

DeutscheBank
Private Wealth Management I
^JHC^ 02:5406Corporate
Account Authorization and Terms and Conditions
Officer's Certificate
Account Number:

, the duly elected and acting
of Southern Trust Company, Inc
(the "Corporation") hereby certify that:
(1) The following resolutions were adopted by unanimous consent of the Board
of Directors of the Corporation on the
of

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RESOLVED, that any persons designated by the frg.^)

r^u^
of the Corporation are authorized on behalf of the Corporation to:
(A) Open and maintain one or more brokerage account(s) for and in the name
of the Corporation at Deutsche Bank Securities Inc. (referred
to herein as "DBSI") (including any successor thereof);
(B) Deposit, deliver, assign, withdraw and transfer funds, instruments and
securities of any type(C)
Sell any securities owned by the Corporation;
(D) Buy any securities in a cash account; and
(E) Buy, sell and sell securities (including put and call options) short in
a margin account; and (DELETE (E) IF INAPPLICABLE)
<F) Execute all documents, and exercise and direct the exercise of all
duties, rights, and powers, and take all actions necessary or
appropriate to perform the powers enumerated above.

FURTHER RESOLVED, that the
of the Corporation shall certify in writing any changes in the
powers, office or identity of those persons authorized to perform the powers
enumerated above. DBSI may rely upon any such certificate of
authority furnished by the Corporation until written certification of any
change in authority shall have been received by DBSI. Any past action in
accordance with this resolution is hereby ratified and confirmed. The powers
enumerated above pertain to securities of any type now or hereafter
held by the Corporation in its own right or in any fiduciary capacity.
Powers previously certified by the Corporation shall not be affected by the
dispatch or receipt of any other form of notice nor any change in the
position with the Corporation held by any person so empowered. Any
officer of the Corporation is hereby authorized to certify these resolutions
to whom it may concern.

(2)
Each of the following are authorized to perform the powers enumerated in the
foregoing resolutions and by signing his or her name in this
section 2 agrees on behalf of the Corporation to the Terms and Conditions
attached hereto:

(List name and corporate position)
Name
Signature
Position

day

<_y ,g_|-aL

Name

Position

Name

Position

Signature

Signature

Deutsche Bank Securities Inc., a subsidiary of Deutsche Bank AG, conducts investment banking and securities activities in the United States.

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09-PWM-0186 Corp Aoct Auth & T&C (02/12) CORP

006420-022212

(3) The Corporation is duly organized and existing under the laws of the State of (t>\^<J.S. (^irglH-U- Utw^d has the powers to take the actions authorized by the resolutions certified herein.

(4) No action has been taken to rescind or amend said resolutions, and they are now in full force and effect.

(5) No one other than the Corporation shall have any interest in any account opened and maintained in the name of the Corporation.

(6) THE TERMS AND CONDITIONS ON THE NEXT TWO PAGES CONTAIN A PRE-DISPUTE ARBITRATION CLAUSE AT PARAGRAPH 11.

IN WITNESS WHEREOF, I have hereunto affixed my hand and the seal of the Corporation this

SEAL'. 1

Signature of Certifying Officer

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'. V'

Name of Certifying Officer

Corporate Title of Certifying Officer

day of

Please note: A second certifying officer must sign if the first certifying officer is one of the persons listed in section 2.

Signature of Second Certifying Officer

Name of Second Certifying Officer

Corporate Title of Second Certifying Officer

IF THE CLIENT IS INCORPORATED OUTSIDE THE UNITED STATES, THE CLIENT MUST COMPLETE AND RETURN A FORM W-8 ALONG WITH

THIS OFFICER'S CERTIFICATE.

09-PWM-0186 Corp Acct Auth &T&C (02/12) CORP

006420-022212

ARTICLES OF INCORPORATION

OP

FINANCIAL INFOMATIcs, INC.

We, the ntidci'sigrtcd, for ihc purposes of aasQciiiting to establish « coi-
potfiliation for the tran sac; tion

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hcreinaftei' stated, under l:h<j pivov.isbns
nnd subject to the t'cquifciiiciits' of the. laws of the Virgin liiJaiKis of
the United States (liercinaftei- t.:allc(:l tlie
"Vii'>in Islniuls"), and. parficulat'ly the ('Jciicral CorjioMtjciiii. I/tiw
of the Vifgiii Isiaiiicls (Clhapter 1, Title 1.3, Vii'giu
Islands Gode),. as the same may be anieded frotti liino to tiine, dp liiake
aild liile these Arlicles of Iticorpocaiion
in wriing and do ceriJIy;

ARTICLE I

The name of the (T-ovporation (hereinafter refeired to as l:h.e."Coi!
poi;atiGn.") is Fiiiiiniial Infbtatics, Inc..

