
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.

Physical Address:
Port of Sale

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.

physical address is 9100 Havensight, Port of Sale, Suite 15-16, St Thomas, U.S. Virgin Islands 00802.

ARTICLE III

OBJECT. PURPOSES AND POWERS

Object:

1. To support the expression of gratitude for the ideals of America.

2. 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.

3. 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 1:

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.

The Corporation is organized and operated exclusively for one or

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.

Section 2:

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 not 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 (c) of the

Code, and from making any taxable expenditures (as defined in section 4945 (c) of the

Code, and from making any taxable expenditures (as defined in section 4945 (c) of the

Internal Revenue Code).

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Section 5; Upon the dissolution of the Corporation, its assets re^aini^ aSef payment, or provision for payment of all debts and liabilities of the Corpor^bn, Sail W f'

distributed for one or more exempt purposes within the meaning of Section 30^c)(2D^f o

Code (or corresponding section of any ^ture Federal tax code) or shall be distrfAited to

federal gpvemment, or to a state or local government, for a public pu^ost^Sud^ ^

distribution shall be made in accordance with all applicable provisions of the lau'^f t^U.SB

Virgin Islands. ""

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Section 6:

However, if the named recipient is not then in Kcistcncce or no longer a qualified distributee, or unwiUing 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 Intemal 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

Coiporation shall be perpetual.

ARTICLE V

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INCORPORATORS

The mme\$ and addresses of the persons fonning the Coipotadon ace as follows:

2-1 IB St. Joseph & Rosendahl, St Thomas, USVl

31-B Estate Peterboig, St Thomas, USVI

6EF Estate Hull, St. Thomas USVl

Brett Geary

Gr^ Ferguson

Nicole Millet

ARTICLE VI

MANAGEMENT

The management of the Corporation shall be vested in a Board of Directors and its

officers. The membership of the B<md of Directors shall be as established by the By-Laws,

but shall not be fewer than three (3) directors. The Incorporators shall appoint die first

members of the Board of Elircctors, who are as follows;

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

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The first Board of Directors shall serve for terms of one (1) year. The By^s
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the terms of and requirements for Directors thereafter. ^ •

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Officers shall serve for terms of one (1) year. The following officers shall^
officers of the Corporation; President Jeffrey E. Epstein; Treasurer £>arren
Indj4fr, Sa^ta^

F.fika A. Kellerhals. ,

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

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 property 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

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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, necessarily incurred by him in connection with the defense of such action or proceedings, or in connection with any appeal therein, except in relation to any action or proceeding, or in connection with any appeal therein, 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 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.

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Brett Geater, Incorporator
/s/ Brett Geater
/s/ Nicole Miller, Incorporator

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ACKNOWLEDGEMENT

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TERRITORY OF THE U.S. \1RGIN ISUVNDS
DISTRICT OF ST. THOMAS/ST. JOHN

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On this the i day of April, 2012, before me personally came and appeared
Brel¥^Gc'aTy, ^
Greg Ferguson, and Nicole Miller, to me known and known to me to be the
inmvidi^ rn
named in and who executed die forgoing Articles of Incorporation and
acknowledged to me that they executed the same for the purposes therein
contained, r0

IN WITNESS WHEREOF, I have hereunto set my hand and official seal
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Notary Public
My Commission Expire:
EtIkaA Kelteitials
NOTARY PUBLIC LNP 013-10
Commission Expires 05/02/2014
Territoiy of the U.S. Virgin Islands
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