THE COMPANIES ACT, CHAPTER 250 OF THE
LAWS OF BELIZE REVISED EDITION, 2000

COMPANY NOT FOR PROFIT,
LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

SANCTUARY BELIZE HOME OWNERS ASSOCIATION

Prepared by: BARROW & WILLIAMS
ATTORNEYS-AT-LAW
EQUITY HOUSE
84 ALBERT STREET
BELIZE CITY, BELIZE
BELIZE

THE COMPANIES ACT, CHAPTER 250
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MEMORANDUM OF ASSOCIATION

-of-

SANCTUARY BELIZE HOME OWNERS ASSOCIATION

1. The name of the company (hereinafter called "the Association") is SANCTUARY BELIZE HOME OWNERS ASSOCIATION.

2. The registered office of the Association will be situated at 84 Albert Street, Belize City, Belize C. A.

3. The objects for which the Association is established are:

   (1) To govern and dictate policies associated with Sanctuary Belize Home Owners, inclusive of collecting and managing home ownership fees;

   (2) To provide facilities for all forms of recreation and leisure;

   (3) To maintain and manage the common areas and common properties of Sanctuary Belize Home Owners;

   (4) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal estate, which may be deemed necessary or convenient for any of the purposes of the Association;

   (5) To construct, maintain, and alter any houses, buildings, or works necessary or convenient for any of the purposes of the Association;

   (6) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Association;

   (7) To take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions, or otherwise;

   (8) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;

   (9) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Association;
(10) To borrow and raise money in such manner as the Association may think fit and in particular by the issue of debentures or debenture stock;

(11) To carry on the business of a guarantee company guaranteeing the fidelity of individuals and such other description of ordinary guarantee business as the Association may from time to time think fit to conduct;

(12) To develop and maintain relations with governments and other organizations nationally and internationally for the best interest of its members;

(13) To invest or lend the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;

(14) To undertake and execute any trust or any agency business, which may seem directly or indirectly conducive to any of the objects of the Association and to affiliate with other regional and international bodies pursuing similar objects;

(15) To subscribe to any local or other charities, and to grant donations for any public purpose and to provide a superannuation fund for the servants of the Association or otherwise to assist any such servants, their widows and children;

(16) To establish and support and to aid in the establishment and support of any other company formed for all or any of the objects of this Association, and to affiliate with other regional and international bodies pursuing similar objects;

(17) To amalgamate with companies, institutions or societies having objects altogether or in part similar to those of this Association;

(18) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions or societies with which this Association is authorized to amalgamate;

(19) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

4. The income and property of the Association, wheresoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly in cash or in kind by way of distribution, dividend, bonus or otherwise howsoever by way of profit to the members of the Association, and no member may be paid for his services as member.

**PROVIDED** that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or employee of the Association, or to any member of the Association in return for any services actually rendered to the Association or reimbursement for actual out of pocket expenses, or reasonable and proper rent for premises demised or let by any member to the Association.

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the
Association in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding Ten Dollars ($10.00).

7. If on the winding-up of the Association there remains any surplus after the satisfaction of all its debts and liabilities, the surplus shall not be distributed among the members of the Association, but some other body whether or not it is a member of the Association having objects similar to those of the Association and in the event they are unable or unwilling to accept to some other body having similar objectives to those of the Association, or to another body the objects of which are charitable.

END
WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

### NAME, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>Signature</th>
</tr>
</thead>
<tbody>
<tr>
<td>Marc Romeo</td>
<td>Newport Beach, California USA</td>
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<tr>
<td>Luke Chadwick</td>
<td>Newport Beach, California, U.S.A.</td>
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<tr>
<td>Bill Bannon</td>
<td>Newport Beach, California, U.S.A.</td>
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<tr>
<td>Rod Kazazi</td>
<td>Newport Beach, California U.S.A.</td>
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<tr>
<td>Brandi Greenfield</td>
<td>Newport Beach, California C.A.</td>
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<tr>
<td>Kathleen Whitlow</td>
<td>Newport Beach, California U.S.A.</td>
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<tr>
<td>Brent Botes</td>
<td>Newport Beach, California USA</td>
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</tbody>
</table>

