

Corp No. 584006

**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 certifies that

ST. CROIX GOVERNMENT RETIREES, INC.


Non-Profit Corporation

of the Virgin Islands filed in my office on **February 20, 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 Non-Profit 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 10th day of February, 2014.



GREGORY R. FRANCIS
Lieutenant Governor of the Virgin Islands

ARTICLES OF INCORPORATION OF THE ST. CROIX GOVERNMENT RETIREES INC.

Pursuant to Section 491(a) of the Virgin Islands Nonprofit Corporation Code (V.I. Code Ann. Title 13, Sec. 491 (a) we, the undersigned residents of the United States Virgin Islands (the Incorporators), do hereby adopt the following Articles of Incorporation:

ARTICLE I NAME, PLACE OF BUSINESS, RESIDENT AGENT

Section 1. The name of the corporation shall be the St. Croix Government Retirees Inc. hereinafter referred to as the "Corporation."

Section 2. The principal place of business of the Corporation shall be 72 Estate Whim, Frederiksted, St. Croix, U.S. Virgin Islands.

Section 3. The resident agent of the Corporation shall be Mary L. Moorhead 72 Est. Whim, Frederiksted, P.O. Box 187, Frederiksted, St. Croix, U.S. Virgin Islands 00841.

ARTICLE II OBJECTIVES AND PURPOSE

The Corporation is a nonprofit, non-sectarian, non-partisan organization, whose purpose shall be:

- (a) To develop, promote, coordinate and implement programs and activities designed to ensure the perpetuity of the GERS for the benefit of retirees of the system;
- (b) To work towards the reduction and elimination of the GERS unfunded liability and to improve the functioning of the GERS;
- (c) To acquire up-to-date information regarding the functioning of the GERS and the GERS Board;
- (d) To inform retirees about the functioning of the GERS and the GERS Board;
- (e) To seek representation for retirees on the GERS Board and all other Boards related to retirees of the GERS;
- (f) To raise monies and establish funds to be used in the furtherance of such purpose; and
- (g) To perform any and all lawful activities, which may be necessary, useful or desirable for the furtherance, accomplishment, fostering, or attaining the corporate purpose, either directly or indirectly, and either alone or in conjunction or cooperation with other persons, organizations, corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, department or agencies.

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- (h) To promote and support laws and policies that will enhance the social welfare and mental health of the GERS members and those of the people of the Virgin Islands of the United States.

ARTICLE III DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of the Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever. Further, no property of the members, officers or Directors may be subject to the payment of the debts or obligations of the Corporation. The cooperation will not incur debt over \$100,000.

ARTICLE IV MEMBERSHIP

Membership in the Corporation shall consist of the classifications, terms and conditions as provided for in the bylaws of the Corporation. Membership shall be open to all retirees of the GERS regardless of race, color, class, citizenship, or creed of the individual.

ARTICLE V MANAGEMENT: BOARD OF DIRECTORS AND OFFICERS

Section 1. The Board of Directors shall not be less than five and shall not exceed 15 members, who shall serve without compensation.

Section 2. Directors shall be elected for a term of two years and shall serve until their successors are duly appointed and qualified, provided, however, that a Director who is appointed to fill an unexpired term shall serve only until the expiration of that term.

Section 3. The Incorporators named in these Articles of Incorporations shall serve as the initial Directors and subsequent Directors shall be elected pursuant to the bylaws of the Corporation.

Section 4. In addition to the general powers conferred by law, Directors are expressly authorized:

- (a) To fix the amounts reserved for working capital for the Corporation and for other purposes authorized by law; and
- (b) To make provisions relative to the disposition of revenues received as may be necessary and appropriate to establish and maintain the nonprofit character of the Corporation.

Section 5. Additional powers, duties and responsibilities of the Board of Directors shall be established by the bylaws of the Corporation.

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Section 6. Fees for membership and/or annual dues from the members shall be established by the bylaws of the Corporation and be used to support the purpose of the Corporation.

Section 7. All conditions, qualifications, requirements, privileges and regulations of the membership of the Corporation, including voting rights, shall be established by the bylaws of the Corporation.

Section 8. The officers of the Corporation shall be president, *1st vice president*, *2nd vice president*, secretary, *assistant secretary*, treasurer, *assistant treasurer*, *parliamentarian* and *sergeant-at-arms*. The duties of these officers and method of election shall be established by the bylaws of the Corporation.

