

Upon this twenty-second day of December, two thousand and seventeen, came and appeared before me, Faride Eloisa Elixie Tjon -----
Ajong, civil law notary in Sint Maarten: -----

- a. Mr. **Stuart Andrew JOHNSON**, born in Sint Maarten, -----
on June twenty-fourth, nineteenhundred eighty-four, residing in Sint
Maarten, choosing address at Juancho Yrausquin Boulevard 6, -----
Philipsburg, Sint Maarten; and -----
- b. Ms. **Marinka Jacqueline GUMBS**, born in Sint Maarten, -----
on October fifth, nineteenhundred seventy-eight, residing in Sint ---
Maarten, choosing address at Juancho Yrausquin Boulevard 6, -----
Philipsburg, Sint Maarten; -----

by these presents acting as members with the function of respectively
President and Treasurer of the Executive Committee of -----
UNITED DEMOCRATIC PARTY, an association established in Sint
Maarten, and in accordance with article 12 paragraph 4 of its articles ---
association, duly representing said association. The appearers, acting as
aforementioned, declared that in an extraordinary meeting of members
of said association, held in Sint Maarten on December twenty-first, two
thousand and seventeen, it has been resolved to amend article 1 and
article 11 paragraph 1 of the articles of association of said association in
the manner as set forth hereinafter. -----

The appearers, acting as mentioned, declared pursuant to said -----
resolutions to amend these articles in the articles of association and as a
consequence of which amendment, said articles of association now will
henceforth read in its entirety as follows: -----

Name, Seat -----

Article 1 -----

The Association bears the name of: "**UNITED DEMOCRATS**", -----
abbreviated as **UD** and for the purposes of these articles of association, -
also referred to as the "Party" or the "Association". -----

Article 2 -----

The Party has been established in St Maarten. -----

Duration -----

Article 3 -----

The Association is established for an unlimited period of time. -----

Financial year -----

Article 4 -----

The fiscal year of the Association runs from January first up to and -----
including December thirty first of each calendar year. -----

Mission, Principles, Objectives -----

Article 5 -----

- 1. The mission of the UDP is based on the global principles of -----
sustainable development and to strengthen the resilience of Sint
Maarten against the inherent threats of a small island -----
development state. -----
- 2. The principles of the party are Christian and social-democratic.
- 3. The objectives of the Party are: -----

- a. To function as a political party in Sint Maarten and take part in election for public office and comply with all national ----- legislation regarding elections and political parties(in Dutch: "*Landsverordening Registratie en Financiën Politieke Partijen*"). -----
 - b. To continuously seek improvement of the quality of life on -- Sint Maarten and to give quality leadership in all these ----- endeavors. -----
 - c. To uphold and respect the constitutional rights of each ----- individual in the community. -----
 - d. To promote the socio-economic welfare of the population of Sint Maarten according to Christian, social democratic ----- principles and ideals, the Party's policies and principles. -----
 - e. To do all that is possible to achieve greater economic ----- opportunity and growth for the island of Sint Maarten. -----
 - f. To promote social cohesion and patriotism amongst all ----- inhabitants. -----
 - g. To protect the democratic fundamentals of the Sint Maarten's legal and constitutional system in its strive for the greatest --- level of independence, self governance and self ----- determination for Sint Maarten. -----
 - h. To raise the political awareness of the general population. ---
 - i. To affiliate with and to work closely with other political ----- parties and entities having compatible aims and purpose. -----
4. The objectives of the Party shall come under periodic review ---- during the Party Congress thereby ensuring that the Party shall, - at all times, be in close concert with the needs and requirements - of the population of Sint Maarten. -----
5. The objectives and all changes and adaptations to the objectives - of the Party shall be presented by the Governing Board in the ---- Party Congress. The Governing Board will draft and present a --- political program on the changes and amendments, of the ----- objectives and have the political program publicized, within the - required period of time, as stipulated in the National Ordinance - of Registration and Finances of Political Parties (in Dutch: ----- "*Landsverordening Registratie en Financiën Politieke Partijen*").
6. The Party commits itself to have its political program publicized no later than on the date of the postulation of candidates for any - elections for all legislative bodies on Sint Maarten. The Party ---- will send its political program to the Electoral Council at least --- two (2) weeks before the mentioned or announced date of ----- postulation of its candidates. -----

