

**BES-ST. EUSTATIUS**

88.11048-STG/GTA

Upon this fifteenth day of June, two thousand eighteen, came and -----  
appeared before me, Faride Eloisa Elixie Tjon Ajong, acting civil law --  
notary of her vacant protocol in Sint Maarten, hereinafter referred to as  
"civil law notary": -----

- Ms. *Teresa Elizabeth Leslie*, residing at # 7 Van Toningen Weg, --  
Sint Eustatius, Caribbean Netherlands, born in New York, New ---  
York, United States of America, on June twelfth, nineteen hundred  
seventy, identified by United States of America passport; and ----
- Mr. *Michael Antonius Harterink*, residing at #37-C Schrupon ----  
Road, Sint Eustatius, Caribbean Netherlands, born in 's- -----  
Hertogenbosch, the Netherlands, on January second, nineteen ----  
hundred seventy, identified by Kingdom of the Netherlands -----  
passport; -----

by these presents acting as members of the Board with the title of -----  
respectively president and treasurer of: -----

**ST. EUSTATIUS NATIONAL PARKS FOUNDATION** -----  
(**STENAPA**), a foundation, statutory seated in Sint Eustatius, Caribbean  
Netherlands, with office address at Gallows Bay, which foundation is --  
registered in the Commercial Register of the Saba and Sint Eustatius ---  
Chamber of Commerce under number 485. -----

The appearers, acting as aforementioned, declared that at a board -----  
meeting held on Sint Eustatius, on October fourteenth, two thousand and  
sixteen and on January twentieth, February seventeenth, March sixth and  
August eleventh of two thousand seventeen, it has been decided to ----  
amend the articles of the foundation in such a manner as shall be set ---  
forth hereinafter. Said resolution appears from the minutes of said -----  
meeting, copy of which will be attached to the original of this deed. ----  
The appearers, acting as aforementioned, declared pursuant thereto, to --  
amend the articles of the foundation and to have the articles laid down in  
their entirety, including the amendments as follows: -----

**Name and Seat** -----

**Article 1** -----

The foundation bears the name: -----

**ST. EUSTATIUS NATIONAL PARKS FOUNDATION** -----  
(**STENAPA**), -----

and is established on Sint Eustatius, the Caribbean Netherlands. -----  
Foundation being the translation of the Dutch "Stichting". -----

**Duration** -----

**Article 2** -----

The Foundation is founded for an indefinite period of time. -----

**Purpose** -----

**Article 3** -----

The purpose of the Foundation is: -----

1. the acquisition, preservation, protection and administration of -----  
parcels of land/water on Sint Eustatius, worthy of preservation, due  
to; -----
  - a. its scenic beauty and/or presence of flora and fauna important -  
in scientific and cultural respect or valuable from a geological -  
or historical point of view; -----
  - b. its purpose to serve for the well being, the education, and the --  
recreation of the Sint Eustatius population as well as that of ----  
visitors, all this with due observance of the primary -----  
requirement of preservation. -----
2. The Foundation will try to achieve its goals by: -----
  - a. buying or acquisition of ownership or administratorship of --  
individual parcels of land/water and the buildings and -----  
appurtenances possibly constructed thereon; -----
  - b. administrating, developing, and protecting the -----  
abovementioned parcels in such a way, that full justice is ----  
done to the preservation of its nature-scientific and cultural --  
values and to the well being of its visitors; -----
  - c. making these parcels accessible to persons and institutions, --  
who wish to visit, respectively wish to perform scientific ----  
studies, for a short or long period, for educational or -----  
recreational purposes; -----
  - d. executing or stimulating scientific research on these parcels,  
for the benefit of science itself and for the benefit of -----  
administration and preservation of the natural and cultural --  
values of these parcels; -----
  - e. all other means who can be conducive to the realization of ---  
the above goals. -----

**Financial means** -----

**Article 4** -----

The financial means of the Foundation will consist of: -----


- a. the amount set aside; -----
- b. subsidies and/or contributions from public bodies; -----
- c. contributions and/or donations by private organization, entities or  
persons; -----
- d. legacies; -----
- e. other revenues. -----

**The Board** -----

**Article 5** -----

1. The Foundation is governed by a Board consisting of an odd ----  
number of not less than five (5) and not more than nine (9) -----  
members, each being 18 years of age and older. -----
2. Each board member shall be appointed for a term of three years.  
All board members are eligible for reappointment, according to -  
any provisions set forth in the By-Laws, with no maximum ----  
number of terms. -----



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3. The board elects among its members at least a President, a Treasurer and a Secretary. -----
  4. In case of a vacancy on the Board, the Board itself will fill the vacancy at the Board's discretion. The replacing Board member will serve till the end of the term of the Board member he/she --- replaces and does not automatically take over the function from the replaced Board member. -----
  5. Membership of the Board will end: -----
    - a. on account of death; -----
    - b. after resignation by a Board member; -----
    - c. after notice in writing by the Board to the Board member - who is due to retire and did not resign; -----
    - d. dismissal by the Board, which needs the approval of ----- two-thirds (2/3) of all the Board members in a Board ----- meeting; -----
    - e. Board member may be dismissed because of six (6) months consecutive absenteeism. -----
  6. If the number of Board members is less than five (5), the Board - continues to be a competent Board, however, without prejudice - to the provision of article 5, paragraph 3. -----
  7. Members of the Board may not receive any wages or ----- compensation apart from the reimbursement of expenses incurred by them for the exercise of their function(s). -----
  8. With the exception of the present Board members who are ----- already nominated in a function, the Board elects among its ----- members at least a President, a Secretary and a Treasurer. -----
  9. The Board will as soon as possible appoint a person who will be charged temporarily with the governance of the Foundation or -- indicate the way in which such person will be appointed in the -- event of impediment or default of all Board members, as to avoid a vacuum in governance. -----

