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GUYANA.

THE COMPANIES ACT CHAPTER 89:01

COMPANY LIMITED BY GUARANTEE

23/0/78

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

PEOPLES TEMPLE CHRISTIAN CHURCH COMPANY LIMITED

Incorporated this 23rd day of ^{JUNE} April, 1978.



MAURICE ERIC CLARKE
CLARKE & MARTIN
SOLICITORS.

A-31-a-230 4th-274

GUYANA.

COMPANIES ACT CHAPTER 89:01
COMPANY LIMITED BY GUARANTEE
MEMORANDUM OF ASSOCIATION

OF

PEOPLES TEMPLE CHRISTIAN CHURCH COMPANY LIMITED

1. The name of the Company (hereinafter called the "association") is PEOPLES TEMPLE CHRISTIAN CHURCH COMPANY LIMITED.

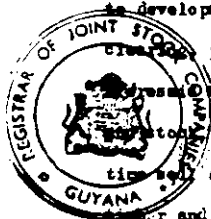
2. The registered office of the association will be situate in Guyana.

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

(a) Specially and primarily to enact the Gospel as enunciated in Matthew 23 by carrying on a Church and an agricultural development project in Guyana.

(b) To cultivate the area of land in the North West District, Guyana known as the Jonstown and its neighbourhood (hereinafter called the "Area") and to develop the resources of the same by draining, clearing, planting, or farming, for the purposes to purchase from time to time such cattle and other stock and employ such labour, and from time to time sell all or any part of the live or dead stock, and other produce of such area, as may be necessary for carrying on the agricultural development project on the said area.

(c) To develop and carry on the activity of dairying



and the manufacture and sale of milk, cheese, butter, condensed milk.

- (d) To develop and carry on the activity of arable and fruit farming, milling and manufacturing of cereal products and the sale of flour, fruit and all cereal or farm products.
- (e) To develop and carry on the activity of live stock breeding of every variety of animal whether bred as pedigree stock or for the purpose of its sale as meat, poultry, hides or fur.
- (f) To develop and carry on the activity of poultry farming including the erection or purchase of broiler houses and the sale of live and dead poultry and of eggs.
- (g) To develop and carry on the activity of timber milling, plan moulding, and turning mills, sawbany and wood goods, timber growers, wood workers, metal workers, brokers or dealers and builders, and to buy, sell, grow, prepare for market, manipulate, import, export and deal in timber and wood of all kinds and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used and to develop and carry on the activity of shipowners by land and sea and all for the development of the said agricultural development as may be deemed expedient, and to carry on any other activity whatsoever which can in the opinion of the association be advantageously or conveniently carried on by the association by way of extension of or in connection with any such business as aforesaid, or is calculated directly



- or indirectly to contribute to the specific and primary objects of the association.
- (h) To establish and carry on schools where students may obtain a sound religious, classical, mathematical, trade, agricultural and general education of the highest order.
- (i) To provide for the delivery and holding of lectures, exhibitions, public meetings, classes, and conferences calculated directly or indirectly to advance the cause of education, whether general professional, or technical.
- (j) To carry on a Hospital or other establishment or institution for the care and treatment of persons suffering from any sickness or injury or infirmity.
- (k) To purchase, take on lease or in exchange, hire or otherwise acquire and real and personal estate which may be deemed necessary or convenient for any of the purposes of the association.
- (l) To construct, maintain, and alter any houses, buildings, or works necessary or convenient for the purposes of the association;
- (m) 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;
- (n) 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;
- (o) To print and publish any newspapers, periodicals, books or leaflets that the association may think desirable for the promotion of its objects;
- (p) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the association;
- (q) To borrow and raise money in such manner as the association may think fit.
- (r) To invest 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;
- (s) To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the association;
- (t) 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 such servants, their widows and children;
- (u) To establish and support, and to aid in the establishment and support of, any other associations formed for all or any of the



objects of this company;

- (v) To amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of this association;
- (w) 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, societies or associations with which this association is authorised to amalgamate;
- (x) To transfer all or any part of the property assets, liabilities and engagements of this association to any one or more of the companies, institutions, societies or associations with which this association is authorised to amalgamate;
- (y) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:

- (i) In case the association shall take or hold any property which may be subject to any trusts, the association shall only deal with or invest the same in such manner as allowed by law, having regard to the objects of the association;
- (ii) The association shall not support with its funds any person or persons who shall endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the association would make it a trade union.

