

18/2006

ARTICLES OF INCORPORATION  
OF

ATLANTIC RESOURCES LIMITED

REPUBLIC OF LIBERIA  
MINISTRY OF FOREIGN AFFAIRS

DUPLICATE COPY

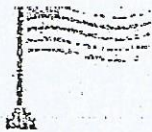
The Original Copy of this document was FILED in  
accordance with Section 1.4 of the  
Business Corporation Act on

DECEMBER 18, 2006



DEPUTY MINISTER





## NOTARY CERTIFICATE

*Personally Appeared Before me in My Office within the City of  
Monrovia, Montserrado County, Republic of Liberia this 10th day of  
December..... A.D. 2006..... duly qualified Notary Public  
for and in the County of Montserrado and in the Republic aforesaid the  
Parties to the attached documents:*

ARTICLES OF INCORPORATED OF ATLANTIC RESOURCES LIMITED

*and did in my presence and in the presence of each other execute and sign their  
genuine signatures on the said Instrument(s) to be the person(s) they  
represent and that the same was made in my presence and declared by each of  
them to be their own handwriting(s).*

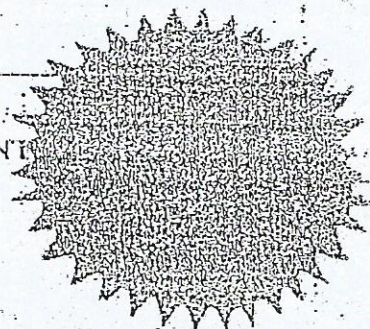
*Therefore, I, PETER DOE-KPAR, Notary Public  
aforesaid, have attached my official signature and Notary Seal to avail when  
and where necessary.*

*P E T E R*

*I have affixed my genuine signature attesting  
to this transaction by the power vested in me  
this 10th day of December..... A.D. 2006*

*PETER DOE-KPAR*  
NOTARY PUBLIC, MONTSERRADO COUNTY

\$2.50 REVENUE STAMP AFFIXED ON THE ORIGINAL.





REPUBLIC OF LIBERIA)  
MONTERRADO COUNTY)

ARTICLES OF INCORPORATION  
OF  
ATLANTIC RESOURCES LIMITED

I, the undersigned, for the purpose of organizing a corporation, do hereby make, subscribe, and file into the office of the Ministry of Foreign Affairs of the Republic of Liberia, this application for a certificate of Incorporation, pursuant to the Liberia Business Corporation Act of May 19, 1976, as follow:

ARTICLE I

The name of the Corporation (hereinafter referred to as the ("Corporation")) shall be "ATLANTIC RESOURCES LIMITED."

ARTICLE II

The primary objectives and purposes of the Corporation are as follows:

1. To engage in the extraction, export and sale of timber, processed timber and timber related products including but not limited to furniture and semi finished timber products;
2. To engage in the operation of a saw-mill, plywood, veneer, furniture factories;
3. To engage in the provision of contractual and sub-contractual services;
4. To acquire by purchase, lease, option, contract, or otherwise, and hold, own, maintain, work, develop, let, sublet. Sell, exchange, encumber or dispose of both real and personal property to the extent necessary or useful in the operation generally;
5. To hire and employ agents, servants, and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, sub-contractor, factor, or otherwise, either alone or in company with others;
6. To let concession to others to do of things that this corporation is empowered to do, and to enter into, make, perform, and carry out contracts and agreements of every kind and character with any person, firm, association, or corporation, or and government or authority or subdivision or agency thereof;
7. To engage in the business of investment of any kind or nature, including, but not limited to, trading and investment in debt and equity securities of other corporations and business enterprises;
8. To act as distribution and sales agent and sales representatives for local and overseas manufacturers of every commodity lawfully merchantable and tradable within the Republic of Liberia;
9. To acquire from the Government of the Republic of Liberia, or any of its public authorities, any concession, grants, privileges or immunities necessary and appertaining to the general business of trading and investment;
10. To enter into, make, perform and carry out or terminate and rescind contracts, for any lawful purpose pertaining to the business of the Corporation with any other enterprise, person or public corporation.
11. To mine, purchase, sell, export and otherwise prepare for market all grades of iron ore.

