

LT. GOVERNOR'S OFFICE
ADMINISTRATION

ARTICLES OF INCORPORATION -- NON PROFIT CORPORATION
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ST. CROIX ENVIRONMENTAL ASSOCIATION, INC.

RECEIVED

Article 1 -- Corporate Name

The name of the corporation shall be St. Croix Environmental Association, Inc.

Article 2 -- Purpose

This corporation is formed for all purposes permitted by law including, without limitation, to promote environmental awareness through education and advocacy.

Article 3 -- Corporate Address

The principal office of the corporation shall be 2111 Company Street, Christiansted, St. Croix, USVI.

Article 4 -- Agent for Service of Process

The resident agent for service of process shall be Robin Freeman, 2111 Company Street, Christiansted, St. Croix, USVI.

Article 5 -- Time of Commencement

The corporation shall commence on September 1, 1993 and shall have perpetual duration.

Article 6 -- Indebtedness

The corporation may not incur debt or liability in excess of three million dollars.

Article 7 -- Directors

The corporation shall be managed by a board or directors consisting of no less than 8 residents and no more than 15 residents of the U.S. Virgin Islands. Directors must be members of the organization at the time of their election or selection. Directors shall serve for three-year staggered terms, with one-third of the board elected each year at the annual meeting in November. Directors shall be elected by a majority of votes cast at the annual meeting

The original board members shall be selected by a vote of the general membership of the unincorporated association known as the St. Croix Environmental Association to be held in November 1993. The original directors shall serve varying terms of one to three years so as to ensure a staggered term of directors in each successive year. Immediately after the election of the original board of directors in November 1993, the terms of those

directors of the original board shall be chosen by lot to ensure that in future elections, one-third of the board shall be up for re-election.

Article 8 -- Officers

The board of directors may select, by a majority vote of the directors, an executive committee or an executive branch, as it deems necessary, to conduct the day to day business of the corporation. If the board chooses an executive branch, the executive branch shall consist of a president, vice president (optional), secretary, and treasurer.

Article 9 -- Annual Meeting

The annual meeting shall be held in the final calendar quarter of the year, with every attempt made to hold such meeting in November.

Article 10 -- Special Meetings

Special meetings of the members for any purpose may be called by the Board of Directors and shall be called at the request of 10% of the members entitled to vote at the meeting.

Article 11 -- Membership

Members of the organization may be either individuals, families, or organizations. Members may subscribe to the aims and objectives of the Organization by signing an appropriate application and paying the necessary dues. Annual dues shall be set by the Board of Directors.

Dues are payable upon joining the Organization and annually thereafter. Dues are not refundable except by a vote of the Board of Directors. Membership terminates if dues are ninety days in arrears, but membership may be reinstated upon payment of accrued dues. Resignation obviates further accrual of dues. Any membership may be cancelled by a vote of two-thirds of the Board of Directors at a regular or special meeting of the Board of Directors, provided that notice of the meeting carries advice that such action is contemplated and the member has an opportunity to be heard.

Membership shall not be denied on the basis of race, color, religion, sex, handicap, age, family status, national origin or sexual orientation.

Article 12 -- Elections

At any vote of the membership, members shall be permitted to vote by mail, provided that ballots must be received by the Organization at the time set by the notice of the election; by written proxy held by another member, or in person.

Article 13 -- Incorporators

The incorporators of the corporation and their resident addresses shall be:

Carol Cramer-Burke
6 Estate Jolly Hill
Frederiksted, USVI

Robin Freeman
Plot 22
Cathrine's Hope
Teague Bay, USVI 00820

Pam Nielsen
21 Bugby Hole
Christiansted, USVI

Article 14 -- Dissolution

Upon dissolution of the corporation, the corporation's assets shall be distributed for an exempt purpose or for public use in accordance with the provisions of §501(c)(3) of the Internal Revenue Code of 1954 as amended and the regulations issued thereunder.

