erection of The Archdiocesan Missionary Seminary Redemptoris Mater.
- November 26, 2002 Incorporation of Redemptoris Mater Seminary, Archdiocese of Agana
- November 27, 2002 Bylaws of Redemptoris Mater Seminary, Archdiocese of Agana
- November 29, 2002 Incorporation Certificate, Charter No.: D-14212
- January 29, 2004 Amendment to Articles of Incorporation, erroneously using "The Redemptoris Mater House of Formation, Archdiocese of Agana." The correct name should have been "Redemptoris Mater Seminary, Archdiocese of Agana."

- February 25, 2004 Certificate of Transacting Business under Fictitious Name – DBA
Erroneously referencing the name of the Corporation as “The Redemptoris Mater House of Formation, Archdiocese of Agana” dba “The Redemptoris Mater Archdiocesan Missionary Seminary of Guam”; the correct reference should have read - Redemptoris Mater Seminary, Archdiocese of Agana dba “The Redemptoris Mater House of Formation, Archdiocese of Agana” and “The Redemptoris Mater Archdiocesan Missionary Seminary of Guam”

On today's date, I have also caused an AMENDED ARTICLES OF INCORPORATION for the REDEMPTORIS MATER SEMINARY, ARCHDIOCESE OF AGANA to be lodged with the Department of Revenue and Taxation. The Corporation also herewith submits its Certificate of Transacting Business Under a Fictitious Name – DBA dated and notarized on today's date.

With sincerest apologies on any confusion these errors may have caused, I trust that this clarification and correction will resolve any questions on the correct name of the Corporation. If you have any questions, please do not hesitate to advise me immediately.

Servus Tuus,


Most Rev. Anthony Sablan Apuron, OFM Cap. D.D. Incumbent
Archbishop of Agana

January 29, 2015

Letter to Department of Revenue and Taxation

Page 2 of 2

Appendix S:
Certificate of Transacting
Business Under a Fictitious Name
(DBA)



DEPT. OF REVENUE & TAXATION
GOVERNMENT OF GUAM

JAN 30 2015

Department of Revenue & Taxation
Government of Guam

BUSINESS REGISTRATION

Certificate of Transacting Business Under A Fictitious Name (DBA)

This is to certify that Redemptoris Mater Seminary, Archdiocese of Agana
Whose mailing address is: 196 Cuesta San Ramon STE B, Hagatna, Guam 96910
transacting business at: 130 Chalan Seminario, Yona, Guam 96915
in GUAM under a designation not showing the name of the (person) (partnership) (corporation) (llc)
(llp) interested in such to wit:

" The Redemptoris Mater Archdiocesan Missionary Seminary of Guam "

" The Redemptoris Mater House of Formation, Archdiocese of Agana "

Anthony Sablan Apuron, OFM CAP., DD
Signature/Title

Signature/Title

Anthony Sablan Apuron, OFM CAP., DD
Sole Member

CITY OF HAGATNA)

(ss:

GUAM, U.S.A.)

On this 29th day of January, 2015, before me a Notary Public in and for
Guam U.S.A. personally appeared Anthony Sablan Apuron, OFM CAP., D.D. known to
me to be the Person(s) whose Name(s) (is) (are) subject to the within instrument and acknowledged to
me that (he) (she) (they) executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by OFFICIAL SEAL in day
year first above written.

ROSA B. CEPEDA
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: **JUNE 02, 2018**
131 Ladera Court Piti, Guam 96915

Rosa B. Cepeda
NOTARY PUBLIC in and for Guam
My Commission expires: June 2, 2018

NOTE: a fee of \$25.00 will be assessed, for the filing of a Fictitious Name.

Before notarizing this document, please check with the GENERAL LICENSING & REGISTRATION BRANCH
to ensure that the Fictitious Name you wish to utilize is available for use and is not duplicated.

ORIGINAL

Appendix T:
Certificate of Abandonment
(RMHF abandons RMAMS)



DEPARTMENT OF
REVENUE AND TAXATION
Government of Guam

Certificate of Abandonment

This is to certify that

“ Redemptoris Mater House of Formation, Archdiocese of Agana ”

whose mailing address is: 196 Cuesta San Ramon STE B, Hagatna, Guam 96910

whose Fictitious Name (DBA) was designated and registered under a
(Person)(Partnership)(Corporation)(LLC)(LLP)(Association) wishes to now Abandon such Fictitious
Name (DBA):

“ Redemptoris Mater Archdiocesan Missionary Seminary ”

Anthony Sablan Apuron, OPM. CAP., D.D.
(Name & Title)

ANTHONY SABLAN APURON, OPM. CAP., D.D.
Archbishop of Agana

(Name & Title)

ISLAND OF GUAM)

(ss:

HAGATNA, GUAM)

On this 30th day of January, 2015, before me a Notary Public in and for Guam,
U.S.A., personally appeared Anthony Sablan Apuron
known to me to be the Person(s) whose Name(s) (is) (are) subscribed to the within instrument and
acknowledged to me that (he) (she) (they) executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by OFFICIAL SEAL
the day and year first above written.

ROSA B. CEPEDA
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: JUNE 02, 2018
133 Ladera Court Piti, Guam 96915

Rosa B. Cepeda
(Notary Public) in and for Guam
My Commission expires June 2, 2018

Appendix U:

Verification of Tax Exempt Status (RMS)



RECEIVED AUG 27 2015

Date of Letter: **AUG 14 2015**

The Redemptoris Mater Seminary,
Archdiocese of Agana
130 Chalan Seminariu
Yona GU 96915-4815

Employer Identification Number:

66-0626532

Type of Organization:

501(c)(3)

26203(c)

Effective Date of Exemption:

November 29, 2002

Contribution Deductibility:

Yes

Dear Applicant:

This is to inform you that upon review of your applications for tax exempt status we have determined that you are exempt from Guam Income tax under Section 501(c)(3) of the Guam Territorial Income Tax Laws (GTITL) and Guam business privilege tax under Section 26203(c), Chapter 26, Title 11 of the Guam Code Annotated (GCA).

If your purpose, character or method of operation is changed, please let us know so we can consider the effect of the change on your exempt status. Also, you should inform us of all changes in your name and address.


If your annual gross receipts each year are normally more than \$50,000 you are required to file Form 990, Return of Exempt Organization. If your annual gross receipts each year are normally \$50,000 or less you are required to file Form 990N. Please refer to IRS Publication 4221-PC for additional information regarding contributions, tax deductions, and filing requirements.

In addition to the above, you would also need to file or provide the following:

1. Annual Information Return – Pursuant to 11GCA Section 26110(c) you must file an annual information return (Form FCN2-2-111) with the department. This return is due no later than ninety (90) days following the end of your tax year
2. Annual Report – If you are a non-profit corporation, you must file an annual report each year between July 1 and September 1 containing information as set forth in 18GCA Section 14102.
3. Publication of Annual Statements – Except as provided in 18GCA Section 14102, you must publish your annual financial statements forty-five (45) days following the end of your tax year.