The ptiucipal office of the C~.GrpoJ.'ation ii) the Virgin Islands is
beatcid at 9100 ilnvensighf, Port of Sitic, Suite

15-16, St Thomas, U.S. . Vitgin Islands, (10802. and the itai™ of tht;
rcsiticnt agent of the Coi:puKvtiQn'.is

Kcllerhijls Ferguson LLP, ^vho.sc niailing address is 9.100 1-lavensight,
Port of i?ale, Suite 154(5, St. Thomas, U.S.

Virgin,Islands 00802, and whose physical address 9100: Mavaisight, Port of
Sale,. Suite 15-16, Sr. Thomas, U.S.

Viigin Island-s.

ARTICLE li i

Wii:l70)u(iiniiiiing in any m.lnn<;r .tht; scope and gciiecality of the
allowable functions of the (>)LpoRttion, it is
hc):eby proviitled that the Corporation shall bjavc the Iwllowing ptjrposes,
olijects and powers: V-.,

(1) IV) engage in aiiy lawful Inisiness ifi fhe UnifcclS'tates Vii'^^^^^

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(2) To enter inl.6 and cany out any icontriictu for .or^ in relation to the
foregi;iing'business with si fiy person, firm,
asisociafiijn. eorporatitjii, or gtjycrntnentor governner

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(3) 'to c()ncluGt its -.business in the United States; Virgin talanda tmd
tri have offices within.-the Uiittcd States

Vii'gih Islands.

(4) To borrow or'taise nioiicy to any aihount.pcttiitied by law by the sale
oi'issuanc-c-of.obligatitons of any kiiid,

to guai'fllvtee loans, (>thcr types of indebtedness and financing

qbli{fations, and to .secure the foregoing by
mortgages or other liens upon any and all of ihe property of eyery Itind
of.the Corpoi'atiioii.

(5) To do all and everytliing necessariy, suitable atid proper ;fpr the
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the attainment of any of the objects or the exercise of any of the powers herein set forth, either alone or in connection with any other firms, individuals, associations or corporations in the Virgin Islands and elsewhere in the United States and foreign countries, and to do any other acts or things incidental thereto appurtenant to or growing out of or connected with the said business purposes, objects and powers of any part hereof not inconsistent with the laws of the Virgin Islands, and to exercise any and all powers now or hereafter conferred by law on business corporations whether expressly enumerated herein or not, the purposes, objects and powers specified in this Article shall not be limited or restricted by reference to the provisions of any other subdivision or of any other article of the Articles of Incorporation.

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ARTICLE 13JV

The total number of shares of all classes of stock that the Corporation is authorized to issue is Ten Thousand.

(10,000): shares of common stock of \$01 par value; no preferred stock authorized.

The minimum amount of capital with which the Corporation will commence business is \$10,000.

ARTICLE V

The names and places of residence of each of the persons forming the Corporation are as follows:

NAME

BESIEEME

ISrila A. Keller

Gregory J. Ferguson

BrcttJary

2E-;19 Fstate Cai.-cl: Bay, St. Thonias, V.i. 001102

31 -B Peterborg, St. 'Iliomas, V.:l. 00Bf)2

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The Corporation is to have perpetual existence.

ARTICLE VI

For the management of the business and for the conduct of the affairs of the Corporation, and in furtherance of

creation, definition, limitation and regulation of the powers of the Corporation and of its directors a set of articles of incorporation and by-laws shall be provided;

(1) - The number of directors of the Corporation shall be fixed by, or in the charter of the Corporation, but in any case shall be fewer than three (3).

The articles of incorporation and by-laws shall be subject to the provisions of the laws of the Virgin Islands.

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(2) In furtherance of and not in limitation of the powers conferred by the laws of the Virgin Islands,

and subject at all times to the provisions thereof, the Board of Directors is expressly authorized

and empowered;

(a)

(b)

It is the policy of the Corporation, subject to the approval of the Board of Directors,

to authorize and issue obligations of the Corporation, secured and unsecured, to include

therein such provisions as to redeemability, convertibility or otherwise,

as the Board of
Directors in its sole discretion may determine, and to authorize the
mortgaging or
pledging of, and to authorize an(1) use to be executed mortgage and
liens upon any
property of the Corporation, including
acquired property.

(c)
The net income, after any and, if any, dividends of the net profits
of the Corporation or
of its net assets, in the hands of its capital shall be declared in
dividends and paid 1:1 (one
shareholder, and to direct and determine the use and disposition
thereof.

(d)
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rcieft'c or rcsctVcn, or to make
such other provisions, ifiaiiy, afi: the Board of Directors may deem
necessary or advisable
for working, capitalj i'or additioiw, improveiiienis and lietteriiiieiVts to
plant and
equipment, fcir expansion' of die business-of the Cotporation (including the
acquisition of
real aild personal propurty for this purpose) and For aiiy other pniprj.se.
ot (be
Corporation.

