

ARTICLE 11

MISCELLANEOUS

11.1 Binding Agreement. Subject to the restrictions on transfers and encumbrances set forth herein, this Agreement shall inure to the benefit of and be binding upon the parties hereto and their respective heirs, executors, legal representatives, successors and permitted assigns. Whenever in this instrument a reference to any party or Member is made, such reference shall be deemed to include a reference to the heirs, executors, legal representatives, successors and permitted assigns of each Member.

11.2 Counterparts. This Agreement may be executed in several counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument. In addition, this Agreement may contain more than one counterpart of the signature pages and this Agreement may be executed by the affixing of the signatures of each of the Members to one of such counterpart signature pages; all of such signature pages shall be read as though, and this Agreement shall have the same force and effect as though, all of the signers had signed a single signature page.

11.3 Effect of Consent or Waiver. No consent or waiver by any party hereto to or of any breach or default by any other party hereto in the performance by such other party hereto of its, his or her obligations hereunder shall be effective unless in writing, and signed by the party hereto against whom such waiver is sought to be enforced, and no such consent or waiver shall be deemed or construed to be a consent or waiver to or of any other breach or default by such other party hereto in the performance by such other party hereto of the same or any other obligations of such party hereto hereunder. Failure on the part of any party hereto to object to or complain of any act or failure to act of any of the other parties hereto or to declare any of the other parties hereto in default, regardless of how long such failure continues, shall not constitute a waiver by any such party hereto of its, his or her rights hereunder.

11.4 Enforceability. If any provision of this Agreement or the application thereof to any Person or circumstances shall be invalid or unenforceable to any extent, the remainder of this Agreement and the application of such provisions to other Persons or circumstances shall not be affected thereby and shall be enforced to the greatest extent permitted by law.

11.5 Entire Agreement. This Agreement contains all of the terms agreed upon by the parties hereto with respect to the subject matter hereof, and supersedes all prior agreements, arrangements and communications between the parties dealing with the Membership Interests, whether oral or written.

11.6 Governing Law; Jurisdiction. In all respects, including all matters of construction, validity and performance, the Agreement and the obligations arising hereunder shall be governed by, and construed and enforced in accordance with, the laws of the United States Virgin Islands, applicable to contracts made and performed