Because this letter could help resolve any questions regarding your exempt status, keep it in your permanent records. If we can be of further assistance to you in the future, please do not hesitate to contact our office.

Sincerely,


JOHN P. CAMACHO
Director



Department of Revenue and Taxation

*Government of Guam
Post Office Box 23607
Barrigada, Guam 96921*



***Guam Business Privilege Tax
Exemption Certificate***

This is to certify that

**The Redemptoris Mater Seminary,
Archdiocese of Agana**

A Religious, Charitable, Scientific or Educational Organization as having fully complied with the necessary requirements as set forth under Section 26203(c) of the Business Privilege Tax Act of Guam, is hereby declared tax exempt. Such exemption will continue indefinitely unless revoked on the basis of further information obtained by audit or otherwise and is effective beginning November 29, 2002.

A handwritten signature in black ink, appearing to read 'John P. Camacho'.

JOHN P. CAMACHO, Director
Commissioner of Revenue and Taxation

August 14, 2015

Date Approved

Appendix V:
Legal Opinion on the
Deed Restriction
by Atty. Jacques G. Bronze

**CONCERNED CATHOLICS OF GUAM, INC.**

P.O. Box 8647
Tamuning, Guam 96931
Telephone: 1-(671) 727-3233
Fax: 1-(671) 646-4549

August 22, 2016

Reverend Father Jeffrey San Nicolas
Delegate of the Apostolic Administrator
ARCHDIOCESE OF AGAÑA
196 B Cuesta San Ramon
Hagåtña, Guam 96910-4334

Hafa 'Dai Father Jeff:

Attached herewith is the legal opinion on the Declaration of Deed Restriction that Concerned Catholics of Guam, Inc. received from our attorney that should help you understand clearly that the ownership and title to the property in Yona, under Guam law, has been conveyed to the RMS corporation. It is not just the use of the property that is being allowed by the Archdiocese. The RMS non-profit corporation operating outside of the Archdiocese of Agaña, notwithstanding Archbishop Apuron's membership on the two boards, owns and controls the seminary property and all that is on it.

We are providing this to you, to Archbishop Hon, to Mr. Ed Terlaje, and to your Presbyteral Council members for your information and guidance in getting the property back into the patrimony of the Church.

We ask for your blessing in our work for the good of our Church.

Sincerely,
CONCERNED CATHOLICS OF GUAM, INC.

David J. Sablan
President

cc: ✓ Archbishop Savio Hon Tai Fai, SDB
Rev. Fr. Jose Antonio "Lito" Abad, Chancellor
Msgr. David I.A. Quitugua
Msgr. Brigido "Bibi" Arroyo
Msgr. David C. Quitugua, JCD
Rev. Fr. Thomas McGrath, S.J.
Rev. Fr. Agustín Gumataotao, O.F.M., Cap.
Rev. Fr. Joseph English, O.F.M., Cap.
Rev. Fr. Patrick Castro, O.F.M., Cap.
Rev. Fr. Michael Crisostomo
Rev. Fr. Jose Alberto Rodriguez Salamanca
Mr. Ed Terlaje

LAW OFFICES
JACQUES G. BRONZE
A PROFESSIONAL CORPORATION
272 E HARMON INDUSTRIAL PARK ROAD, SUITE 203
TAMUNING, GUAM 96913

TELEPHONE (671) 649-2392

FACSIMILE (671) 649-2394

May 13, 2015

VIA HAND DELIVERY

Mr. Gregory D. Perez, President
Mr. David J. Sablan, Vice President
Concerned Catholics of Guam, Inc.
Tamuning, Guam 96913

RE: Legal Opinion regarding Real Property Conveyance and Corporate Governance relating to The Redemptoris Mater House of Formation; a Guam Non-Profit Corporation.

Dear Messrs Perez and Sablan:

You have retained this firm to act as a special counsel in connection with a legal opinion relating to that certain deed, titled "Declaration of Deed Restriction," executed by Anthony Sablan Apuron, OFM, CAP, D.D., Incumbent, the Archbishop of Agana, a corporation sole, ("Grantor"), on November 22, 2011, and recorded in the Department of Land Management, Guam, as Instrument No. 829322 on November 22, 2011, as well as addressing the corporate legal issues relating to the formation and governance of a Guam not-for-profit corporation, under the name of The Redemptoris Mater House of Formation, Archdiocese of Agana ("RMHF"), which was formed by Grantor on November 27, 2002.

In connection with this opinion letter, we have examined the following documents, (the documents described (i-iv) below are collectively called the "transaction documents;")

- i. Declaration of Deed Restriction recorded at the Department of Land Management, Government of Guam, Instrument no. 829322;
- ii. The Articles of Incorporation of The Redemptoris Mater House of Formation, Archdiocese of Agana, a Guam Not-For-Profit Corporation filed on November 27, 2002;

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- iii. The Bylaws of The Redemptoris Mater Seminary, Archdiocese of Agana, filed with the Department of Revenue & Taxation filed on November 27, 2002; and
- iv. That certain Amended Articles of Incorporation of the Redemptoris Mater House of Formation, Archdiocese of Agana, and Certificate of Amendment, which were filed with the Department of Revenue & Taxation on January 29, 2004.

In making our examination and rendering our opinion, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity with the originals of all documents submitted to us as copies and the legal capacity of all natural persons. As to matters of fact, material to our opinion in this letter, we have relied on certificates and documents existing in the public record and other appropriate persons and on the representations made in such Transaction Documents.

We make no representation that we have independently investigated or verified any of the matters, or we have assumed for purposes of this opinion, and, by accepting this opinion, you have acknowledged you have not requested, nor relied on, any such independent investigation or verification by us.

The opinions contained in this letter are only expressions of professional judgment regarding the legal matters addressed and are no guarantees that a court will reach the same or any particular result. Based on the foregoing and subject to the qualifications set forth below, the following is our analysis of the subject legal issues:

I.

The Declaration of Deed Restriction executed on November 21, 2011, by the Grantor, for that certain land located at 130 Seminariu Drive, Yona, Guam, recorded at the Department of Land Management as Instrument No. 829322, in favor of RMHF operates to transfer a present interest and is an absolute conveyance in fee simple, of the subject real property to RMHF, divesting all right, title and interest of the subject property from the Grantor, except for the subject restraint in use.

The Declaration of Deed Restriction ("Deed"), which was executed by Grantor and recorded at the Department of Land Management, as Instrument No. 829322, in favor of RMHF provides in pertinent part:

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NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS, THAT Owner hereby covenants and declares that the Property is and shall be held, used, *transferred, sold and conveyed* subject to the covenants and restrictions set forth herein:

1. Declaration. The Property shall be dedicated, to and for the use, of the REDEMPTORIS MATER ARCHDIOCESAN MISSIONARY SEMINARY OF GUAM, A NON-PROFIT CORPORATION WITH IDENTIFICATION NUMBER #66-0626532, IN PERPETUAL USE AS A SEE OF THE REDEMPTORIS MATER ARCHDIOCESAN MISSIONARY SEMINARY OF GUAM, AND BY THE BLESSED DIEGO LUIS DE SAN VITORES CATHOLIC THEOLOGICAL INSTITUTE FOR OCEANIA.