Ways and Means -----

Article 6 -----

The Party shall achieve its objectives through all legal ways and means, and in particular, but not limited thereto by: -----

- 1. Participating in elections for public office, e.g. for all legislative bodies in Sint Maarten. Every election year, the Party will decide on a maximum amount of candidates. The Party can jointly with (an) other Party(ties) submit a list of candidates on the basis of --

- an Memorandum of Understanding between Parties. -----
- 2. Convening internal and public meetings, organizing conferences, seminars, congresses, assemblies, forums, contact meetings, and all other means of public contact for the purpose of ----- disseminating information. -----
- 3. The use of television, radio, newspapers, press conferences, ----- electronic (social) media or any other legal form of ----- communication. -----
- 4. Publishing, printing and distributing its own material, such as --- newsletters, bulletins, and or by supporting and endorsing all --- forms of written publications. -----
- 5. Organizing members of the community of Sint Maarten in ----- activities designed to achieve the objectives of the Party. -----
- 6. All other legally permissible means and resources. -----

Membership -----

Article 7 -----

- 1. The Membership of the Party shall consist of: -----
 - a. Party Members; -----
 - b. Honorary Members; -----
 - c. Supporters. -----
- 2. Party Members must meet the following requirements: -----
 - a. be a registered citizen of Sint Maarten and have the right to - vote in any election for all legislative bodies in Sint Maarten;
 - b. be at least eighteen (18) years of age; -----
 - c. and have been accepted into the Party based on the provisions as stipulated in Article 8 and in accordance with the Bylaws and meet all requirements to be eligible to vote in any ----- election for all legislative bodies in Sint Maarten. -----
- 3. Honorary members are: -----
 - a. Individuals, who have been appointed as such because of --- their extraordinary merit to the Party and/or the community - of Sint Maarten; -----
 - b. Associations, foundations or corporations who have been --- appointed as such because of their extraordinary merit to the Party and/or the community of Sint Maarten and who have -- been approved by the Governing Board for membership. -----
- 4. Supporters are: -----

Individuals, associations, foundations or corporations who ----- support the Party financially or through other legal means in --- compliance with the National Ordinance of Registration and --- Finances of Political Parties (in Dutch: "*Landsverordening --- Registratie en Financiën Politieke Partijen*") and who are ----- approved by the Governing Board for membership. -----

Rights, Duties and Membership -----

Article 8 -----

- 1. Only Party Members in good standing shall carry the right to --- vote within the Party. -----
- 2. Honorary Members and Supporters may be called upon by the -- Governing Board to serve in an advisory or consultative ----- capacity. -----

3. The Governing Board, acting in accordance with the articles of -- association and the Bylaws, shall decide on all matters with ----- reference to the Party Members. -----
4. The decision on admission, rejection or termination of ----- membership shall be handled in a meeting of the Governing ----- Board especially convened for that purpose. -----
5. The membership is personal and not transferable. -----
6. Substantial and/or fundamental changes in the nature or business of Honorary Members or Supporters shall be grounds for review of membership by the Governing Board. -----
7. Party members have the obligation to: -----
 - a. Attend Party meetings on a regular basis; -----
 - b. Pay the annual membership dues; -----
 - c. Assist in fundraising efforts of the Party; -----
 - d. Conduct themselves in a decent exemplary manner at all ---- times; -----
 - e. Render support to the governing institutions of Sint Maarten;
 - f. Express a readiness to be jointly committed to enhance the -- ideology of the Party; -----
 - g. Express the commitment to work in the best interest of Sint - Maarten and its people; -----
 - h. To adhere to the obligations as stipulated in the articles of --- association and the Bylaws of the Party, as failure to comply with the articles of association and/or the Bylaws of the ---- Party, can lead to suspension and/or termination of the ----- membership in accordance with article 9 of the articles of --- association of the Party. -----

