

ROOTLINE COMMUNITY INITIATIVE, INC.

Articles of Incorporation

Version 2.2026-06-25

ARTICLE I. ORGANIZATION NAME, IDENTITY, AND PURPOSE

Section 1. Organization Name

The name of this corporation is Rootline Community Initiative, Inc. (hereinafter “Rootline” or “the Corporation”). Rootline may use the public-facing names “Rootline” or “Rootline Community” in its programs, communications, and branded materials.

Section 2. Registered Agent and Office

The name and address of the registered agent and incorporator of Rootline is: Naomi Suguitan, 94-1046 Kaiaumu Street, Waipahu, Hawaii, 96797. The registered agent and registered office may be changed by resolution of the Board of Directors in accordance with Hawaii law. The principal office of the Corporation shall be located at such place, within or outside the State of Hawaii, as the Board of Directors may determine from time to time. The Corporation may have such other offices as the Board of Directors may determine.

Section 3. Geographic Scope

Rootline is organized to operate across U.S. military installations and military-connected communities worldwide. Rootline serves individuals and families connected to all branches of military service, including active duty, National Guard, Reserve components, veterans, DoD civilians, and their families, across all ranks, components, and family structures. Geographic reach shall expand through the Branch authorization process as defined in the Bylaws, with no amendment to these Articles required to establish operations at new locations.

Section 4. Statement of Purpose

Rootline is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

The specific purposes for which Rootline is organized are to address long-documented and persistent gaps that directly affect the readiness, resilience, retention, and Quality of Life (QoL) of military-connected individuals and families across the full arc of military service. These gaps include:

- **Financial stability:** Limited access to portable employment pathways, workforce development, and economic resources that travel with military families across PCS cycles, creating recurring household financial disruption and reducing retention;

- **Emotional resilience:** Inadequate peer-led support infrastructure to help individuals and families navigate the psychological weight of repeated relocation, separation, isolation, and community loss without access to rank-neutral, trust-based support networks;
- **Social connectedness:** Fragmented, personality-dependent community programs that dissolve with each leadership rotation, leaving military families without consistent social infrastructure and forcing repeated social rebuilding after every PCS;
- **Professional growth:** Insufficient structured pathways for military spouses and DoD-affiliated individuals to develop transferable skills, documented leadership experience, and professional credentials that are recognized and valued beyond any single installation;
- **Newcomer integration:** Gaps in standardized, human-centered arrival infrastructure that result in delayed family stabilization, increased early-tour stress, and preventable isolation during the most vulnerable window of a new assignment;
- **Lifecycle continuity:** The absence of sustained, systems-driven support across the full military lifecycle — from pre-arrival through post-departure — that ensures no individual or family faces any stage of military life without connection, resources, and community.

Section 5. Mission

Rootline Community Initiative strengthens military readiness, supports retention, and elevates Quality of Life by building sustainable, peer-led systems of connection, integration, and leadership development for all people navigating military-affiliated life. By addressing documented gaps in community stability, newcomer integration, and workforce development across the full military lifecycle, Rootline creates the conditions for every person to arrive supported, belong fully, grow with purpose, and transition well — producing measurable improvements in family stability, emotional resilience, social connectedness, financial independence, and professional growth that benefit both the individual and the mission.

Section 6. Vision

Rootline envisions a future where military family resilience and Quality of Life are not dependent on any single installation program, personality, or moment in time — but are sustained by peer-built, systems-driven infrastructure that travels with people across every PCS and every phase of service. A future where family stability is a structural outcome, not a matter of luck; where every person connected to military life — regardless of branch, rank, component, or family configuration — can access consistent, inclusive community and leadership development that strengthens both the individual and the mission they support.

Section 7. Values

Rootline's values shape how we lead, support, and grow together. They protect our culture, guide how we treat people, and ground every decision across every Branch and program.

- **People First.** Healthy communities begin with healthy relationships. We treat every individual with care, respect, and dignity. Relationships come before roles.
- **Belonging Before Doing.** People need a place to plant themselves before they can grow. We create space for connection before we ask for contribution.
- **Access with Purpose.** We build clear, equitable pathways to leadership and contribution grounded in mission and merit — not rank, status, or social capital.
- **Integrity in Action.** We follow defined processes, communicate openly, and take responsibility for our decisions. Systems matter because people depend on them.
- **Community-Centered Design.** We build programs that respond to lived experience and strengthen connection, trust, and visibility. We listen before we build.