ARTICLE VI EXEMPT STATUS

Section 1. The Corporation is constituted so as to attract financial support from contributions from all persons and is not formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Corporation shall be distributed to, or shall inure to the benefit of its Directors or officers. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(4) of the 1954 Internal Revenue Code and its regulations, as they exist, or as they may be amended hereafter.

Section 2. No substantial part of the activities of the Corporation shall be the carrying out 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 any candidate for public office. Further, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(4) of the Internal Revenue Code of 1954 and its regulations as they now exist or as they may be amended hereafter.

ARTICLE VII DURATION

Section 1. The Corporation will commence business upon the filing of the Articles of Incorporation.

Section 2. The duration of the Corporation is perpetual.

ARTICLE VIII AMMENDMENT OF ARTICLES

These Articles may be amended by a vote of a 2/3 majority of the members of the Corporation, adopted at a regular or special meeting.

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**ARTICLE IX
DISSOLUTION OF CORPORATION**

Upon the dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all property or assets of the Corporation exclusively for the purposes of the Corporation or to such organization, fund, foundation, or corporation organized and operated exclusively for the purposes specified in Section 501(c)(4) of the Internal Revenue Code of 1954 (and its regulations, as they exist or as they may be amended hereafter) which, in the sole judgment of the corporation's Board of Directors, has purposes most closely allied to those of the Corporation. Any such assets not so disposed of shall be disposed of by the Superior Court of the Virgin Islands, St. Croix District, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE X
INCORPORATORS**

The names and addresses of the Incorporators are:

Mary L. Moorhead	72 Est. Whim P.O. Box 187 Frederiksted, VI 00841
Debra Ann Christopher	189 Sion Hill Christiansted, VI 00821
Abdul R. Ali	35 E Golden Grove Park P.O. Box 7426 Sunny Isle, VI 00823
Miguel M. Nico Sr.	68A Recovery Welcome P.O. Box 426 Christiansted, VI 00820

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IN WITNESS WHEREOF, these Articles of Incorporation have been executed on

this 22 day of January 2014.

Mary L. Moorhead
Mary L. Moorhead "Incorporator"

Debra Ann Christopher
Debra Ann Christopher "Incorporator"

Abdul R. Ali
Abdul R. Ali "Incorporator"

Miguel M. Nico Sr.
Miguel M. Nico Sr. "Incorporator"

ACKNOWLEDGEMENT

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

On this 22nd January 2014, before me, the undersigned Mary L. Moorhead, Debra Ann Christopher, Abdul R. Ali, and Miguel M. Nico Sr. to me known and known to me to be the persons described in the foregoing instrument and they acknowledged to me that they freely and voluntarily executed the same for the uses and purposes set forth therein.

WITNESS my hand and official seal.

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Notary Public

Subscribed and sworn before me
this 22nd day of January 2014
on St. Croix USVI

Terrence T. Joseph
NOTARY PUBLIC

Terrence T. Joseph
Commission exp. Mar. 30, 2015
NP - 018-11



THE UNITED STATES VIRGIN ISLANDS
 OFFICE OF THE LIEUTENANT GOVERNOR
 DIVISION OF CORPORATIONS AND TRADEMARKS

RESIDENT AGENT FORM
CONSENT OF AGENT FOR SERVICE OF PROCESS

This writing witnesseth that I, the undersigned Mary L. Moorhead
 having been designated by St. Croix Government Retirees Inc.
 as resident agent of said company, upon whom service of process may be made in all suits
 arising against said company in the Courts of the United States Virgin Islands, do hereby consent
 to act as such agent and that service of process may be made upon me in accordance with
 Title 13, Virgin Islands Code.

IN WITNESS WHEREOF, I have hereunto set my signature this 22 day of
January, 2014.

I DECLARE, UNDER PENALTY OF PERJURY, UNDER THE LAWS OF THE UNITED STATES VIRGIN ISLANDS, THAT ALL STATEMENTS CONTAINED IN THIS APPLICATION, AND ANY ACCOMPANYING DOCUMENTS, ARE TRUE AND CORRECT, WITH FULL KNOWLEDGE THAT ALL STATEMENTS MADE IN THIS APPLICATION ARE SUBJECT TO INVESTIGATION AND THAT ANY FALSE OR DISHONEST ANSWER TO ANY QUESTION MAY BE GROUNDS FOR DENIAL OR SUBSEQUENT REVOCATION OF REGISTRATION.