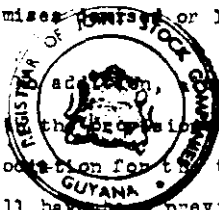


4. The income and property of the association, whencesoever derived, shall be applied solely towards the promotion of the objects of the association as set forth in this memorandum of association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise, howsoever, by way of profit, to the members of the association.

PROVIDED THAT nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the association, or to any member of the association, in return for any services actually rendered to the association, nor prevent the payment of interest at a rate not exceeding five per cent per annum on money lent, or reasonable and proper rent for premises demised or let by any member to the association; but so that no member of the council of management or governing body of the association shall be appointed to any salaried office of the association or any office of the association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the association to any member of such council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent, or reasonable and proper rent for premises demised or let to the association.

5. No alteration, variation or amendment shall be made to or to the provisions of the memorandum or articles of association for the time being in force, unless the same shall have been previously submitted to and approved by the Commissioner of Inland Revenue.

6. The liability of the members is limited.



7. Every member of the company undertakes to contribute to the assets of the company, in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the company contracted before he ceases to be a member, and 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 fifty dollars.

8. If upon the winding up or dissolution of the association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the association under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the association at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some charitable object.

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.

NAMES, ADDRESSES, AND DESCRIPTION OF SUBSCRIBERS

Witness my hand and seal
by *Lash* Subscriber

Paula Adams
.....
PAULA ADAMS
Jonestown,
North West District,
Guyana.



Debbie Touchette.....
 DEBBIE TOUCHETTE 1
 Jonestown,
 North West District,
 Guyana.

Phillip Blakey.....
 PHILLIP BLAKEY 1
 Jonestown,
 North West District,
 Guyana.

Tommy Johnson.....
 TOMMY JOHNSON 1
 Jonestown,
 North West District,
 Guyana.

Jan Wilsey.....
 JAN WILSEY 1
 Jonestown,
 North West District,
 Guyana.

Janice Lane
 JONESTOWN
 NORTH WEST DISTRICT
 GUYANA

Total No. of 5
 Shares

DATED THIS 23rd DAY OF JUNE, 1978

WITNESSES

1. *Janice Touchette*
2. *Ana Jones*



\$1.00 Stamps
 cancelled

CERTIFIED
 A True Copy
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 ASSISTANT SWORN CLERK
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GUYANA.

COMPANIES ACT CHAPTER 89:01
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION

PEOPLES TEMPLE CHRISTIAN CHURCH COMPANY LIMITED

Number of Members

1. The association for the purposes of registration, is declared to consist of five members.
2. The directors hereinafter mentioned may, whenever the business of the association requires it, register an increase of members.

Definition of Members

3. Every person shall be deemed to be a member of the association who accepts appointment as a director, and in similar manner every director shall be deemed to be a member of the association. Every person ceasing to be a member shall cease to be a director and vice versa.

General Meetings

4. The first general meeting shall be held at a time, not less than one month or more than three months after the incorporation of the association and at a place, determined by the directors.
5. A general meeting shall be held once in every year at a time (not more than fifteen months after the holding of the last preceding general meeting) and place prescribed by the association in general meeting or, in default, at such time in the month following that in which the anniversary of the association's incorporation occurs and at such place, as the directors shall appoint. In default of a general meeting being so held, a general meeting shall be held in the month next following, and may be convened by any two members in the same manner as nearly

as possible as that in which meetings are to be convened by the directors.

6. The above-mentioned general meetings shall be called ordinary meetings; all other general meetings shall be called extraordinary.

7. The directors may, whenever they think fit, and shall, on a requisition made in writing by any five or more members, convene an extraordinary general meeting.

8. Any requisition made by the members must state the object of the meeting proposed to be called, and must be signed by the requisitionists and deposited at the registered office of the association,

9. On receipt of the requisition the directors shall forthwith proceed to convene a general meeting; if they do not proceed to cause a meeting to be held within twenty-one days from the date of the requisition being so deposited, the requisitionists or any other five members, may themselves convene a meeting.