Suspension, termination of membership -----

Article 9 -----

1. The Governing Board shall decide in all cases of membership --- acceptance, suspension, termination and re-acceptance. -----
2. The Governing Board may suspend or terminate, a membership - when it has been deemed in the Governing Board's opinion, that such member has failed to comply with the articles of association and/or Bylaws of the Party or actions by a member has been ----- deemed by the Governing Board to not be in the best interest of - the Party and/or the community of Sint Maarten, and where the - image of the Party has been damaged. The decision to suspend or terminate membership shall be substantiated in writing. -----
3. During the period that a Party Member has been suspended, all -- rights and benefits of membership shall also be suspended and -- not made available. -----
4. A suspended Party Member may apply for acceptance at the end of the suspension period. -----
5. A former Party Member, whose membership has been ----- terminated, may re-apply for membership at the end of a one (1) year period, which period of one (1) year shall be effective and -- commence on the date of the termination in writing. -----
6. Termination of membership shall further end by: -----
 - a. Death of a Party Member; -----

- b. Written resignation of the membership by a Party Member, - sent to the Governing Board; -----
- c. Cancellation in writing by an Honorary Membership or a --- Supporter. -----

Finances -----

Article 10 -----

1. The finances of the Party shall consist of: -----
 - a. The initial amount that has been set aside at the formation of the Party; -----
 - b. Gifts, grants, donations, bequests and legacies subject to the rules and regulations of the Federal Ordinance of ----- Registration and Finances of Political Parties (in Dutch: ---- "*Landsverordening registratie en financiën politieke partijen*"); -----
 - c. Income from activities organized by the Party; -----
 - d. Enrollment fees, annual membership contributions and other dues from the Party Members; -----
 - e. Acceptance of funding from all legal sources; -----
 - f. All other legally acquired income. -----
2. Enrollment fees and annual Membership Dues are established -- during the Party Congress. Honorary Members and Supporters -- are excluded from paying annual Membership Dues. -----
3. There shall be an annual general meeting of the Governing Board and the Executive Committee, to be held no later than two (2) -- months after each consecutive fiscal year in which meeting the - following shall be carried out: -----
 - a. A report shall be given by the Executive Committee to the -- Governing Board concerning the foregoing fiscal year. -----
 - b. The President and the Treasurer of the Governing Board ---- shall give account of the financial management of the funds and finances of the Association during the preceding fiscal - year. -----
The aforementioned President and the Treasurer of the ----- Governing Board are responsible for the signing of checks -- and financial instruments. -----
 - c. The Treasurer of the Executive Committee shall submit a --- budget for the new fiscal year to the President of the ----- Governing Board. The President of the Governing Board --- shall request the Governing Board for approval of the ----- aforementioned budget for the new fiscal year. The annual - general meeting of the Governing Board and the Executive - Committee is called by the Executive Committee and shall - convene in the third quarter of the year. -----
 - d. Each year before the first day of the month of April, the ---- Party shall submit to the Electoral Council an annual report containing at least the following data: -----
 1. The composition of the Board during the year; -----
 2. The number of contributing members at the beginning -- and end of that year; -----
 3. The amount of the contribution for that year; -----

