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QUEENSLAND

“THE COMPANIES ACT 1961 TO 1981”

COMPANY LIMITED BY SHARES

## **MEMORANDUM OF ASSOCIATION**

**of**

## **STARLIGHT COMMUNITY PTY LTD**

(I) The name of the Company is Starlight Community Pty Ltd.

(II) The objects for which the Company is established are:

To purchase freehold property being the land described as Portion 514 and Portion 189V and Subdivisions 2 of portion 515 in the Country of Canning, Parish of Maroochy containing a total area of 321 acres 2 roods 20 perches together with all improvements thereon and to hold, develop, and improve such property with due regard to conservation of the natural landscape and preservation of native flora and fauna.

2. To operate as a non-profit Company.

3. To settle members of the Company on land acquired by the Company and to promote and foster community life and to provide community services.

4. To designate land suitable for conservation and to keep and maintain such land for reforestation and for the natural flora and fauna features thereon.

5. To develop the resources of and turn to account any lands, buildings and rights of the Company in such a manner as two thirds of members may think fit, such as by clearing, draining, fencing, planting, building, improving, farming, grazing and mining.

6. To develop farming, pastoral and agricultural techniques that are less reliant upon power-driven plant and machinery with the objective of eventually replacing such plant and machinery with alternative equipment not dependant upon fossil fuels for operation and to use gardening methods which are organic and not dependant upon harmful chemicals.

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7. To lease or let or licence to individual members of the Company any part of the property owned by the Company upon such terms and conditions as the Company may determine or attach to such rights to shares in accordance with a two thirds majority decision.
8. To open and operate bank accounts and to invest the capital and other monies of the Company.
9. To appoint, engage, employ, suspend, remove, dismiss and again appoint all such solicitors, managers, secretaries, accountants, engineers, clerks, overseers, workmen and other servants of the Company as shall be required either for temporary, permanent or special purposes as from time to time may be deemed necessary for the proper working of the company and upon such terms in all respects as may be thought proper to determine their respective salaries and duties for the discharge of their respective duties.
10. To insure with any other company, firm or person, against damages, risks or liabilities either by fire or at sea or otherwise any insurable property of the Company and to insure any servants or members of the Company or members of the public against risks, accident or fidelity in the course of their employment by the Company or their membership of the Company or their association with the Company, and to effect insurance for the purpose of indemnifying the Company in respect of claims by reason of any such risk, accident or fidelity and to pay premiums on any such insurance.
11. To make gifts, donations, payments or gratuities to such persons, objects or causes as are approved by two thirds majority.
12. To enter into an arrangement with any government or authority, supreme, municipal, local or otherwise and to obtain from the same any authorities, rights, concessions and privileges as may be conducive to the Company's objects.
13. To support or affiliate with any other organisation or group in combined ventures or projects furthering the aims of the Company upon a two thirds majority decision.
14. To distribute any of the property of the Company in kind amongst its members.
15. To procure the Company to be recognised and registered and to establish local registries in any part of the world upon a two thirds majority decision.
16. To do all such things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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It is hereby expressly declared that each such-clause of this clause shall be construed independently of the other sub-clauses hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

The powers set forth in the Third Schedule to “The Companies Act of 1961” as amended are hereby expressly excluded.

- (III) The liability of the members is limited.
- (IV) The share capital of the company is:
- (V) The names, addresses and descriptions of the subscribers to this Memorandum are:

We, the subscribers hereto, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names:

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No.	Signatures of Subscribers	Number of Shares taken by each Subscriber
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