(e)
To" estabiish bonus, prpfu-sbairiig, pen.sion, thrift and other types, of
ii.iccniive,
compensatipii or retiieraent plans for the officers and einployees
(including officers and
enployees who are also diicclovs) of the Corporation, and to fix- the
anount i)f profits to
lie disiribiittd or shared ,or coniributctl and the .amounts of the
Corporation's fiiiids or
othewise to be dcvciled riicreto, and to dcreniiihe (lie persons to
partitipaiein any such
phins and :lhG amounts o.f theii respective partictpaiiis.

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(f)
I'o issue or grant options for the purchase of. shates of stock of the
Oirporation to
officers nnd t;niployees (ineUidiig: officers and employees who arc also
directors) of the
Cotporfttioo ftiid on. such terms aild concliltons us llie Boiii:d of
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to time deterniine,

(g)
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(i)
To enter into contracts for the managemerit of the bviiijness pf the
Corporation Rir tctms
not exceeding five (5) years.
To exercise all the powers of the Cotpofation, exccjii: such as are
conferred by law, or by
tlicse Aiticks of Incorporation or by the liy laws of the Corporation upon
the
stockholders.

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To issue such classes of stock aild. series withiti any class of stock
with .such value and
vcitiiig jiowei's and with such designations; prcfei-eiices and rerative,
partieipBBng, optional
or .other special: rights, and qualifiiaationSj limitations or res trie
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the resolution or resolutions providing for the issue of such stock
by the Board
of Directors and duly filed with the office of the Honorable Governor of the
Virgin Islands in
accordance with Sections 91 and 97 of Chapter 13; Virgin Islands Code, as
the same may be
amended from time to time.

ARTICLE VII

Section 1
1.

No stockholder shall sell, convey, assign or otherwise (unless any of his
or her shares of stock are being offered for sale) offer for sale
offering the same to the Corporation at the lowest price at which the
stockholder is willing to dispose of the
same; and the Corporation shall have thirty (30) days within which; to
accept same; the Corporation shall notify
the stockholder of its election in writing. If accepted by the Corporation,
the stockholder shall promptly assign
the shares of stock to the Corporation, and the Corporation shall
promptly pay therefor. If the Corporation
rejects the offer, then the stockholder shall offer the stock to the
remaining stockholders for the same terms
as offered to the Corporation; and the remaining stockholders shall
have thirty (30) days within which to
collectively or individually accept the offer. If the
remaining stockholders reject the offer, then the
stockholder shall have, the right to sell the stock at the same or a
greater price than that at which it was offered to
the Corporation, If the stockholder shall desire to sell, the stock at a
lesser price than that originally offered to
the Corporation the stockholder must then repeal the process of offering
the stock for sale to the Corporation
and the stockholders in turn. Shares of stock in this Corporation
shall not be transferred or sold until the sale or
transfer has been reported to the Board of Directors and approved by them.

No stockholder shall pledge as collateral for indebtedness any shares of the Corporation without the written consent of a majority of the disinterested members of the Board of Directors of the Corporation.

ARTICLE IX

At all elections of directors, each stockholder shall be entitled to as many votes as shall equal the number of shares that (except for such provision as to cumulative voting) the stockholder shall be entitled to cast for the election of directors: with respect to his or her shares of stock multiplied by the number of directors to be elected. The stockholder may cast all votes for a single director or distribute them among any two or more of them as he or she may see fit. Within ten (10) days in writing shall be given, however the shareholders are entitled to waive notice of the meeting as provided by law. The action of the meeting and vote of stockholders may be dispensed with, if all of the stockholders who are entitled to vote at the meeting were held, shall consent in writing to such corporate action being taken.

ARTICLE X

Subject to the provisions of Section 71, Title 13, Virginia Code, the Corporation may enter into contracts or otherwise transact business with one or more of its directors or officers, or with any firm or association of which one or more of its directors or officers are employees, or with any other corporation or association of which, one or more of its directors or officers are stockholders, directors, officers, or employees, provided that no such contract or transaction shall be invalidated in any way affected by the fact that such director or officer or officers have or may have an interest that is or might be adverse to the interests of the Corporation, though the vote of the directors or officers having such adverse interest is necessary to obligate the Corporation in such contract or transaction, that in any such case the fact of such interest shall, be disclosed or known to the directors or officers acting on behalf of the Corporation in such contract or transaction. No director or officer or officers having such interest disclosed or known to the Corporation shall be liable to the Corporation or to any stockholder or creditor thereof or to their estate for any loss incurred by it under or by rescission of any such contract or transaction, nor shall any such director or officer or officers be accountable for any gains or profits realized thereon, provided that this section shall not be construed to invalidate or in any way affect any contract or transaction that would otherwise be valid under law.

