

F98000005730

TRANSMITTAL LETTER

TO: Qualification/Registration Section
Division of Corporations

SUBJECT: Restoration of Life Mission in Christ Limited
(Name of Corporation)

700002063167-4
-10/14/98-01019-001
****131.25 ****87.50

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conducts its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Evangelist Albertha James
(Name of Person)

Restoration of Life Mission in Christ Limited
(Firm/Company)

1321 S. Tampa Avenue
(Address)

Orlando, FL 32805
(City, State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Evangelist Albertha James at (407) 246 - 0287
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

[Handwritten signature]
10/14/98

RESTORATION OF LIFE MISSION IN CHRIST, LTD

1321 SOUTH TAMPA AVENUE

ORLANDO, FL 32805

PHONE 407-246-0287

FAX 407-295-1315

Florida Department of State
Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Agnes Lunt, New Filings

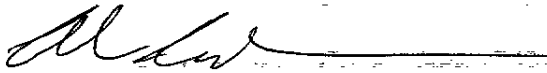
September 28, 1998

Dear Agnes,

Thank you for your courtesies the other day when we spoke on the phone. Enclosed please find Application by foreign not for profit corporations along with our Certificate of Incorporation and check for the processing fees. Per our conversation I am sending you a copy of of the Certificate of Incorporation and we are keeping the original for our files.

We look forward to hearing back from you, and again thank you for your help.

May God be with you,



Alan Anderson
Chairman



Albertha James
President

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**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:*

1. Restoration of Life Mission in Christ Limited, Inc.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Jamaica, W.I. 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 1, 1998 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)
7. 1321 S. Tampa Avenue
Orlando, FL 32805
(Current mailing address)
8. To establish a church + community outreach program
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Evangelist Albertha James
(Name)
1321 S. Tampa Avenue
(Office address)
Orlando, Florida, 32805
(City) (Zip Code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Albertha James
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address only- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Alan Anderson

Address: 6005 Powder Post Drive
Orlando, FL 32810

Vice Chairman: Richard Interrante

Address: 5543 Conroy Rd. Apt #2
Orlando, FL 32811

Director: Evangelist Albertha James

Address: 1321 S. Tampa Avenue
Orlando, FL 32805

Director: Evangelist Dr. David Dada MD

Address: 13 Crescent Hill
St Ann's Bay Post Office Jamaica, W.I.

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Evangelist Albertha James

Address: 1321 S. Tampa Avenue
Orlando, FL 32805

Vice President: Stacy Interrante

Address: 5543 Conroy Rd. Apt #2
Orlando, FL 32811

Secretary: Karen Anderson

Address: 6005 Powder Post Drive Orlando, FL 32810

Treasurer: Victoria Cutlip

Address: 1321 S. Tampa Ave. Orlando, FL 32805

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Alan Anderson
(Typed or printed name and capacity of person signing application)

CERTIFICATE OF THE INCORPORATION OF A COMPANY



I hereby Certify that

RESTORATION OF LIFE MISSION IN CHRIST LIMITED

was Incorporated under the

Companies Act as a Limited Company

on the **FIRST** day of **JUNE**

One Thousand Nine Hundred and Ninety- Eight .

Given under my hand at Kingston this **TENTH** day of

JUNE One Thousand Nine Hundred and Ninety- Eight.

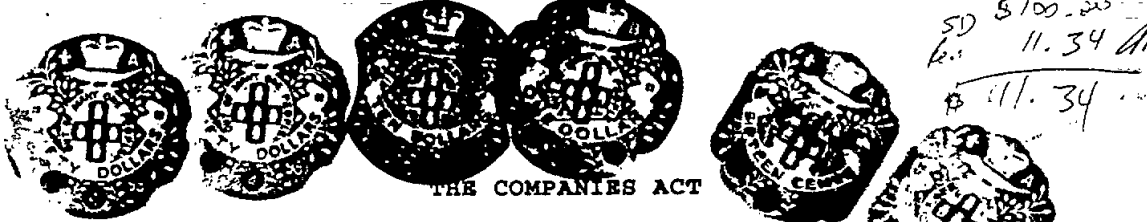
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Registrar of Companies

No. of Company 59,651.



THE COMPANIES ACT
COMPANY LIMITED BY GUARANTEE
(and not having a share capital)

ARTICLES OF ASSOCIATION
OF

Copy

RESTORATION OF LIFE MISSION IN CHRIST LIMITED

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TALLAHASSEE, FLORIDA
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INTERPRETATION

1. In these Articles-

"the Act" means the Companies Act;

"the Seal" means the Common Seal of the Association;

"secretary" means any person appointed to perform

of Secretary of the Association.