Real property is transferred when its title is passed from one living person to another, either by an act of the parties or by operation of law. *See*, 19 GCA § 40101. Real property, or any interest therein, other than an estate at will or for a term not exceeding one year, can be transferred by an operation of law or by an instrument in writing subscribed by the grantor or by the grantor's agent, pursuant to written authority. *See*, 21 GCA § 4101. The source of Guam's statutes relating to transfers of personal and real property were borrowed from the California Civil Code ("CA CC"), thus, in light of such adoption, California case law interpreting Guam's parallel transfer statutes are persuasive on a Guam court. *See*, *People v. Superior Court (Laxamana)*, 2001 Guam 26 ¶ 8; *see also*, *Sumitomo Construction Company, Ltd., v. Zhong Ye, Inc.*, 1997 Guam 8, ¶ 7.

A deed is an executed conveyance and acts as a present transfer of the property. *See*, 19 GCA § 40302 formerly Civil Code of Guam § 1053; *see also*, *Hamilton v. Hubbard*, 134 Cal 603, 605-606 (1901). The following is a summary based on California case law of the definition of a deed:

As so used, 'deed' is synonymous with 'conveyance' but narrower in meaning than "transfer" or "grant." A Deed has been described as an executed conveyance. It is not merely evidence of a grant of the property designated therein, but is the grant itself. It is also an executed contract—the words of conveyance being its operative words—subject to rules of law concerning contracts in general, except that a consideration is not necessary to its validity. (citations omitted); *See*, 15 Cal. Jur. 2d. Deeds § 2.

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The following is a summary based on California case law as to what is necessary to transfer a present interest in real property:

It is not essential that the instrument of conveyance follow any exact or prescribed form, nor that it utilize any specific words. Although the word "grant" is specifically designated in the Civil Code as the word of conveyance, other combination of words that adequately indicate the grantor's intention to make an immediate conveyance of the property to the grantee are acceptable if they meet the formal requisites of a deed. The court will examine the document and the surrounding circumstances and give effect to the grantor's intention. For example, the words "grant, bargain, sell, and convey" are adequate words of transfer. Depending on the intentions of the parties, a mere agreement between the parties, rather than a document of transfer, can constitute an effective transfer of the title. (citations omitted); *See, Vol. 3, Miller & Starr, California Real Estate*, § 8.2, p.10 (3rd Ed.)

As an executed contract, like a deed, is subject to the rules of interpretation applicable to contracts in general. *See*, 19 GCA § 40102 formerly Civil Code of Guam § 1040; *Machado v. Southern Pacific Transportation Co.*, 233 Cal. App. 3d. 347, 352 (1991). The cardinal requirement in the construction of deeds and other contracts is that the intention of the parties as gathered from the four corners of the instrument must govern. *See, Machado, supra*, at p. 352.

The following is a summary based on California case authorities as to the general rules of interpretation of deeds:

The prime rule for interpreting deeds is to determine the objective (and not the subjective) intent of the parties by an examination of the deed. If the intent of the parties can be derived from the plain meaning of the words used in the deed, the court need not, and should not, resort to technical words of construction. If there is some ambiguity in the deed, however, the grant is interpreted in accordance with these codified rules of construction:

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(1) Where the granting language is ambiguous, recitals in the deed may be relied on to interpret the grant¹; (2) a clear and distinct limitation in a grant is not controlled by other words that are less clear and distinct²; (3) if several parts of a grant are absolutely irreconcilable, then the former of the irreconcilable parts prevails³; and (4) a fee simple title is presumed to be intended to pass by a grant of real property, unless it appears from the grant that a lesser estate was intended⁴. See, *Vol. 3, Miller & Starr, California Real Estate*, § 8.1, p.6 (3rd Ed.); see also, *Machado, supra* at p. 352-353.

A grant is interpreted in favor of the grantee and any ambiguities in the deed are construed against the grantor, and in favor of the grantee, in light of the surrounding circumstances, to the extent permitted by the terms of the deed. See, 19 GCA § 40404; see also, *Castro v. Tennent*, 44 Cal. 253, 257-258 (1872).

In the instant case, the Deed executed by Grantor, provides in its granting clause that "... Owner hereby covenants and declares that the Property is and shall be held, used, transferred, sold and conveyed, subject to the covenant and restrictions set forth herein..." (Emphasis added).

By examining the four corners of the subject Deed and applying the aforementioned rules of interpretation, the only conclusion that can be interpreted is that the Grantor intended to transfer a present interest in the subject property. The term transfer or "transferred" has a general meaning, including the removal of a thing from one place or person to another and the change of its control, possession or title from one to another. See, *Peabody Estate*, 154 Cal. 173 (1908); *Commercial Discount Company v. Cowen*, 116 P.2d 599 (1941), 18 C.2d 610. Applying a more technical meaning of the word "transfer" has the meaning of an act of a party or of the law by which title to property is conveyed from one living person to another. See, 19 GCA § 40101. In legal phraseology, it is commonly used to denote the passing of title to property, usually realty, or an interest therein from one person to another. See, *Commercial Discount Company, supra*. Similarly, the word "convey," or "conveyed" used in the instant Deed executed by the Grantor, generally speaking is used to indicate the transfer of title to property. See, *Olmstead v. San Diego*, 124 C.A. 14, 12 P.2d 22 (1932); *Welch Estate* 83 C.A. 2d 391 (1948); see also, 19 GCA § 40302 whose source is CA Civil Code section 1053.

¹ 19 GCA section 40403 source is CA Civ. Code § 1068.

² 19 GCA section 40402 source is CA Civ. Code § 1067.

³ 19 GCA section 40405 source is CA Civ. Code § 1070.

⁴ 21 GCA section 4202 source is CA Civ. Code § 1105.

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In light of the case authorities from California interpreting the words “transfer” and “convey,” the Deed executed by the Grantor herein, evidences a clear intent to transfer a present interest in subject property to RMHF.

Form of deed – 21 GCA § 4102 provides a suggested form of a deed to be used to transfer title to real property. Specifically, 21 GCA § 4102 provides:

§ 4102. Form of Grant. A grant of an estate in real property may be made in substance as follows:

I, A.B., grant to C.D., all that real property situated in (insert location), bounded (or described) as follows:

(Here insert description, or if the land sought to be conveyed has a descriptive name, it may be described by the name, as for instance, *The Norris Ranch*.)

Witness my hand this (insert day) day of (insert month and year.)

A.B.

Source: CC § 1092.