ARTICLE X I

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N.s ',
(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 or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if:
(1) he or she acted in good faith and in the manner reasonably believed to be in or not opposed to the best interests of the Corporation; and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

The termination of any action, suit, or proceeding by judgment order, settlement, conviction, or upon a plea of guilty or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any individual (letting part), a 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 or in connection with any action or suit by or in the right of the officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation, trust, or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection with the defense of such action or suit if he or she acted:

(1)
(2)
in good faith; and
in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation; and
no limitation shall be made in respect of any damages, including reasonable attorneys' fees, which may be awarded to or for the benefit of any person who has been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, but only to the extent that the court in which such action or suit is brought shall determine upon application in that behalf made, despite the adjudication of liability but in view of all the circumstances of the case, that such person is fairly and equitably entitled to indemnity for such expenses which the court shall determine to be proper.

(c)
The extent to which an 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 subparagraphs (a) and (b), or in defense of any claim, issue, or matter so referred to, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense,

(d) Any indemnification under subparagraphs (a) and (b) (unless ordered by a court) shall be given by the Corporation only as to the extent that the person would be entitled to receive such indemnification from the applicable state law if the person were to be sued.

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(1) by the board of directors by a majority vote of the quorum consisting of directors who were not

parties to such action, suit, or proceeding; or

(2) if such a quorum is not obtainable, or well if obtainable, a quorum of disinterested directors so

directors, by independent legal counsel in a written opinion; or

(3) If any (he stockholders.

(e)'

Expenses incurred in defeating 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 or

she is entitled to be indemnified by the corporation as authorized in this article.

(() The indemnification provided by this Article shall not be deemed exclusive of any other rights to which

those seeking indemnification may be entitled under any bylaw, agreement, vote of stockholder, or

disinterested directors, or otherwise, both as to indemnification in his or her official capacity and as to action in

his or her capacity while holding office, and shall continue as to a person who has ceased to be a

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director, officer, employee or agent and shall in addition to the benefit;
of the directors, officers, and
administrators of such person.
(j) 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, (in
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 or her and incurred by him
or her in any such capacity, or arising out of his or her status as such;
whether or not the Corporation
would have the power to indemnify him or her against, such liability
under the provisions of this
Article.

ARTICLE XII

The Corporation reserves the right to amend, alter, or repeal any of the
provisions of these Articles of
Incorporation and to add or insert; other provisions authorized by the
laws of the Virgin Islands in the manner
and at the time prescribed by said laws, and all rights at any time
conferred upon the Board of Directors and the
stockholders by these Articles of Incorporation are granted subject to
the provisions of this Article.
[signature page follows]

IN WITNESS WHEREOF, we have hereunto subscribed and sealed this 17th day of November, 2011.

Erika A. Kelly, Inc. Attorney
(Gregory J. Ferguson, Incorporated
Attorney: Geary, Incorporated
^1^

TERRITORY OF THE VIRGIN ISLANDS)
DISTRICT OF ST. THOMAS AND ST. JOHN)

The foregoing instrument was acknowledged before me this 17th day of November, 2011, by Erika K.

Kelly, Gregory J. Ferguson, and Hictt Geary,
Notary Public

GINAMAHIEBRYAN

NOTARY PUBLIC CNP 069-09

COMMISSION EXPIRED 09/28/2013

St. Thomas/St. John, USVI

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THE UfiirE0.STAtK ViRtSiN ISLANDS
. OFFICE OF THE LLEUTENANT GOVERNOR
DIVISION OF CORPORATIONS AND TRADEMARKS
5049 Kongens GPde
Charlofle Amalie, Virgin Iskinds 00802
Phone - 3-10.776.8515
Fax-.340.776.4612
1105 King Street
.Christian.ste.cl; Virgin Islands 00820'
Phone - 340.773.6449
Fax - 340773.0330

June 25, 2013

CERTiFICATTON OF GOOD STANDING

This is to certify .that the corporatori known qs SOUTHERN TRUST
COMPANY> INC. FORMERLY: FINANCIAL INFOMATICS, INC. filed Apticles, of
IncorporatiOh. office of the Lieutenant Governor on NOVEMBER 18, 2011 that
a Certificate of Incorporation was issued by the Lieutenant Governor on
DECEMEIER 8,: 2011 authorizing the said corporation to .conduGt business in
the

VIrgh Islands cind the corpofation is considered to be in gopd, standihg.
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Director, Division of Corporatori
arid Trademarks
DJ/gg

iDEPARTiyiEtW OF THG TKERStJR^
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CINCrNNflTI- 0« 45999-0023
Dat:Q of tlii s notice: 02-14^2012

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reords.

