

**AMENDED
ARTICLES OF INCORPORATION
OF THE
VIRGIN ISLANDS RESOURCE CONSERVATION & DEVELOPMENT COUNCIL,
INCORPORATED**

The undersigned, acting as incorporators of a corporation under Title 13, Section 491, Virgin Islands Code, adopts the following Articles of Incorporation for the establishment and operation of a non-profit corporation.

**ARTICLE I
NAME**

The name of the Corporation is the Virgin Islands Resource Conservation and Development Council, Inc. (hereinafter referred to as the "Council").

**ARTICLE II
PURPOSES**

The Council is organized as a nonprofit corporation under the provisions of Title 13, Section 491 of the Virgin Islands Code, and the objects and purposes to be transacted and carried on are to enhance the quality of life for the people of the Virgin Islands Resource Conservation and Development Area through the conservation of natural and cultural resources and the stimulation of growth and development in the United States Virgin Islands.

The Council is organized exclusively for charitable, educational, religious, or 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 the corresponding provisions of any future United States Internal Revenue Law).

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The principal place of business for the Council is 5030 Anchor Way, Suite 2, Gallows Bay, Christiansted, St. Croix, V.I. 00820. The Board of Directors reserves the right to change the principal place of business at its discretion.

The mailing address of the office of the Council shall be VIRGIN ISLANDS RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL, INC., 5030 Anchor Way, Suite 2, Gallows

Bay, Christiansted, St. Croix, VI 00820-4692. The Board of Directors reserves the right to change the mailing address at its discretion.

The registered agent shall be DARWIN K. CARR, ESQUIRE, P.O. BOX 1723, CHRISTIANSTED, ST. CROIX, VI, 00821.

**ARTICLE IV
COMMENCEMENT AND DURATION**

The Council was first Incorporated on January 18, 1991 AD. The duration of the existence of the Council shall be perpetual.

**ARTICLE V
MEMBERSHIP**

Membership of the Council shall be as provided for in the Bylaws.

**ARTICLE VI
INDEBTEDNESS**

The Council shall incur any debt or liabilities of the constituent corporation as provided for in the Bylaws.

**ARTICLE VII
BOARD OF DIRECTORS**

The affairs of the Council shall be managed by its Board of Directors whose duties and responsibilities shall be as provided for in the Bylaws.

**ARTICLE VIII
ELECTION OF THE DIRECTORS**

The Board of Directors shall be elected each year at the Annual meeting as provided for in the Bylaws.

ARTICLE IX
BYLAWS

The Bylaws shall govern the operations of the Council, the Board of Directors and the Island Districts.

ARTICLE X
INDEMNIFICATION

The Council shall indemnify and hold harmless each Director now and hereafter serving the Council from and against all claims and liabilities to which he/she may become subject by reason of being a Director.

ARTICLE XI
AMENDMENTS

These Articles of Incorporation may be amended at any meeting of the Board of Directors provided written notice and a copy of the proposed amendment(s) have been provided to all members, thirty (30) calendar days in advance of the Directors meeting at which a vote on said amendment(s) is to take place. A two-thirds affirmative vote of those present at the meeting is necessary to amend these Articles of Incorporation.

ARTICLE XII
DISSOLUTION

Upon the dissolution of the Council, the Council's assets shall be distributed for an exempt purpose or for public use in accordance with the provisions of Section 501(c)(3) of the Internal Revenue Service Code, or corresponding section of any future tax code, and the regulations issued therein.

ARTICLE XIII
INCORPORATORS

The name and address of each incorporator of the Council is:

President: *Ms. Angela Ramos-Michael, P.O. Box 10464, St. Thomas, VI 00801*

Vice-President: *Ms. Algem Petersen, P.O. Box 305782, St. Thomas, VI 00803*

Treasurer: *Mr. David Howlett, P.O. BOX 3078, Frederiksted, VI 00841*

Secretary: *Dr. Louis E. Petersen, P.O. Box 305782, St. Thomas, VI 00803*

These Articles of Incorporation shall supersede all previous Articles of Incorporation that have been filed with the Lt. Governor's Office. These Articles of Incorporation are hereby approved and adopted on the 18th day of August, 2004 at Christiansted, USVI.

President

Vice President

Treasurer

Secretary