

I, the undersigned Secretary, hereby certify to FirstBank, that at a meeting of the Board of Directors of Gratitude America, LTD.
 ("Corporation")

a corporation organized and existing under the laws of US Virgin Islands
 duly called and duly held on the 11 day of February, 2015 the following Resolutions were duly adopted, and that the
 said Resolutions have been entered upon the regular minute books of the Corporation, are in accordance with the By-Laws and are now in full
 force and effect.

RESOLVED:

1. The Officers of Corporation, or any one or more of them, are hereby authorized to open a bank account or accounts from time to time with FirstBank and its subsidiaries and affiliates (each being hereinafter referred to as "Bank") for and in the name of Corporation with such title or titles as he or they may designate.
2. The Jeffrey Epstein, President and Darren Indyke, Treasurer
(Indicate by Title person(s) authorized, e.g., President, Treasurer, Bookkeeper, etc.)

of Corporation, signing singly

(For purpose of signing items, indicate e.g., singly, any two, etc.)

and their successors and any other person hereinafter authorized by any means to sign on behalf of Corporation ("Authorized Person(s)") are hereby authorized to sign, by hand or by facsimile (including, but not limited to, computer generated) signature(s), checks, drafts, acceptances and other instruments (hereinafter each collectively referred to as "Item(s)"). Notwithstanding the above, any Authorized Person is authorized singly to: (1) initiate Automated Clearing House ("ACH") debits without a signature; (2) initiate payments by use of Depository Transfer Checks ("DTC") without a signature other than the name of Corporation printed on the DTC; or (3) give instructions, by means other than the signing of an item, with respect to any account transaction, including, but not limited to, the payment, transfer or withdrawal of funds by wire, computer or other electronic means, or otherwise, or of money, credits, items or property at any time held by Bank for account of Corporation ("Instructions").

3. Bank is hereby authorized to honor and pay items, whether signed by hand or by facsimile (including, but not limited to, computer generated) signature(s) if the actual or purported facsimile signature(s), regardless of how or by whom affixed, resembles the specimens filed with Bank by Corporation and other orders, DTCs, ACHs, and Instructions, given singly by any Authorized Person. Bank is further authorized to honor and pay DTCs, ACHs, Instructions, and other orders given singly by any Authorized Person, including such as may bring about or increase an overdraft and such as may be payable to or for the benefit of any Authorized Person or other Officer or employee individually, without inquiry as to the circumstances of the issuance or the disposition of the proceeds thereof and without limit as to amount.
4. Bank is hereby authorized to accept for deposit, for credit, or for collection, or otherwise, items endorsed by any person or by stamp or other impression in the name of Corporation without inquiry as to the circumstances of the endorsement or any lack of endorsement or the disposition of the proceeds.
5. The Jeffrey Epstein, President and Darren Indyke, Treasurer
(Indicate by Title person(s) authorized to affect Loans, Advances, etc., e.g., President, Vice President, Treasurer, etc.)

of Corporation, signing Dually

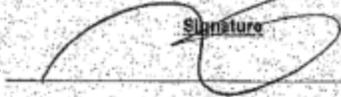
(Indicate how Notes, etc. are to be signed, e.g., singly, any two, etc.)

are hereby authorized to effect loans and advances and obtain credit at any time for Corporation from Bank (and guarantee on behalf of Corporation the obligations of others to Bank), secured or unsecured, and for such loans and advances and credit and guarantees to make, execute and deliver promissory notes and other written obligations or evidence of indebtedness of Corporation, applications for letters of credit, instruments of guarantee and indemnity and any agreements or undertakings, general or specific, with respect to any of the foregoing, and as security for the payment of loans, advances, indebtedness, guarantees and liabilities of, or credit given to, Corporation or others to pledge, hypothecate, mortgage, assign, transfer, grant liens and security interests in, give rights with respect to, endorse and deliver property of any description, real or personal, and any interest therein and evidence of any thereof at any time held by Corporation, and to execute mortgages, deeds of trust, security agreements, instruments of transfer, assignment or pledge, powers of attorney and other agreements or instruments which may be necessary or desirable in connection therewith; and also to sell to, or discount with Bank, commercial paper, bills receivable, accounts receivable, stocks, bonds or any other securities or property at any time held by Corporation, and to that end to endorse, assign, transfer and deliver the same; to execute and deliver instruments or agreements of subordination and assignment satisfactory to Bank and also to give any orders or consents for the delivery, sale, exchange or other disposition of any property or interest therein or evidence thereof belonging to Corporation and at any time in the hands of Bank, whether as collateral or otherwise; and to execute and deliver such other agreements, instruments and documents and to do such other acts and things as may be necessary or desirable or required by Bank in connection with any of the foregoing and Bank is hereby authorized to honor, accept and execute any of the transactions described above.

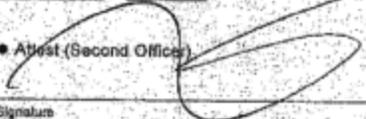
6. All loans, discounts and advances heretofore obtained on behalf of Corporation and all notes and other obligations or evidences thereof of Corporation held by Bank are hereby approved, ratified, and confirmed.
7. Corporation does hereby give to Bank a continuing lien for the amount of any and all liabilities and obligations of Corporation to Bank and claims of every nature and description of Bank against Corporation, whether now existing or hereafter incurred, originally contracted with Bank and/or with another or others and now or hereafter owing to or acquired in any matter by Bank, whether contracted by Corporation alone or jointly and/or severally with another or others, absolute or contingent, secured or unsecured, matured or unmatured upon any and all moneys, securities and any and all other property of Corporation and the proceeds thereof, now or hereafter actually or constructively held or received by or in transit in any matter to or from Bank, its correspondents or agents from or for Corporation, whether for safekeeping, custody, pledge, transmission, collection or otherwise coming into the possession of Bank in any way. Bank shall also have a right of set-off for the amount of the obligations, and Bank may at any time or times and without notice apply Corporation's deposits (general or special), Corporation's credits with Bank, or Corporation's claims against Bank, or any parts thereof, to such obligations and in such amounts as Bank may elect, although said obligations may be contingent or unmatured and whether any collateral therefore is deemed adequate or not.
8. In case of conflicting claims or disputes, or doubt on Bank's part as to the validity, extent, modification, revocation or exercise of any of the authorities herein contained Bank may but need not recognize nor give any effect to any notice from any Officer, or from any other person, purporting to cancel, restrict or change any of said authorities, or the exercise thereof, unless Bank is required to do so by the judgment, decree or order of a court having jurisdiction of the subject matter and of the parties to such conflicting claims or disputes.