Expressions referring to writing shall, unless the contrary intention appears be construed as including references to printing, lithography, photography and other modes of representing or producing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date of which these articles become binding on the Association.

MEMBERS

2. The number of members with which the Association proposes to be registered is SEVEN (7) but the directors may from time to time register an increase of members.

3. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be directors of the company.

4. The directors may, from time to time, make such rules as they shall deem fit as to the requirements for membership, the admission of members, the duties of members and the termination of membership and such rules shall be binding on its members.

GENERAL MEETINGS

5. The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen (15) months shall elapse between the date of one annual general meeting of the Association and that of the next. Provided that so long as the Association holds its first annual general meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The annual general

plus

meeting shall be held at such time and place as the directors shall appoint.

6. All general meetings other than annual general meetings shall be called extraordinary general meetings.

7. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 127 of the Act. If at any time there are not in Jamaica sufficient directors capable of acting to form a quorum, any director or any two members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

NOTICE OF GENERAL MEETINGS

8. An annual general meeting and a meeting called for the passing of Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Association other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting to such persons as are, under the regulations of the Association, entitled to receive such notices from the Association and to the Auditors. Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed -

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting.

9. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

11. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person or by proxy shall be a quorum.

12. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

13. The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company, or if there is no such

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chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present shall elect one of their number to be Chairman of the meeting.

14. If at any meeting no Director is willing to act as chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

15. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more, seven clear days' notice at the least of the adjourned meeting shall be given specifying the place and the time of the meeting as in the case of an original meeting, but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

16. At a general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the show of hands) demanded -

- (a) by the chairman of the meeting; or
- (b) by at least three members present in person or by proxy;
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

17. Subject to article 72, if a poll is duly demanded it shall be taken in such manner and at such time (within fourteen days) and place as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. No notice need be given of a poll not taken immediately.

18. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

19. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. The demand for a poll may be withdrawn.

20. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings or being their duly authorised representatives) shall be as valid and effect as if the same had been passed at a general meeting duly convened and held.

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VOTES OF MEMBERS

21. Every member shall have one vote.

22. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis, or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

23. No member shall be entitled to vote at a general meeting unless all moneys presently payable by him to the Association has been paid.

24. On a poll votes may be given either personally or by proxy.

25. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Association. Every notice convening a meeting of the Association shall state that a member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not be a member of the Association.

26. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within Jamaica as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

27. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

letter

RESTORATION OF LIFE MISSION IN CHRIST LIMITED

"I/We, _____ of _____, being a member/members of the abovenamed Association, hereby appoint _____ of _____ or failing him _____ as my/our proxy to vote for me/us on my/our behalf at the _____ (Annual or Extraordinary, as the case may be) General Meeting of the Association to be held on the _____ day of _____ 19 _____, and at any adjournment thereof.

Signed this _____ day of _____ 19 _____.

28. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

RESTORATION OF LIFE MISSION IN CHRIST LIMITED

"I/We, _____ of _____, being a member/members of the abovenamed Association, hereby appoint _____ of _____ or failing him _____ as my/our proxy to vote for me/us on my/our behalf at the _____ (Annual or Extraordinary, as the case may be) General Meeting of

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TALLAHASSEE, FLORIDA

the Association to be held on the _____ day of
19 _____, and at any adjournment thereof.

Signed this _____ day of _____ 19 _____."

This form is to be used *in favour of the resolution.
against

Unless otherwise instructed, the proxy will vote as he
thinks fit.

*Strike out whichever is not desired.

29. The instrument appointing a proxy shall be deemed to confer
authority to demand or join in demanding a poll.

30. A vote given in accordance with the terms of an instrument of proxy
shall be valid notwithstanding the previous death or insanity of the
principal or revocation of the proxy or of the authority under which
the proxy was executed, or the transfer of the share in respect of which
the proxy is given, provided that no intimation in writing of such
death, insanity, revocation or transfer as aforesaid shall have been
received by the Association at the Office before the commencement of the
meeting or adjourned meeting at which the proxy is used.

CORPORATION ACTING BY REPRESENTATIVES AT MEETING

31. Any corporation which is a member of the Association may by
resolution of its directors or other governing body authorise such
person as it thinks fit to act as its representative at any meeting of
the Association or of any class of members of the Association, and the
person so authorised shall be entitled to exercise the same powers on
behalf of the corporation which he represents as that corporation could
exercise if it were an individual member of the Association.