The above statutory form of deed is known as a “grant⁵ deed” because of the specific reference to the word “grant” in its operative words of conveyance. In a broad sense the word “grant” is synonymous with “give,” and signifies a transfer. *See, San Francisco & Oakland R. Co. v. Oakland*, 43 Cal. 502 (1872). By statutory definition under 19 GCA § 40302, “grant” denotes a transfer in writing of either real or personal properties. Regardless, the statutory form provided in 21 GCA § 4102, it is only one form or manner of transferring real property. *See, Meyers v. Farquharson*, 46 Cal. 190 (1873) (“no precise words are necessary to constitute a present conveyance”).

A review of California case authorities delineates the following summary of California law as it relates to the form of the deed:

For an instrument to be operative as a deed, it must indicate who is granting the property, to whom it is granted, and what the property is. Apt of words of grant are of course also essential. And under the statutes of frauds, provisions relating to the transfer of estates of real property, the instrument must be subscribed by the grantor or by its agent authorized thereunto in writing. However, it is not essential that the

⁵ The grant deed is the document most commonly used to transfer title to real property in California, and it may be used to transfer all types of estates in real property, whether or not the estate is in fee simple. *See, Klamath Land & Catile Co. Roemer*, (1970) 12 Cal. App. 3d 613, 618, 91 Cal. Rptr. 112. Despite 21 GCA § 4102, a grant deed is not commonly used to transfer real property on Guam – the most common is a warranty and a quitclaim deed.

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instrument follow any exact or prescribed form of words, provided the intention to convey is expressed and the transaction has been known in other respects. (*citations omitted.*); See, 15 Cal. Jur. 2d. Deeds § 37.

In the instant case, the named grantor and grantee are identified and a description of the real property located in Yona, Guam, is provided in the deed. Moreover, as discussed above, the deed contains operative words of an intent by the grantor to transfer a present interest in the subject real property. The deed also complies with 21 GCA § 4101, that the grantor's signature is notarized.

The parties and execution of a deed – A valid deed requires both a grantor and a grantee. See, 19 GCA § 40101 formerly from CA Civil Code § 1039; *Wilson v. White*, 84 Cal. 239, 242-243 (1890). Each of the parties have to be appropriately designated so that he/she can be identified. In the California case of *Tasker v. Nieto*, 291 P. 688, 692 (1930), the California Court of Appeals held "...it is not essential that the grantee should be formally named in the granting part of the deed; it is only necessary that, taking the whole instrument together, there is no uncertainty as to the grantee." *Accord, Rojas v. Montinola*, 1977 WL 15315 (D.Guam A.D.) (the appellate division found that the failure to name the grantees in the granting clause, "is not fatal to title . . . as long as he is mentioned elsewhere and it seems certain that he was intended to be the grantee." The instrument in question, a Deed of Partition, "manifested . . . an intention to convey the property to his children"); see also, 15 Cal. Jur. 2d. Deeds § 54 (If Grantee's name appears anywhere in the instrument with sufficient certainty to show that he is intended as Grantee, the instrument is sufficient as a deed so far as the designation of a grantee is concerned). The Deed need to be signed only by the Grantor and not by the Grantee. See, *Scott v. Woodward*, 34 C.A. 400 (1917), 167 P.543; *Roberts v. Abbott*, 48 C.A. 779, 192 P. 345 (1920).

Here, the Deed identifies the grantee as follows:

1. Declaration. The Property shall be dedicated, to and for the use, of the REDEMPTORIS MATER ARCHDIOCESAN MISSIONARY SEMINARY OF GUAM, A NON-PROFIT CORPORATION WITH IDENTIFICATION NUMBER #66-0626532, IN PERPETUAL USE . . .

The above provision identifies RMHF⁶ as the potential grantee. The grantee need not execute the subject Deed to be valid.

⁶ The name of the grantee in which title is vested does not mirror the name of the non-profit corporation formed by the Grantor which calls into question whether the subject property is legally vested in The Redemptoris Mater House of Formation, Archdiocese of Agana(RMHF), the intended grantee.

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Determining Estate of Interest Conveyed –

**The Grantor's conveyance of the subject property
 "... to and for the use, of the Redemptoris Mater
 Archdiocesan Missionary Seminary of Guam, ... in
 perpetual use as a see of the Redemptoris Mater
 Archdiocesan Missionary Seminary of Guam ..., " operates
 as a complete divestment of the Grantor's right title and
 interest in the subject property, but subject to a restraint in
 use.**

Subject to the caveat noted in footnote 6 herein, Guam law has a statutory presumption codified in 21 G.C.A. § 4202, which provides:

A fee simple title is presumed to be intended to pass by a grant of real property, unless it appears from the grant that a lesser estate was intended.

Under this rule, a grant, bargain and sale deed operates to pass the title in fee, unless it contains in itself some limitation, exception or reservation, and to estop the grantor to claim thereafter any right or estate in the land so conveyed. *See, Taylor v. Avila*, 175 C 203.

One of the incidents of property ownership is the right to convey the property and the law will not permit the rights of ownership to be impeded by the imposition of unreasonable restraint by Grantors, Lessors, or Testators who seek to convey or dispose their property and at the same time, maintain control of its alienation or use. *See, Wharton v. Mollinet*, 103 Cal. App. 2d 710, 713 (1951). Any unreasonable restriction on the right of alienation in an instrument conveying a title in fee simple is void and separable from the title created. *Wharton supra*. Only "unreasonable" restraint are prohibited. *See, Doo v. Packwood*, 265 Cal. App. 2d 752, 756 (1958); *Laguna Royale Owners Association v. Darger*, 119 Cal. App. 3d 670, 682 (1981). "Reasonable" restraints designed to protect, justify an alleged interest are valid and enforceable. *See, Gutxi Associates v. Switzer*, 215 Cal. App. 3d 1636, 1644 (1989).

To determine which restraints are reasonable and which are unreasonable, it is necessary to balance the interests of the parties as a question of fact. *See, Gutxi Associates, supra; Superior Motels, Inc. v. Rinn Motor Hotels, Inc.*, 195 Cal. App. 3d 1032, 1059 (1987). "An expression of the purpose of a conveyance as to the use of the property conveyed, as for a public road, for a county high school grounds, or for certain religious and educational purposes is generally held to be directory only, and not to qualify or limit a grant that is absolute in form." (citations omitted); 15 Cal. Jur. 2d Deeds § 153. Where alienation is not restricted, a restraint condition that property shall not be used for certain purposes, such as

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the sale of liquor, usually is valid. *See, Bougion v. Socony Mobil Oil, Co.*, 231 Cal.App 2d 188, 190-191 (1964). Restricted covenants and donations of property for public use, which is the grant is for a specific, limited, definite purpose such as a public library usually is valid and the property cannot be used for a different purpose. *See, Vol 3 Miller & Starr, California Real Estate* § 9.39 p.62 (3rd Ed.).