9. Corporation agrees to be bound by the Terms and Conditions for Business Accounts and Services, as well as any signature card, deposit ticket, checkbook, passbook, statement of account, receipt instrument, document or other agreements, such as, but not limited to, funds transfer agreements, delivered or made available to Corporation from Bank and by all notices posted at the office of Bank at which the account of Corporation is maintained, in each case with the same effect as if each and every term thereof were set forth in full herein and made a part hereof.
10. The Officers of Corporation or any one or more of them are hereby authorized to act for Corporation in all other matters and transactions relating to any of its business with Bank including, but not limited to, the execution and delivery of any agreements or contracts necessary to effect the foregoing Resolutions.
11. Bank is hereby released from any liability and shall be indemnified against any loss, liability or expense arising from honoring any of these Resolutions.
12. Subject to paragraph 8 above, each of the foregoing Resolutions and the authority thereby conferred shall remain in full force and effect until written notice of revocation or modification by presentation of new Corporate Resolutions and signature cards shall be received by Bank; provided that such notice shall not be effective with respect to any exercise of said authorities until Bank shall have had a reasonable opportunity to act thereon and in no event prior to the receipt thereof nor with respect to any checks or other instruments, for the payment of money or the withdrawal of funds dated on or prior to the date of such notice, but presented to Bank after the receipt of such notice. The Secretary or any Assistant Secretary or any other Officer of Corporation is hereby authorized and directed to certify, under the seal of Corporation or not, but with like effect in the latter case, to Bank the foregoing Resolutions, the names of the Officers and other representatives of Corporation and any changes from time to time in the said Officers and representatives and specimens of their respective signatures. Bank may conclusively assume that persons at any time certified to it to be Officers or other representatives of Corporation continue as such until receipt by Bank of written notice to the contrary.

I FURTHER CERTIFY that the persons herein designated as Officers of Corporation have been duly elected to and now hold the offices in Corporation set opposite their respective names and that the following are the authentic, official signatures of the said respective Officers and of the named signatories who are not Corporate Officers, to wit:

<u>Name (Typewritten or Printed)</u>	<u>Office</u>	<u>Signature</u>
Jeffrey Epstein	President	
_____	Vice President	_____
Erika Kellerhals	Secretary	
Darren Indyke	Treasurer	
_____	_____	_____
_____	_____	_____

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary and affixed the seal of the said Corporation this 11 day of February, 2015.

• Attest (Second Officer)


 Signature
 Jeffrey Epstein, President
 Title



 Secretary

AFFIX
 (CORPORATE SEAL)
 HERE

• Note: In case the Secretary is authorized to sign by the above Resolutions, this certificate should be attested by a second Officer of Corporation.

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THE UNITED STATES VIRGIN ISLANDS
OFFICE OF THE LIEUTENANT GOVERNOR
DIVISION OF CORPORATIONS AND TRADEMARKS

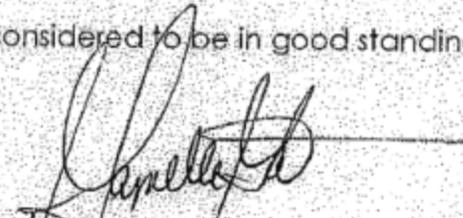
5049 Kongens Gade
Charlotte Amalie, Virgin Islands 00602
Phone - [REDACTED]
Fax - [REDACTED]

1105 King Street
Christiansted, Virgin Islands 00820
Phone - [REDACTED]
Fax - [REDACTED]

February 23, 2015

CERTIFICATION OF GOOD STANDING

This is to certify that the nonprofit corporation known as **GRATITUDE AMERICA, LTD.** filed Articles of Incorporation in the Office of the Lieutenant Governor on **APRIL 25, 2012** that a Certificate of Incorporation was issued by the Lieutenant Governor on **MAY 1, 2012** authorizing the said corporation to conduct business in the Virgin Islands and the corporation is considered to be in good standing.


Denise Johannes
Director, Division of Corporation
and Trademarks



DJ/88

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INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: SEP 27 2012

GRATITUDE AMERICA LTD
9100 HAVENSIGHT PORT OF SALE STE 15
ST THOMAS, VI 00802

Employer Identification Number:

DLN:

17053235311022

Contact Person:

SHERRY Q WAN

ID# 31052

Contact Telephone Number:

Accounting Period Ending:

December 31

Effective Date of Exemption:

April 25, 2012

Addendum Applies:

No

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a private foundation within the meaning of section 509(a) of the Code. You are required to file Form 990-PF annually.

Please see enclosed Publication 4221-PF, Compliance Guide for 501(c)(3) Private Foundations, for some helpful information about your responsibilities as an exempt organization.

Sincerely,



Holly O. Paz
Director, Exempt Organizations
Rulings and Agreements

Enclosure: Publication 4221-PF

Letter 1076 (DO/CG)

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**ARTICLES OF INCORPORATION
OF
GRATITUDE AMERICA, LTD.**

We, the undersigned, do hereby incorporate ourselves under Chapter 3, Title 13, of the Virgin Islands Code, relating to non-profit corporations, and hereby adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of said corporation shall be Gratitude America, Ltd., hereinafter called the Corporation.

**ARTICLE II
PRINCIPAL OFFICE AND RESIDENT AGENT**

The principal place of business of the Corporation shall be:

Physical Address: 9100 Havensight, Port of Sale, Suite 15-16, St. Thomas, U.S. Virgin Islands 00802.

Mailing Address: 9100 Havensight, Port of Sale, Suite 15-16, St. Thomas, U.S. Virgin Islands 00802.

The resident agent shall be Business Basics VI, LLC, whose mailing address is 9100 Havensight, Port of Sale, Suite 15-16, St. Thomas, U.S. Virgin Islands 00802 and whose physical address is 9100 Havensight, Port of Sale, Suite 15-16, St. Thomas, U.S. Virgin Islands 00802.

**ARTICLE III
OBJECT, PURPOSES AND POWERS**

Section 1: The Corporation is organized and operated exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as applicable to the U.S. Virgin Islands (the "Code") including, but not limited to the following:

- A. To support the expression of gratitude for the ideals of America.
- B. To carry out any other activities in the U.S. Virgin Islands that may lawfully be carried out by a U.S. Virgin Islands non-profit corporation incorporated under Chapter 3, Title 13 of the Virgin Islands Code.

Section 2: The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal taxation under Section 501(c)(3) of the Code.

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Section 3: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors or trustees, officers 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 of the Corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, 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.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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, contribution which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

Section 4: In accordance with Section 508(e) of the Internal Revenue Code, it is the intention that the Corporation should be exempt from taxation under section 501(a). In furtherance of such intent, the Corporation shall be required to distribute all income for each taxable year to be distributed in such a manner as to not subject the Corporation to tax under the provisions of Section 4942 of the Internal Revenue Code. In addition, the Corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941 (d) of the Internal Revenue Code), from retaining any excess business holdings (as defined in Section 4943 (c) of the Internal Revenue Code), from making any investments in such manner as to subject the foundation to tax under Section 4944 of the Internal Revenue Code, and from making any taxable expenditures (as defined in section 4945 (d) of the Internal Revenue Code).