- **Continuity That Lasts.** We design systems built for stability and transfer, so support continues no matter who moves or leads next. Rootline outlasts any individual.

ARTICLE II. GENERAL PROVISIONS REQUIRED UNDER 501(C)(3)

Section 1. Duration of Corporation

The period of duration of Rootline is perpetual.

Section 2. Limitation on Political Activities

No substantial part of the activities of Rootline shall involve attempting to influence legislation, except as permitted under Section 501(h) of the Internal Revenue Code. Rootline shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. Limitation on Private Inurement

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

Section 4. General Limitation on Nonprofit Activities

The Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 5. Mission Protection

Any amendment to the Articles of Incorporation that materially alters the mission shall require the vote required for amendment of the Articles set forth, and in no event less than a two-thirds (2/3) vote of the full Board of Directors.

Section 6. Conflict of Interest

The Board shall adopt and periodically review a Conflict-of-Interest policy to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Authority

The Board of Directors (hereinafter "the Board") is the governing body of Rootline Community Initiative, Inc., holding ultimate legal, financial, and strategic authority over the Corporation and all of its Branches. All corporate powers shall be exercised by or under the direction of the Board.

Section 2. Composition and Size

The Board of Directors shall consist of no fewer than seven (7) and no more than eleven (11) voting directors. The Board shall at all times maintain the minimum required officer positions. A majority of the Board of Directors must be independent directors who are not employees of the Corporation and do not receive compensation from the organization in any capacity. The specific composition, qualifications, and appointment process shall be defined in the Bylaws and Board Manual.

Section 3. Required Officer Positions

The officers of the Corporation shall include, at a minimum, a President, a Legal Director (Secretary), and a Financial Director (Treasurer), and such other officers as may be provided for in the Bylaws. Officers shall have such duties and responsibilities as are prescribed in the Bylaws and by the Board of Directors from time to time. No individual may hold more than one office that would create a conflict of interest as defined in the Bylaws.

Section 4. Role of the President/CEO

The President serves simultaneously as the Chief Executive Officer (CEO) of the Corporation. The President/CEO serves as an ex officio voting member of the Board by virtue of holding the role of Chief Executive Officer. The President/CEO is recused from all Board deliberations and votes concerning their own compensation, evaluation, or removal.

Section 5. Role of the Board Chair

The Board Chair presides over all Board meetings and serves as the primary steward of Board governance, independent of the operational functions of the President/CEO. The Board Chair leads the annual CEO evaluation and all executive sessions. The Board Chair may not simultaneously serve as President/CEO.

Section 6. Additional Officer Positions

The Board of Directors shall maintain such additional officer positions as are necessary to ensure adequate governance, program oversight, financial accountability, and community representation. The specific titles, duties, and scope of all officer positions beyond the President, Secretary, and Treasurer shall be defined in the Bylaws and may be established, modified, or discontinued by the Board through the Bylaw amendment process without amendment to these Articles.

Section 7. Board Advisors

The Board may appoint non-voting Board Advisors to serve as subject matter experts. Board Advisors do not hold voting rights, do not count toward quorum, and do not hold fiduciary duties. Terms, qualifications, and committee participation requirements for Board Advisors shall be defined in the Bylaws.

Section 8. Executive Leadership

Below the Board, Rootline maintains Executive Leadership of operational leadership roles serving under the direction of the President/CEO and subject to Board oversight. The Board holds authority over the hiring, supervision, compensation, and removal of C-Suite officers, with the President/CEO recused from any deliberation or vote concerning their own compensation, evaluation, or removal as CEO. The structure, composition, and operating relationship of the Executive Leadership shall be defined in the Bylaws.

Section 9. Terms of Office

Voting Board members serve terms of up to five (5) years. Terms shall be staggered so that approximately one-third (1/3) of the Board rotates each year, ensuring that no more than one-third of the Board turns over in any single year under normal circumstances. No individual may serve more than two consecutive full terms in the same role without a minimum one-year break. If a Board seat remains unfilled at the conclusion of a member's term, the Board may vote to extend the incumbent's service in one-year increments until a qualified successor is seated. The specific rotation schedule, succession process, and holdover mechanics shall be defined in the Bylaws.