Dated the 30th day of October, 2069

WITNESS
BELIZE

THE COMPANIES ACT, CHAPTER 250
OF THE LAWS OF BELIZE, REVISED EDITION, 2000

COMPANY NOT FOR PROFIT,
LIMITED BY GUARANTEE
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ARTICLES OF ASSOCIATION
OF
SANCTUARY BELIZE HOME OWNERS ASSOCIATION

INTERPRETAION

1. In these articles:

“the Act” means the Companies Act chapter 250 of the Laws of Belize 2000.
“the Association” means the Sanctuary Belize Home Owners Association.
“the seal” means the common seal of the Association.
“the secretary” means any person appointed to perform the duties of the secretary of the Association.

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

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

MEMBERS

2. The number of members with which the Association proposes to be registered is nine, provided that all those members of the Association prior to its incorporation are all deemed to have been and by those present are admitted to membership of the Association.

3. The subscribers to the memorandum of association shall be the first members of the Association and such other persons as the Association may admit to membership in their place from time to time.

4. Any fit and proper person or entity may be admitted to membership, and the Association may classify members as ordinary, statutory and honorary 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 notice calling it; and not more than fifteen 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 or in the following year. The annual general 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 and the members may meet together or separately by phone or other electronic means for the conduct of all extraordinary general meetings.

7. The directors may, whenever they think fit, convene an extraordinary general meeting, and an extraordinary general meeting shall also be convened on requisition. The requisition must be by not less than three members having a right to vote at general meetings of the Association. If at any time there are not within Belize 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 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 a 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 articles of the Association, entitled to receive such notices from the Association:

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, being a majority together representing not less than fifty per cent of the total voting rights at the meeting of all the members.

9. The accidental omission to give notice of a meeting to, or the non-receipt of a 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 businesses shall be deemed special that is transacted at an extraordinary general meeting, and also all 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, the nomination and election of directors by members 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, fifty percent of the members present in person 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 places 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 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 the chairman of the meeting.

14. If at any meeting the 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 thirty days or more, notice of the adjourned meeting shall be given as in the case of an original 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 any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands.

A declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and a n 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 of proportion of the votes recorded in favor of or against such resolution.

17. In the case of an equality of votes the chairman of the meeting; shall be entitled to a second or casting vote.

18. 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 corporations by their duly authorized representatives) shall be as valid and effective as if the same had been passed at the general meeting of the Association duly convened and held.

VOTE OF MEMBERS

19. Every member shall have one vote and no more.

20. 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 the committee, receiver, curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

21. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the Association.

22. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority shall be deposited at the registered office of the Association or at such place within Belize 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.

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

"SANCTUARY BELIZE HOME OWNERS ASSOCIATION"
"I,[We]............................................... of ................................................ in the country of ................................................being a member [members] of the above named Association, hereby appoint............................................... of ................................................ as my [our] proxy to vote for me [us] and on my [our] behalf at the annual [extraordinary] general meeting of the Association to be held on the day of ................................................, and at any adjourned thereof.
Signed this day of .................................................

24. 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:

"SANCTUARY BELIZE HOME OWNERS ASSOCIATION"
"I,[We]............................................... of ................................................ in the country of ................................................being a member [members] of the above named Association, hereby appoint............................................... of ................................................ as my [our] proxy to vote for me [us] and on my [our] behalf at the annual [extraordinary] general meeting of the Association to be held on the day of ................................................, and at any adjourned thereof.
Signed this day of .................................................
This form is to be used "in favour of/ against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.
"Strike out whichever is not desired."

25. 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, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

26. Any corporation which is a member of the Association may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the Association, and the person so authorized 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 company.

DIRECTORS

27. The number of the directors shall be eight and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such time the subscribers shall act as directors.

28. The remuneration of the directors shall from time to time be determined by the Association in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors shall 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 meeting of the Association or in connection with the business of the Association.

