

FORM 1A
INSTRUCTIONS ON REVISIONS



JAMAICA
THE COMPANIES ACT
ARTICLES OF INCORPORATION
COMPANY LIMITED BY SHARES
(Pursuant to sections 8 & 25)

1. NAME OF COMPANY **TRUCKS AND US LIMITED**

1A. COMPANY FAX NUMBER **999991**

1B. TYPE OF COMPANY:
PRIVATE PUBLIC

1C. IF THE COMPANY IS A PRIVATE COMPANY THE FOLLOWING APPLY:

- (i) THE RIGHT TO TRANSFER SHARES IS RESTRICTED IN THE MANNER HEREINAFTER PRESCRIBED;
- (ii) SUBJECT TO SECTION 25 (1) (b) OF THE ACT, THE NUMBER OF MEMBERS OF THE COMPANY (EXCLUSIVE OF PERSONS WHO ARE IN THE EMPLOYMENT OF THE COMPANY AND PERSONS WHO HAVING BEEN FORMERLY IN THE EMPLOYMENT OF THE COMPANY WERE IN SUCH EMPLOYMENT AND HAVE CONTINUED AFTER THE DETERMINATION OF SUCH EMPLOYMENT TO BE MEMBERS OF THE COMPANY) IS LIMITED TO TWENTY:

PROVIDED THAT WHERE TWO OR MORE PERSONS HOLD ONE OR MORE SHARES IN THE COMPANY JOINTLY THEY SHALL FOR THE PURPOSE OF THIS REGULATION BE TREATED AS A SINGLE MEMBER;
- (iii) ANY INVITATION TO THE PUBLIC TO SUBSCRIBE FOR ANY SHARES OR DEBENTURES OF THE COMPANY IS PROHIBITED;
- (iv) ANY INVITATION TO THE PUBLIC TO DEPOSIT MONEY FOR FIXED PERIODS OR PAYABLE ON CALL WHETHER BEARING OR NOT BEARING INTEREST IS PROHIBITED;
- (v) SUBJECT TO THE EXCEPTIONS PROVIDED FOR IN THE TWELTH SCHEDULE TO THE ACT, ANY PERSON OTHER THAN A SHARE HOLDER IS PROHIBITED FROM HAVING ANY INTEREST IN ANY OF THE COMPANY'S SHARES; AND
- (vi) THE COMPANY SHALL NOT HAVE THE POWER TO ISSUE WARRANTS TO BEARERS.

1D. IF A PUBLIC COMPANY STATE THE VALUE OF THE ALLOTTED SHARE CAPITAL: **N/A**

2. THE REGISTERED OFFICE IS SITUATED IN JAMAICA

3. CORE BUSINESS OF THE OF COMPANY
To carry on the business of distributors of motor vehicles of every description, motor cycles, tyres and spare parts.

4. THE CLASSES OF SHARES, IF ANY THAT THE COMPANY IS AUTHORIZED TO ISSUE
ORDINARY

4A. THE MAXIMUM NUMBER OF SHARES, IF ANY THAT THE COMPANY IS AUTHORIZED TO ISSUE

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5. RESTRICTIONS, IF ANY, ON SHARE TRANSFERS

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6. MINIMUM NUMBER OF DIRECTORS

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OR

6A. MAXIMUM NUMBER OF DIRECTORS

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6B. NAMES OF FIRST DIRECTORS