ViheJft filin g tak documenta, payriients, .and related correspondence, i t
is very important:
that you use your EIH and eompiete name and address ^xsctl'y as ..shown,
above, Any -Variation
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the'following fo'rm:(s) by the date('8!l shovm.
Form 9418S
Fbrm ;VX20
01/31/2013
03/15/2012

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request a pr'iv;ate letter- ruling from the IRS uher. the tjiddisitnas i n
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corporation must (t«et certain feealiB. Al l of. tiie infbnnat.ibn i
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CHAREOTTE AMAL.rE, ST, THOMAS, ¥.1 mm

To Whom These Presents Shal! Come:

I , the laidersigiied, LIEUTENANT GOVERNOR, dptiereby certify that
FINANCl/y: IfvJFQMATICs; JNC:.

a Virgin Islatids cot'pt>i"atio.n, fikct, ..in tJte Office of the:
Lieutenarit Govet-nor: OB.

September 21.2012 as pwiv.ided for by liaw, Geui ficate of Aviienclement
Ailicles. of

Tncoporatto0i duly ackn-ovvledgecl; ahatiglng its xiame to
.SOUTHERN TRU!?T COMmNY. INC.

WHEREFORE the said AmendineM :i3 iiereby declared to have been diil)'
recoi'ddl tn

this oflice on the aforesaid and to be ih Mribrcce aaid effect li'om that
date.

Witness my hand .and the seal of the

Government of the UrVited Staifes Virgin

Isianda, at Chariotte ./Vmalie; this 31."' day of

October, A.D.. 2012.

GREOeKY R. FRANCIS

Lieutenant C7i()%'ernot' of the Virgin tsimid:"

mfmm

THE VIRGIN ISLANDS
OFFICE OF THE LIEUTENANT GOVERNOR
DIVISION OF CORPORATIONS AND TRADEMARKS
5049 Kongens Gade
Christiansstedt, Virgin Islands 00802
Phone - 340.776.8505
Fax - 340.776.4612
100 King Street
Christiansstedt, Virgin Islands 00802
Phone • 340.773.6449
fax- 340.773.0330
June 25, 2013

CERTIFICATE OF GOOD STANDING

This is to certify that the corporation known as SOUTHERN TRUST
COMPANY, INC. FORMERLY: FINANCIAL INFORMATICS, INC. filed Articles of
Incorporation with the Office of the Lieutenant Governor on NOVEMBER 18, 2011 that
a Certificate of Incorporation was issued by the Lieutenant Governor on
DECEMBER 8, 2011 authorizing the said corporation to conduct business in the
Virgin Islands and the corporation is considered to be in good standing.

... J. A.

Digitally signed by

Denise Johannes

Director, Division of Corporations

and Trademarks

DJ/gg

CONSENT OF
THE BOARD OF DIRECTORS
OF

SOUTHERN TRUST COMPANY, INC.

The undersigned, being all of the Directors of Southern Trust Company, Inc.,
a U.S. Virgin Islands

Corporation ("the Corporation") hereby certify that the following
resolutions were unanimously adopted:

and entered into by the Board of Directors on the 19th day of March 2013.

\ \
Virgin Islands;

:
' WITNESSETH:

• ' v . . • -t-'

WHEREAS, the Corporation is a Corporation organized and existing under:
the laws of the U.S.

/
WHEREAS, the Board of Directors as of the date of this Consent are as
follows:

Jeffrey Epstein
Dane K. Indyke
Richard Kahfi. •

WHEREAS, the undersigned, being all of the directors of the Corporation,
consent to the taking of
the following actions in lieu of a meeting of the Board of Directors in
accordance with

the Corporation Law of the United States Virgin Islands (the "GCL") and waive
any notice to be given in
connection with the meeting pursuant to the GCL; '

WHEREAS, Financial Trust Company, Inc., a Corporation organized and existing
under the laws of

the United States Virgin Islands ("FTC"), is the sole shareholder of
Jeepers, Inc., a corporation organized
and existing under the laws of the United States Virgin Islands
("Jeepers"), which has elected to be taxed as
a qualified subchapter S subsidiary;

WHEREAS, the Board of Directors of FTC determined that
in the best interests of the
Corporation and its sole shareholder, Jeffrey E. Epstein ("Epstein"), to
transfer; an

all
of the issued and outstanding shares of Jeepers, free and clear of all
liens, claims and encumbrances (the

'Jeepers Interest', such that Epstein shall
WHEREAS, Epstein is also the sole shareholder of Corporation

WHEREAS, the Corporation is the sole member of Southern Financial, LLC, a
United States

Virgin Islands limited liability company organized

WHEREAS, the Board of Directors of FTC has determined that it is in the
best interests of FTC

and its sole shareholder to pierce the veil of FTC into SF, upon the completion of

which meiget SE :5haIl be the
stu:viving entity of said merger (the. "Merged

WHEREAS, it is intended that the Merger be effectuated upon; in accordance with, and subject to, the provisions of the Merger Agreement and Plan of Merger in the form annexed as Exhibit "A" hereto, which has also been approved by the Board of Directors of FTC and its sole shareholder (the "Merger Agreement");