The Deed executed by the Grantor, must be examined in its entirety. The case law provided above clearly provides that such an instrument can be considered a complete conveyance if it can be determined from the language that there is an intent to convey an interest in the real property. The instrument appears to fit squarely within the definition of a conveyance, as provided by 21 G.C.A. §37103, and a present transfer of property in accordance with 19 G.C.A. § 40302, despite the property being encumbered by a restriction. However, the restriction noted in the deed, may be invalid under Guam law, which this opinion letter does not address at this time.

The California case of *Machado, supra*, 233 Cal. App. 3d. 347 (1991) illustrates the court's application of the rule governing restraints in conveyances. In that case the facts are as follows:

On November 21, 1895, Jose Antonio Machado executed a deed which conveyed to the Southern California Railway Company an interest in real property located in Los Angeles County. The Machado deed provides that for consideration of \$1, Jose Antonio Machado: "... has granted, bargained and sold and conveyed, and by these presents does grant, bargain, sell and convey unto the said party of the second part, its successors and assigns forever, that certain strip or parcel of land for a right of way for a standard gauge railroad, its main track, side tracks, switches, branches, turnouts, and all other uses necessary and incident to railway construction ... [b]eing a strip of land 60 feet in width, 30 feet thereof being on each side of and parallel to the center line of location of the Southern California railway over and across the land of the grantor: [legal description follows] Together with all and singular the tenements, hereditaments and appurtenances thereunto belonging or in anywise appertaining, and the reversion and reversions, remainder and remainders, rents issues and profits thereof. To Have and to Hold all and singular the said premises, together with the appurtenances, unto the said party of the second part, its successors and assigns forever." *Id.* at p.351.

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The Santa Fe and Santa Monica Railway Company, predecessor in interest of the Southern California Railway Company, had been in possession of and operating a railroad on the land which is the subject of the Machado deed since 1892. In 1977, respondent abandoned the operation of its railroad on the subject property, by filing and publishing appropriate public notices, and by removing its tracks. *Id.* at p.351.

In December 1987, the heirs of Jose Antonio Machado (appellants herein) filed an action to quiet title to the subject property. Appellants contended that the original grant of land conveyed an easement to operate a railroad, and that the easement was abandoned and consequently extinguished in 1977. Appellants, therefore, claimed ownership in fee simple of the property. The trial court ruled that the Machado deed constituted a grant in fee simple and, in the alternative, the railroad had acquired the property by adverse possession between September 1977 and December 1987. *Id.* at p. 351-352.

In applying California law to the above facts, the Court of Appeals in the *Machado* case analyzed the case of *Johnson v. Ocean Shore Railroad Co.*, 16 Ca.App.3d 429, (1971), which was heavily relied on by the Plaintiff(appellant) in his appeal to reverse the judgment of the trial court and construe the *Machado* deed as an easement. The Court of Appeals in *Machado* held:

Our review of the case law in this area demonstrates that, where references to a "right of way" by the plain meaning thereof imply a limitation on the grant, they tend to be found in the granting clause because that is the logical place for a limitation on the grant. Similarly, where the reference to a right of way tends to be merely descriptive of the intended use of the property granted, such description would not be apt to be found in the granting clause. However, it is the words themselves which are of primary importance in determining whether a limitation or description was intended. California cases recognize references to a right of way as a limitation on a grant, even though located in the habendum, and conversely, they recognize that references to a right of way in the granting clause have been construed as merely descriptive. *Id.* at p.556.

First, it appears to be of some importance that the grant of land in the *Johnson* deed followed the description of purpose

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“granted ... for railroad purposes only ... that certain lot”) which seems to place greater importance on the words “for railroad purposes only. In contrast, the Machado deed, by placing the description of purpose after the language granting land, creates greater emphasis on the grant of land (“does grant ... that certain strip or parcel of land for a right of way for a standard gauge railroad.”). *Id.* at p.357.

Second, the use of the word “only” (“for railroad purposes only”) in *Johnson* is critical in determining the intent of the parties to the deed, and the absence of that term in the Machado deed, or one of similar import, is material to our conclusion that a fee was intended. The entire *Johnson* opinion is premised on the assumption that the grant of land therein was *limited* by the phrase, “for railroad purposes only.” *Id.* at p.357-358.

Thus, we conclude that the term “for a right of way for a standard gauge railroad” merely constitutes a description of the intended purpose of the land rather than a limitation on its grant. “[T]he vast majority of cases hold the transfer of a fee title is not vitiated solely for the reason that the deed contains a clause declaring the purpose for which it is intended the granted premises shall be used. This is particularly indicated where such purpose will not inure specially to the benefit of the grantor and his assigns, but is in its nature for the general public, and where there are no other words indicating an intent that the grant is to be void if the declared purpose is not fulfilled.” citing *Basin Oil Co. v. City of Inglewood*, 125 Cal. App. 2d 661, 664. [Where “right of way” language was contained only in the habendum, fee simple found.]; *Id.* at p. 356-359. (Emphasis added.)

In applying the above case principles to the conveyance in this case, when read with the legal presumption preferring the grant of a fee (21 GCA § 4202) and resolving any problem of interpretation in favor of the grantee (19 GCA § 40404), we are of the opinion that a construction of the instrument as a grant of a fee, is a more accurate reflection of the intent of Grantor. We further believe that the conveyance by the Archbishop of Agana was an absolute conveyance of the fee simple property to the Grantee, subject to a reasonable restraint in its use “... as a see of the **Redemptoris Mater Archdiocesan’s Missionary Seminary of Guam...**” It is a long established rule of law that any language in a deed, subsequent to the granting and habendum clauses, may not modify, cut down or control those clauses, unless such clauses incorporate the additional language by express reference

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which the instant does not. *See, Kirker v. Shell Oil Co.*, 231 P.2d 905, 909 (1951). In this case, the granting clause of the deed conveyed the fee forever, in as strong, unequivocal language as could be used to convey a present interest in real property, subject to a reasonable restraint in use. The Ownership and Encumbrance Report issued by Pacific American Title and relied on by the Archbishop that the subject property remains in the corporation sole, is legally unsound as there is no basis in law to support the title company's legal conclusion.

II.

CORPORATE STRUCTURE & GOVERNANCE OF RMHF

Anthony Sablan Apuron, Incumbent, Archbishop of Agana, corporation sole, under Guam law, incorporated a Guam non-profit corporation, namely-the Redemptoris Mater House of Formation, Archdiocese of Agana(RMHF), on November 27, 2002. *See*, Document No. (ii) attached to this opinion. Article III of the Articles of Incorporation stated that the purpose of the corporation was to "... establish and conduct a house of formation to prepare men for priesthood for the new evangelization following the life and practice of the Neocatechumenal Way in accordance with the precepts of the Roman Catholic faith." Article V of the Articles of Incorporation stated that the sole member of said corporation would be the Roman Catholic Archbishop of Agana. Article V of the Amended Articles of Incorporation identifies the Archbishop as the sole member. 18 GCA § 1102 defines "member" to "include each person signing the articles of a non-stock corporation and each person admitted to membership therein."