Mary L. Moorhead
 SIGNATURE OF RESIDENT AGENT

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DAYTIME CONTACT NUMBER	340-772-0067
MAILING ADDRESS	P.O. Box 187 Fsted, STX 00841
PHYSICAL ADDRESS	#72 Estate Whim, Fsted
EMAIL ADDRESS	ytt-fsted@yahoo.com

NOTARY ACKNOWLEDGEMENT

Subscribed and sworn to before me this _____ day of _____ at _____
 Subscribed and sworn before me this 22 day of Jan. 2014 on St. Croix, USVI

Terrence T. Joseph
 NOTARY PUBLIC Notary Public
 Terrence T. Joseph
 Commission exp. Mar. 30, 2015
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**BYLAWS
OF
ST. CROIX GOVERNMENT RETIREES INC.**

**ARTICLE I
ORGANIZATION**

Section 1. Corporate Name. The name of the organization shall be *ST. CROIX GOVERNMENT RETIREES INC.*, hereinafter referred to as the Corporation.

Section 2. Registered Office. The Corporation shall maintain a registered agent in the U.S. Virgin Islands, whose business office shall be the registered office of the Corporation.

**ARTICLE II
PURPOSES**

Section 1. Nature of Corporation. The Corporation is a nonprofit corporation formed under the Virgin Islands Nonprofit Statute, and organized and operated in accordance with the meaning and provisions of Section 501(c)(4) of the Internal Revenue Code and its regulations, as they exist or as they may be amended hereafter.

Section 2. Primary Purpose. The Corporation is organized for the following:

- A. *To develop, promote, coordinate and implement programs and activities designed to ensure the perpetuity of the GERS for the benefit of retirees of the system;*
- B. *To work toward the reduction and elimination of the GERS unfunded liability and to improve the functioning of the GERS;*
- C. *To acquire up-to-date information regarding functioning of the GERS and the GERS Board;*
- D. *To inform retirees about the functioning of the GERS and the GERS Board;*
- E. *To seek representation for retirees on the GERS Board and all other boards related to retirees of the GERS ;*
- F. *To raise monies and establish funds to be used in the furtherance of such purpose;*
- G. *To perform any and all lawful activities, which may be necessary, useful or desirable for the furtherance, accomplishment, fostering, or attaining the corporate purpose, either directly or indirectly, and either alone or in conjunction or cooperation with other persons, organizations, corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.*

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H. *To promote and support laws and policies that will enhance the social welfare and mental health of the GERS members and those of the people of the Virgin Islands of the United States.*

ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers. The *membership* shall have the general power to manage and control the affairs and property of the Corporation, and shall have full power, by majority vote, to adopt rules, regulations and resolutions governing the action of the Board of Directors. Only members in good standing shall have voting power.

Section 2. Number, Election, and Term of Office. The Board of Directors shall consist of *four incorporators and the five* officers but shall not exceed 15 members. Election to the Board of Directors shall be by majority vote of the members in attendance and shall occur, except in the case of filling vacancies, at each annual meeting thereof. Each Director shall hold office for a term of two years and shall serve until their successors are duly appointed and qualified. However, a Director appointed to fill an unexpired term shall serve only until the expiration of that term. No Director shall serve for a term of more than *four* consecutive years.

Section 3. Officers. The officers of the Corporation shall be president, *1st vice president, 2nd vice president, secretary, assistant secretary, treasurer, assistant treasurer, parliamentarian and sergeant-at-arms.* The officers with voting rights shall be president, 1st vice president, secretary, treasurer and sergeant-at-arms.

Section 4. Membership. Membership on the Board of Directors shall be opened to retirees of GERS, regardless of a person's ethnicity, color, class, creed or citizenship. Members shall complete a membership form and receive official membership cards.

Section 5. Vacancies. Any vacancy occurring on the Board of Directors shall be filled by *one* vote of the majority of the *membership in attendance* and the election shall be for the balance of the *term*.

Section 6. Biannual and Regular Meetings. The Board of Directors shall hold a *biannual* meeting on *the third Tuesday of November* at such time and place as the Board of Directors shall by resolution prescribe, *and at such time the election of officers will take place.* The Board of Directors shall meet at least four times per year. A meeting shall be announced at least five (5) business days before the date of the meeting.

Section 7. Special Meetings. Special meetings of the *membership* may be called by or at the request of the President or *by* petition of the majority of the membership. The person authorized to call special meetings of the Board of Directors shall fix a reasonable date, hour and place for such meeting and state the reason for the same.