Section 5: Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of the Corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code (or 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. Such distribution shall be made in accordance with all applicable provisions of the laws of the U.S. Virgin Islands.

Section 6: However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code, (or corresponding section of any future Federal tax code.)

ARTICLE IV DURATION

The Corporation shall commence upon filing of these Articles. The duration of the Corporation shall be perpetual.

ARTICLE V

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INCORPORATORS

The names and addresses of the persons forming the Corporation are as follows:

Brett Geary
Greg Ferguson
Nicole Miller

2-11B St. Joseph & Rosendahl, St. Thomas, USVI
31-B Estate Peterborg, St. Thomas, USVI
6EF Estate Hull, St. Thomas USVI

**ARTICLE VI
MANAGEMENT**

The management of the Corporation shall be vested in a Board of Directors and its officers. The membership of the Board of Directors shall be as established by the By-Laws, but shall not be fewer than three (3) directors. The Incorporators shall appoint the first members of the Board of Directors, who are as follows:

President Jeffrey E. Epstein
Treasurer Darren Indyke
Secretary Erika A. Kellerhals

The first Board of Directors shall serve for terms of one (1) year. The Bylaws shall set the terms of and requirements for Directors thereafter.

Officers shall serve for terms of one (1) year. The following officers shall be the initial officers of the Corporation: President Jeffrey E. Epstein; Treasurer Darren Indyke; Secretary Erika A. Kellerhals.

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**ARTICLE VII
MEMBERS**

The membership of the Corporation shall consist of persons who indicate an interest in the object and purposes of the Corporation. The Board of Directors will set requirements for membership in the Bylaws, including any dues.

**ARTICLE VIII
BY-LAWS**

Before transacting any business or acquiring any property, By-Laws shall be adopted by unanimous consent of the Board of Directors of the Corporation. The By-Laws may be altered or amended at any annual meeting or at any duly called meeting for that purpose, provided the notice of the meeting shall set forth the purpose and the proposed amendment to the By-Laws.

**ARTICLE IX
MEETINGS AND OFFICERS**

Section 1: The President, who shall also serve as Chairman of the Board of Directors, shall administer the day-to-day affairs of the Corporation.

Section 2: Following the annual General Meeting of the Board of Directors, the Chairman may appoint temporary Committees as may be required properly to conduct the business of the Corporation.

**ARTICLE X
AMENDMENT OF ARTICLES**

These Articles may be amended by a two-thirds vote of the members comprising the membership.

**ARTICLE XI
FIRST ANNUAL MEETING**

The first annual meeting of the membership of the Corporation shall take place at such other time and place, as the Chairman shall determine. The Chairman shall notify all members of the time, date and place of this meeting.

**ARTICLE XII
INDEBTEDNESS**

The Corporation may borrow money and apply for and accept credit to accomplish the objects and purposes of the Corporation.

Subject to resolution or written instrument of consent of the Corporation's Directors, the highest amount of indebtedness to which the Corporation shall be at any time subjected shall be Two Hundred and Fifty Thousand Dollars (\$250,000.00).

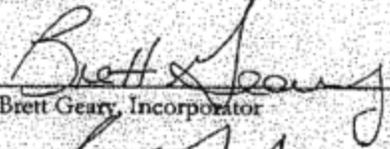
**ARTICLE XIII
INDEMNIFICATION**

Any person made a party to any action, suit, or proceeding, by reason of the fact that he or she is or was an officer, director, or employee of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit, or proceedings, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding, or in connection with any appeal therein that such officer, director, or employee is liable for willful misconduct in the performance of his duties. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director, or employee may be entitled apart from the provisions of this Article.

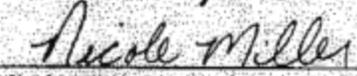
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CORPORATE SECRETARY
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IN WITNESS WHEREOF, we have affixed our names this 1st day of April, 2012 as the Incorporators.


Brett Geary, Incorporator


Greg Ferguson, Incorporator


Nicole Miller, Incorporator

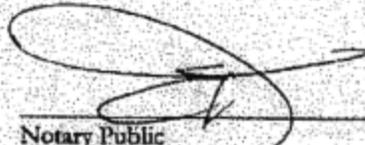
ACKNOWLEDGEMENT

TERRITORY OF THE U.S. VIRGIN ISLANDS)
DISTRICT OF ST. THOMAS/ST. JOHN)

On this the 1st day of April, 2012, before me personally came and appeared Brett Geary, Greg Ferguson, and Nicole Miller, to me known and known to me to be the individuals named in and who executed the foregoing Articles of Incorporation and who acknowledged to me that they executed the same for the purposes therein contained.

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CORPORATION SECT

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public
My Commission Expires:

Erika A. Kellerhals
NOTARY PUBLIC LNP 013-10
Commission Expires 05/02/2014
Territory of the U.S. Virgin Islands

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Corp No. 582530

**GOVERNMENT OF
THE VIRGIN ISLANDS OF THE UNITED STATES
— 0 —
CHARLOTTE AMALIE, ST. THOMAS, VI 00802**

To All To Whom These Presents Shall Come:

I, the undersigned, **LIEUTENANT GOVERNOR, DO** hereby certifies that

GRATITUDE AMERICA, LTD.

Non-Profit Corporation

of the Virgin Islands filed in my office on **April 25, 2012** as provided for by law, Articles of Incorporation, duly acknowledged.

WHEREFORE the persons named in said Articles, and who have signed the same, and their successors, are hereby declared to be from the late aforesaid, a Non-Profit Corporation by the name and for the purposes set forth in said Articles, with the right of succession as therein stated.



Witness my hand and the seal of the Government of the Virgin Islands of the United States, at Charlotte Amalie, St. Thomas, this 1st day of May, 2012.


GREGORY R. FRANCIS
Lieutenant Governor of the Virgin Islands

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COMMERCIAL CHECKING ACCT [REDACTED]	Sign. Req. 1	Date: 02/26/2015
9100 HAVENSIGHT PORT OF SALE STE 15 16 ST THOMAS, VI 00802-0000 CTRY- VI		HOME: [REDACTED] WORK:
Name: GRATITUDE AMERICA, LTD	SSN: [REDACTED] ID Type: No.	
Name:	SSN: ID Type: No.	
Name:	SSN: ID Type: No.	
Name:	SSN: ID Type: No.	

I/We hereby acknowledge having received the Deposit Account Agreement, the First BanCorp Information Sharing and Privacy Policy, and the product rates and fees.