Proceedings at General Meetings

10. Seven days' notice at the last, specifying the place, the day and the hour of meeting, and in case of special business the general nature of the business shall be given to the members in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the association in General meeting. Nonreceipt of the notice by any member shall not invalidate the proceedings at any general meeting.

11. All business shall be deemed special that is transacted at an extraordinary meeting, and all that is transacted at an ordinary meeting, with the exception of the consideration of the accounts, balance sheets, and the ordinary report of the directors and auditors, the election of directors and



other officers in the place of those retiring by rotation, and the fixing of the remuneration of the auditors.

12. No business shall be transacted at any meeting except the declaration, unless a quorum of members is present at the commencement of the business. The quorum should be ascertained as follows (that is to say), if the members of the association at the time of the meeting do not exceed ten in number, the quorum shall be five, if they exceed ten there shall be added to the above quorum one for every five additional members up to fifty, and one for every ten additional members after fifty, with this limitation, that no quorum shall in any case exceed thirty.

13. If within one hour from the time appointed for the meeting a quorum of members is not present, the meeting if convened on the requisition of the members, shall be dissolved; in any other case it shall be adjourned to the same day in the following week at the same time and place; if at the adjourned meeting a quorum of members is not present, it shall be adjourned.

14. The chairman (if any) of the directors shall preside as chairman at every general meeting of the association.

15. If there is no chairman, or if at any meeting he is not present at the time of holding it, the members present shall choose some one of their number to be chairman of that meeting.

16. The chairman may, with the consent of the meeting adjourn it 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.

17. At any general meeting, unless a poll is demanded by at least three members, the declaration by the chairman that the



resolution has been carried and an entry to that effect in the book of proceedings of the association shall be conclusive of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

18. If a poll is demanded in manner aforesaid, it shall be taken in the manner directed by the chairman, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Votes of Members

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

20. If any member is a lunatic or idiot he may vote by his committee, curater, bonis, or other legal curator.

21. No member shall be entitled to vote at any meeting unless all moneys due from him to the association have been paid.

22. On a poll votes shall be given personally,

DIRECTORS

23 . The number of the directors, and the names of the first directors, shall be determined by the subscribers of the memorandum of association.

24. Until directors are appointed the subscribers of the memorandum of association shall, for all the purposes of the Companies Act, be deemed to be directors.



25. The activities of the association shall be managed by the directors, who shall exercise all the powers of the association which are not by the Companies Act, or by any statutory modification thereof for the time being in force, or by these

articles, required to be exercised 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 regulation had not been made.

Election of Directors

26. The directors shall be elected annually by the association in general meeting.

Business of Association

27. The Association is established for the objects stated in the Memorandum of Association.

28. The Association is a not-for-profit company, and accordingly - no shares shall be issued.

Audit

29. Auditors shall be appointed and their duties regulated in accordance with sections 122 and 123 of the Companies Act, or any statutory modification thereof for the time being in force and for this purpose the said sections shall have effect as if the word "Members" were substituted for "Shareholders", and as if "First General Meeting" were substituted for "Statutory Meeting."

Notices

30. A notice may be given by the Association to any member either personally or by sending it by post to him to his registered address.

31. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and, unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.

Names, addresses, and description of subscribers

.....*Debbie Touchette*.....
DEBBIE TOUCHETTE
Jonestown,
North West District,
Guyana.

.....*Phillip Blakey*.....
PHILLIP BLAKEY
Jonestown,
North West District,
Guyana.

.....*Tommy Johnson*.....
TOMMY JOHNSON
Jonestown,
North West District,
Guyana.

.....*Jan Wilsey*.....
JAN WILSEY
Jonestown,
North West District,
Guyana.

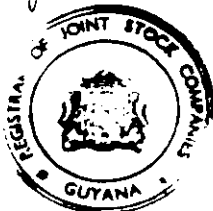
.....*Ava Jones*.....
AVA JONES
Jonestown,
North West District,
Guyana.

Dated the 23rd day of June 1978.

WITNESSES

1. *Jane Touchette*
2. *Ava Jones*

1.00 stamps cancelled



CERTIFIED
A True Copy
Qualott
ASSISTANT SWORN CLERK

4/78