4. The activities undertaken by the Party in that year. -----
- e. The aforementioned annual report as mentioned under d. is -
 accompanied by a financial report, which financial report, in
 conformity with the National Ordinance of Registration and
 Finances of Political Parties (in Dutch: "*Landsverordening --
 registratie en financiën politieke partijen*"), should at least --
 include: -----
 1. The capital at the beginning and the ending of each -----
 fiscal year; -----
 2. An itemized statement of income and expenditure and a
 statement by an auditor on the accuracy and fairness of -
 the financial report; -----
 3. Donations of more than five thousand Netherlands -----
 Antillean guilders (NAf 5.000,00) or more, other than ---
 derived from an individual; -----
 4. The total amount of received gifts, donations and/or -----
 grants, other than the annual contributions from the -----
 members of the Party. -----
- f. The Treasurer of the Governing Board shall keep all -----
 financial records which shows the rights and obligations at --
 all times, as well as the records of all payments and receipts.
 The administration and the supporting documents and -----
 information shall be kept for a period of at least five (5) -----
 years. -----

Governing Board -----

Article 11 -----

1. The management and direction of the Party is determined by the
 Governing Board. The Governing Board is elected to office by a
 majority of vote during the Party Congress and in accordance ---
 with the terms and conditions as stipulated in these articles of ---
 incorporation of the Party. Members of the Governing Board can
 be dismissed or suspended by a majority vote of the Party -----
 Members. -----
2. The Governing Board shall consist of an odd number of a -----
 minimum of three (3) and a maximum of eleven (11) members --
 among which there shall be a President, Vice-President, -----
 Secretary General, Treasurer and a maximum of seven (7) -----
 Officers. -----
3. The members of the Governing Board shall designate those -----
 persons to serve in the capacity of Vice-President, Secretary -----
 General and Treasurer. -----
4. Specific titles denoting roles and/or duties may be assigned to ---
 the Officers. -----
5. In the absence of the President at meetings of the Governing ----
 Board, the Vice-President shall preside. In the absence of the ----
 President and the Vice-President at meetings of the Governing --
 Board, either the Secretary General or the Treasurer shall -----
 preside. -----
6. All members of the Governing Board shall be of legal age and --
 shall further be Party Members in good standing. -----

7. The Governing Board is charged with the responsibility of -----
adopting and/or amending the Bylaws of the Party. -----
8. All resolutions of the Governing Board shall be adopted by -----
simple majority in a meeting where a minimum of one half (1/2)
of the Governing Board members are present unless otherwise --
stipulated in this deed. Included in this one half (1/2) shall be ---
two (2) members of the Executive Committee. In those meetings
where a minimum of one half (1/2) of the Governing Board, ----
including two (2) members of the Executive Committee are not
present, a second meeting shall be called to vote on the proposed
resolutions. In this second meeting, the proposed resolutions ----
shall be voted upon regardless of the number of Governing -----
Board and/or Executive Committee members present. -----

Executive Committee -----

Article 12 -----

1. The Executive Committee consists of a President, a Secretary ---
General and a Treasurer, which will be appointed by the -----
Governing Board. -----
2. The Executive Committee represents the Governing Board. -----
3. The Executive Committee is responsible for the daily operations
of the Party. -----
4. The President and one (1) other member of the Executive -----
Committee shall legally represent the Party in all matters. -----
5. The Executive Committee is further entrusted with: -----
 - a. Responsibility for convening meetings of the Governing ----
Board; -----
 - b. Responsibility for convening the Party Congress; -----
 - c. Implementing decisions taken by the Governing Board and -
the Party Congress; -----
 - d. Making decisions on behalf of the Party. -----
6. The Executive Committee may request the Party Leader to call -
meetings of the Party Council. The President of the Executive --
Committee shall attend meetings of the Party Council. -----
7. The President of the Executive Committee shall preside over the
elections for the Party Leader in accordance with article 18. ----
8. The Executive Committee may be charged with specific -----
functions and entrusted with additional powers from time to time
as determined by the Governing Board. -----

Advisory Councils -----

Article 13 -----

1. Advisory Councils may be established from time to time by the -
Executive Committee and shall report to the Executive -----
Committee. -----
2. The purpose, function and term of an Advisory Council shall be
determined by the Executive Committee. -----
3. Persons serving on an Advisory Council shall not necessarily be
Party Members. -----