Prepared by: EUDEAN VIDAL
Authorized by: 

COMMERCIAL CHECKING ACCT [REDACTED]	Sign. Req. 1	Date: 02/26/2015
9100 HAVENSIGHT PORT OF SALE STE 15 16 ST THOMAS, VI 00802-0000 CTRY- VI		HOME: [REDACTED] WORK:
Name: GRATITUDE AMERICA, LTD	SSN: [REDACTED] ID Type: No.	
Name:	SSN: ID Type: No.	
Name:	SSN: ID Type: No.	
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Prepared by: EUDEAN VIDAL
Authorized by: 

COMMERCIAL CHECKING ACCT [REDACTED]	Sign. Req. 1	Date: 02/26/2015
9100 HAVENSIGHT PORT OF SALE STE 15 16 ST THOMAS, VI 00802-0000 CTRY- VI		HOME: [REDACTED] WORK:
Name: GRATITUDE AMERICA, LTD	SSN: [REDACTED] ID Type: No.	
Name:	SSN: ID Type: No.	
Name:	SSN: ID Type: No.	
Name:	SSN: ID Type: No.	

I/We hereby acknowledge having received the Deposit Account Agreement, the First BanCorp Information Sharing and Privacy Policy, and the product rates and fees.

Prepared by: EUDEAN VIDAL
Authorized by: 

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Account Type: Commercial Checking Account	Account Number: [REDACTED]	Sign. Req. 1 COM	Date: 2/26/15
Address: 9100 Havensight Port of Sale Ste 15-16 St. Thomas, VI 00802			
Name: Gratitude America, LTD	EIN: [REDACTED]		
Name: Darren K Indyke <i>Darren K Indyke</i>	SSN: [REDACTED] ID Type: PP No: [REDACTED]		
Name:	SSN: ID Type: No:		
Name:	SSN: ID Type: No:		
I/We hereby acknowledge having received the Deposit Account Agreement, the First Bancorp Information Sharing and Privacy Policy, and the product rates and fees.		Prepared by: <i>Eudon Vidal</i> Authorized by: <i>[Signature]</i>	

Account Type: Commercial Checking Account	Account Number: [REDACTED]	Sign. Req. 1 COM	Date: 2/26/15
Address: 9100 Havensight Port of Sale Ste 15-16 St. Thomas, VI 00802			
Name: Gratitude America, LTD	EIN: [REDACTED]		
Name: Darren K Indyke <i>Darren K Indyke</i>	SSN: [REDACTED] ID Type: PP No: [REDACTED]		
Name:	SSN: ID Type: No:		
Name:	SSN: ID Type: No:		
I/We hereby acknowledge having received the Deposit Account Agreement, the First Bancorp Information Sharing and Privacy Policy, and the product rates and fees.		Prepared by: <i>Eudon Vidal</i> Authorized by: <i>[Signature]</i>	

Account Type: Commercial Checking Account	Account Number: [REDACTED]	Sign. Req. 1 COM	Date: 2/26/15
Address: 9100 Havensight Port of Sale Ste 15-16 St. Thomas, VI 00802			
Name: Gratitude America, LTD	EIN: [REDACTED]		
Name: Darren K Indyke <i>Darren K Indyke</i>	SSN: [REDACTED] ID Type: PP No: [REDACTED]		
Name:	SSN: ID Type: No:		
Name:	SSN: ID Type: No:		
I/We hereby acknowledge having received the Deposit Account Agreement, the First Bancorp Information Sharing and Privacy Policy, and the product rates and fees.		Prepared by: <i>Eudon Vidal</i> Authorized by: <i>[Signature]</i>	

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Account Type: Commercial Checking Account	Account Number: [REDACTED]	Sign. Req. 1 COM	Date: 2/26/15
Address: 9100 Havensight Port of Sale Ste 15-16 Tel: St. Thomas, VI 00802			
Name: Gratitude America, LTD	EIN: [REDACTED]		
Name: Jeffrey Epstein	SSN: [REDACTED] ID Type: PP No: [REDACTED]		
Name:	SSN: ID Type: No:		
Name:	SSN: ID Type: No:		
I/We hereby acknowledge having received the Deposit Account Agreement, the First Bancorp Information Sharing and Privacy Policy, and the product rates and fees.		Prepared by: Eudon Vidal Authorized by: [Signature]	

Account Type: Commercial Checking Account	Account Number: [REDACTED]	Sign. Req. 1 COM	Date: 2/26/15
Address: 9100 Havensight Port of Sale Ste 15-16 Tel: St. Thomas, VI 00802			
Name: Gratitude America, LTD	EIN: [REDACTED]		
Name: Jeffrey Epstein	SSN: [REDACTED] ID Type: PP No: [REDACTED]		
Name:	SSN: ID Type: No:		
Name:	SSN: ID Type: No:		
I/We hereby acknowledge having received the Deposit Account Agreement, the First Bancorp Information Sharing and Privacy Policy, and the product rates and fees.		Prepared by: Eudon Vidal Authorized by: [Signature]	

Account Type: Commercial Checking Account	Account Number: [REDACTED]	Sign. Req. 1 COM	Date: 2/26/15
Address: 9100 Havensight Port of Sale Ste 15-16 Tel: St. Thomas, VI 00802			
Name: Gratitude America, LTD	EIN: [REDACTED]		
Name: Jeffrey Epstein	SSN: [REDACTED] ID Type: PP No: [REDACTED]		
Name:	SSN: ID Type: No:		
Name:	SSN: ID Type: No:		
I/We hereby acknowledge having received the Deposit Account Agreement, the First Bancorp Information Sharing and Privacy Policy, and the product rates and fees.		Prepared by: Eudon Vidal Authorized by: [Signature]	

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CERTIFICATION OF BENEFICIAL OWNER(S)

The information contained in this Certification is sought pursuant to Section 1020.230 of Title 31 of the United States Code of Federal Regulations (31 CFR 1020.230).

Person opening an account on behalf of a legal entity must provide the following information:

Account # XXXXXXXXXX

1. First Name and title of Natural Person Opening Account JEFFREY		2. Last Name EPSTEIN	3. Middle Initial E
4. Name and type of Legal Entity for Which the Account is Being Opened GRATITUDE AMERICA, LTD.			
4a. Legal Entity Address 6100 Red Hook Quarter B3	4b. City St. Thomas	4c. State USVI	4d. ZIP/Postal Code 00802

SECTION I

(To add additional individuals, see page 3)

Please provide the following information for an individual(s), if any, who, directly or indirectly, through any contract arrangement, understanding, relationship, or otherwise owns 20% or more of the equity interests of the legal entity listed above.

Check here if no individual meets this definition and complete Section II.

5. First Name		6. Last Name		7. M.I.	8. Date of Birth
9. Address			10. City	11. State	12. ZIP/Postal Code
13. Country	14. SSN (U.S. Persons/ Non-U.S. Persons)		15. Identification Number (SSN, Passport Number or other similar Identification number)		
15a. State of Issuance:		15b. Country of Issuance:		16. Ownership %	

NOTE: In lieu of a passport number, Non-U.S. Persons may also provide a Social Security Number, an alien identification card number, or number and country of issuance of any other government-issued document evidencing nationality or residence and bearing a photograph or similar safeguard.

SECTION II

Please provide the following information for an individual with significant responsibility for managing or directing the entity, including, an executive officer or senior manager (e.g., Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Managing Member, General Partner, President, Vice President, Treasurer); or Any other individual who regularly performs similar functions.

