

# **ARTICLES OF INCORPORATION**

**OF**

**Kids First! Inc.**

**a U.S. Virgin Islands non-profit Corporation**

In compliance with the requirements of Title 13, Chapter 3, of the Virgin Islands Code, the undersigned, who are residents of the Virgin Islands of the United States and are of legal age, have this day voluntarily brought themselves together for the purpose of forming a Corporation not for profit and do hereby certify:

## **ARTICLE I**

### **NAME**

The name of the Corporation is: Kids First! Inc. hereinafter called the "Corporation."

## **ARTICLE II**

### **PURPOSE**

The following are the objects and purposes of the Corporation:

- 1) This Corporation is organized exclusively for educational, recreational and charitable purposes, with the intent to support high quality education for the children of St. John, U.S. Virgin Islands, in a safe and nurturing environment;
- 2) To facilitate the purchase of teaching aids, learning materials, such as books, and technical equipment for the students' use;
- 3) To support the maintenance and enhancement of existing educational facilities, and to facilitate the acquisition and construction of new facilities; and
- 4) To develop and fund scholarship programs for qualified St. John students.
  - a. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons or entities, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Section 501 (c) (3) of the Internal Revenue Code. No substantial part

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of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to 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.

- b. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on: (1) by a Corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding section of any future Federal Tax Code) or, (2) 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).
  - c. To unite in a common organization and engage in any and all types of activities not prohibited by law which shall promote and foster educational, recreational, physical and social activities of its members and friends that they may acquire knowledge and understanding of the needs of education.
  - d. To maintain a dignified code of ethics and cooperation in the relationships of its members with other civic, private and governmental organizations and agencies devoted to education, community awareness, marketing, fund raising and any other organizations that can have a positive effect on the U.S. Virgin Islands.
  - e. To promote, develop and operate programs for the purpose of enhancing educational opportunities on the island of St. John, for the improvement of relations, communications and services between the private sector and the government regulatory sector, and for the community as a whole; to solicit, collect, and otherwise raise money for such purposes, and to expend, contribute, disburse, otherwise handle and dispose of the same for such purposes.
- 5) Such other programs or activities that support the cause of education on the island of St. John.

The Corporation is further authorized to:

- a. Acquire by gift, purchase, or otherwise own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer and dispose of real or personal property in connection with the affairs of the Corporation.
- b. Borrow money, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

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- c. Solicit donations, host fund raising events, or otherwise raise and/or collect revenue to further the Corporation's purpose(s).

**ARTICLE III  
PRINCIPAL OFFICE**

The principal office of the Corporation shall be located at 5000 Estate Enighed, PMB 129, St. John, U.S. Virgin Islands 00830.

**ARTICLE IV  
RESIDENT AGENT**

J. Brion Morrisette, whose physical address is Parcel No. 6B Estate Caneel Bay, St. John, U.S. Virgin Islands shall be the registered agent for the service of process for this Corporation.

**ARTICLE V  
EXISTENCE**

The Corporation shall come into existence upon the approval of these Articles by the Lieutenant Governor of the Virgin Islands, and its period of continuance shall be perpetual.

**ARTICLE VI  
MEMBERSHIP/VOTING**

Membership Eligibility. Any person sincerely interested in active participation to effect the objectives of the Corporation shall be eligible for membership. Membership in the Corporation shall be available without regard to race, color, religion, or national origin. Persons who engage in activities that are adverse, or contrary to, or inconsistent with the goals, purposes or courses of the action of the corporation, including the present objectives and programs established by the Board of Directors shall be ineligible for membership, and shall be subject to termination of their membership.

Classes. The Corporation shall have the following classes of members. The designation of such classes and the qualifications of the members of such classes shall be as follows:

**Regular Member.** Any individual who applies for membership, and has paid the annual dues as of January 1, each year, in such amount as established by the Board of Governors, and who otherwise satisfy the above defined criteria for membership, shall be a member in good standing.

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Voting. Only regular members in good standing shall be eligible to vote. Each such member shall be entitled to one vote at any duly and properly called meeting of the Corporation and at the Annual meeting of the Corporation.

### **ARTICLE VII BOARD OF DIRECTORS AND OFFICERS**

The affairs of the Corporation shall be managed by a Board of Directors, the number of which shall initially be determined by the Incorporators and which number may be increased by two thirds (2/3rds) vote of the membership, but in any event shall not be less than three (3) persons and not more than ten (10) persons. All Directors shall be members of the Corporation, as set forth in Article VI above.

The Corporation's Incorporators shall elect as the Corporation's initial three (3) members of the Board of Directors, who, in turn, shall then elect up to an additional seven (7) members of the Board of Directors; the initial Board of Directors also shall elect the Corporation's initial officers, until the Corporation's second annual meeting, at which time elections of Officers and Directors shall be conducted in accordance with provisions of the Corporation's By-Laws.

### **ARTICLE VIII LIABILITIES**

The highest amount of indebtedness or liability, direct or indirect and contingent, to which the Corporation may be subject at any one time shall not exceed \$100,000.00.

### **ARTICLE IX AMENDMENTS**

Amendments of these Articles shall require the vote of at least two-thirds (2/3rds) of the membership of the Corporation in good standing.

### **ARTICLE X MERGERS AND CONSOLIDATIONS**

To the extent permitted by law, the Corporation may participate in mergers and consolidations with other non-profit corporations whose goals and purposes are consistent with those of the Corporation.

### **ARTICLE XI DISSOLUTION OF CHARTER**

This Corporation shall be dissolved and its charter rescinded at any time by the resolution of a majority of the membership in good standing and by compliance with 13 VI code Section 497. In the event of dissolution of the Corporation, the Corporation's assets shall be distribution to other 501 (c) (3) non-profit organizations whose goals and purposes are similar to and consistent with those of the Corporation.

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IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the U.S. Virgin Islands, we the undersigned, constituting the Incorporators of this Corporation, have executed these Articles of Incorporation in quadruplicate this \_\_\_\_\_ day of April, 2008.

Incorporator:

\_\_\_\_\_  
Name: **J. Brion Morrisette**  
Address: Parcel No. 6B Estate Caneel Bay  
St. John, VI

Incorporator:

\_\_\_\_\_  
Name: **Lauren E. Morrisette**  
Address: Parcel No. 6B Estate Caneel Bay  
St. John, VI

Incorporator:

\_\_\_\_\_  
Name: **Vernelle Christopher**  
Address: Parcel No. 6B Estate Caneel Bay  
St. John, VI

TERRITORY OF THE VIRGIN ISLANDS            )  
DIVISION OF ST. THOMAS AND ST. JOHN    )ss: *Acknowledgment*

ON THIS \_\_\_\_ day of April, 2008, before me, the undersigned officer, personally appeared, J. Brion Morrisette, Lauren E. Morrisette, and Vernelle Christopher, known to me, or satisfactorily proven, to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

\_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires: