

ARTICLES OF INCORPORATION
OF
FOUNDATION FOR DEVELOPMENT PLANNING, INC.

We, the undersigned, in order to form a non-profit corporation for the purposes hereinafter stated, under and pursuant to the provisions of Title 13, Chapter 3 of the Virgin Islands Code, and Section 501(c)(3) of the Internal Revenue Code, do hereby adopt the following as the Articles of Incorporation of this Corporation:

ARTICLE I. The name of the Corporation is:
FOUNDATION FOR DEVELOPMENT PLANNING, INC.

ARTICLE II. The exclusive objects and purposes of this Corporation shall be charitable, educational, religious or scientific. The general nature of activities for which this Corporation is formed include but are not limited to:

1. To develop programs of study, research, and training aimed at improving the management of natural resources and the general environment of islands and island systems throughout the Caribbean and elsewhere.
2. To develop methods, technologies, and programs to support the conservation of natural, cultural, and historical heritage resources throughout the Caribbean Region.
3. To design and develop new techniques, methods, tools, and technologies for effective management of island ecosystems.
4. To engage in the collection, management, and dissemination of scientific information.
5. To support programs that lead to the sustainable development of Caribbean communities.
6. To provide technical support, paid or unpaid, to community, national, regional, and other organizations in the design and implementation of studies, projects, and programs in environmental management and sustainable development.

ARTICLE III. In furtherance of the above purposes, the Corporation shall have the following powers:

1. To receive, raise, and maintain funds by way of donations, contributions, covenants, fees, subscriptions, legacies, grants and payments by public bodies and others and any other lawful method.

2. To maintain funds and other assets in trusts, investments, securities, property or other conveniences calculated to benefit the Corporation.
3. To establish standards of professional responsibility, conduct, and ethical practice for persons and institutions engaged in the provision of services on behalf of the Corporation.
4. To engage employees, consultants, contractors, and other individual or corporate entities to carry out the general purposes of the Corporation.
5. To acquire by purchase, lease, exchange, or otherwise land, buildings, and interest in real property of any tenure or description and having acquired such property, to build, repair, reconstruct, alter, improve, restore, decorate, furnish, maintain, manage, or dispose of same.
6. To accept any gift of property, in furtherance of the purposes of the Corporation.
7. To provide financial support by way of grants, loans, or other financing mechanisms to private or public organizations or entities to support work and undertakings consistent with the purposes of the Corporation.
8. To undertake, execute and act as trustees of any charitable trusts consistent with the purposes of this Corporation.
9. To negotiate, consummate and terminate contracts with individuals, organizations, or public or private legal entities; to obtain and pay for professional and other services.
10. To do all such other lawful things as are necessary for the attainment of the purposes of the Corporation.

ARTICLE IV. The location of the principal office of business of the Corporation in the U.S. Virgin Islands is:

2369 Kronprindsens Gade, Suite 8-102
St. Thomas, VI, 00802

and the Resident Agent of the Corporation in the U.S. Virgin Islands is:

Lloyd S. Gardner
7-2B Estate St. Peter
St. Thomas, VI 00802

ARTICLE V. The Corporation shall commence on the date of the signing of these Articles, and the period of life for which the Corporation shall exist is perpetual.

ARTICLE VI. Membership in the Corporation is open to any person working in the Caribbean in a field or discipline that supports the furtherance of the purposes of the Corporation, providing such persons are willing to abide by the standards of professional conduct established by the Corporation. Eligible persons may become members at the invitation of the Board of Directors of the Corporation.

ARTICLE VII. The highest amount of indebtedness or liability to which the Corporation shall at any time be subject is US\$100,000.00.

ARTICLE VIII. The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three, but no more than eleven persons. The three signors of these Articles shall select the first Board of Directors of the Corporation, and shall direct the affairs of the Corporation until the first meeting of the Board. Thereafter, new Directors will be elected by the Board at its annual meeting for the purpose of increasing the number of Directors or replacing Directors whose terms have expired. Directors will serve for a maximum of two terms, each term being for a duration of five years. The Corporation shall have officers in the following positions: President, Vice President, Secretary, and Treasurer. The Officers of the Corporation shall be appointed by the Board of Directors, and the term of office of each Officer shall be for three years.