Article VII of the Amended Articles of Incorporation dealing with the management of the corporation provided in part "the management of the affairs of the corporation shall be vested in a Board of Directors, except as otherwise in the Guam Non-profit Corporation Act, these Articles of Incorporation or the Bylaws of the Corporation." Article X of the Amended Articles of Incorporation set forth another board titled Board of Guarantors, to consist of no less than four but no more than seven members. The named guarantors are Archbishop Anthony S. Apuron, Mr. Giuseppe, Gennarini of Englewood, New Jersey, Mrs. Claudia Gennarini of Englewood, New Jersey and Fr. Angelo Pochetti of West New York, New Jersey.

The Bylaws of the RMHF filed on November 27, 2002, delineates the powers of the Board of Directors and Board of Guarantors in Article IV and VII respectively of said Bylaws. The relevant provision for purposes of this opinion is Section 3 of Article VII of the Bylaws, pertaining to the role of the Board of Guarantors, which provides:

The powers of this Board are only of control and guaranty and can exercise its veto power of every deliberation which, upon the judgment of this Board, might be against the

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basic principles of the corporation. Moreover, their powers consist in the required approval for the implementation of any decision which involves an expense superior to \$5,000 USD.

Thereafter, on January 29, 2004, Anthony S. Apuron, Archbishop of Agaña, filed that Certificate of Amendment to the Articles of Incorporation for RMHF certifying that it was amending Article IV of the Articles of Incorporation relating to the powers of the corporation. However, on the same date, Anthony Sablan Apuron, Archbishop of Agaña, also filed that certain Amended Articles of Incorporation of RMHF, which amended Articles VIII and Article X of the Articles of Incorporation initially filed on November 27, 2002. In relation to Article VIII of the Amended Articles, the provision identified five persons who were to serve as the initial Board of Directors of said corporation.

In relation to the amendment to Article X of the Amended Articles of Incorporation relating to the Board of Guarantors, Anthony S. Apuron, Archbishop of Agaña, amended that provision to read in part as follows:

The Board of Guarantors will have the task of guaranteeing that the corporation pursues only the purposes for which it has been constituted. The Board of Guarantors has a veto or approval power for the most important affairs of the Corporation.

The persons named on the Board of Guarantors in the Amended Articles of Incorporation remained the same as the persons identified in the initial Articles of Incorporation filed on November 27, 2002.

Title 18 GCA § 10101 provides that “any number of persons, associated together for any lawful purpose other than pecuniary profit, may incorporate their said association, as provided in this chapter.”⁷

Under Guam law, public corporations are divided into stock corporations and non-stock corporations. *See*, 18 GCA § 2102. 18 GCA 2103 provides in pertinent part:

Corporations may be formed by the voluntary association of any three or more persons the manner prescribed in this Part for any lawful purpose or purposes.

⁷ On January 2009, the Guam Legislature adopted the Guam Business Corporation Act. However, the General Corporation Law of Guam as defined in 18 GCA § 1101, including 18 GCA Division 1, Part 1, Chapters 1-9, remain applicable to “a not for profit, non-stock corporation,” pursuant to 18 GCA § 281703(b).

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18 GCA § 2105 sets forth what should be included for the filing of an Articles of Incorporation. Moreover, 18 GCA § 2108 provides that “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.”

18 GCA § 2205 provides:

Corporation Management; Directors. Unless otherwise provided in this part, the corporate powers of all corporations formed under this Part, shall be exercised, all business of such corporations conducted, and all property of such corporations controlled and held by a board of not less than 3 and not more than 11 directors to be elected from among the holders of stock or where there is no stock from members of the corporation.

In the instant case, when RMHF’s Articles of Incorporation was filed on November 27, 2002, Article VII of the Articles of Incorporation did not name the initial directors as required under 18 GCA § 2105(6). Subsequently, Anthony S. Apuron, Archbishop of Agana, filed that certain Amended Articles of Incorporation of RMHF on January 29, 2004, which named the initial directors, thus complying with the 18 GCA § 2105(6), although, none of the named directors executed the Amended Articles of Incorporation as required under 18 GCA § 2108. Moreover, 18 GCA § 2206, provides that “[e]very director must own in his own right at least one share of the capital stock of the stock of the corporation of which he is a director, . . .” This provision was not complied with in the instant case.

In addition, the Amended Articles of Incorporation of RMHF is not in compliance with 18 GCA § 2205 which reserves all the corporate powers of the corporation to be exercised by such corporation to its board of directors. In the instant case, the incorporator of RMHF, the Archbishop of Agana, created two parallel boards, namely –a board of directors with certain voting rights and a board of guarantors giving such board of guarantors “... a veto or approval power for the most important affairs of the corporation.” See, Article X of the Amended Articles of Incorporation. Moreover, § 3 of Article VII of RMHF’s By-Laws broadens the Board of Guarantors powers as it states “[t]he powers of this Board are only of control and guaranty and **can exercise its veto power of every deliberation** which, upon the judgment of this Board, might be against the basic principles of the corporation.” (emphasis added).

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In light of the veto powers given to the Board of Guarantors, the Board of Directors is a mere rubber-stamp⁸ board which can be overruled at any time by the actions of the Board of Guarantors. Although as a matter of Guam corporate law, the statutes does not recognize a Board of Guarantors, RMHF has an incorporation certificate from the Department of Revenue & Taxation which establishes as prima facie evidence of a valid corporation; thus, until a court invalidates said Article X of the Amended Articles of RMHF, the provisions relating to the Board of Guarantors controls. *See*, 18 GCA § 2112.

The establishment of the Board of Guarantors by this not-for-profit corporation calls into question as to how the Board of Guarantors are to be elected or removed from such position once he/she becomes a member of said board, as the bylaws do not address the election or removal procedures of such Board of Guarantors and neither does Guam law. Since Guam law does not recognize a Board of Guarantors and in the absence of any provisions for the removal or election of such board in the articles or by-laws of RMHF, the Archbishop despite being the sole member of the not-for-profit, cannot remove the members of the Board of Guarantors unless the Archbishop files for an application for the dissolution of RMHF. Even the filing of such petition for dissolution has its own legal complications as 18 GCA § 5105 requires a majority of the board of directors or "other officers having management of the affairs of the corporations" to execute the application for dissolution. In such a case, if the Board of Guarantors objects to the action of the board of directors or officers in relation to such possible dissolution application requested by the Archbishop, it could veto their action per Article X of the Amended Articles of Incorporation.

It is the opinion of the undersigned that the drafter of these organizational documents purposely and deliberately designed the structure of the organization so that the Board of Guarantors shall have veto power over all decisions including the decisions of the archbishop and his successors. Thus, we are faced with the unusual practice of a separate, unelected, and un-removable board having veto power over a board of directors, the officers, and the sole member, the Archbishop of Agaña and his successor.

