

ARTICLES OF ORGANIZATION  
OF COMPANY.  
SOUTHERN FINANCIAL, LLC

I, the undersigned natural person of the age of eighteen years or more, acting as organizer of a limited liability company under the Uniform Limited Liability Company Act, Chapter 15, Title 13, Virgin Islands Code ("Uniform Limited Liability Company Act"), do hereby adopt the following Articles of Organization for such limited liability company:

ARTICLE ONE  
NAME, ADDRESS AND PRINCIPAL OFFICE

Name and Address

The name and address of the limited liability company shall be Southern Financial, LLC (the "Company"); 9100 Port of Sale Mall, Suite 15, St. Thomas, U.S. Virgin Islands 00802. The physical address and mailing address of the Company are the same.

Principal

The principal office and permanent address for the transaction of business of the Company shall be the address stated in Paragraph 1 of these Articles as the physical address of the Company.

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Resident Agent and  
Principal

The mailing address of the Company's initial designated office is 9100 Port of Sale Mall, Suite 15, St. Thomas, U.S. Virgin Islands 00802.

The physical address of the Company's initial designated office is 9100 Port of Sale Suite 15, St. Thomas, U.S. Virgin Islands 00802.

The name of its initial resident agent at such address is Business Basics VI, LLC.

The business address of the resident agent and the address of the designated office are identical.

ARTICLE TWO  
PURPOSE

The purpose for which the Company is organized is to engage in any and all lawful business for which a limited liability company may be organized under the Uniform Limited Company Act and the other laws of the U.S. Virgin Islands.

The foregoing paragraph shall be construed as enumerating both objects and purposes of this Company, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Company otherwise permitted by law.

ARTICLE THREE  
DURATION AND CONTINUITY

The period of duration of this Company shall be perpetual. No member shall have the power to dissolve the Company by his or her independent act of any kind.

ARTICLE FOUR

ORGANIZER

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The name and address of the organizer of this Company is:

Greg J. Ferguson  
Mall, r, Suite ff.:)1 St.

Mailing Address: 9100 Port of Sale  
Thomas, U.S. Virgin Islands 00802

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Mall, -Suite\_-:21.5' ' St.

Physical Address: 9100 Port of Sale  
Thomas, U.S. Virgin Islands 00802 :

ARTICLE

FIVE

IL)  
MANAGEMENT

The Company shall be manager-managed. The initial manager of the Company shall be Jeffrey Epstein. The physical and mailing address of the initial manager of the Company is 9100 Port of Sale Mall, Suite 15, St. Thomas, U.S. Virgin Islands 00802.

ARTICLE SIX  
CAPITAL

The Company shall begin business with capital in the amount of One Thousand United States Dollars (US \$1,000.00).

ARTICLE SEVEN  
LIMITATION OF LIABILITY

No manager of the Company shall be liable to the Company or its members for monetary

damages for an act or an omission in such manager's capacity as a member, except for liability of a manager for (i) a breach of a manager's duty of loyalty to the Company or its members, (ii) an act or omission, not in good faith, that constitutes a breach of duty of a manager to the Company or an act or omission that involves intentional misconduct or a knowing violation of

the law, (iii) a transaction from which a manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the manager's position, or (iv) an act or omission for which the liability of a manager is expressly provided for by an applicable

statute. If the Uniform Limited Liability Company Act or other applicable law is amended to authorize action further eliminating or limiting the liability of managers, then the liability of any manager of the Company shall be eliminated or limited to the fullest extent permitted by the

Uniform Limited Liability Company Act or other applicable law, as so amended.

Any repeal or modification of the foregoing paragraph by the members shall not adversely affect any right or protection of any manager existing at the time of such repeal or modification.

ARTICLE EIGHT  
MEMBER LIABILITY

No member of the Company shall be liable for the debts and obligations of the Company under Section 1303, Subsection (c) of the Uniform Limited Liability Company Act.

ARTICLE NINE  
SEVERABILITY

If any phrase, clause, sentence, paragraph, or provision of these Articles of organization is held to be void or illegal, then it shall not impair or affect the balance of these Articles, and the undersigned Organizer of the Company does hereby declare that he has executed the balance of these Articles without such void or illegal provisions.