Article 15 -- Amendment

These articles may be amended by a 75% vote of the board of directors or a two-thirds vote of the membership of the Organization. If the articles are amended by vote of the board of directors, such amendment shall be in effect until the next annual meeting, at which time it shall be placed upon the ballot for decision by the membership. If two-thirds of the membership does not approve such amendment at the annual meeting, the amendment shall have no further force and effect and the board shall be restricted from reinstating such an amendment absent a unanimous vote of the board.

Article 16 -- By-Laws

The initial by-laws shall be adopted by the original Board of Directors after their election. After such adoption, the by-laws shall be amended only by a majority vote of either the membership or the board of directors; provided, however, that any amendment of the by-laws by the board of directors shall be in effect until the next annual meeting, at which time it shall be placed upon the ballot for decision by the membership. If a majority of the membership does not approve such amendment at the annual meeting, the amendment shall have no further force and effect and the board shall be restricted from reinstating such an amendment absent a 75% vote of the board.

Article 17 -- Recognition of Prior Contributors

The Organization recognizes the contribution of members of the association known as the Saint Croix Environmental Association and acknowledges the original members of such organization as charter members of the Saint Croix Environmental Association, Inc. Moreover, the Organization recognizes those lifetime members of the Saint Croix Environmental Association as lifetime members of the Saint Croix Environmental Association, Inc.

Article 18 -- Successor to St. Croix Environmental Association

The Organization shall assume the rights and liabilities of the unincorporated association doing business as "St. Croix Environmental Association" and shall be a chapter of the Virgin Islands Conservation Society, Inc.

Article 19 -- Conflict of Interest

No contract or other transaction between the Organization and one or more of its directors, or between the Organization and any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers, or have a substantial financial interest, shall be approved by a vote of the board of directors if such director(s) is (are) present at the meeting of the board that authorizes such contract or transaction, or his or her votes are counted for such purpose, unless:

(a) Votes of Board of Directors

The material facts as to such board member's interest in such contract or transaction are known or disclosed to the board, and the board authorizes such contract or transaction by unanimous written consent, provided at least one board member so consenting is disinterested, or by a majority vote without counting the vote or votes of such interested board members even

though the disinterested board members are less than a quorum; or

(b) Votes of General Membership

the material facts as to such board member's interest in such contract or transaction or other common interest are disclosed in good faith or are known to the members entitled to vote thereon, if any, and such contract or transaction is authorized by a majority vote of such members.

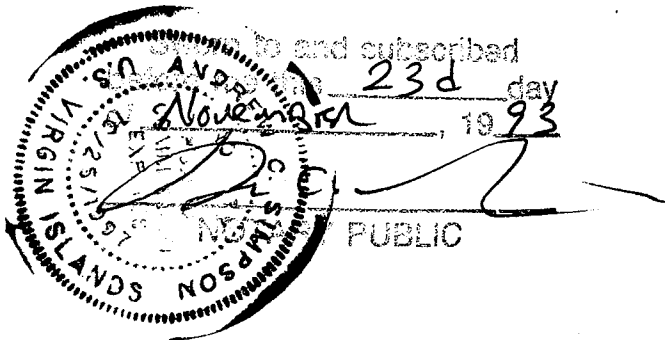
Any conflict of interest shall be fully and immediately disclosed to the Board of Directors.

Witness our hand and seal this 23 day of November, 1993.

Carol Cramer-Burke
Carol Cramer-Burke


Pam Nielsen
Pam Nielsen

Robin Freeman
Robin Freeman



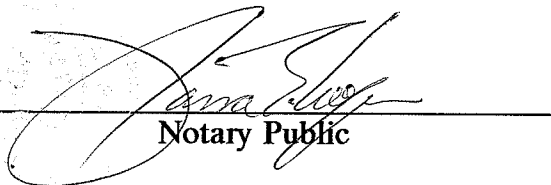
Certificate of First Amendment to Articles of Incorporation
St. Croix Environmental Association
Adopted March 15, 1994
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Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future federal tax code).



Andrew C. Simpson
Chairman of the Board
St. Croix Environmental Association, Inc.

SUBSCRIBED AND SWORN TO before me
this 18th day of March, 1994



Notary Public