Section 8. Notice. Notice of any meeting of the Board of Directors shall be given at least *seven* days prior to the meeting by written notice delivered personally or sent by mail, telegram, facsimile, or other means of electronic transmission to each Director at his or her address as shown in the records of the Corporation. If

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mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid.

Section 9. Quorum and Proxies. The *majority of the members present* shall constitute a quorum to permit the Board of Directors to conduct business for the organization, but a lesser number may adjourn the meeting without further notice. Voting by proxy shall not be permitted.

Section 10. Voting. Except for the election of officers and Directors, all votes shall be by yea or nay. Ballots may be provided. Only members in good standing shall be allowed to vote.

Section 11. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws. Meetings shall be conducted according to the following order:

1. Call to order/attendance
2. Minutes
3. Matters Arising
4. Correspondence
5. Committee/Individual Reports
6. Financial Reports
7. Unfinished Business
8. New Business
9. Date and Place of Next Meeting
10. Adjournment

Section 12. Compensation. Directors shall not receive any salaries for their membership. Nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 13. Restrictions. No member shall hold office at the same time as that of a close relative (e.g., spouse, sister, brother, aunt, uncle, mother, father, etc.)

Section 14. Resignation; Removal. A Director may resign from the Board of Directors at any time by giving notice of his or her resignation in writing to the President or Secretary of the Corporation or by presenting his or her written resignation at an annual, regular, or special meeting of the Board of Directors. Except as otherwise provided by law, a Director may be removed for cause (e.g., His or her failure to attend three consecutive meetings).

ARTICLE IV COMMITTEES

The committees of the Corporation are the following: membership, fundraising, public relations, and finance/accounting.

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ARTICLE V OFFICERS

Section 1. Officers. The officers of the Corporation shall be president, *1st* vice president, *2nd* vice president, secretary, *assistant secretary*, treasurer, *assistant treasurer*, *parliamentarian* and *sergeant-at-arms*.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected by a majority vote of the members *in attendance* at the organizational meeting and at annual *meetings* thereafter. New offices may be created and filled at any meeting of the *membership*. Each officer shall hold office for a term of *two years* and thereafter until his or her successor is duly elected and qualified.

Section 3. Removal. Any officer may be removed upon affirmative vote of a two third (2/3) majority of the *membership in attendance*, whenever in its judgment the best interests of the Corporation would be so served.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The president shall preside at all membership meetings. By virtue of his or her office, the president shall be the chairman of the Board of Directors. The president shall present an annual report of the work of the organization at its annual general meeting. The president shall appoint all committees, temporary or permanent and see that all books, reports and certificates, as required by law, are properly filed. The president shall be one of the officers who may sign checks or drafts of the organization. The president shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

Section 6. Ist Vice President. The Vice President shall, in the absence or inability of the president to exercise his or her duty, become the acting president of the organization with all of the rights, privileges and powers as if he or she had been the duly elected president. The Vice President also may perform all other such duties as may be required by the Board of Directors from time to time.

2nd Vice President. The **2nd Vice President** will chair meetings in the absence of the President and Ist Vice President, serve as the Public Relations and Development Officer of the organization.

Section 7. Secretary. The Secretary shall keep the minutes and records of the organization in an appropriate book, file any certificate(s) required by statute, federal or state, give and serve all notices to members of the organization, present to the membership any communication addressed to the secretary of the organization, attend to all correspondence of the organization, be the custodian of the corporate records and exercise all duties incident to the office. The Secretary shall be a signatory for checks if the Treasurer or President is disabled.

Section 4. Dues. The member's annual dues shall be *such amount as recommended by the Board of Directors and approved by the general membership and are* payable on February 1st of each year.

No member of the corporation in arrears one month or more shall be eligible to vote, hold office or to enjoy any of the privileges or benefits offered by the Corporation without prior approval of the Board of Directors. Any member nine months in arrears shall pay the annual fee to regain active status.

Section 5. Gifts and Contributions. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purpose or for any special purpose of the Corporation. Such contributions, gifts, bequests, or devices shall be in conformity with the laws of the United States, the U.S. Virgin Islands and any other relevant jurisdiction.

ARTICLE VII BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE VIII AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, repealed or added to by an affirmative vote of not less than a majority of the total membership of the Corporation. Any meeting to make amendments to the Bylaws must be properly called.

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