Section 10. Director Vetting and Appointment

All new directors must be appointed through a formal process requiring candidate vetting, conflict-of-interest review, documented qualification review, and a majority vote of the full Board. The Governance Committee shall present qualified candidates for board service to the Board of Directors. No director may be seated without completion of this process. The detailed vetting and appointment process shall be defined in the Bylaws.

Section 11. Independence Requirement

A majority of the Board of Directors must at all times be independent directors. An independent director is one who is not an employee of the Corporation, does not receive direct compensation from the Corporation in any capacity other than expense reimbursement, and has no material financial relationship with the Corporation beyond their role as a director. The Board shall monitor and document director independence annually.

Section 12. Executive Sessions

The Board of Directors may meet in executive session without non-director participants present, including without the President/CEO, as provided in the Bylaws, for purposes including but not limited to the evaluation and compensation of the President/CEO and discussion of sensitive governance matters.

Section 13. CEO Evaluation

The Board shall conduct a regular performance evaluation of the President/CEO in accordance with processes set forth in the Bylaws.

Section 14. Finance and Audit Committee

The Board shall establish and maintain a committee responsible for financial oversight, including review of financial statements and audit or review engagements, with composition and responsibilities set forth in the Bylaws.

Section 15. Reserved Powers

The following actions require a two-thirds (2/3) vote of the full Board of Directors, excluding any affected individual from the vote count where applicable:

- Removal of the President/CEO from office;
- Amendment of the Bylaws;
- Sale, transfer, or encumbrance of major organizational assets;
- Entry into debt obligations exceeding a threshold defined in the Bylaws;
- Dissolution of the Corporation;
- Material alteration of the Corporation's mission, as defined in Article I, Section 5, subject to the mission protection standard in Article II, Section 6; and,
- Appointment of a new Board Chair.

The following action requires a three-quarters (3/4) vote of the full Board:

- Amendment of these Articles of Incorporation.

In all Reserved Power votes, the affected individual (where applicable) is excluded from voting but retains the right to be heard before the vote is taken.

ARTICLE IV. CORPORATE POWERS

Section 1. General Powers

Rootline shall have all powers necessary and appropriate to carry out its charitable and educational purposes as a nonprofit corporation under the laws of the State of Hawaii and applicable federal law. These powers include but are not limited to the ability to enter into contracts, hold and dispose of property, accept gifts and grants, employ personnel, and take any other lawful action in furtherance of its exempt purposes.

Section 2. Program and Technology Powers

In furtherance of its mission to improve Quality of Life and strengthen community infrastructure for military-connected individuals, Rootline is expressly authorized to:

- Develop, own, operate, and license proprietary technology platforms that support newcomer integration, peer matching, community continuity tracking, volunteer management, and QoL data collection across Branches;
- Design and administer credentialing, certification, and professional development programs that produce transferable, documented skills and leadership experience for military spouses, DoD-affiliated individuals, and transitioning service members;
- Establish and administer micro-grant and community investment programs that provide direct financial support to individuals, Circles, or Branch-level programs in furtherance of Rootline's mission;
- Develop, publish, and distribute educational materials, toolkits, research reports, and community resources in any medium, in support of military family QoL outcomes.

Section 3. Partnership and Collaboration Authority

Rootline is expressly authorized to enter into formal agreements, memoranda of understanding, joint ventures, and collaborative arrangements with:

- U.S. Department of Defense entities, military service branches, installation commands, and related federal agencies;
- Installation-level programs including but not limited to Family, Morale, Welfare, and Recreation (FMWR/MWR) directorates, Family Readiness Groups (FRGs), Army Community Service (ACS), and equivalent programs across service branches;
- Peer nonprofit organizations serving military families, including national organizations such as the USO, American Red Cross, Blue Star Families, and National Military Family Association;
- Academic institutions, research organizations, and policy bodies whose work advances military family well-being, workforce development, or community health;
- Private sector entities, foundations, and philanthropic organizations whose partnerships advance Rootline's mission without creating conflicts of interest or compromising organizational independence.