**Authorization/Executive Director -----**

**Article 6 -----**

1. The Board is charged with the governance of the Foundation. ---
2. The Board is authorized to buy, sell or encumber properties. The Board is not allowed to enter into contracts binding the ----- Foundation as co-debtor, or as surety or guarantor in any way for the debts of third parties. -----
3. The Board will employ an Executive Director who is responsible for the day to day management of the organization, under which finances and hiring personnel. The executive director reports to - the Board. -----
4. The tasks of the Executive Director shall be further regulated in the By-Laws. -----
5. The Board may also, under its responsibility, authorize third ---- parties, private persons or bodies, to represent the Foundation --- with respect to one or more specific acts. -----

**Representation -----**

**Article 7 -----**

The Foundation is represented in and out of court by two jointly acting -  
Board members, one of whom at least the President, Secretary or -----  
Treasurer. -----

**Board Meetings -----**

**Article 8 -----**


1. The board will meet on a regular basis. -----
2. Board meetings will furthermore be held whenever deemed -----  
necessary by the President or whenever two Board members -----  
lodge a relative written request to the President stating the items  
to be considered; if the President does not comply with such a ---  
request in such a way that the meeting is held within two days ---  
after the request, the applicants themselves will be entitled to call  
a meeting with due observance of the formalities required. -----
3. The meetings will be held on Sint Eustatius. Board members ---  
who are temporarily off island can call in via telephone or online  
communication devises. -----
4. The meetings will be presided over by the President; in case of --  
his absence the Vice-President. -----
5. A Board member may not be represented at a meeting. -----
6. The Board may also pass resolutions without a meeting being ---  
held provided all the Board members have expressed themselves  
in respect of the proposal in writing, including email, and the ---  
majority of the Board members have declared themselves in ----  
favor of the proposal concerned. -----
7. The quorum to make a meeting valid is at least three board -----  
members, unless otherwise stipulated elsewhere in this -----  
constitution. -----
8. Unless otherwise provided elsewhere in this constitution, -----  
resolutions of the Board are passed by a simple majority of votes.
9. Votes on persons will be cast in writing, votes on matters will be  
cast orally, unless the majority of the Board members present ----  
decides otherwise. -----
10. Abstentions will be deemed votes not cast. -----
11. In case of equality of votes by voting on persons, a second voting  
is held. In case of equality of votes also by the second voting the  
decision is taken by lot. -----
12. In cases of equality of votes on matters the President will decide.

**Fincial year / Reports -----**

**Article 9 -----**

1. The financial year coincides with the calendar year. -----
2. Per the end of each financial year the books of the Foundation ---  
are closed. -----
3. Ultimately August thirty-first of each year the Treasurer will ---  
submit a balance sheet and an account of profits and losses on ---  
the past financial year to the Board. -----



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4. In general the Board is obligated to administrate the assets and -- debts of the Foundation and the activities of the Foundation ---- according to the requirements ensuing from these activities and - to save the relevant books, documents and other data-providers - in such a manner that the rights and obligations of the ----- Foundation will be known at any time. ----- Each Board member has the right to inspect the administration -- and the books, documents and other data-providers of the ----- Foundation. -----
5. In accordance with Article 2:15, paragraph 3 of the Civil Code -- the BES-islands, the Board is obligated to save all books and ---- documents of the Foundation during a period of ten (10) years. -

**Amendment of the constitution** -----

**Article 10** -----

A resolution to amend the articles of the constitution shall be passed by a majority of at least two thirds (2/3) of the votes cast. Any amendments shall be laid down by notarial deed. -----

**Dissolution and liquidation** -----

**Article 11** -----

1. A resolution to dissolve the Foundation may be passed by the --- Board and needs the same majority as required in case of ----- amendments of the articles of this constitution, as per article 10.
2. After its dissolution, the Foundation continues to exist as far as - this is required for the settlement and the provisions of this ----- constitution will remain in force as much as possible. -----
3. The liquidation will be effected by the Board. The Board may --- appoint one or more liquidators. -----
4. A possible positive balance of the dissolved Foundation will as - much as possible be spent in accordance with the object of the -- Foundation. -----
5. After the end of the liquidation, the books and records will ----- during a period of ten (10) years be in the custody of the ----- person(s) appointed as liquidator(s) of the Foundation at the time when the resolution to dissolve the Foundation was passed. -----

**By-Laws** -----

**Article 12** -----

The Board may draw up and lay down By-laws to work out all matters - contained in this constitution which may in no respect be in conflict with the articles of this constitution. -----

**Final Provisions** -----

**Article 13** -----

In all cases not provided for by the law or this constitution the Board --- will decide. -----

The appearers are known to me civil law notary, -----

WHEREOF THIS DEED, has been executed in Sint Maarten, in one --- original copy, on the date mentioned in the heading hereof. -----

After relating the substance of this deed to the appearers, they declared -

unanimously to have examined the contents and not to require a full -----  
reading thereof. -----  
Then, after summary reading of this deed, this deed was signed by the --  
appears and by me, civil law notary. -----  
Was signed. -----  
ISSUED FOR TRUE COPY, on this day, February first, two thousand --  
and nineteen. -----



*[Handwritten signature in blue ink]*