17. First Name Jeffrey		18. Last Name Epstein		19. M.I. E	20. Date of Birth 01/20/1953
21. Address 6100 Red Hook Quarter B3		22. City St. Thomas		23. State USVI	24. ZIP/Postal Code 00802
25. Country USA	26. SSN (U.S. Persons/ Non-U.S. Persons)		27. Identification (SSN, Passport Number or other similar Identification number) 54538864		
27a. State of Issuance: USA		27b. Country of Issuance: USA			

NOTE: In lieu of a passport number, Non-U.S. Persons may also provide a Social Security Number, an alien identification card number, or number and country of issuance of any other government-issued document evidencing nationality or residence and bearing a photograph or similar safeguard.

I, **JEFFREY EPSTEIN** (name of person opening account), hereby certify, to the best of my knowledge, that the information provided herein is true and correct. If any of the above mentioned information changes I agree to provide the financial institution written notification of such changes.

Signature: _____

Date: 02/11/2019
(MM/DD/YYYY)

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Page 3 of 5
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Government of
The United States Virgin Islands
-O-
Office of the Lieutenant Governor
Division of Corporations & Trademarks

CERTIFICATE OF GOOD STANDING

To Whom These Presents Shall Come:

I, the undersigned Lieutenant Governor the United States Virgin Islands, do hereby certify that **GRATITUDE AMERICA, LTD.** has filed in the Office of the Lieutenant Governor the requisite annual reports and statements as required by the Virgin Islands Code, and the Rules and Regulations of this Office. In addition, the aforementioned entity has paid all applicable taxes and fees to date, and has a legal existence not having been cancelled or dissolved as far as the records of my office show.

Wherefore, the aforementioned entity is duly formed under the laws of the Virgin Islands of the United States, is duly authorized to transact business, and, is hereby declared to be in good standing as witnessed by my seal below.

Entity Type: Domestic Nonprofit Corporation
Entity Status: Active/In Good Standing
Registration Date: 04/25/2012
Jurisdiction: United States Virgin Islands, United States

Witness my hand and the seal of the Government of the United States Virgin Islands, on this 18th day of October, 2019.



Handwritten signature of Tregenza A. Roach in black ink.

Tregenza A. Roach
Lieutenant Governor
United States Virgin Islands

J. EPSTEIN VIRGIN ISLANDS FOUNDATION, INC.
D/B/A
ENHANCED EDUCATION
(a U.S. Virgin Islands Corporation)

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF TRUSTEES
(in lieu of meeting)

October 21, 2019

Pursuant to Section 67b of Title 13 of the Virgin Islands Code, the undersigned, being all of the members of the Board of Trustees (the "Board") of J. Epstein Virgin Islands Foundation, Inc., a Virgin Islands non-profit corporation d/b/a Enhanced Education (the "Corporation"), do hereby consent and agree to the authorization and adoption of the following resolutions in lieu of a Board meeting:

WHEREAS, prior to his death on August 10, 2019, Jeffrey E. Epstein was a Trustee of the Corporation;

WHEREAS, Mr. Epstein's death has created a vacancy on the Board of Trustees;

WHEREAS, Article V of the Articles of Incorporation of the Corporation, provides that "The number of Trustees constituting the Board of Trustees is three (3).

WHEREAS, Article V, section C provides that "Any vacancy occurring in the Board of Trustees upon the death, resignation, expiration of term of office, or removal of any Trustee... shall be filled by a majority vote of the remaining members of the Board of Trustees then in office under procedures specified in the By-Laws."

WHEREAS, Article III, Section 1 of the Bylaws of the Corporation provides that "Any vacancy occurring in the Board of Trustees upon the death, resignation, expiration of term of office or removal of any Trustee . . . shall be filled . . . by a majority vote of the remaining members of the Board of Trustees then in office."

WHEREAS, the Board has determined that the matters and actions described and provided for herein are desirable for and in the best interest of the Corporation.

NOW, THEREFORE, BE IT:

RESOLVED, that pursuant to Article III, Section 1 of the Bylaws of the Corporation, the Board of Trustees has determined that Richard Kahn shall fill the position on the Board of Trustees made vacant by the death of Jeffrey E. Epstein.

RESOLVED, that pursuant to Article V, Section E of the Bylaws of the Corporation, the following individuals are appointed to the offices set forth adjacent to his or her name, to hold such office until a successor is duly elected and qualified or until his or her earlier death, resignation, or removal as provided in the Bylaws of the Corporation:

President – Darren K. Indyke
Vice-President/Treasurer – Richard Kahn
Secretary – Erika Kellerhals

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AUTHORITY TO CONDUCT BUSINESS, MAINTAIN RECORDS, ETC.

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed, in the name and on behalf of the Corporation, to make, execute and file any application as may be required by the laws of any Territory, State or County in which authority to transact business is sought, setting forth, among other things, the business that the Corporation proposes to do in any of such jurisdictions and designating an agent of the Corporation that may be served with process therein, as may be required by the laws of any of such jurisdictions, with such changes therein as the officer executing the same shall in such officer's absolute and sole discretion approve, the execution thereof by said officer to be conclusive evidence of such approval; and be it further

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to procure all books of account and other materials and supplies necessary or appropriate in connection with maintaining the records and conducting the business of the Corporation, and to pay all expenses and to make full reimbursements for all expenditures made in connection with the organization of the Corporation; and be it further

AUTHORIZATION OF BANK ACCOUNT(S)

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to make, execute, and file any paperwork as may be required by any banking institution with which the Corporation currently does business or maintains accounts in order to ensure that accounts are not restricted in any way, and may open any such additional accounts as the officers deem necessary. All drafts, checks, and notes of the Corporation payable on said accounts shall be made in the name of the Corporation, and signed by any one or more of the officers of the Corporation. Any form of resolution required by any bank or financial institution with which the Corporation does business in accordance with this Resolution and which is within the scope of the matters addressed or authority granted in this Resolution shall be deemed to have been approved by the Board of Trustees of the Corporation as if set forth in full herein. The Secretary of the Corporation shall attach a copy of any such bank resolution to this Consent; and be it further

GENERAL RATIFICATION AND AUTHORIZATION

RESOLVED, that in addition to and without limiting the foregoing, the proper officers of the Corporation be, and each of them hereby is, in the name and on behalf of the Corporation, authorized to take, or cause to be taken, such further action, to pay such fees and expenses, to make such filings or certifications, and to execute and deliver, or cause to be delivered, all such agreements, instruments and documents, in each case, as such officer may deem necessary or appropriate in order to effect the purpose and to carry out the intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be), and any and all actions heretofore taken by the Board of Trustees, the officers, the employees, the agents, or the sole shareholder of the Corporation in connection with the subject of the foregoing recitals and resolutions be, and each of them hereby is, ratified, confirmed and approved in all respects as the act and deed of the Corporation.