WHEREAS, in connection with the Merger and pursuant to the provisions of the Merger Agreement, Epstein is to surrender for cancellation ten thousand (10,000) shares of the Common Stock of FTC, representing all of the issued and outstanding shares of FTC's Common Stock and all of such issued and outstanding shares held by Epstein, and in consideration of FTC's merger with and into SF, the wholly owned subsidiary of the Corporation, and the transfer of all of FTC's assets to SF by operation of law as a result of such Merger, the Corporation is to issue an additional ten thousand (10,000) shares of its Common Stock, 5.01 par value (the "Common Stock") to Epstein (the "Additional Shares");

WHEREAS, the Board of Directors of the Corporation has determined that it is both advisable and in the best interests of the Corporation and of Epstein, as the sole shareholder of the Corporation, that the Merger be consummated upon, in accordance with, and subject to the provisions of the Merger Agreement, and that in connection therewith, the Corporation issue the Additional Shares;

NOW THEREFORE BE IT :

RESOLVED, that, after consideration by the Corporation: issuance to Epstein of the Additional Shares : the Merger, upon, in accordance with, and subject to, the terms and conditions of the Merger Agreement, be and it is hereby authorized and approved.

RESOLVED, that it is intended that the Merger qualify as a tax-free reorganization under section

368(a)(1)(A) of the Internal Revenue Code;

RESOLVED, that the form and provisions of the Merger Agreement, be and they hereby are adopted and approved;

RESOLVED, in connection with the Merger Agreement, the Corporation issue the Additional Shares;

RESOLVED, that, the President of the Corporation be, and he hereby is, authorized, empowered

and directed, for and on behalf of the Corporation, to execute and deliver the Merger Agreement, and to execute and file with the Office of the Lieutenant Governor of the United States Virgin Islands Articles of Merger in form and substance that has been approved by legal counsel to the Corporation as being

compliant with the requirements of the GGL and necessary or appropriate in order to effectuate the Merger in accordance with the provisions of the Merger Agreement; and

RESOLVED, that the Board of Directors, for and on behalf of the Corporation, is authorized to execute and deliver all such agreements, documents and instruments, to pay all such costs, fees and expenses, and to take all such other action as such officer deems necessary or advisable in order to consummate the Merger in accordance with the provisions of the Merger Agreement.

This consent shall be filed with the Minutes of the proceedings of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Resolution as the directors of

Financial Trust Company, Inc., on this 19* day of March, 2013.^

Jeffrey E, .."fepstein-"^^

Darren K. Indyke

Richard Kahn

-Ss
lifell.
CONSENT OF
THE
BOARD OF DIRECTORS
OF
FINANCIAL INFOMATICS, INC.

The undersigned, being: all of the Directors of . Financial:
Infoniaucs, ,Inc!v a .U.S.; Vugin -Islands
Gorpbraiori ("die-CorporadPn"); hereby certify. .that;dic.following
resolutions-were, unanimously :adopted.
and entered into by the Board of Directors on the 18*' ' day ofNovember, 2011.
WITNESSETH•

WHEREAS, the Gorporation is :a corporaoun organized and existing, under the:
laws of lhc U.S.

Virgin Islands; and

• WHEREAS, the Corporaoun was. duly formed in. the United States Virgin
Islands on- November
18,2011; and

.WHEREAS', the.Boardof Directors asof the:date of tks Consent are
aSifpUows;^^-;

• Jeffrey Epstein - :

Darren ihdyke

Richaid'Kahn

' WHEREiAS, the undersigned,.being all of die.directois of Financial
Infoi'naUcSi,Inc,,;consent tp thc .

taking of 'the follo'wing actions in beu of a meetingr-pf the ; Bpard of
Directors; inj accordance

corporation la-ws of the United States Virgin Islands and waive::any nouce
tp be giyen in conncedpn with the

meeting pursuant to the corporation-lavvs of Umted States Virgin Isb^^

::;... , ..

: .. -: ; i;

WHEREAS, this cotporanon is autho'riyed, in its arltc/es of incorporation,
to issue an aggregate of

10,000 share's of slock of lhc par value of % 01 per share; and

WHEREAS, a depositor)' shall be estabhshed for the fiinds of the corporaoun
and those who arc

authorized to-do so may withdraw them on behalf of the corporaoun; and

.;:....;...;

NOW THEREFORE BE IT:

RESOLVED, thatall-aetlons taken^by. the incorporators of the
CorpGration;durug ithc:period from

Noverribcr 18; 2011 through the date of this Consent, including,.but not
limited to, tiling.the CertifiGate of