12. To invest and re-invest its surplus at its option to the extent deemed advisable by the Corporation in securities or any business activities or otherwise upon such security, if any, as the Board of Directors of the Corporation may determine;



- ...to heavy-duty and light equipment, tools, machineries etc.
14. To borrow or raise moneys for any of the purposes of the Corporation, and from time to time, without limit as to account, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bonds, debentures, and other negotiable or non-negotiable instruments and other evidence of indebtedness and to secure the payment thereof and of the interest thereon by mortgage on, pledge, conveyance or assignment in trust or otherwise of the whole or any part of the assets of the Corporation, real, personal or mixed, including contract rights and privileges, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such securities of the Corporation for its corporate purpose;
15. To engage in any lawful act or activity which corporations may now or hereafter be organized under the Business Corporation Act or its successors;

### ARTICLE III

The Corporation shall have perpetual existence.

### ARTICLE IV

The Registered Office of the Corporation shall be at the P. O. Box - 5485, Monrovia, Liberia.  
The registered Agent is Matthews Jallah.

### ARTICLE V

The name and post office address of the incorporator of the Corporation are as follows:

NAME

ADDRESS

Matthews Jallah

P.O. Box 5485  
1000 Monrovia 10, Liberia

### ARTICLE VI

The aggregate number of shares of stock that the Corporation is authorized to issue is 500 shares, all of which shall be without a par value. The shares shall be in bearer form.

### ARTICLE VII

The numbers of directors constituting the initial Board of Directors shall not be less than three (3).

### ARTICLE VIII

The Corporation shall indemnify any person who is a party to or is threatened to be made a party to any threat, pending or contemplated action, suit, or proceeding, whether criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation or was serving at the request of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such suit and/or proceeding if such person acts in good faith and in a manner he/she reasonably believes to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceedings, had no reasonable cause to believe his/her conduct was unlawful. The termination of an action, suit, or proceeding, by judgment, settlement, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the



best interest of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

#### ARTICLE IX

The Corporation reserves the rights to alter, change, amend or repeal any provision(s) contained in these Articles of Incorporation, in manner now or hereafter prescribed by the Liberian Business Corporation Act, and all rights conferred upon stockholders herein granted subject to this reservation.

#### ARTICLE X

The Corporation shall have perpetual existence and successions.

#### ARTICLE XI

The existence of this Corporation shall begin upon the filing of these Articles of Incorporation with the Office of the Minister of Foreign Affairs of the Republic of Liberia.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my signature on this 12th day of December A.D. 2006

IN THE PRESENT OF:

Jerome Walker

Matthews Jallah

Matthews Jallah  
INCORPORATOR

\$12.00 REVENUE STAMP AFFIXED ON THE ORIGINAL.







REPUBLIC OF LIBERIA)  
MONTSERRADO COUNTY)

Office of the Notary Public  
Monrovia, Liberia

Cell #: 0886-254-151/0777-026-619

## NOTARY CERTIFICATE

PERSONALLY APPEARED BEFORE ME, a Duly qualified and  
commissioned Notary Public for and in Montserrado County, Republic of  
Liberia, at my Office in the City of Monrovia, Liberia this 17TH day of  
MARCH, A.D. 20 14 the Party(ies) to the attached  
Document(s)

ARTICLES OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

ATLANTIC RESOURCES LIMITED



And did in my presence and in the presence of each other execute and sign  
their genuine signatures on the said Instrument(s) to be the person(s) they  
represent and that the same was made in my presence and declared by  
each of them to be their voluntary acts and in their own handwriting.

THEREFORE, I ABRAHAM W. NIFOR, NOTARY PUBLIC  
aforesaid have attached my Official Signature and Notary Seal to avail  
when and where Necessary.

SWORN AND SUBSCRIBED TO BEFORE  
ME AT MY OFFICE IN THE CITY OF  
MONROVIA, LIBERIA, THIS 17TH DAY OF  
MARCH, A.D. 20 14



ARTICLE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
ATLANTIC RESOURCES LIMITED

We, the undersigned, of Atlantic Resources Limited, a corporation incorporated under the Laws of the Republic of Liberia, for the purpose of amending the Amended Article of Incorporation of the said corporation, pursuant to section 9.5 of the Business Corporation Act of Liberia do hereby file this Article of Amendment in the Office of the Liberia Business Registry of the Republic of Liberia.