The actions taken by this Consent shall have the same force and effect as if taken at a meeting of the Board of Trustees of the Corporation duly called and constituted pursuant to the Bylaws of the Corporation and the laws of the Territory of the U.S. Virgin Islands, and the Secretary of the Corporation shall cause this consent to be filed with the minutes of the meetings of the Board.

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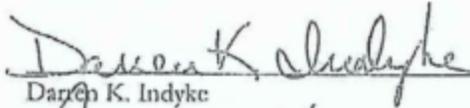
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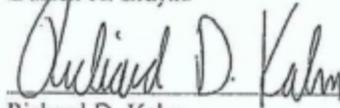
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IN WITNESS WHEREOF, each of the undersigned has executed this Consent for the purpose of giving his consent thereto and approval thereof in accordance with the laws of the Territory of the U.S. Virgin Islands and in respect of the Corporation as of the date first set forth above.

TRUSTEES:



Darren K. Indyke



Richard D. Kahn

Erika Kellethals

GRATITUDE AMERICA, LTD.
(a U.S. Virgin Islands Corporation)

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS
(in lieu of meeting)

October 21, 2019

Pursuant to Section 67b of Title 13 of the Virgin Islands Code, the undersigned, being all of the members of the Board of Directors (the "Board") of Gratitude America, Ltd., a Virgin Islands non-profit corporation (the "Corporation"), do hereby consent and agree to the authorization and adoption of the following resolutions in lieu of a Board meeting:

WHEREAS, prior to his death on August 10, 2019, Jeffrey E. Epstein was a Director of the Corporation;

WHEREAS, Mr. Epstein's death has created a vacancy on the Board of Directors;

WHEREAS, Article VI of the Articles of Incorporation of the Corporation, provides that "[t]he membership of the Board shall be as established by the By-Laws but shall not be fewer than three (3) Directors."

WHEREAS, Article V of the By-Laws, section 7 provides that any vacancy on the Board may be filled by the affirmative vote of a majority of the remaining Director, even if less than a quorum of the Board.

WHEREAS, the Board has determined that the matters and actions described and provided for herein are desirable for and in the best interest of the Corporation.

NOW, THEREFORE, BE IT:

RESOLVED, that pursuant to Article V, Section 7 of the By-Laws of the Corporation, the Board of Directors has determined that Richard Kahn shall fill the position on the Board of Trustees made vacant by the death of Jeffrey E. Epstein.

RESOLVED, that pursuant to Article VI, Section 1 of the By-Laws of the Corporation, the following individuals are appointed to the offices set forth adjacent to his or her name, to hold such office until a successor is duly elected and qualified or until his or her earlier death, resignation, or removal as provided in the Bylaws of the Corporation:

President – Richard Kahn
Treasurer – Darren K. Indyke
Secretary – Erika Kellerhals

AUTHORITY TO CONDUCT BUSINESS, MAINTAIN RECORDS, ETC.

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed, in the name and on behalf of the Corporation, to make, execute and file any application as may be required by the laws of any Territory, State or Country in which authority to transact business is sought, setting forth, among other things, the business that the Corporation proposes to do in any of such jurisdictions and designating an agent of the Corporation that may be served with process therein, as may be required by the

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laws of any of such jurisdictions, with such changes therein as the officer executing the same shall in such officer's absolute and sole discretion approve, the execution thereof by said officer to be conclusive evidence of such approval; and be it further

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to procure all books of account and other materials and supplies necessary or appropriate in connection with maintaining the records and conducting the business of the Corporation, and to pay all expenses and to make full reimbursements for all expenditures made in connection with the organization of the Corporation; and be it further

AUTHORIZATION OF BANK ACCOUNT(S)

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to make, execute, and file any paperwork as may be required by any banking institution with which the Corporation currently does business or maintains accounts in order to ensure that accounts are not restricted in any way, and may open any such additional accounts as the officers deem necessary. All drafts, checks, and notes of the Corporation payable on said accounts shall be made in the name of the Corporation, and signed by any one or more of the officers of the Corporation. Any form of resolution required by any bank or financial institution with which the Corporation does business in accordance with this Resolution and which is within the scope of the matters addressed or authority granted in this Resolution shall be deemed to have been approved by the Board of Trustees of the Corporation as if set forth in full herein. The Secretary of the Corporation shall attach a copy of any such bank resolution to this Consent; and be it further

GENERAL RATIFICATION AND AUTHORIZATION

RESOLVED, that in addition to and without limiting the foregoing, the proper officers of the Corporation be, and each of them hereby is, in the name and on behalf of the Corporation, authorized to take, or cause to be taken, such further action, to pay such fees and expenses, to make such filings or certifications, and to execute and deliver, or cause to be delivered, all such agreements, instruments and documents, in each case, as such officer may deem necessary or appropriate in order to effect the purpose and to carry out the intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be), and any and all actions heretofore taken by the Board of Trustees, the officers, the employees, the agents, or the sole shareholder of the Corporation in connection with the subject of the foregoing recitals and resolutions be, and each of them hereby is, ratified, confirmed and approved in all respects as the act and deed of the Corporation.

The actions taken by this Consent shall have the same force and effect as if taken at a meeting of the Board of Trustees of the Corporation duly called and constituted pursuant to the Bylaws of the Corporation and the laws of the Territory of the U.S. Virgin Islands, and the Secretary of the Corporation shall cause this consent to be filed with the minutes of the meetings of the Board.

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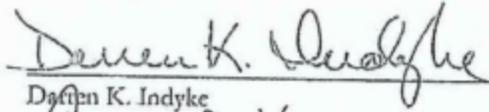
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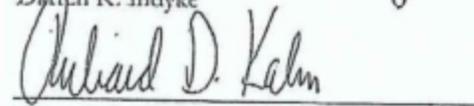
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IN WITNESS WHEREOF, each of the undersigned has executed this Consent for the purpose of giving his consent thereto and approval thereof in accordance with the laws of the Territory of the U.S. Virgin Islands and in respect of the Corporation as of the date first set forth above.

DIRECTORS:



Darren K. Indyke



Richard D. Kahn

Erika Kellethals

**BY-LAWS
OF
GRATITUDE AMERICA, LTD.**

**ARTICLE I
PURPOSE**

The Corporation is organized and operated exclusively for one or more of the purposes specified in §501 (c)(3) of the Internal Revenue Code of 1986 as amended, as applicable to the U.S. Virgin Islands (the "Code") including, but not limited to raising funds for charitable organizations in the U.S. Virgin Islands and to carry out any other activities in the U.S. Virgin Islands that may lawfully be carried out by a U.S. Virgin Islands non-profit corporation incorporated under Chapter 3, Title 13 of the Virgin Islands Code.

The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal taxation under §501 (c)(3) of the Internal Revenue Code.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors or trustees, officers 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 of the Corporation.