Incorpora tion of th'e Corporation and adopPngithe initial By::;Iiiaws. of
the Corporaoun;; be,, and; cachotythe.:

same hereby is, m all rejects, radfiedi; adopted and approvedi. and it .i^

RESOLVED, that tlie officers of the Corporaoun shallinclude a President,
and.may include: one or

more Vice presidents, a Secretar)'and: a.Treasurer;.and it is further

• :.; .. ;... -:
. -RESOLVED,. that:'cach:pf':the;:follo\\'ing.pcrsons is hereby appointed
and elected to. the .pffice set
forth oppbsite his: name below.to servx as; such in aecbr
'
the

mm

-Corporation: until the next meeting of directors::of the Corporation
immediately: following the;next:annual
meeting of the:stockholders:of the Corporation and until his successor shall
have been duly elected and shall
have qualified:

- -
Jeffrey Epstein, President

- Darren .Indyke, Vice. President and Secretary
Richard Kahn, Treasurer

And it IS further
RESOLVED, that the officers of the Corporation be; and each of them hereby IS
authorized

empowered and directed to produce all books of account, stock books and
other materials and supplies

necessary or: appropriate in connection with maintaining: the. records: and
conducting the/business of the

Corporation, .and to pay all costs and expenses and to
make 'full' reimbursement for all expenditures/made in

connection with the organization
of: the Corporation; and it is: further: ,-- . :

RESOLVED, that the specimen of stock certificate; to evidence shares of the
Common Stock, par value

-4
of: 01 (the "Common Stock"), of the Corporation in the form submitted to
the undersigned, which is to be

filed with . this::Consent be and- the. same hereby-is, approved .and
adopted;; and. the President, ; the Vice

President, the Secretary and/or. any other officers authorized-by; the By-
laws: of the: Corporation: be, and:

each of them hereby: is, authorized to issue; certificates in such form for
shares.; of fully paid and nonassessable

Common; Stock when the issuance thereof is; duly authorized by the Board of
Directors of the .

Corporation, and it is further
RESOLVED, that. the Corporation accept the-.subscription.of.Jeffrey

F.::Epstein: for 10,000 shares
of Common Stock, upon the terms and conditions contained in the

subscription: agreement, . dated as of
November 18; .2011 of Jeffrey E; Epstein, a; copy of which; shall be filed

with the official records, of the:
Corporation; and it is further.

RESOLVED, that the Vice President and the Treasurer of the Corporation be,
and each of them

hereby is authorized and directed to issue, on behalf of the Corporation,
to Jeffrey E. Epstein, a certificate

for 10,000 shares of the Common Stock, and it is further
RESOLVED, that all of the 10,000 shares of the Common. Stock .as; authorized

for issuance by the
immediately preceding resolution shall; be: in; all respects, :when: issued ai;

aforesaid, vahdly issued, fully paid,
and non-assessable; and it is further

• RESOLVED, that the seal^ an^imprcssion of wluch appears .in-the margin of
this Consent, be, and:

the same hereby isiadopted as the seal of the Corporaddn; and;it;is further
RESOLVED, that ;the corporate record book and the-stockiitransfer ledger
thereof,: be: and each of

the same hereby is, adopted as the record book and stock transfer ledger;
respecuvely, of the Corporation; -
and it is further

,:

RESOLVEDj that, with respect to the opening,; maintaining and dosing of bank
accounts.of the

Gorporation^ the President, any Vice President^ the Treasurer and. the
Secretary;of. the Corporation, be, and

each of them hereby is, authorized:as follows: .

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r
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1. - To designate one or more banks, trust companies or other similar institutions as depositories of the funds, including, without limitation, cash and cash equivalents, of the Corporation;

2. To open, keep and close general and special bank accounts including general deposit accounts, payroll accounts and working fund accounts, with any such depository;

3. To cause to be deposited in such accounts with any such depository, from time to time such funds, including, without limitation, cash and cash equivalents, of the Corporation, as such officers deem necessary, or advisable, and to designate or change the designation of the officer or officers and agents of the Corporation who will be authorized to make such deposits and to endorse such checks, drafts or other instruments for such deposits;

4. - From time to time to designate or change the designation of the officer or officers; and agent or agents of the Corporation who will be authorized to sign or countersign checks, drafts or other orders for the payments of money issued in the name of the Corporation against any funds deposited in such accounts, and to revoke any such designation;

5. To authorize the use of facsimile signatures for the signing or countersigning of checks or drafts or other orders for the payment of money, and to enter into such agreements as banks, and trust companies customarily require as a condition for permitting the use of facsimile signatures;

6. To make such general and special rules and regulations with respect to such accounts as they may deem necessary or advisable, and to conveniently exercise the authority granted by this resolution and any resolutions thereon.