Corporate decision-making, whether by a director on a not-for-profit or for profit corporation is viewed as a collective and deliberative process, tempered by the obligations of good faith and prudent inquiry that are the cornerstones of the directors' fiduciary obligations to the entity they serve. *See, American Bar Association, section of Business Law, Nonprofit Governance and Management*(2002). Like directors of for profit corporations, directors of not-for-profit corporations owe a fiduciary duty to the corporation they serve and to its members, if any. *See, Raven's Cove Townhomes, Inc. v. Knuppe Dev. Co.*, 114 CA 3d 783,

⁸ Independence is the foundation for objective judgment. Note that a not-for-profit organization that is required to file IRS Form 990s with the Department of Revenue & Taxation is required to disclose the number of directors who are considered "independent" in accordance with IRS tests, as well as whether any directors have family or business relationships with officers, directors, trustees or key employees of the organization.

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799(1981); *Burt v. Irvine Co.*, 237 CA 2d 828, 852 (1965). They also owe a duty of care, duty of loyalty and duty of obedience to the entity.

Veto of director actions is generally more common in for profit corporations rather than not-for-profit corporations. Generally participants in a closed corporation for profit often consider themselves partners as to each other with a right to share in decision-making and control. To provide a voice for minority interests participants in a close corporation often agree to give the minority a power to veto some or all corporate decisions as the statutory norm of corporate governance found in all American jurisdictions presumes that a corporation's board of directors will make most policy and management decisions for it and to provide a shareholder a veto over these kinds of decisions the shareholder must be assured of representation on the board and unanimity must be required for board action. *See Generally, O'Neal & Thompson, O'Neals Close Corp* § 4.11 (3rd Ed.).

The simplest and most direct means of providing a minority shareholder with power to veto director actions is to ensure the shareholder had adequate representation in the board and then require unanimity or super majority vote for board action. *See, Baumann v. Hayes*, 279 So. 2d. 1251 (Ala. 1980). Most corporation statutes permit the corporation to establish a written requirement for board action higher than that set forth in the statutes⁹.

Although veto provisions are exceedingly useful tools in fashioning management patterns for closely held for profit corporations, the limitations and disadvantages of veto provisions must not be overlooked.

In the first place, they give a veto and no more; they do not enable minority shareholders to affirmatively determine corporate policy and go forward with the execution of that policy. Secondly, they deprive the corporation of flexibility which it may need in order to adjust to unexpected business situations. At the time an enterprise is being incorporated, the drafters cannot foresee changes in policy and methods of operation which may in the future become advantageous. Thirdly, and perhaps most important, even if all the shareholders in a particular corporation can be expected to act in good faith, the presence of veto arrangements increases the chance that a deadlock will occur in the corporation's management which will paralyze the corporation and render it unable to conduct its affairs. A deadlock may result in a corporation's dissolution under a statute giving courts power to dissolve a deadlocked corporation. ... Finally, veto provisions may place an unscrupulous shareholder in a position to extort (as a condition of approval of beneficial corporate action) unfair concessions from the other shareholders. *See, Generally, O'Neal & Thompson, O'Neals Close Corp*, § 4.21 (3rd Ed.).

⁹ *See, e.g.* Cal. Corp Code § 204; Del Code Ann tit 8, § 141; Ill Rev Stat ch 32, ¶ 8.15; MSA § 21.200(523), MCL § 450.1523; NY Bus Corp Law § 709; Tex Bus Corp Act Art 2.35.

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In light of the significant governance problems surrounding giving veto powers to voting shareholders in for profit corporations, the granting of such broad veto powers to an unelected, un-removable Board of Guarantors in a non-profit corporation, is very poor corporate governance practice and can lead to significant abuse¹⁰. A not-for-profit board should look for governance "best practices" that embody pragmatic solutions that will work given the particular needs and circumstances of the organization. The goal of "best practice" is to promote active oversight and objective and informed judgment by the board. This is necessary to promote the accountability and functioning of the organization, including the responsible use of assets that has been entrusted to the organization by the Catholic Church of Guam.

III.

**WHO OWNS THE SEMINARY REAL PROPERTY
AND MATTERS RELATING TO CORPORATE
GOVERNANCE OF A GUAM ESTABLISHED NOT-
FOR-PROFIT CORPORATION IS QUITE SIMPLY,
NOT A THEOLOGICAL OR DOCTRINAL MATTER
REQUIRING THE DISREGARD OF STATE CIVIL
LAW AND APPLICATION OF THE INTERNAL LAW
OF THE ROMAN CATHOLIC CHURCH, i.e., THE
CANON LAW AND NOR WOULD THE
APPLICATION OF CIVIL LAW RESULT IN THE
VIOLATION OF THE FIRST AMENDMENT.**

The Archdiocese through its "Civil Law Report" which no church member can get a copy of, but can only stand and read a 19-page document, attempts to weave an argument that in light the fact that the seminary real property was Church property and the fact that not-for profit established by the Archbishop has a religious purpose, thus a dual status, and in light of this intersection between secular and Canon law, Canon Law should determine or control the determination of the aforementioned two issues; i.e., the conveyance to RMHF and the corporate governance issues surrounding the RMHF. The Civil Law Report then goes on to state that to the extent there is a gap under Guam law, then *Walson v. Jones* would address any legal infirmities under Guam Law.

As the Bankruptcy Judge in the case of *In re: The Catholic Bishop of Spokane*, 329 B.R. 304, 324 (E.D. Wa., 2005) aptly stated:

¹⁰ For e.g., California law permits a supermajority vote or unanimous vote of the members for any corporate action in a not-for-profit corporation, it specifically does not permit a supermajority vote for member votes to remove directors without cause. See, *California Corporate Code* §§ 5222(a), 7222(a) and 9222(a).

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Religious organizations do not exist on some ethereal plane far removed from society. As institutions, they engage in many secular activities. They hold title to real estate, they own vehicles, and their agents and employees drive those vehicles on public roads. Religious institutions contract for the purchase of goods and services and maintain bank accounts. They mortgage property and hold copyrights and purchase insurance policies. In short, religious institutions engage in many secular activities. Those secular activities often result in conflicts with others. A motor vehicle accident may give rise to a tort claim, a dispute may develop regarding the requirements of a purchase contract for goods or services, or the religious organization may default on a mortgage. Application of state law to the resolution of those disputes, which necessarily requires a determination of the rights of the parties, does not generally impose an impermissible burden on the practice of religion.