The Corporation shall have all powers incident or necessary to carry into effect the objectives set forth above and generally to perform all acts deemed necessary to achieve those objectives and to exercise all powers permitted to corporations organized under the laws of the United States Virgin Islands.

**ARTICLE II
OFFICES**

The Corporation may have such offices as the Board of Directors may require. The initial principal office shall be located at 9100 Havensight, Port of Sale, Suite 15-16, St. Thomas, U.S. Virgin Islands 00802.

**ARTICLE III
MEMBERS**

1. The first members of the corporation shall consist of the members of the original Board of Directors of the Corporation, unless they have resigned or their membership is otherwise terminated.

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2. New members may be admitted with the approval of a majority of the then existing membership. All resolutions relating to the admission of new members adopted by the members of the Corporation shall be affixed to the By-Laws of the Corporation and shall be deemed to be a part thereof. The members may prescribe the amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

3. The Board of Directors may cause to be issued to the members, certificates, cards or other instruments permitted by law evidencing membership in the Corporation. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card or other instrument. Membership certificates, cards or other instruments, if issued, shall bear the signatures or facsimile signatures of an officer or officers designated by the Board of Directors and may bear the seal of the Corporation or a facsimile thereof.

ARTICLE IV
MEETING OF MEMBERS

1. ANNUAL MEETING. An annual meeting of the membership shall be held on the third Thursday in the month of November in each year beginning with the year 2012. The Board of Directors shall determine the time and place of the meeting and may change the date to avoid legal holidays. The meeting will be for the purpose of holding elections and for the transaction of such other business as may come before the meeting.

2. SPECIAL MEETINGS. Special Meetings of the members may be called by the President or the Board of Directors.

3. NOTICE OF MEETINGS. Written notice shall be mailed to each member, not less than 10 days nor more than 60 days before the date set for the annual meeting and not less than 10 days before the date of any special meeting.

Such notice shall state the place, day and hour of the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the holding of elections and for the transaction of such other business as may

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4. SPECIAL MEETINGS. Any two Directors may call for special meetings of the Board and fix the time and place for said meetings.

5. NOTICE. Directors shall be notified of any special meeting by advance notice in writing which shall be sent by mail or personally delivered at least seven days before the time set for the meeting. The notices may be sent to the addresses as shown on the records of the Corporation. Lack of notice is waived by written waiver or attendance at the meeting without protest.

6. QUORUM. A majority of the Directors must be present in order to conduct business. However, a majority of those present may adjourn the meeting from time to time without further notice.

7. VACANCIES. Any vacancy on the Board may be filled by the affirmative vote of a majority of the remaining Directors, even if less than a quorum of the Board. A trustee so elected to fill a vacancy shall complete the unexpired term of his or her predecessor in office.

If additional Directors are to be elected to increase the size of the Board, this shall be done by election at the annual meeting of the membership.

8. COMPENSATION. The Board may provide that a salary or other compensation be paid to any trustee or other employee for his or her services. The Board may also provide by resolution that any corporate agent be indemnified for expenses and costs, including legal fees which were necessarily incurred in connection with any claim asserted against him or her by reason of his or her being or having been a corporate agent. However, no indemnification shall be allowed if the trustee was guilty of misconduct regarding the matter in which indemnity is sought.

9. REMOVAL. The Board of Directors may remove any director or officer at any time if, in its judgment, the best interests of the Corporation would be served thereby.

ARTICLE VI OFFICERS

1. OFFICERS. The officers of the Corporation shall be as follows:

- ♦ President Jeffrey E. Epstein

- ♦ Secretary Erika A. Kellerhals

properly come before the meeting. Notices of Special Meetings shall state the purpose or purposes for which the meeting is called.

Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned.

4. QUORUM. Two-thirds (2/3) of the membership must be present at any membership meeting before business may be conducted. However, if a quorum is not present, a majority of the members present at the meeting may adjourn the meeting from time to time without further notice.

5. VOTING. At all meetings, except for the election of Directors, the membership will vote by a showing of hands. Written ballots will be used for all elections. Except as otherwise set forth in these By-Laws, all action requiring the vote of the members, including the election of members of the Board of Directors, must be approved by majority vote of the members attending a meeting at which a quorum is present. Any member may vote by written proxy

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ARTICLE V
BOARD OF DIRECTORS

1. GENERAL POWERS. The affairs of the Corporation shall be managed by its Board of Directors. Directors do not need to be members of the Corporation or residents of the territory of incorporation. The Initial Board of Directors Shall be: President Jeffrey E. Epstein, Treasurer Damen Indyke, and Secretary Erika A. Kellerhals.

2. BOARD MEMBERS. The number of Directors shall not be less than three. Each director shall hold office until his or her successor is elected at the annual meeting of the membership, and duly qualified, subject to earlier termination by removal or resignation. The Board shall consist of all officers along with such other trustee positions as determined by the membership at their annual meeting.

3. REGULAR MEETINGS. The Board of Directors shall hold their annual meeting immediately after, and at the same place as the annual meeting of members. The Board may provide by resolution for additional regular meetings to be held without notice except as provided by the resolution itself.

♦ Treasurer Darren Indyke

Any two or more offices may be held by the same person except the offices of President and Secretary.

2. **TERM.** The initial officers shall be elected by the Board of Directors at their initial organizational meeting. Thereafter, the officers shall be elected annually by the Board of Directors at their annual meeting. Vacancies may be filled at any meeting of the Board of Directors. Each officer shall remain in office until his or her successor is elected and qualified, subject to earlier termination by removal or resignation.

3. **PRESIDENT.** The President shall be the principal officer of the Corporation and shall supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the membership and the Board of Directors. He or she shall have all such powers as may reasonably be construed as belonging to the chief executive of a non-profit corporation.

4. **SECRETARY.** The Secretary shall keep the minutes and records of the Corporation in appropriate books, see that all notices are given in accordance with these By-Laws or as provided by law, keep the seal of the Corporation and affix same to corporate documents, keep a list of all members and their mailing addresses and, in general, perform all duties incidental to the office of Secretary and such other duties as may be assigned by the President or the Board of Directors.

5. **TREASURER.** The Treasurer shall have charge and custody of and be responsible for all funds of the Corporation, and, in general, perform all duties incidental to the office of Treasurer and other duties as may be assigned by the President or the Board of Directors.

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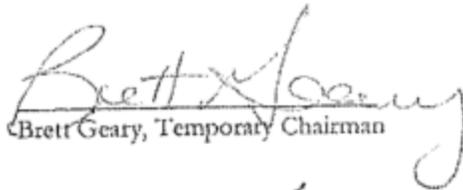
ARTICLE VII
COMMITTEES

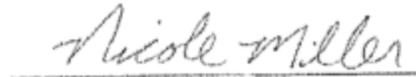
1. **COMMITTEES.** The Board of Directors may, by resolution of a majority of the Board, establish committees of two or more Directors to conduct the management of the Corporation. Other committees shall be established consisting of members of the Corporation, but may not exercise the authority of the Board of Directors in the management of the Corporation. All committees shall function in accordance with the rules and procedures established by the Board of Directors.