7. shall be deemed adopted as part hereof; and it is further

RESOLVED, that the President or the Secretary of the Corporation be, and such officer hereby is, authorized to prepare and certify as the resolutions of the Board of Directors, as if adopted verbatim by; this consent, any such additional resolutions as any such depository may require in connection with the opening of an account with such depository as authorized pursuant to the immediately preceding resolution, and that any (each depositor) to which a copy of the immediately preceding

rcsoluun and such .additional;
resolurioris, i f any; have been certified shall ibe-enatled to rely thereon
for .all purposes , until;it shall have
received watten nPUce of the revocation oramendmeiit of such:resolutions bv;
thf ;;Board of Directors; and
It is further

- -
year;-and;it"iis^fiirther ,
-•RESOLVED, that the fiscal year, of this .Corporati0ff 'shaU begin -
the::first day- of Januar)' .in each
- : " . . . / , - V . . .
.
• - : - •

RESOLVEDj that for die purpose of authonzing the Corporation to do business
in anv state,
i
territPry. Or dependency ofthe United States or any .foreign country, in
which, it is necessary' or expedient: for
the -Gotporation- to :.transact -business, : the: officers of the
Corporation be, and each .of them, hereby is,
au thorized-: to-appoint and substitute alli necessary agents or;attorneys
for ;Ser\'lice-of process, to designate, and
chahge the locauon of all necessary offices of;the::Corporation, .whether
statutory or otherwise,-and, under
the seal of the Corporation;; to make and filc .aUvneceskryi certificates,
reports, .powers of attorney.and other -
- instruments as'vmay be required iby 'thc laws of such.-
sta*te, :.territory,;; dependency; ot country ;tG authonze thei
• - . . . ; • • ' •
if;

Corporation to transact business therein; and it is further
RESOLVED, that the officers of the Corporation be, and each of them hereby
is, authorized and
directed, on behalf of the Corporation, to do and perform all such further
acts and things, to execute and
deliver and, where necessary or appropriate, file with the appropriate
governmental authorities, all such
further certificates^ contracts, agreements, documents, instruments,
instruments of transfer, receipts or other
papers, and to pay all costs and expenses (but only to the extent that any
such officer has signing authority
with respect to the bank accounts of the Corporation), including, without
limitation, such taxes and
assessments, as in their judgment or in the judgment of any of them shall
be necessary or appropriate to
carry out, comply with and effectuate the purposes and intent of the
foregoing resolutions; and it is further
RESOLVED, that the Corporation proceed to carry on the business for which it
was incorporated.
This consent shall be filed -with the Minutes of the proceedings of the
Board of Directors of the
Corporation.
IN WITNESS WHEREOF, the undersigned has executed this Resolution as the
first directors of Financial
Infomatics, Inc., on this 18th day of November, 2011.
Jeffrey Epstein, Director
Richard Kahn, Director

FINANCIAL INFOMATICS , INC.

SUBSCRIPTION FOR COMMON STOCK

'Die undersigned hereby subscribes for 'Ten Thousand (10;000) shares of the Common

Stock, S.01 par value, of Financial Infomatics, Inc., a United States Virgin Islands corporatipn (the "Corporation"), the Certificate of Incorporadon ofwhich was filed with the Office ofthe

Lieutenant Governor of the United States Virgin Islands ori the 18"" day ofNovember, 2011, and

agrees to pay therefor and in hill payment thereof, upon call of the Board of Directors of the

Corporauon, .

.(S-Ci.- I Q.. ^ per share in cash or by check made payable to the Corporation, at which time a certificate shall be issued to the undersigned fot the number of shares subscribed for.

Dated as ofNovember 18,2011

Jeffrey E. Epsi

Subscriber for 10^

of Common Stock, :S.01 Par Value

Subscription Accepted

As ofNovember 18, 2011

FINANCUL INFOXLVnCS. INC,

Darren K, Indyke

Vice President

Isl Current Classification: (click here for help) Internal

CIP failure rectification [I]

Jay Lipman to: Fran M Wickman

Sender

fj

!^

Jay Upman

Fran M Wickman

Date

08/26/2013 12:04 PM

08/26/2013 12:08 PM

08/26/2013 12:04 PM

Subject

(jP <f, CIP failure rectification [1]

Re: CIP failure rec

Classification: For internal use only

Hi Fran,

Please could you let me know if this document is sufficient for wfh at we need?

For Account:

For Source of Wealth:

Epstein began his financial career in 1976 as an options trader at Bear Stearns and became a

partner in 1980. In 1982, Epstein founded his own financial management firm, J. Epstein & Co.,

managing the assets of clients with more than a billion in net worth. In 1996, Epstein changed the

name of his firm to The Financial Trust Company and based it on the island of St. Thomas in the

US Virgin Islands. All of his clients were anonymous except for the very wealthy businessman

Leslie Wexner. His wealth has come from his days at Bear Stearns and his financial management

firms

Kind Regards,

Jay Lipman

I' 5^1

f^:»lill

Jay Lipman

Analyst I Markets Coverage Group

Deutsche Bank Securities Inc

Deutsche Asset & Wealth Management

345 Park Avenue - 26th Floor

New York, NY 10154