

Corp No. 583755

**GOVERNMENT OF
THE VIRGIN ISLANDS OF THE UNITED STATES
— o —
CHARLOTTE AMALIE, ST. THOMAS, VI 00802**

To All To Whom These Presents Shall Come:

I, the undersigned, LIEUTENANT GOVERNOR, DO hereby certify that

DEMAH, INC

Business Corporation

of the Virgin Islands filed in my office on **September 26, 2013** as provided for by law, Articles of Incorporation, duly acknowledged.

WHEREFORE the persons named in said Articles, and who have signed the same, and their successors, are hereby declared to be from the late aforesaid, a Business Corporation by the name and for the purposes set forth in said Articles, with the right of succession as therein stated.



Witness my hand and the seal of the Government of the Virgin Islands of the United States, at Charlotte Amalie, St. Thomas, this 8th day of November, 2013.

GREGORY R. FRANCIS

Lieutenant Governor of the Virgin Islands

**ARTICLES OF INCORPORATION
OF
DEMAH, INC.**

We, the undersigned, for the purpose of forming a stock corporation, pursuant to the provisions of Title 13 of the Virgin Islands Code, do hereby under sign and acknowledge the following Articles of Incorporation:

I

The name of the Corporation is
DEMAH, INC.

II

The purpose for which the Corporation is founded is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the Virgin Islands.

III

The total number of shares that the Corporation is authorized to issue is ten thousand (10,000) shares of common stock of \$1.00 par value.

IV

The amount of capital with which the Corporation should commence business will be one thousand dollars (\$1,000.00).

V

Express authorization is hereby given pursuant to Section 2 (a) of Title 13 of the Virgin Islands Code, to fix by resolution any other classes of stock that may in the future be deemed

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desirable provided same are permitted by the provisions of Section 91 of Title 13 of the Virgin Islands Code.

VI

The physical and mailing address of the principal office of the Corporation will be at: 2101 Company Street, 2nd Floor, Christiansted, VI, 00820.

VII

The Corporation's resident agent shall be Mark W. Eckard, Esquire (the "Resident Agent"). The Resident Agent's physical address is 2101 Company Street, 2nd Floor, Christiansted, 00820. The Resident Agent's mailing address is PO Box 24849, Christiansted, VI, 00824.

VIII

The existence of the Corporation shall be perpetual.

IX

The Corporation shall be managed by a board of directors composed of no more than three (3) individuals (provided however that, pursuant to Section 62 of Title 13 of the Virgin Islands Code, in the event that the Corporation has fewer than three (3) shareholders the number of directors shall be no less than the number of shareholders) who shall be elected, annually, for one year at the annual meeting of stockholders; except that the initial board of directors may be designated at the first meeting of the incorporators, thereof, and said board of directors is authorized to adopt by-laws by resolution adopted with the affirmative vote of a majority of the board, without prejudice, however, to the right conferred by law on the stockholders to amend at

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any regular meeting or special meeting any by-law so adopted or amended. Meetings of the board of directors and stockholders may be held outside of the Virgin Islands.

X

Cumulative voting is authorized at all meetings of the shareholders.

XI

A director of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation, either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any director or any firm of which any director is a member or any corporation of which any director is a shareholder, officer or director, is in any way interested in such transaction or contract, provided that such transaction or contract in or shall be authorized, ratified or approved either (1) by a vote of a majority of a quorum of the board of directors, without including in such majority or quorum any director so interested or member of a firm so interested, or (2) by written consent of the holders of record of a majority of the stock of the Corporation represented at any meeting at which a quorum is present nor shall any director be liable to account to the Corporation for any profits realized by or from or through any such transaction or contract of the Corporation authorized, ratified or approved as aforesaid by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director was interested in such transaction or contract.

Nothing herein contained shall create liability in the events above described or prevent the authorized, ratification or approval of such transactions or contract in any other manner permitted by law.

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Any contract, transaction or act of the corporation or of the board of directors which shall be ratified by a quorum of the stockholders entitled to vote at any annual meeting or at any special meeting called for this purpose, shall be valid and binding as though ratified by every stockholder of the Corporation; provided, however that any failure of the stockholders of the Corporation to approve or ratify such contract, transaction or act, when and if submitted, shall not be deemed in any way to invalidate the same or to deprive the Corporation, its directors, or officers of their right to proceed with such contract, transaction or action.

XII

In the event of the issuance of any new or additional shares of stock of the Corporation, the stockholders of the Corporation immediately prior to the issuance shall have the preemptive right to acquire all of such new or additional shares in the proportion of their ownership of all of the issued and outstanding stock in the Corporation at that time. The stockholders shall have

thirty (30) days after the announcement of such offering of such new stock within which to exercise the said preemptive rights to purchase. This article is intended to eliminate the limitations on preemptive rights set forth at Section 109 of Title 13 of the Virgin Islands Code.

XIII

(a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against

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expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding

- 1) he acted:
 - (a) in good faith; and
 - (b) in a manner he reasonably believed to be in or not opposed to the best interests of the corporation; and
- 2) with respect to any criminal action or proceeding, he had no reasonable cause to believe his conduct was unlawful.

The termination of any action, suit or proceeding by judgment, order settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted:

- (1) in good faith; and

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- (2) in a manner he reasonably believed to be in or not opposed to the best interests of the corporation.

No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case such person is fairly and reasonably entitled to indemnify for such expenses which the court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsections (a) and (b) of this section, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under subsections (a) and (b) (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he had met the applicable standard of conduct set forth in subsections (a) and (b).

(e) Such determination shall be made:

- 1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding;
- 2) by the stockholders.

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(f) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amounts unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this section.

(g) The foregoing indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled under any by-law of the corporation, agreement, vote of stockholders of the corporation, or by disinterested directors or otherwise, both as to any action in the person's official capacity and as to any action in another capacity while holding such office, and shall continue as to any such person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his heirs, executors and administrators of such person.

(h) The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

(i) For the foregoing purposes, references to "the corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a

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constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

XIV

The names and residential addresses of the incorporators are as follows:

RYAN REILLY	143 Solitude Christiansted, VI 00820
JAY CRAFT	Plot No. 239-A Grove Place Christiansted, VI 00851
TONY MILLER	Plot No. 58-J-2 Cotton Valley Christiansted, St. Croix USVI 00821

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IN WITNESS WHEREOF, we have hereto subscribed our names on this 26th day of
September, 2013.

IN WITNESS AS TO ALL
THREE INCORPORATORS:

Stuardo

Narvin B. Spang

Ryan Reilly
Ryan Reilly

Jay Craft
Jay Craft

Tony Miller
Tony Miller

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ACKNOWLEDGMENT

TERRITORY OF THE VIRGIN ISLANDS)
DIVISION OF ST. CROIX) ss:

The foregoing instrument was acknowledged before me this 26th day of September,
2013 by Ryan Reilly, Jay Craft and Tony Miller

Mark Eckard
Notary Public

MARK ECKARD
Notary Public
St. Croix, U.S. Virgin Islands
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My Commission Expires Jan. 26, 2015