MANAGEMENT

32. The business of the Association shall be managed by a Board of
Directors which may exercise all such powers and do on behalf of the
Association such acts as may be exercised and done by the Association
and as are not by statutes or by these articles required to be
exercised or done by the Association in general meeting.

DIRECTORS

33.- (1) The Board of directors shall consist of -
(a) a chairman, a vice-chairman, a secretary, and a treasurer who
shall each be elected annually at the annual general meeting
or at such periods as the directors may determine and who
shall continue to act until their successor have been elected
and have accepted office; and

(b) three or such other numbers of members as may from time to
time be determined by the Association in general meeting.

(2) If the Office of either the chairman, a vice-chairman, a
secretary, and a treasurer should become vacant before the next annual
general meeting, then such office shall be filled by the Board from
among its members and if the position of any other member of the Board
shall similarly become a vacant the Board may appoint a member of the
association to fill any such casual vacancy and such appointee shall
demit the position at the next following annual general meeting.

34. Until otherwise determined by the Association in general meeting
the number of Directors shall not be less than 7 or more than 9.

The first directors shall be: ALBERTHA BOSWELL-JAMES

JENNIFER WOOD

JAMES ROSE

FLORENCE PATTERSON

ESMINE DAVIS WHITE

KARL SAINT

DESRINE BONNER

35. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. Such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the directors or general meetings of the Association or in connection with the business of the Association.

36. Any Director who serves on any committee or who devotes special attention to the business of the Company, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

37. A Director of the Association may be or become a director or other officer of, or otherwise interested in, any Association promoted by the Association or in which the Association may be interested as shareholder or otherwise and no such Director shall be accountable to the Association for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the Association otherwise directs. The Directors may exercise the voting power conferred by the shares in any such other company held or owned by the Association or exercisable by them as directors of such other company, in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors or other officers of such company), and any director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or about to be, appointed a director or other officer of such company, and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

BORROWING POWERS

38. The directors may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Association or of any third party.

POWERS OF DIRECTORS

39. The business of the Association shall be managed by the directors, who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not by the Act or by these Articles required to be exercised by the Association in general meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

40. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretion vested in him.

41. All cheques, promissory notes, drafts, bills of exchange and other

[Handwritten mark]

negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, indorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.

42. The directors shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointment of officers made by the Directors;
- (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors;

and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose and any such minute of such a meeting if purporting to be signed by the chairman thereof, or by the chairman of the next succeeding meeting of the same body, shall be sufficient evidence without any further proof of the facts therein stated.

DISQUALIFICATION OF DIRECTORS

43. The office of director shall be vacated if the director -

- (a) ceases to be a director by virtue of section 173 of the Act; or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a director by reason of any order made under section 177 of the Act; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the Association; or
- (f) absents himself from the meetings of the directors for a continuous period of six months without special leave of absence from the directors, and they resolve that his office be vacated; or
- (g) if he is removed from office by a resolution duly passed pursuant to section 175 of the Act; or
- (h) if an ordinary resolution to remove him is passed at any general meeting of the Association.

44. The Association may from time to time by ordinary resolution increase or reduce the number of directors.

45. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these articles.

46. The Association may by ordinary resolution appoint another person in place of a director removed from office and without prejudice to the powers of the directors, the Association in general meeting may appoint any person to be a director either to fill a casual vacancy or as an

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additional director.

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PROCEEDINGS OF DIRECTORSSECRETARY OF STATE
TALLAHASSEE, FLORIDA

47. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary shall, at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from Jamaica if the whereabouts of that director is unknown.

48. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be two. For the purposes of this Article an alternate appointed by a director shall be counted in a quorum at a meeting at which the Director appointing him is not present.

49. The continuing directors or sole continuing director may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a General Meeting of the Association, but for no other purpose.

50. Any director may in writing appoint any person, who is approved by the majority of directors, to be his alternate to act in his place at any meeting of the directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the directors and to attend and vote thereat as a director when the person appointing him is not personally present and generally to perform all the functions of his appointor as a director in the absence of such appointor, and where he is a director to have a separate vote on behalf of the director he is representing in addition to his own vote. A director may at any time in writing revoke the appointment of an alternate appointed by him. An alternate director shall ipso facto cease to be an alternate director if his appointor ceases for any reason to be a director. Every such alternate shall be an officer of the Association and shall not be deemed to be the agent of the director, appointing him. The remuneration of such an alternate shall be payable out of the remuneration payable to the director appointing him, and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

51. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

52. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise or the powers so delegated conform to any regulations that may be imposed on it by the directors. Save as aforesaid the meetings and proceedings of a committee consisting of more than one member shall be governed by the provisions of these Articles regulating the proceedings and meetings of the directors.

53. All acts done at any meeting of the directors or of a committee of directors, or by any person acting as a director, shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment or continuance in office of any such directors or person acting as aforesaid, or that they or any of them were disqualified or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified and had continued to be a director, and had been entitled to be a director.

54. A resolution in writing signed by all the directors for the time being entitled to receive notice of a meeting including any alternate director if entitled shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

MANAGING DIRECTOR

55. The directors may from time to time appoint one or more of their body to the office of Managing Director for such terms as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The appointment of a managing director shall be automatically determined if he cease from any cause to be a director.

56. A managing director shall receive such remuneration as the directors may determine and it may be made a term of his appointment that he be paid a pension or gratuity on retirement from his office.

57. The directors may entrust to and confer upon a Managing Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any such powers.

SECRETARY

58. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

59. The directors may appoint a temporary substitute for the secretary, who shall, for the purpose of these presents, be deemed to be the secretary.

THE SEAL

60. The directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

ACCOUNTS

61. The directors shall cause proper books of account to be kept with respect to:

- (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Association; and
- (c) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

The books of account shall be kept at the Office, or, subject to section 142 of the Act, at such other place or places as the directors

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think fit, and shall always be open to the inspection of the directors.

62. The directors shall from time to time determine whether and to what extent, and at what times and places, and under what conditions or regulations, the accounts and books of the Association, or any of them, shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Association, except as conferred by statute or authorised by the directors, or by the Association in general meeting, and no member, not being a director, shall be entitled to require or receive any information concerning the business, trading or customers of the Association, or any trade secret or secret process of or used by the Association.

63. The directors shall from time to time, in accordance with sections 143 and 145 of the Act, cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

64. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the Auditor's Report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Association. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any shares or debentures.

AUDIT

65. Auditors shall be appointed and their duties regulated in accordance with sections 153 to 156 inclusive of the Act.

NOTICES

66. A notice may be given by the Association to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address in Jamaica) to the address, if any, within Jamaica supplied by him to the Association for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

67. Notice of every general meeting shall be given in any manner hereinbefore authorised to -

- (a) every member except those members who (having no registered address within Jamaica) have not supplied to the Association an address within Jamaica for the giving of notices to them;
- (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- (c) the auditor for the time being of the Association.

No other person shall be entitled to receive notices of general meetings.

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NAMES AND SIGNATURES
OF SUBSCRIBERS

ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

albertha Boswell-James
ALBERTHA BOSWELL-JAMES

Mrs. Albertha Boswell-James
Nurse/Evangelist
9 Market Street
St. Ann's Bay Post Office
St. Ann

Jennifer Wood
MS. JENNIFER WOODS
Albertha Boswell-Munroe

Ms. Jennifer Woods *Albertha Boswell-Munroe*
Secretary
Charles Town
Windsor Heights
St. Ann's Bay Post Office
St. Ann

James Rose
MR. JAMES ROSE

Mr. James Rose
Teacher
10 Windsor Crescent
Windsor Heights
St. Ann's Bay Post Office
St. Ann

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Karl Saint
KARL SAINT

Mr. Karl Saint
Businessman
9 Market Street
St. Ann's Bay Post Office
St. Ann

Florence Patterson
FLORENCE PATTERSON

Ms. Florence Patterson
Dressmaker
7 Church Street
St. Ann's Bay Post Office
St. Ann

Woods

Erwin

Desrine Bonner

MS. ~~DESRINE~~ BONNER
DESRINE *Erwin*

Erwin
Desrine
Ms. ~~Desrine~~ Bonner
Fashion Designer
36 Washington Drive
Windsor Heights
St. Ann's Bay Post Office
St. Ann

E. Davis - White

MS. ESMINE DAVIS-WHITE

Ms. Esmine Davis-White
Nurse
Parry Town Postal Agency
St. Ann

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DATED the *15th* day of *January*, 1998.

WITNESS to the above signatures: *Erwin*

NAME *Erica Boswell Munroe*
ADDRESS *79-83 Barry Street, Kingston*
OCCUPATION *Attorney-at-law*

DRAFTED by Erica Boswell-Munroe, Attorney-at-law, of 79-83 Barry, Street, Kingston.