

The Companies Act Chapter 250 of the
Laws of Belize Revised Edition, 2000

ARTICLES OF ASSOCIATION

of the

**TROPICAL RAINFOREST INSTITUTE
OF BELIZE (TRIBZ.BIO)**

A Certified True Copy
For Registrar General and Registrar of Companies
Belize Companies and Corporate Affairs Registry
Date: 23/5/17

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ARTICLE I: IDENTITY/ OFFICE/ AGENT

1.01 Legal Name

The name of the organization is **TROPICAL RAINFOREST INSTITUTE OF BELIZE. (TRIBZ.BIO)**. Herein referred to as “the institute”.

1.02 Trade-name/DBA

The Institutes other names under which business is carried on are

2.) **TRIBZ.BIO.**

3.) **TRIBZ BIONOMIX²**

1.03 Registered Office

The registered office of the Institute will be situated at 15 Carmen St., Santa Elena Cayo or such other place within Belize as the Institute may from time to time by a resolution of its governing body determine.

1.04 Registered Agent

The registered agent of the Institute is IRAY KAYABA of 33 CARRILLIO PUERTO AVE. or such other person qualified under Belize law (Companies Act CAP. 250 & Non-Governmental Organizations Act CAP. 315) as the Institute may from time to time by a resolution of its governing body determine

ARTICLE II: ORGANIZATION

2.01 Profile

The institute is a Social Sector Not-for-Profit Institute/NGO limited by guarantee not having a share capital & independent of Government control, created under Belize law (Companies Act CAP. 250 & Non-Governmental Organizations Act CAP. 315).

2.02 Intent/ Purpose

The Institutes' purpose is the promotion of environmental sustainability, bionomic engineering, research/ education & sustainable human development throughout Belize & the world.

2.03 Mission (999 Plan)

The mission of the institute is the design & implementation of alternatives to careless but commonly accepted production, distribution and consumption trends (i.e.: food, clothing and shelter) influenced by modern globalization. The Institute will work to keep its' goals and initiatives in harmony with nature's circle of life & the nine (9) ancestral visions via the dissemination nine (9) modern S.E.E.D.S solutions for human/environmental sustainability. The Institute will utilize integrated community development, cultivation, construction and conservation to forward our vision of Earth-wide “Perpetual Abundance” for nine (9) generations. We refer to this mission as the triple nine (999) plan.

2.04 Function

The institute encourages collaborative environments that create rich, engaged learning and teaching experiences via the provision of our **Bionomix² system** & Sustainability, Education, Engineering, Development & Security (**SEEDS**) solutions training curriculum. TRIBZ.BIO also supports ancestral tribal communities & marginalized groups that currently reside deep within the Belizean rainforest. We

are on the frontlines everyday sowing seeds & planting trees to restore our rainforest home, which is currently under threat of deforestation

2.05 Not-For-Profit/ Exempt Status

The institute shall be established in accordance with Ch. 315 Section 13 (1) of Belize Law Non-Governmental Organizations Act & subject to the provisions of regulations made under meaning of Section 13 (3), where forth the Institution may apply to the Minister of Finance to be exempted from the payment of business tax or any other tax, duty or impost levied by the Government from time to time.

Subject to sections 17 and 109 (1) of the Belize Income and Business Tax Act, every person in Belize who makes a donation to the institute shall be eligible, in the financial year when the donation is made, to have such donation treated as tax-deductible for income tax and business tax purposes as now enacted or hereafter amended, or henceforth enacted within the corresponding section of any future tax code. The Institute shall associate with other Social Sector, Not-for Profit & Non-Governmental Organizations, within or outside Belize, for the purpose of forming Associations, Federations or Networks to maximize our impact on current sustainable environmental & human development efforts.

2.06 Commercial Income/Fundraising

The institute will engage in any commercial income-generating/fundraising projects/activities as authorized by the Institutional Bylaws; all proceeds derived therefrom will be used exclusively to support the institutes' sustainable environmental & human development initiatives

ARTICLE III: GOVERNING BODY

3.01 Liability

The liability of the officer(s)/director(s) of the Institution is/are limited. The institute shall have no officer(s)/director(s) who have any right to vote or title or interest in or to the institute, its properties and franchises.