All formal partnerships shall be documented through written agreements that define roles, responsibilities, co-branding expectations, and the terms of data sharing or resource exchange. No partnership shall be represented as an official government endorsement or command directive. Partnership authority shall be exercised in accordance with policies defined in the Bylaws.

Section 4. Programs

The Corporation may design, operate, modify, and discontinue programs in furtherance of its charitable and educational purposes. Program structures, frameworks, and operational procedures shall be defined in the

Bylaws and organizational policies adopted by the Board. No amendment to these Articles is required to modify, expand, or sunset programs.

Section 5. Data and Evaluation

The Corporation may collect and analyze data to evaluate its programs and measure mission impact. Policies governing data collection, privacy, reporting, and evaluation shall be established by the Board of Directors.

Section 6. Installation and Regulatory Compliance

Where Rootline or any Branch operates on a military installation or within a regulated environment, that Branch shall comply with all applicable installation-specific regulations, directives, and reporting obligations, including Private Organization regulations, facility use terms, installation commander directives, and inspection requirements. No Branch has independent legal authority to enter into any facility use agreement, lease, license, memorandum of agreement, or other binding arrangement without express written authorization from the Board of Directors or the President/CEO. The Corporation acknowledges that facility use on a military installation is a privilege, not a right, and may be revoked by the installation commander. Branch-level compliance requirements shall be incorporated into each Branch's governing charter as defined in the Bylaws.

Section 7. Facility Use and Real Property

The Corporation is authorized to enter into facility use agreements, leases, licenses, and memoranda of agreement with military installations, government agencies, and private landlords for the purpose of establishing physical operating spaces for the parent Corporation or any Branch. The Corporation may acquire, hold, maintain, and dispose of personal property, furniture, fixtures, equipment, and supplies necessary to operate such spaces. The Board of Directors must approve any facility use agreement, lease, or license prior to execution. The President/CEO shall negotiate and execute approved facility agreements on behalf of the Corporation. All facility agreements shall be executed by an authorized officer of the parent Corporation in accordance with the Bylaws.

ARTICLE V. BRANCHES

Section 1. Branch Model

Rootline operates as a parent organization with the authority to establish, charter, and oversee Branches. All Branches operate under the legal, financial, and governance authority of the parent Corporation. Each Branch is a component of the parent Corporation, not a separately incorporated entity. No Branch has independent legal authority to enter into contracts, incur obligations, or take legal action on behalf of the Corporation without express written authorization from the Board of Directors or the President/CEO. The process for authorizing, chartering, governing, suspending, and dissolving Branches, and the minimum standards all Branches must meet, shall be defined in the Bylaws.

Each Branch is an internal unit of the Corporation and does not have separate legal or tax-exempt status. All assets, liabilities, operations, and activities of Branches are assets, liabilities, operations, and activities of the Corporation.

Upon dissolution of the Corporation, all Branch activities and assets shall be wound up and distributed in accordance with Article IX.

ARTICLE VI. MEMBERSHIP AND FOUNDING OFFICERS

Section 1. Membership

Rootline is open to individuals affiliated with the military-connected community across all branches of service, components, ranks, and family structures, as well as individuals otherwise authorized to participate in Rootline programs. Membership grants access to programs and community but does not confer governance authority or voting rights. Rootline is governed solely by its Board of Directors. Membership eligibility, registration, rights, and termination shall be defined in the Bylaws. Members shall not be 'members' within the meaning of Hawaii Revised Statutes Chapter 414D (Hawaii Nonprofit Corporations Act) and shall not have any statutory voting rights.

Section 2. Initial Directors and Founding Officer Recognition

The following individuals, having served as members of the original Board of Directors at the time of Rootline's formation and who are to serve as the initial directors until their successors are elected and qualified, are permanently recognized as Founding Officers of Rootline Community Initiative, Inc.:

- Naomi Rose P. Suguitan, President and Incorporator
- Joanna Mae Marshallsay, Vice President
- Tamara Beck, Treasurer
- Sherry Gordon, Secretary
- Jennifer Wilson, Director of Community

Founding Officers shall be listed in Rootline's permanent organizational record. Founding Officers may serve in advisory roles to the Board of Directors as defined in the Bylaws but shall not hold governance authority by virtue of Founding Officer status alone. No amendment may retroactively remove the historical fact of the Founding Officer designations.