BORROWING POWERS

29. The directors may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking property, 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 AND DUTIES OF DIRECTORS

30. 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 the provisions of the Act or these articles and to such regulations, being not inconsistent with the aforesaid 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 resolution have not been made.

31. 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 directions (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 authorize any such attorney to delegate all or any powers, authorities and discretions vested in him.

32. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, 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.

33. The directors shall cause minutes to be made in books provided for the purpose:
(a) of all appointments of officers made by the directors;
(b) of the names of 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 Association and of the directors, and of committee 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.

**DISQUALIFICATION OF DIRECTORS**

34. The office of Director shall be vacated if the Director
(a) without the consent of the Association in general meeting holds any other office of profit under the Association; 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 law; or
(d) becomes of unsound mind; or
(e) resigns his office by notice in writing to the company; or
(f) ceases to be a director by virtue of a provision of the Act; or
(g) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by the Act; or
(h) is removed with or without cause by ordinary resolution of the company.

A director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

**ELECTION OF DIRECTORS**

35. The Directors shall be elected annually by the Association in general meeting and the officers of the Association shall consist of a President, Vice President, Secretary, Treasurer and four other executive officers comprising the Board of Directors of the Association.

36. The directors shall have power at any time, and from time to time, appoint any other 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. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

37. The Association may by ordinary resolution, of which special notice has been given in accordance with the Act, remove any director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Association and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Association.

38. The Association may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under article 4 the Association in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director. The person appointed to fill such vacancy shall be subject to hold office until the next following annual general meeting, and shall then be eligible for re-election.

**PROCEEDINGS OF DIRECTORS**

39. The directors may meet together or separately by phone or other electronic means for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided 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 on the requisition of three directors 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 Belize.

40. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be five.
41. The continuing directors 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 articles of the Association 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.

42. 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.

43. The directors may delegate any of their powers to committees consisting of such members or members of their body as they think fit: any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.

44. A committee may elect a chairman of its meetings; 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 members present may choose one of their number to be the chairman of the meeting.

45. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

46. All acts done by any meeting of directors or of a committee of directors, or by any person acting as a director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

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

**SECRETARY**

48. The remuneration of the Secretary may be fixed by the Directors for such term, and upon such conditions as they may think fit;

49. A provision of the Act or these Articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in the place of the secretary.

**THE SEAL**

50. 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 authorized by the director 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**

51. 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 purchase 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.

52. The books of accounts shall be kept at the registered office of the Association,
or at such other place or places as the directors may think fit, and shall always
be open to the inspection of the directors.

53. 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 authorized by the directors
or by the Association in general meeting.

54. The directors shall from time to time in accordance with 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.

55. A copy of every balance sheet (including every document required by law to
annex 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 whose address the
Association is not aware or to more than one of the joint holders of any
debentures.

AUDIT

56. Auditors shall be appointed and their duties regulated in accordance with the
Act.

NOTICES

57. 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 within Belize) to the address, if any, within Belize supplied
by him to the Association for the giving of notice to him or by telex, facsimile
or other electronic means in a form generating or record copy to the address.
Where a notice is sent by post, service of the notice shall be deemed to be
effectuated by properly addressing, preparing and posting a letter containing the
notice, and to have been effectuated 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 of transmission.

58. Notice of every general meeting shall be given in any manner hereinbefore
authorized to
(a) every member except those members who (having no registered address in
Belize) have not supplied to the company an address in Belize for the giving
of notices to them;
(b) every person being a legal 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.
WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Articles of Association.

NAME, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Marc Romeo
Newport Beach
California USA

Luke Chadwick
Newport Beach
California, U.S.A.

Bill Bannon
Newport Beach
California, U.S.A.

Rod Kazazi,
Newport Beach
California U.S.A.

Brandi Greenfield
Newport Beach,
California C.A.

Kathleen Whitlow
Newport Beach,
California U.S.A.

Brent Botes
Newport Beach
California U.S.A.

Dated the 30th day of October .2012