

CERTIFICATION
Certified to be a true and correct copy
Vargrave Richards
VARGRAVE A. RICHARDS
Lieutenant Governor

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
ST. THOMAS HISTORICAL TRUST, INC.

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ST. THOMAS HISTORICAL TRUST, INC., a non-profit corporation duly organized and existing under and by virtue of the Nonprofit Corporation Law of the U.S. Virgin Islands. DOES HEREBY CERTIFY that the following resolution amending the Articles of Incorporation of the Corporation has been duly adopted in accordance with the provisions of Title 13, Virgin Islands Code. Section 492(b):

RESOLVED, that the following language is hereby added as Paragraph (e) of Article III of the Articles of Incorporation of the Corporation:

e. the Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or a corresponding section of any future federal tax code. This paragraph (e) acts as a limitation on the purposes enumerated in the foregoing paragraphs (a)-(d).

RESOLVED, that Articles VI and VII of the Articles of Incorporation of the Corporation are deleted in their entirety and replaced with the following:

ARTICLE VI

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 set forth in the Article III (e) above. 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 any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or a corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or a corresponding section of any future federal tax code.

ARTICLES OF INCORPORATION

of

ST. THOMAS HISTORICAL TRUST

RECEIVED
OFFICE
OF THE
COMMISSIONER
SECRETARY

1965 DEC 8 AM 11 3

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This is to certify that we, the undersigned, desire to and hereby do associate ourselves to incorporate an organization under the provisions of and subject to the requirements of the U. S. Virgin Islands Code and by these Articles of Incorporation, do set forth as follows:

FIRST: The name of the corporation shall be ST. THOMAS HISTORICAL TRUST;

SECOND: The initial registered office of this corporation shall be at No. 72 Kronprindsens Gade and Quarter, Charlotte Amalie, St. Thomas, Virgin Islands of the United States of America;

THIRD: The purposes of the corporation shall be:

a. To preserve and maintain the historical buildings of St. Thomas and St. John; to preserve their early dignity and beauty as nearly as may be feasible; to preserve and improve their surroundings; to encourage further cultural and educational programs on the islands of St. Thomas and St. John;

b. To receive and administer funds and properties of all kinds for the above purposes, and to that end to take and hold by bequest, devise, purchase, loan or lease, either absolutely or in trust, for said purposes or any of them, any property, real, personal or mixed, without limitations as to amount or value, except such limitations, if any, as may be imposed by law or by the provisions of these, its articles of incorporation; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend such principal or the income therefrom for any of the purposes of the corporation, either by direct action of the corporation or by means of trusts created by it, without limitation, except such limitations, if any, as may be contained in the instrument under which such funds or property are received; to receive any property, real, personal, or mixed, in trust, under the terms of any deed, will, deed of trust, or other trust instrument for the purposes of the corporation, and in administering the same to carry out the directions and exercise the powers contained in the instrument under which the property is received, including the expenditure of the principal as well as the income for one or more of such purposes, if authorized or directed in the instrument under which it is received; to receive, take title to, hold and use the proceeds and income of real estate, personal estate, stocks, bonds, obligations, or other securities of any person or persons, corporation or corporations, domestic or foreign, for the purposes of the corporation; and in general to exercise such other powers as the Directors may deem requisite to promote the general purposes of the corporation and as are permitted by law to corporations of its class, and to have all other powers with which such corporations are endowed.

c. In order to obtain funds in furtherance of the above stated purposes, the corporation shall have power to conduct campaigns for raising of funds and to accept contributions from individuals, corporations and

other bodies, foundations and organizations. It shall have power to print, edit and publish, make, display and sell books and magazines, pictures, slides and cinemas, as may be necessary or desirable for the accomplishment of the purposes of the corporation; to buy, sell and generally deal in appropriate and related souvenirs, curios, mementos and publications. It shall have power to solicit and receive funds from the public for the purposes of the corporation but no part of such funds or property received as a gift and no part of the net earnings, or any of the principal, or corpus of this corporation shall inure to the benefit of any Director, Directors, Member, or Members of the corporation, and no part thereof shall be devoted to carrying on propaganda or otherwise attempting to influence legislation.

d. To acquire by purchase or lease, or otherwise, lands and interests in lands and to own, hold, improve, develop, and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings, or other structures with their appurtenances, and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held, or occupied, and to mortgage, sell, lease, or otherwise dispose of any lands or interests in lands and in buildings or other structures, and any stores, shops, suites, rooms, or parts of any buildings or other structures at any time owned or held by the corporation.

FOURTH: The management of the corporation shall be vested in its active Directors, who shall be elected by the members of the corporation at the annual meeting of the corporation. The Directors shall serve without compensation, and any active Director may be removed by a two-thirds (2/3) vote of the other active Directors at any time with or without cause. At least one third (1/3) of the active Directors must have been residents of the Virgin Islands for at least fifteen (15) years. The maximum number of active Directors of the Board shall be fifteen (15), and the minimum number shall be six (6); such maximum and minimum number of the active Directors to be changed only by an amendment to the Articles of Incorporation.