ARTICLE VII. FINANCIAL OVERSIGHT

Section 1. Self-Sustaining Operations

Rootline is not an instrumentality of the United States Government and may not receive financial assistance from appropriated government funds.

Section 2. Funding Sources

Rootline may receive funds from member contributions, private donations, earned revenue, grants, fundraisers approved in accordance with applicable regulations, and other lawful sources consistent with its nonprofit status and exempt purposes.

Section 3. Tiered Financial Oversight

The Corporation shall maintain levels of financial oversight—including internal reviews, CPA-conducted reviews, or independent audits—commensurate with its annual gross revenue and in compliance with the laws of the State of Hawaii and IRS best practices. The specific financial thresholds triggering these oversight levels shall be defined in the Bylaws.

Section 4. Document Retention

Rootline shall maintain corporate and financial records in accordance with applicable law and IRS best practices. At minimum: Articles of Incorporation, Bylaws, and amendments shall be retained permanently;

Board meeting minutes and written consents shall be retained permanently; financial records and books of account shall be retained for a minimum of seven (7) years; grant documentation, contracts, and MOUs shall be retained for seven (7) years after expiration or termination; and personnel records shall be retained for seven (7) years or as required by applicable law. Detailed retention schedules shall be defined in organizational policy approved by the Board.

Section 5. Tax Compliance

Rootline will comply with all applicable federal, state, and local tax laws and will engage qualified counsel when needed.

ARTICLE VIII. AMENDMENTS TO THE ARTICLES OF INCORPORATION

Section 1. Amendment Process

These Articles of Incorporation may be amended by a three-quarters (3/4) vote of the full Board of Directors, provided that written notice of the proposed amendment, including the exact proposed language and a written rationale, has been distributed to all voting directors at least twenty-one (21) calendar days before the vote. Amendments may be proposed by any voting Board member or the President/CEO.

Section 2. Limitations

No amendment may retroactively remove the Founding Officer designations established in Article VI, Section 2. Amendments shall not conflict with applicable law and, where required, shall be forwarded to the appropriate regulatory authority for review.

ARTICLE IX. DISSOLUTION

Section 1. Dissolution Vote

Dissolution of Rootline Community Initiative, Inc. may be authorized only by a two-thirds (2/3) affirmative vote of the full voting Board of Directors. Prior to any dissolution vote, written notice of no less than thirty (30) days shall be provided to all active Branch directors, registered members, and applicable regulatory authorities.

Section 2. Settlement of Obligations

Upon dissolution, all funds shall first be used to meet outstanding debts, liabilities, and obligations of the Corporation and its Branches.

Section 3. Distribution of Remaining Assets

Upon the dissolution of the Corporation, and after paying or making provision for the payment of all of the liabilities of the Corporation and its Branches, all assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 4. Regulatory Compliance

Upon dissolution, Rootline shall follow all applicable reporting and legal requirements as defined by the IRS, the State of Hawaii, and all applicable regulatory authorities with jurisdiction over active Branches.

CERTIFICATION

The undersigned incorporator hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true. Upon approval of these Articles, all previously adopted versions are rescinded and superseded.



[Naomi Suguitan \(Jun 25, 2026 19:31:43 GMT+9\)](#)

06/25/26

Naomi Rose P. Suguitan, Incorporator and Board President/CEO



[Joanna Marshallsay \(Jun 29, 2026 09:14:03 GMT+9\)](#)

06/29/26

Joanna Mae Marshallsay, Vice President/Board Chair



[Sherry Gordon \(Jun 25, 2026 09:37:55 CDT\)](#)

06/25/26

Sherry Gordon, Secretary/Board Legal Director



[Tamara Beck \(Jun 29, 2026 09:01:27 GMT+9\)](#)

06/29/26

Tamara Beck, Treasurer/Board Financial Director



[Jennifer Wilson \(Jun 27, 2026 18:49:06 GMT+9\)](#)

06/27/26

Jennifer Wilson, Board Programs Director