Nomination Committee -----

Article 14 -----

1. The Nomination Committee shall be established by the -----

Executive Committee and will be charged with compiling the list of candidates for any elections for the legislative bodies in Sint -- Maarten. -----

2. The Nomination Committee shall consists of active members in - good standing who have made significant and/or extraordinary -- contribution towards the realization and development of the ----- party. -----
3. The Nomination Committee shall be an odd number of a ----- minimum of three (3) and a maximum of seven (7) members. ----
4. The Party Leader is member and Chairman of the Nominating --- Committee and shall call meetings of the Nomination Committee and determine agenda points. The other members of the ----- Nomination Committee are appointed by the Executive ----- Committee. -----
5. The Nomination Committee shall compile the list of candidates - for any elections for all legislative bodies in Sint Maarten. -----
6. All candidates that feature on the definite list of candidates must submit to the Nomination Committee a declaration signed by the candidate that he/she will not act in contravention of the ----- provisions of the National Ordinance Registration and Finances - Political Parties (in Dutch: "*Landsverordening registratie en ----- financiën politieke partijen*") during the election campaign. -----
7. Candidates shall be evaluated on the following criteria, including any others specified within the call for candidates: -----
 - a. Eligibility to participate in the election for members of any - legislative body; -----
 - b. Qualifications and experience, including unique desired ---- skills; -----
 - c. Past contributions to the party and other organizations; -----
 - d. Referral or reference from members. -----

Term -----

Article 15 -----

Members of the Governing Board shall serve a two (2) year term. -----

1. Outgoing Governing Board members are immediately eligible --- for re-election. -----
2. Temporary vacancies on the Governing Board shall be filled by - persons designated by the Governing Board. Persons so ----- designated shall serve until the end of the term for the Governing Board. -----

Voting -----

Article 16 -----

1. The Governing Board is elected in the Party Congress from a ---- slate specifically prepared for this purpose. -----
2. At the request of the Party Leader, the election of a President of - the Governing Board can be referred to the Party Congress. -----
3. The Governing Board is elected by a simple majority of the Party Members in good standing voting at the Party Congress. -----
4. Specific functions on the Governing Board are not designated at the time that voting takes place and, as such, are assigned among the members of the Governing Board. -----

5. Assignment to the functions on the Governing Board referred to in Article 11 sub 2 shall take place by internal vote within the --- Governing Board. Candidates within the Governing Board may - postulate themselves for the functions with a vote being held. A simple majority is required. -----

Party Council -----

Article 17 -----

1. The Party Council shall consist of active Party Members in good standing who: -----
 - a. Have served as candidates for election to public office; -----
 - b. Have been appointed by the Party to the position of Minister in the Council of Ministers of Sint Maarten; -----
 - c. Have served as a member of the Governing Board of the --- Party; -----
 - d. Have made a significant and/or extraordinary contribution -- towards the realization and development of the Party. -----
2. The determination of the members of the Party Council shall be made by the Executive Committee in accordance with rules ---- established for this purpose and laid down in the Bylaws. -----
3. The primary functions of the Party Council are to: -----
 - a. Establish and maintain a close working relationship among - candidates; -----
 - b. Bring forward and resolve potential problem areas among -- candidates; -----
 - c. Provide candidates with a system and structure to be ----- followed during campaigns and otherwise; -----
 - d. Keep candidates abreast of events affecting the Party. -----
4. The Party Leader shall preside as the Chairman of the Party ---- Council and shall call meetings of the Party Council and ----- determine agenda points. -----
5. The Secretary General shall serve as secretary for meetings of -- the Party Council and shall be charged with recording of ----- decisions made. -----

Party Leader -----

Article 18 -----

1. The Party Leader, with the exception of the first Party Leader, is elected by the Party Congress from among the Party Members in good standing. The President of the Executive Committee shall - preside over the elections for the Party Leader. -----
2. Candidates for Party Leader may postulate themselves sixty (60) days prior to the Party Congress supported by one hundred (100) signatures from Party Members in good standing. -----
3. The Party Leader shall head the list of candidates taking part in - elections. -----
4. The manner of election and the powers of the Party Leader shall, if required, be further developed in the Bylaws. -----