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[signature page follows]

IN WITNESS WHEREOF, the undersigned person has hereunto set his hand as  
Organizer of the  
Company this 25th day of February, 2013.

/Greg I. Ferguson

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IN THE TERRITORY OF THE UNITED STATES VIRGIN ISLANDS , ,

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7.:)

UNITED STATES OF AMERICA ).,3

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BEFORE ME, the undersigned authority, on this 25th day of February; 20.13,

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appeared Greg J. Ferguson, who, being by me first duly sworn, declared that his i\* rson

who signed the foregoing document as the Organizer of the Company

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contained in these Articles of Organization are

true. .' .

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for the Territory of the United

Notary Public in ai\d

States Virgin Islands

My commission expires:

Brett A. GtIlry

Notary l'ublic NP-124-11

St. lburnas Si. John. USVI

My Commission Expires: 12ccinlacr 21, 2015

Corp No. 583164

GOVERNMENT OF  
THE VIRGIN ISLANDS OF THE UNITED STATES  
Ø  
CHARLOTTE AMALIE, ST. THOMAS, VI 00802

CERTIFICATE OF EXISTENCE

GREGORY R. FRANCIS, Lieutenant Governor of the Virgin Islands do hereby certify that I am, by virtue of the laws of the Virgin Islands, the custodian of the corporate records and the proper officer to execute this certificate.

I further certify that the records of this office disclose that

SOUTHERN FINANCIAL, LLC

Limited Liability Company

was duly registered -to conduct business in the Territory on 'February 25, 2013 and has a legal existence as a Limited.Liability Company so far as the records of this office show.

Witness my hand and the seal of the Government of the Virgin Islands of the United States, at Charlotte Amalie, St.

Thomas, this 27th day of February, 2013.

GREGORY. R. FRANCIS  
Lieutenant Governor of the Virgin Islands

FORM - RACA12

THE UNITED

LIEUTENANT GOVERNOR  
CORPORATIONS AND TRADEMARKS

OFFICE OF THE  
DIVISION OF

RESIDENT AGENT FORM

CONSENT OF AGENT FOR SERVICE OF PROCESS

This writing witnesseth that I. the undersigned Bus 'Hss Basics VI, LLC

having been designated by Southern Firiancai. LLC

as resident agent of said company, upon whom service of process may be made  
in all suits

arising against said company in the Courts of. the Lined States Virgin  
Islands, do hereby consent

to act as such agent and that service of process may be made upon me in  
accordance with

EFTA01481208

Title 13, Virgin Islands Code,

IN WITNESS WHEREOF, I have hereunto set my signature this day  
of

25th

2013

I DECLARE, UNDER PENALTY OF PERJURY, UNDER THE LAWS OF THE UNITED STATES  
VIRGIN ISLANDS, THAT ALL STATEMENTS CONTAINED IN THE ACCOMPANYING  
DOCUMENTS, ARE TRUE AND CORRECT. WITH FULL KNOWLEDGE THAT ALL  
STATEMENTS MADE IN MY APPLICATION ARE SUBJECT TO THE PROVISIONS OF THE  
ACT AND THAT ANY FALSE OR DISHONEST ANSWER TO ANY QUESTION MAY BE GROUNDS FOR  
DENIAL OR SUBSEQUENT REVOCATION OF REGISTRATION. CLI

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SIGNATURE OF RIDENIDA

DAYTIME CONTACT NUMBER

340.779.2564 i rr 1

MAILING ADDRESS

of Sale Mall, Ste 15, St. Thomas, \54;00802

91.00 Port

PHYSICAL ADDRESS

of Sale Mall, Ste 15, St. Thomas, VI 00802

.9100 Port

EMAIL ADDRESS



NOTARY ACKNOWLEDGEMENT

Subscribed and sworn to before me  
this

of

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Brett A.  
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Notary

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St. Thomas I

Si. John.  
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My Commission Elpitcs:

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Submitted By: MARIA R ONOYA (U206900)  
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