ARTICLE IX. No substantial part of the activities of the corporation shall be the carrying on of propaganda, 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.

ARTICLE X. The income and property of the Corporation however derived shall be applied solely to the promotion of the purposes of the Corporation, and no distribution of net earnings or assets shall be made to any member, Director, officer of the Corporation, or any private individual or institution; except that reasonable and proper compensation may be paid for services rendered to the Corporation in furtherance of its purposes, and consistent with IRC Section 501(c)(3), as amended.

ARTICLE XI. No member, Director, officer of the Corporation, private individual, nor private corporation shall be entitled to share in the distribution of any corporate assets on dissolution of the Corporation.

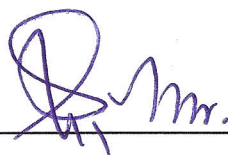
ARTICLE XII. Upon dissolution of the Corporation, the Corporation's assets shall be distributed for an exempt purpose or public use in accordance with the provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder, provided that priority in distribution be given to organizations and entities which have purposes similar to the purposes and objects of the Corporation, and such organizations and entities shall be determined by the Board of Directors at or prior to the time of dissolution of the Corporation.

ARTICLE XIII. The Articles of Incorporation of the Corporation may be amended when authorized by a vote of two-thirds of the members comprising the membership at a meeting called for that purpose.

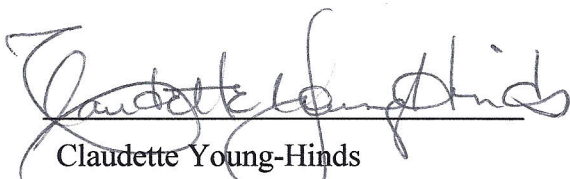
ARTICLE XIV. The dissolution of the Corporation may be authorized by a majority vote of four-fifths of the Directors comprising the full Board of Directors at a meeting called for that purpose.

We, the persons whose names are subscribed below, acknowledge the execution of these Articles of Incorporation of the Foundation for Development Planning, Inc. this 13th day of December, 2010.


SUBSCRIBERS and INCORPORATORS:



Lloyd S. Gardner



Claudette Young-Hinds



Lionel Jacobs

Territory of the Virgin Islands)
District of St. Thomas, St. John) ss.:

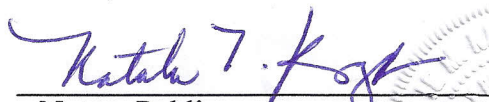
RESIDENCE ADDRESSES:

7-2B Estate St. Peter
St. Thomas, VI, 00802

34 Sion Hill, Christiansted
St. Croix, VI, 00851

62 Salt River
St. Croix, VI, 00851

The foregoing instrument was acknowledged before me this 13th day of December, 2010, by Lloyd S. Gardner.



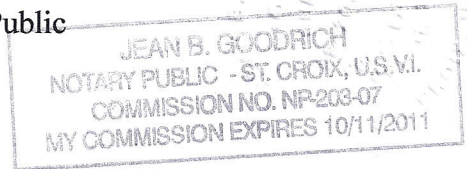
Notary Public

Territory of the Virgin Islands)
District of St. Croix) ss.:

Natalie M. Knight
Notary Public # NP-091-08
Commission Expires 09-14-2012
St. Thomas/St. John USVI District

The foregoing instrument was acknowledged before me this 23rd day of December, 2010, by Claudette Young-Hinds.

Jean B. Goodrich
Notary Public



Territory of the Virgin Islands)
District of St. Croix) ss.:

The foregoing instrument was acknowledged before me this 23rd day of December, 2010, by Lionel Jacobs.

Jean B. Goodrich
Notary Public