There is a long line of Supreme Court cases addressing a resolution of property disputes among members of religious organizations. In such cases, the controversy has not been between the religious organization and an unrelated third party, but has been between the religious organization and certain members or prior members. The disputes have resulted from a schism in the religious organization. The questions have arisen in the context of doctrinal disputes, [*Watson v. Jones, supra*] congregations which have split into minority and majority groups with each claiming to be the "true" church [*Jones v. Wolf*, 443 U.S. 595, 99 S.Ct. 3020, 61 L.Ed. 2d 775 (1979)] and in the context of the power to appoint a bishop or minister against the wishes of certain members of the church [*Serbian Eastern Orthodox Diocese for the United States of America and Canada v. Dionisije Milivojevic*, 429 U.S. 873, 97 S.Ct. 191, 50 L.Ed. 2d 155 (1976)]. Those cases have established certain principles applicable to intra-church disputes:

... the First Amendment severely circumscribes the role that civil courts may play in resolving church property disputes. It is obvious, however, that not every civil court decision as to property claimed by a religious organization jeopardizes values protected by the First Amendment. Civil courts do not inhibit free exercise of religion merely by opening their doors to disputes involving church property.

Presbyterian Church in U.S. v. Mary Elizabeth Blue Hull Memorial Presbyterian Church, 393 U.S. 440, 449, 89 S.Ct. 601, 21 L.Ed. 2d 658 (1969). That decision then applied the "neutral principles of law" approach in the consideration of property disputes involving competing factions within the religious organization.

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Civil courts encroach on the autonomy of religious institutions when they inquire into ecclesiastical law and governance. The non-entanglement principle, anchored in First Amendment values, thus “requires that civil courts defer to the resolution of issues of religious doctrine or polity by the highest court of a hierarchical church organization.” *Jones v. Wolf*, 443 U.S. 595, 602, 99 S.Ct. 3020, 61 L.Ed. 2d 775 (1979); see also, *Kedroff v. Saint Nicholas Cathedral of Russian Orthodox Church in N. Am.*, 344 U.S. 94, 115-17, 73 S.Ct. 143, 97 L.Ed. 120 (1952). In so doing, civil courts accept decisions of the highest religious decision-maker as binding fact, so long as those decisions are not tainted by fraud or collusion. *Serbian E. Orthodox Diocese v. Milivojevic*, 426 U.S. 696, 713, 96 S.Ct. 2372, 49 L.Ed. 2d 151 (1976); *Gonzalez v. Roman Catholic Archbishop of Manila*, 280 U.S. 1, 16, 50 S.Ct. 5, 74 L.Ed. 131 (1929).

A hierarchical church is one in which various bodies in the church have similar faith and doctrines subject to a common governing ecclesiastical head. *Watson v. Jones*, *supra*, at 722-723; *Kedroff v. St. Nicholas Cathedral of Russian Orthodox Church in North America*, 344 U.S. 94, 110, 73 S.Ct. 143, 97 L.Ed. 120 (1952). There is no dispute here that the Roman Catholic Church is a prototypical example of a hierarchical church. Neither is there any dispute that in the instant case the highest authority in the Roman Catholic Church has not adjudicated this dispute about the ownership and conveyance of the subject real properties to RMHF.

These bedrock principles, reaffirmed by the Supreme Court, derive from both Religion Clauses of the First Amendment. *Hosanna-Tabor Evangelical Lutheran Church & Sch. V. EEOC*, 132 S.Ct. 694, 704-05, 181 L.Ed. 2d 650 (2012). Civil court review of doctrinal matters inhibits free exercise of religion and usurps the power of religious authorities to resolve intrachurch matters purely of ecclesiastical concern. *Id.* at 706. And it improperly cloaks the State with authority to “intervene on behalf of groups espousing particular doctrinal beliefs.” *Milivojevic*, 426 U.S. at 709, 96 S.Ct. 2372; see also, *Hosanna-Tabor*, 132 S.Ct. at 706. The Religion Clauses guard against such “government interference with ... internal church decision[s] that affect [] the faith and mission of the church itself.” *Hosanna-Tabor*, 132 S.Ct. at 707.

Still, the First Amendment does not remove from the purview of civil courts all controversies involving religious institutions. *Jones*, 443 U.S. at 602-03, 99 S.Ct. 3020. When a church dispute turns on a question devoid of doctrinal implications, civil courts may employ neutral principles of law to adjudicate the controversy. *Id.*; *Presbyterian Church*, 393 U.S. at 449, 89 S.Ct. 601; *Scotts African Union Methodist Protestant Church v. Conference of African Union First Colored Methodist Protestant Church*, 98 F.3d 78, 88-90 (3d. Cir. 1996.).

The secular law provides this church in Guam with the ability to use neutral civil law to create and protect property interests consistent with the tenets of the church. The Archbishop of Agana, a corporation sole, allows the corporation sole to be operated

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according to canon law. They do not however, provide that canon law governs property ownership in the secular world. *See, In re Roman Catholic Archbishop of Portland in Oregon*, 335 B.R. 842, 858 (D. Oregon, 2005)(the court concluded that Oregon's corporation sole statutes do not require application of canon law in determining interests in church property under state law).

Furthermore, by voluntarily choosing to establish RMHF as a not-for-profit corporation under Guam law, Canon Law did not become part of The General Corporation Law of Guam. *See, In re The Catholic Bishop of Spokane, supra* at p. 326 (by choosing to become a corporate sole under Washington State law, "the internal rules of the religious organization [does not] become part of the laws of the state of Washington and thereafter govern the secular activities in which the corporate sole engages.").

In short, there is no constitutional requirement in this case that internal church law be considered in determining a purely secular dispute. Holding and binding a church organization to the consequences of its choices it has made about how it organized its affairs with relation to its real properties and its relation with the secular world, does not substantially burden the exercise of religious freedom. Hence, in the instant case, the Archdiocese of Agana chose Guam law to incorporate itself as a corporation sole and it drafted a deed which was recorded at the Department of Land Management, Government of Guam, conveying certain Guam property interests. It is my opinion that based on Guam statutes governing interpretation of deeds and contracts, the property interest conveyed is an absolute conveyance of the entire fee simple title of the subject properties to RMHF, subject to a restraint in use.

Assumptions -

The opinions expressed in this opinion letter are as of the date of this opinion letter only and as to laws covered hereby only as they are in effect on that date, and we assume no obligation to update or supplement such opinion to reflect any facts or circumstances that may come to our attention after that date or any changes in law that may occur or become effective after that date. We make no representations or opinions regarding Canon Law or legal standing. This opinion also assumes the following in reference to a number of the transaction documents:

- (i) That the By-Laws filed in the name of Redemptoris Mater Seminary, Archdiocese of Agana on November 22, 2002, was an error and was intended to be in the name of The Redemptoris Mater House of Formation, Archdiocese of Agana, the name of the not-for-profit corporation formed on November 27, 2002; and

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- (ii) That the Deed of Restriction intended to vest title to The Redemptoris Mater House of Formation, Archdiocese of Agana, the name of the not-for-profit corporation formed on November 27, 2002; rather than to the Redemptoris Mater Archdiocesan Missionary Seminary of Guam, as there is no not-for-profit entity established under such name.

The opinions herein are limited to the matters expressly set forth above in this opinion letter, and no opinion or representation is given or may be inferred beyond the opinions expressly set forth in pages 1 - 21 of this opinion letter.

Best regards,



JACQUES G. BRONZE

