

**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 the 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



**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.

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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.

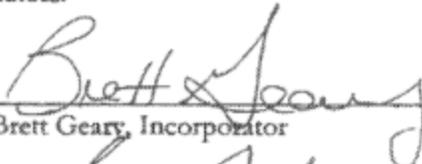
Subject to resolution or written instrument of consent of the Corporation's Directors, the highest amount of indebtedness to which the Corporation shall be at any time subjected shall be Two Hundred and Fifty Thousand Dollars (\$250,000.00).

**ARTICLE XIII
INDEMNIFICATION**

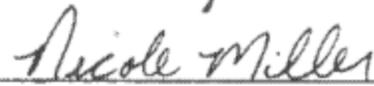
Any person made a party to any action, suit, or proceeding, by reason of the fact that he or she is or was an officer, director, or employee of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him 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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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 do hereby acknowledged to me that they executed the same for the purposes therein contained.

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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