

BELIZE

**THE INTERNATIONAL BUSINESS COMPANIES ACT
REVISED EDITION 2000
CHAPTER 270**

**MEMORANDUM OF ASSOCIATION AND
ARTICLES OF ASSOCIATION
OF**

Vastbit LTD.

**INCORPORATED THE
24th day of October, 2017**

REGISTERED AGENT



**Lugano Corporate Services Ltd.
#7 New Road, Belize City, Belize
Central America**

**THE INTERNATIONAL BUSINESS COMPANIES ACT
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BELIZE

THE INTERNATIONAL BUSINESS COMPANIES ACT REVISED EDITION 2000

MEMORANDUM OF ASSOCIATION

OF

Vastbit LTD.

1. NAME

The name of the Company is **Vastbit LTD.**

2. REGISTERED OFFICE

The Registered Office of the Company is #7 New Road, Belize City or such other place within Belize as the company may from time to time by a resolution of the members determine.

3. REGISTERED AGENT

The Registered Agent of the Company is Lugano Corporate Services Ltd. of #7 New Road, Belize City, Belize or such other person qualified under the International Business Companies Act Revised Edition 2000 (the "Act") as the Company may from time to time by a resolution of the members determine.

4. GENERAL OBJECTS AND POWERS

The Company is established to carry on any trade or business, whatsoever and wheresoever, not prohibited by the International Business Companies Act Revised Edition 2000 or any other law for the time being in force of Belize, and shall have all such powers as are permitted by law which are necessary or conducive to the conduct, promotion or attainment of such trade or business.

5. EXCLUSIONS

5.1 The Company shall not:

- 5.1.1 carry on business with persons resident in Belize;
- 5.1.2 own an interest in real property situated in Belize, other than a lease referred to in paragraph 5.2.5 of sub-clause 5.2 below;
- 5.1.3 carry on a banking business;
- 5.1.4 carry on business as an insurance or a reinsurance company; or
- 5.1.5 carry on the business of providing the registered office for companies.

- 5.2 For the purpose of paragraph 5.1.1 of sub-clause 5.1 above, the Company shall not be treated as carrying on business with persons resident in Belize by reason only that:
- 5.2.1 it makes or maintains deposits with a company incorporated in Belize and carrying on a banking business within Belize;
 - 5.2.2 it makes or maintains professional contact with solicitors, barristers, accountants, bookkeepers, trust companies, administration companies, investment advisers or other similar persons carrying on business within Belize;
 - 5.2.3 it prepares or maintains books and records within Belize;
 - 5.2.4 it holds, within Belize, meetings of its directors or members;
 - 5.2.5 it holds a lease of property for use as an office from which to communicate with members or where books and records of the Company are prepared or maintained;
 - 5.2.6 it owns a vessel or vessels registered in Belize in accordance with the Merchant Shipping Act, 1989

6. SHARE CAPITAL

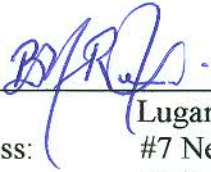
- 6.1 Shares in the Company shall be issued in the currency of the United States of America.
- 6.2 The authorized capital of the Company is fifty thousand dollars (\$50,000) divided into fifty thousand (50,000) shares of one dollar (\$1.00) par value.
- 6.3 The authorized share capital of the Company is made up of one class of share divided into fifty thousand (50,000) shares of one dollar (\$1.00) par value with one (1) vote for each share.
- 6.4 The designations, powers, preferences, rights, qualifications, limitations and restrictions of each class and series of shares that the Company is authorized to issue, including, but not limited to, the allocation of different rights as to voting, dividends, redemption or distribution on liquidation, shall be fixed by resolution of the directors of the Company unless such designations, powers, preferences, rights, qualifications, limitations and restrictions are fixed by this Memorandum of Association or the Articles of Association of the Company.
- 6.5 Registered shares in the Company may be transferred, subject to compliance with the requirements of the Act and of this Memorandum of Association and the Articles of Association of the Company.
- 6.6 The issuance of bearer shares is expressly prohibited.

7. AMENDMENTS

The Company may amend this Memorandum of Association by a resolution of its members.


For the purpose of incorporating an International Business Company under the laws of Belize, the person whose name and address appears below as the Subscriber hereby subscribes his name to this Memorandum of Association in the presence of the undersigned witness:

SIGNATURE OF SUBSCRIBER


____ (Boyd Reneau)
For: Lugano Corporate Services Ltd.
Address: #7 New Road
Belize City, Belize

Date: 24th October, 2017

SIGNATURE OF WITNESS


____ (Jamal Carr)
Address: 169 Hercilett Moody Street
Belize City, Belize

Date: 24th October, 2017

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**ARTICLES OF ASSOCIATION
OF
Vastbit LTD.**

1. PRELIMINARY

In these Articles, if not inconsistent with the subject or context, the words and expressions standing in the first column of the following table shall bear the meanings set opposite them respectively in the second column thereof:

<u>Words</u>	<u>Meanings</u>
The Memorandum	the Memorandum of Association of the Company as original framed or as from time to time amended;
the Act	the International Business Companies Act Revised Edition 2000 including any statutory modification of re-enactment thereof for the time being in force;
the Seal	the Common Seal of the Company, any Overseas Seal or any Securities Seal authorized in accordance with Article 12;
Articles	these Articles of Association as originally framed or as from time to time amended.

“Written” or any term of like import includes words typewritten, printed, painted, engraved, lithographed, photographed or represented or reproduced by any mode of representing or reproducing words in a visible form, including telex, telegram, cable or other form of writing produced by electronic communication.

Save as aforesaid, words or expressions contained in these Articles shall bear the same meanings as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

Words importing the singular number shall include the plural number and vice versa; words importing the masculine gender shall include the feminine and neuter genders respectively; words importing persons shall include bodies corporate and unincorporated associations of persons.

A reference to money in these Articles is a reference to the currency of the United States of America unless otherwise stated.