Of the first active Directors of the Board, one third (1/3) shall serve for a period of three (3) years; one third (1/3) shall serve for a period of two (2) years; and one third (1/3) shall serve for a period of one (1) year. The first designation shall be by drawing of lots.

FIFTH: No active Director may be re-elected except after a lapse of at least one (1) year from the expiration of his term. Any interim vacancies in the Board of Directors between annual meetings, and any additions during such interim, shall be filled by the active Directors subject to election of such interim appointees by the members of the corporation at its next following annual meeting.

The Directors shall have power to determine the amount and authorize the disbursement of money for carrying out the purposes for which this corporation is organized. They shall have broad discretion as to such disbursements, provided, that they shall cover necessary administrative expenses and such disbursements as shall be in furtherance of the purposes of the corporation.

SIXTH: There shall be an executive committee, to be designated by the Board of Directors, which shall have all the rights and privileges of the Board except the right to fill a vacancy in the Board of Directors, and except as provided by law.

SEVENTH: Officers of the corporation shall be the President, Vice-President, Secretary and Treasurer, each of whom shall be elected for a term of one (1) year; however, officers may be re-elected during the term of their office as Directors. They shall serve as such officers without compensation. All officers shall be active members of the Board of Directors.

EIGHTH: Membership shall be open to all persons interested in the purposes of the corporation, and upon the payment of annual dues as established by the By-Laws; membership meetings, and the constitution of a quorum being subject to all provisions set forth in the By-Laws of the corporation. All members shall have voting rights and each member shall be entitled to one (1) vote on each matter submitted to the membership for a vote. There may, however, be established in the By-Laws different categories of membership with attributes as may be set forth in the By-Laws.

NINTH: No part of the assets or earnings of the corporation shall be paid to nor inure to any member or director of the corporation as profits, dividends or as compensation for services. All such assets and earnings shall be utilized and invested as the active directors shall deem advisable for the benefit of the corporation and for the advancement and accomplishment of its purposes. This corporation is intended as a non-profit corporation and it shall operate in accordance with the provisions of Chapter 3, Title 13, Virgin Islands Code.

TENTH: The active Directors shall have the power to make and alter the By-Laws of the corporation, and, subject to the provision of law, to propose

amendments to these Articles of Incorporation.

ELEVENTH: There shall be twelve (12) initial Directors, who shall serve as incorporators. The names and places of residence of such initial directors and incorporators are as follows:

Alonzo Moron, 26 Tenth Street, St. Thomas, V. I.
Anna Daniels, 29-30 Estate Thomas, 2d Div., Raphune Hill,
St. Thomas, V. I.
Edith Feiner, 23 Crystal Gade, St. Thomas, V. I.
Vivian Anduze, No. 2 Estate Thomas, St. Thomas, V. I.
Frederick Gjessing, 1-G, Estate St. Joseph and Rosendahl,
St. Thomas, V. I.
Eveston Webb, Estate Ensomhed, Hull Bay, St. Thomas, V. I.
Margot Bachman, 9-4 Estate Nazareth, St. Thomas, V. I.
Robinson Smith, Misgunst, St. Thomas, V. I.
Ira Smith, 14 Crystal Gade, St. Thomas, V. I.
Gertrude Dudley, No. 10, Estate Thomas, St. Thomas, V. I.
Isidor Paiewonsky, 24 Dronningens Gade, St. Thomas, V. I.
John S. Bensen, 1-F, Estate St. Joseph and Rosendahl,
St. Thomas, V. I.

TWELFTH: The duration of the corporation shall be perpetual.

THIRTEENTH: The amount of liability of the corporation shall be unlimited.

FOURTEENTH: The Annual Meeting of the members of the corporation shall be held in the principal offices of the corporation in Charlotte Amalie, St. Thomas, Virgin Islands, on November 14th, of each year, unless the said date of November 14th shall fall upon a Sunday or Holiday, in which event the Annual Meeting of the members of the corporation shall be held upon November 15th of that year; the Fiscal Year of the corporation shall begin on October 1st, and end on September 30th of each year.

FIFTEENTH: The resident agent upon whom service of process may be made shall be EDITH L. BORN, with offices at No. 8 Norre Gade, St. Thomas, Virgin Islands.

SIXTEENTH: This corporation may be dissolved prior to the time fixed in its Articles of Incorporation, by an affirmative vote of its members at a meeting of such members called for that purpose in the manner required by law and the Articles of Incorporation; and in the case of such dissolution its affairs shall be wound up in the manner provided by the By-Laws, and the assets of the corporation shall go to the benefit of a charitable organization or organizations as shall be decided upon by the majority of the members.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed our seals
the 2nd day of NOVEMBER, 1965.

John S. Sensen (LS)
Edith P. Frost (LS)

Margaret M. Bachman (LS)

Mr H. Smith (LS)

Anna S. Daniels (LS)

Robertson Smith (LS)

Evston Webb (LS)

Frederick Fuzwoud (LS)

Virvin K. Anderson (LS)

Frederick Smith (LS)

Artrude J. Dudley (LS)

Ally B. Moran (LS)