Party Congress -----

Article 19 -----

1. Within eight months of each year an annual general membership meeting, also to be called the "Party Congress", will be held. ----

2. Notice for the Party Congress shall be made a minimum of thirty (30) days prior to the date of the meeting. Notice shall be given - using the local media and/or by using generally in practice, ----- accepted means of communication but, however, not in breach of any laws in Sint Maarten. -----
3. An agenda for the Party Congress shall be prepared by the ----- Executive Committee. -----
4. The agenda points shall reflect, among others: -----
 - a. Presentation of the Annual Report covering the previous ---- year's activities, by the President of the Governing Board; --
 - b. A presentation by the Treasurer of the Governing Board on - the Financial Report of the Party's finances; -----
 - c. Voting for the Party Leader and for the members for the ---- Governing Board, when required; -----
 - d. Other points in the interest of the Party. -----

Extraordinary Party Congress -----

Article 20 -----

1. An Extraordinary Party Congress may be requested by signed --- petition representing the signatures of a minimum of one hundred (100) Party Members in good standing and whenever the ----- Governing Board deems it necessary to inform the Membership - on matters of importance or developments. -----
2. The signed petition referred to in the first paragraph of this ----- Article, with the proposed agenda for the meeting and ----- substantiation for the agenda, shall be submitted to the Executive Committee. -----
3. The Executive Committee, after consultation with the Governing Board, shall call the Extraordinary Party Congress in accordance with Article 19. -----
4. In case of urgency, the Governing Board may reduce the notice - term mentioned in paragraph 2 of Article 19 to seven (7) days. --

Voting in the Party Congress -----

Article 21 -----

1. Only registered Party Members in good standing shall have the -- right to vote in the Party Congress. A list of the party members in good standing shall be made available prior to the Party ----- Congress. -----
2. Decisions taken and resolutions passed by vote in the Party ----- Congress shall be binding on all Party Members. -----
3. Decisions taken and resolutions passed in the Party Congress ---- shall be deemed valid when passed by a simple majority and ---- where a minimum of one third (1/3) of the Party Members in ---- good standing are present. -----
4. In the absence of a minimum of one third (1/3) of the registered - Party Members in good standing, a second meeting shall be ----- convened within thirty (30) minutes. -----
5. During such second meeting valid decisions shall be taken and -- valid resolutions passed irrespective of the number of Party ----- Members in good standing present. -----

Amendment of the Articles of Association -----

Article 22 -----
These articles of association shall be amendable only during a Party ---
Congress specially convened for such purpose and wherein at least one/
third (1/3) of the Party Members are present and the amendment is -----
approved by at least a two/third (2/3) majority vote. In the event the ---
required number of Party Members is not present at the time of the Party
Congress, within not less than one (1) week and not more than four (4) -
weeks thereafter a special meeting can be convened wherein valid -----
decisions can be taken, regardless of the number of Party Members ----
present. -----

Dissolution of the Party -----
Article 23 -----

1. The dissolution of the Party may take place in a Party Congress
specifically convened for this purpose and wherein at least -----
one/half (1/2) of the Party Members are present and the -----
dissolution is approved by at least a three/fourth (3/4) majority -
vote. -----
2. The dissolution of the Association shall be executed in -----
accordance with the Civil Code. -----
3. The then Governing Board decides about the allocation of a ----
positive balance by lack of which any positive balance will be --
granted to for equal and/or pro ratio part to the Party Members. -

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 -
to have examined the contents of this deed and that they do not desire --
the complete reading of this deed. Then, after summary reading of this -
deed, this deed was signed by the appearers and me, civil law notary. ---
Was signed. -----

ISSUED FOR TRUE COPY!