ARTICLE I

The name of the corporation is ATLANTIC RESOURCES LIMITED.

ARTICLE II

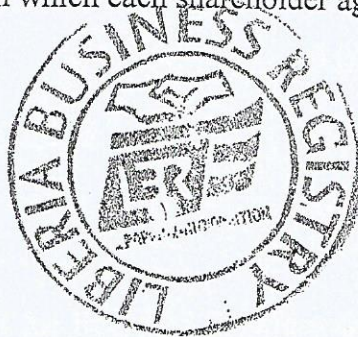
The Amended Article of Incorporation was filed with the Ministry of Foreign Affairs on the 16<sup>th</sup> day of March, A.D 2012, pursuant to Section 9.4 of the Business Corporation Act.

ARTICLE III

Article I of the Amended Article of Incorporation of Atlantic Resources Limited, which reads as follows:

The name and address of the subscribers of theses articles of incorporation and the number of shares of the Corporation which each shareholder agrees and contracts to purchase are as follows:

NAME	ADDRESS	SHARE(S)
PDT		60%
Han Dong Chun	Monrovia, Liberia	20%
Yong Nyan Siong	Monrovia, Liberia	20%



Is hereby amended to read as follows:

NAME	ADDRESS	SHARES
Premium Estate Investment Limited	1 Raffles Place # 44-02 One Raffles Place Singapore 048616	60%
Han Dong Chun	Monrovia, Liberia	20%
Yong Nyan Siong	Monrovia, Liberia	20%

The herein amendment to the Articles of Incorporation of Atlantic Resources Limited, is made consistent with the Resolution of the Board of Directors which is attached hereto.



**RECITAL**

**WHEREAS, ATLANTIC RESOURCES LIMITED** ( herein after the Corporation) is a corporation duly registered and authorized by Articles of Incorporation endorsed and filed with the Office of the Liberia Business Registrar in Monrovia; and

**WHEREAS,** the Corporation amended its original Articles of Incorporation on the 9th day of March, A.D. 2012 as follows:

NAME	ADDRESS	SHARE(S)
PDT		60%
Han Dong Chun	Monrovia, Liberia	20%
Yong Nyan Siong	Monrovia, Liberia	20%

**WHEREAS,** it is the intent of the Board that any transfer, waiver or relinquishment and or ownership of shares be acknowledged and the general public be notified of any such.

**NOW THEREFORE** be it resolved as follows:

1. That PDT has relinquished its 60% percent shares own in **ATLANTIC RESOURCES, LIMITED** to **PREMIUM ESTATE INVESTMENT LIMITED**, a Corporation duly registered under the laws of British Virgin Island.
2. That the an amendment be duly regularized consistent with the Business Association Law of Liberia;
3. That upon the filing of the amended Article of Incorporation with the Liberia Business Registry, Article VII shall be read as follows:

NAME	ADDRESS	SHARES
Premium Estate Investment Limited	British Virgin Island	60%
Han Dong Chun	Monrovia, Liberia	20%
Yong Nyan Siong	Monrovia, Liberia	20%

4. That the Chairman of the Board of Directors shall cause this resolution to be filed with the Liberian Business Registry and the Registered Agent of **ATLANTIC RESOURCES, LIMITED**
5. That the Chairman and Officials of **ATLANTIC RESOURCES, LIMITED** do and perform all acts consistent with Liberian law, particularly the Business Associations Law of Liberia to notify the general public of the Change of ownership and that the proper documentations be filed with the Liberian Business Registry.
6. That the foregoing resolutions were passed by the majority members of the Board of Directors on the \_\_\_\_ day of December, A.D. 2014 and has been duly recorded in the Minutes Book and is effective thereof;

**WHEREFORE,** the Directors have set their hand and seal upon this Resolution on this the \_\_\_\_ day of February, 2014.