3.02 Number, Qualification & Election of Officers/ Directors

The number, qualification & manner in which the Institutes' officers/ directors are elected or appointed is: **AS PROVIDED FOR IN THE INSTITUTES' ORGANIZATIONAL BYLAWS.**

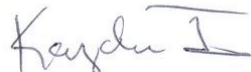
3.03 Initial Officers/ Directors

The Institutes' initial officer(s) and or director(s) is/are:

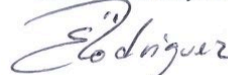
Title: CEO (Chief Executive Officer)
OJOMO ITOMI (Ph.D., Ed.D.)
15-A CARMEN ST.
Santa Elena Cayo District



Title: COO (Chief Operations Officer)
IRAY KAYABA
33 CARRILLO PUERTO AVE
Santa Elena Cayo District



Title: CFO (Chief Financial Officer)
ELMER RODRIGUEZ
¾ MILE CRYSTAL RAY ROAD
Santa Elena Cayo District



Title: Executive Secretary/ Treasurer
SATOSA ITOMI (PhD)
15-A CARMEN ST.
Santa Elena Cayo District



ARTICLE IV: AMENDMENTS

4:01 Amendment Process

The Institute may amend this Memorandum of Association by a resolution of its governing body.

EXECUTION OF ARTICLES OF ASSOCIATION

For the purpose of forming a not-for-profit institute under Belize law Belize law (Companies Act CAP. 250 & Non-Governmental Organizations Act CAP. 315); we, the undersigned, certify that

- (a) The above stated document constitutes a true & complete copy of the Tropical Rainforest Institute of Belize's memorandum of association.
- (b) The facts stated herein this memorandum of association is true.
- (c) the articles of association were adopted by a vote of the majority of the board of directors in office at a meeting of the board of directors.
- (d) The effective date for the Institute shall be.

27/03/2017



Witness:

Name: XAVIER IDRISSE

Address: 09 Santa Cruz Rd.
Santa Elena, Cayo District
Belize

Date: 27/03/2017

Chief Secretary:

Name: SATOSA ITOMI PhD

Address: 09 Santa Cruz Rd.
Santa Elena, Cayo District
Belize

Date: 27/03/2017

**The Companies Act Chapter 250 of the
Laws of Belize Revised Edition, 2000**

MEMORANDUM OF ASSOCIATION

of the

**TROPICAL RAINFOREST INSTITUTE
OF BELIZE (TRIBZ.BIO)**

1. The name of the organization is **TROPICAL RAINFOREST INSTITUTE OF BELIZE. (TRIBZ.BIO)**. Herein referred to as "the institute".
2. The Institutes other names under which business is carried on are
 - 1.) **TRIBZ.BIO.** 2.) **TRIBZ BIONOMIX²**
3. The registered office of the Institute will be situated at 15 Carmen St., Santa Elena Cayo or such other place within Belize as the Institute may from time to time by a resolution of its governing body determine.
4. The institute is a Social Sector Not-for-Profit Institute/NGO limited by guarantee not having a share capital & independent of Government control, created under Belize law (Companies Act CAP. 250 & Non-Governmental Organizations Act CAP. 315). The objects for which the Institute is established are:-
 - 1) To assist in the establishment and formation of an Institute dedicated to the promotion of environmental sustainability, bionomic engineering, research/ education & sustainable human development throughout Belize, it's regional neighbors & the world.
 - 2) To design & implement alternatives to careless but commonly accepted production, distribution and consumption trends (i.e.: food, clothing and shelter) influenced by modern globalization.
 - 3) To work to keep the Institutes goals and initiatives in harmony with nature's circle of life & the nine (9) ancestral visions via the dissemination nine (9) modern S.E.E.D.S solutions for human/environmental sustainability.
 - 4) To utilize integrated community development, cultivation, construction and conservation to forward our vision of Earth-wide "Perpetual Abundance" for nine (9) generations. We refer to this mission as the triple nine (999) plan.
 - 5) To promote collaborative environments that create rich, engaged learning and teaching experiences via the provision of our **Bionomix² system & Sustainability, Education, Engineering, Development & Security (SEEDS)** solutions training curriculum.
 - 6) To support indigenous tribal communities & marginalized groups that currently reside in Belizean rainforest communities.