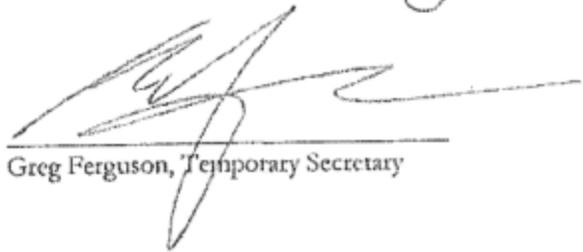
ARTICLE IX
AMENDMENTS

These By-Laws may be amended or repealed by an affirmative vote of at least two-thirds (2/3) of all members.

Adopted this 10th day of April, 2012


Brett Geary, Temporary Chairman


Nicole Miller, Temporary Treasurer


Greg Ferguson, Temporary Secretary

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GRATITUDE AMERICA, LTD.
(a U.S. Virgin Islands Corporation)

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS
(in lieu of meeting)

October 21, 2019

Pursuant to Section 67b of Title 13 of the Virgin Islands Code, the undersigned, being all of the members of the Board of Directors (the "Board") of Gratitude America, Ltd. (the "Corporation"), do hereby consent and agree to the authorization and adoption of the following resolutions in lieu of a Board meeting:

WHEREAS, prior to August 10, 2019, Jeffrey E. Epstein, Darren K. Indyke and Erika A. Kellerhals were the Directors of the Corporation;

WHEREAS, Mr. Epstein passed away on August 10, 2019 and his death created a vacancy on the Board of Directors;

WHEREAS, Article VI of the Articles of Incorporation of the Corporation, provides that "[t]he membership of the Board shall be as established by the By-laws but shall not be fewer than three (3) Directors."

WHEREAS, Article V, section 7 of the By-Laws provides that "[a]ny vacancy on the Board may be filled by the affirmative vote of a majority vote of the remaining Directors, even if less than a quorum of the Board."

NOW, THEREFORE, BE IT:

RESOLVED, that pursuant to Article V, Section 7 of the By-Laws of the Corporation, the Board of Directors has determined that Richard D. Kahn shall fill the position on the Board of Directors made vacant by the death of Jeffrey E. Epstein.

RESOLVED, that pursuant to Article VI, Section 1 of the By-Laws of the Corporation, the following individuals are appointed to the offices set forth adjacent to his or her name, to hold such office until a successor is duly elected and qualified or until his or her earlier death, resignation, or removal as provided in the Bylaws of the Corporation:

President – Richard D. Kahn
Vice-President/Treasurer – Darren Indyke
Secretary – Erika Kellerhals

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IN WITNESS WHEREOF, each of the undersigned has executed this Consent for the purpose of giving his consent thereto and approval thereof in accordance with the laws of the Territory of the U.S. Virgin Islands and in respect of the Corporation as of the date first set forth above.

DIRECTORS:



Richard D. Kahn



Darren K. Indyke



Erika Kellerhals

GRATITUDE AMERICA, LTD.
(a U.S. Virgin Islands Corporation)

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS
(in lieu of meeting)

October 21, 2019

Pursuant to Section 67b of Title 13 of the Virgin Islands Code, the undersigned, being all of the members of the Board of Directors (the "Board") of Gratitude America, Ltd. (the "Corporation"), do hereby consent and agree to the authorization and adoption of the following resolutions in lieu of a Board meeting:

WHEREAS, prior to his death on August 10, 2019, Jeffrey E. Epstein was a Director of the Corporation;

WHEREAS, Mr. Epstein's death created a vacancy on the Board of Directors which has been filled in accordance with the provisions of the Corporation's Articles of Incorporation and Bylaws by the unanimous written consent of the remaining Directors;

WHEREAS, following the appointment of Richard D. Kahn as a Director of the Corporation, the Board has determined that the matters and actions described and provided for herein are desirable for and in the best interest of the Corporation.

NOW, THEREFORE, BE IT:

AUTHORITY TO CONDUCT BUSINESS, MAINTAIN RECORDS, ETC.

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed, in the name and on behalf of the Corporation, to make, execute and file any application as may be required by the laws of any Territory, State or Country in which authority to transact business is sought, setting forth, among other things, the business that the Corporation proposes to do in any of such jurisdictions and designating an agent of the Corporation that may be served with process therein, as may be required by the laws of any of such jurisdictions, with such changes therein as the officer executing the same shall in such officer's absolute and sole discretion approve, the execution thereof by said officer to be conclusive evidence of such approval; and be it further

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to procure all books of account and other materials and supplies necessary or appropriate in connection with maintaining the records and conducting the business of the Corporation, and to pay all expenses and to make full reimbursements for all expenditures made in connection with the organization of the Corporation; and be it further

AUTHORIZATION OF BANK ACCOUNT(S)

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to make, execute, and file any paperwork as may be required by any banking institution with which the Corporation currently does business or maintains accounts in order to ensure that accounts are not restricted in any way, and may open any such additional accounts as the officers deem necessary. All drafts, checks, and notes of the Corporation payable on said accounts shall be made in the name of the Corporation, and signed by any one or more of the officers of the Corporation. Any form of resolution required by any bank or financial institution with which the Corporation does business in

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accordance with this Resolution and which is within the scope of the matters addressed or authority granted in this Resolution shall be deemed to have been approved by the Board of Directors of the Corporation as if set forth in full herein. The Secretary of the Corporation shall attach a copy of any such bank resolution to this Consent; and be it further

GENERAL RATIFICATION AND AUTHORIZATION

RESOLVED, that in addition to and without limiting the foregoing, the proper officers of the Corporation be, and each of them hereby is, in the name and on behalf of the Corporation, authorized to take, or cause to be taken, such further action, to pay such fees and expenses, to make such filings or certifications, and to execute and deliver, or cause to be delivered, all such agreements, instruments and documents, in each case, as such officer may deem necessary or appropriate in order to effect the purpose and to carry out the intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be), and any and all actions heretofore taken by the Board of Directors, the officers, the employees, the agents, or the sole shareholder of the Corporation in connection with the subject of the foregoing recitals and resolutions be, and each of them hereby is, ratified, confirmed and approved in all respects as the act and deed of the Corporation.

The actions taken by this Consent shall have the same force and effect as if taken at a meeting of the Board of Directors of the Corporation duly called and consulted pursuant to the Bylaws of the Corporation and the laws of the Territory of the U.S. Virgin Islands, and the Secretary of the Corporation shall cause this consent to be filed with the minutes of the meetings of the Board.

IN WITNESS WHEREOF, each of the undersigned has executed this Consent for the purpose of giving his consent thereto and approval thereof in accordance with the laws of the Territory of the U.S. Virgin Islands and in respect of the Corporation as of the date first set forth above.

DIRECTORS:



Darren K. Indyke



Richard D. Kalu



Erika Kellerhals