*For Registrar General and Registrar of Companies
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- 7) To maintain an active presence on the frontlines everyday sowing seeds & planting trees to restore our Belizean Rainforests, which are currently under threat of deforestation.
- 8) To set up and establish a fund, the sole purpose of which will be to procure and accept contributions from any person, corporation or organization, local or otherwise, that will aid in the furtherance of the objectives of the Institute.
- 9) To borrow and raise money in such manner as the Institute may think fit in the pursuance of its objects.
- 10) To receive grants, gifts, donations and contributions from local, regional and international donors as the Institute may think fit in pursuance of its objects.
- 11) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Institute.
- 12) To take such steps by personal or written appeals, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Institute, in the shape of donations, annual subscriptions or otherwise.
- 13) To establish and support, or to aid in the establishment and support of any other institutes or associations formed for all or any of the objects of this Institute.
- 14) To take all necessary and proper steps with, and make all necessary applications to any Governmental and other bodies, boards and authorities for the obtaining of licenses, permits, rights and sanctions, which the Directors may deem necessary for the promotion or furtherance of the objects of the Institute.
- 15) To enter into contracts, covenants, obligations and arrangements of all kinds in connection with the purposes of the Institute and the promotion of the objects thereof.
- 16) To amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of this association.
- 17) 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 Institution is authorized to amalgamate.
- 18) To conduct maintain, improve, develop, work, control and manage any eco-lodges, restaurants, civil service organizations, places of amusement, play grounds, parks, gardens, libraries, stores, shops and other works and conveniences which the Institute may think directly or indirectly conducive to these objects and to contribute or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof.
- 19) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands buildings, easements, rights, privileges, concessions, patents, patent rights, licenses, secret processes, machinery, plant, stock-in-trade, and any real or personal

property of any kind necessary or convenient for the purposes of or in connection with the Institute's business or any branch or department thereof.

- 20) To erect, construct, laydown, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Institute's business, and to contribute to or subsidize the erection, construction and maintenance of any of the above.
- 21) To borrow or raise or secure the payment of money for the purposes of or in connection with the Institute's business, and for the purposes of or in connection with the borrowing or raising of money by the Institute to become a member of any building society
- 22) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future.
- 23) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- 24) To invest and deal with the moneys of the Institute not immediately required for the purposes of the business of the Institute in or upon such investments and in such manner as may from time to time be determined.
- 25) To insure with any other company or person against losses, damage, risks and liabilities of all kinds which may affect the Institute
- 26) To pay for any property or rights acquired by the Institute.
- 27) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Institute.
- 28) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Institute or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Institute.
- 29) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transaction of any person, firm or company carrying on any business which this Institute is authorized to carry on.
- 30) To sell, improve manage, develop, turn to account, exchange, let on rent, royalty, grant licenses, easements, and other rights in or over, or in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Institute of such consideration as the Institute may think fit.
- 31) To amalgamate with any other company whose objects are or include objects similar to those of this Institute.
- 32) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either

alone or in conjunction with others, and either by or through agents, trustees, subcontractors or otherwise.

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


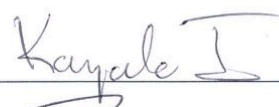
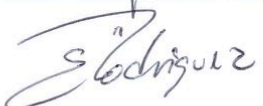
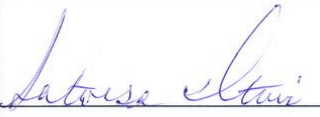
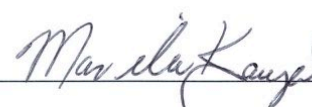
AND IT IS HEREBY DECLARED that the objects specified in each paragraph of this clause, except the immediately preceding paragraph, shall be separate and independent objects of the Institute and shall not be limited or restricted by reference to the terms of any other paragraph or otherwise.

5. The income and property of the Institute whensoever derived shall be applied solely towards the promotion of the objects as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of the dividends, bonus or otherwise howsoever to the members of the Institute. Provided nothing herein shall prevent the payment in good faith of remuneration to any officers or persons employed by the Institute in return for special services rendered.

6. The Liability of the Members is limited.

We the several persons (majority Belizean Nationals) whose names and addresses are subscribed are desirous of being formed into an association in pursuance of this Memorandum of Association this 27th day of March 2017.

Name of each subscriber **Authentication by each subscriber**

DR. OJOMO ITOMI (PhD, Ed.D.) 15-A CARMEN ST. Santa Elena Cayo District (Environmental/ Civil Engineer)	
IRAY KAYABA 33 CARRILLIO PUERTO AVE Santa Elena Cayo District (Security Specialist)	
ELMER RODRIGUEZ ¾ MILE CRISTO REY ROAD Santa Elena Cayo District (Financial Officer)	
DR. SATOSA ITOMI (Ph.D.) 15-A CARMEN ST. Santa Elena Cayo District (Dietetic Scientist)	
MARILEE KAYABA 33 CARRILLIO PUERTO AVE Santa Elena Cayo District (Personal Trainer)	

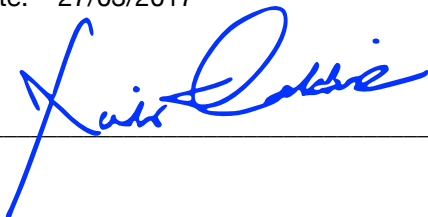


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