NAME (S)	RESIDENTIAL ADDRESS	OCCUPATION	CONTACT #

6C. NAME OF FIRST COMPANY SECRETARY

NAME	RESIDENTIAL ADDRESS	OCCUPATION	CONTACT #

7. **RESTRICTIONS, IF ANY, ON THE BUSINESS THE COMPANY MAY CARRY ON**

7A. **JUSTIFICATION OF PROPOSED NAME, WHERE APPLICABLE**

8. **THE FOLLOWING ARTICLES FROM TABLE A SHALL APPLY WITHOUT VARIATION**

8A. **THE FOLLOWING ADDITIONAL ARTICLES SHALL APPLY**

9. **HAS THERE BEEN AN ALLOTMENT OF SHARES FOR CONSIDERATION OTHER THAN CASH PURSUANT TO A PREINCORPORATION CONTRACT?**

YES NO

9A. **THE NATURE AND VALUE OF THIS CONSIDERATION IS SET OUT BELOW:**

10. **LIABILITY OF THE MEMBERS IS LIMITED**

11. SUBSCRIBERS AND WITNESSES

SUBSCRIBER		SUBSCRIBER		SUBSCRIBER	
PRINT NAME		PRINT NAME		PRINT NAME	
SIGNATURE		SIGNATURE		SIGNATURE	
ADDRESS		ADDRESS		ADDRESS	
ADDRESS		ADDRESS		ADDRESS	
OCCUPATION		OCCUPATION		OCCUPATION	
NUMBER OF SHARES TAKEN		NUMBER OF SHARES TAKEN		NUMBER OF SHARES TAKEN	
CONTACT #		CONTACT #		CONTACT #	
DATE	WITNESS	DATE	WITNESS	DATE	WITNESS
PRINT NAME		PRINT NAME		PRINT NAME	
SIGNATURE		SIGNATURE		SIGNATURE	
ADDRESS		ADDRESS		ADDRESS	
ADDRESS		ADDRESS		ADDRESS	
CONTACT #		CONTACT #		CONTACT #	
DATE		DATE		DATE	

12.

DATE	PRINTED NAME	SIGNATURE	CONTACT #

CAPACITY:

<input type="checkbox"/>	DIRECTOR
<input type="checkbox"/>	SECRETARY
<input type="checkbox"/>	AUTHORIZED OFFICIAL

13. FILED BY

NAME:			
ADDRESS:	STREET		
	TOWN		
	POST OFFICE		
	PARISH		
E-MAIL ADDRESS:			
CONTACT NUMBER:			
FAX NUMBER:			

14. PARTICULARS OF DIRECTORS

NAME OF DIRECTOR	EMAIL ADDRESS	TAX REGISTRATION NUMBER

15. PARTICULARS OF SECRETARY

NAME OF SECRETARY	EMAIL ADDRESS	TAX REGISTRATION NUMBER

“FOR OFFICIAL USE ONLY”		
COMPANY NUMBER: _____		
FILED: _____	/	_____
DAY		MONTH
	/	_____
		YEAR

SCHEDULE I

Article 85

“The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.”

SCHEDULE II

ARTICLE 143

'Subject the provisions of sections 56, 57 and 58 of the Act, a Company may issue shares which by the terms of the issue will be redeemed or at the option of the Company, may be redeemed.'

ARTICLE 144

'Subject to the provisions of section 58 of the Act, a Company may purchase or otherwise acquire shares issued by it.'

ARTICLE 145

'Subject to section 59 of the Act, the company may acquire its own shares of any class to:

- (a) settle or compromise a debt or claim asserted by or against the company
- (b) eliminate fractional shares
- (c) fulfill the terms of non-assignable agreement under which the company has an option or is obliged to purchase shares owned by an officer or an employee of the company.'

ARTICLE 146

'No share or class of shares may be issued unless the shares have first been offered to the shareholders of the company holding shares of that class'.

ARTICLE 147

'Subject to section 71 of the Act, the company may be special resolution:

- (a) extinguish or reduce a liability in respect of an amount unpaid on any shares;
- (b) reduce its stated capital by an amount that is not represented by realizable assets; or
- (c) return to its shareholders any of its assets which are in excess of the wants of the company'.

SCHEDULE II

ARTICLE 148

'Subject to section 184 of the Act, the company may give financial assistance by means of a loan, guarantee or otherwise:

- (a) to a shareholder, director, officer or employee of the company or affiliated company, or to an associate of any such person for any purpose; or
- (b) to any person for the purpose of, or in connection with, a purchase of a share issued or to be issued by the company or a company with which it is affiliated.'

ARTICLE 149

'Subject to section 201 of the Act, the company may pursuant to section 201 indemnify:

- (a) a director or officer of the company or any person employed by the company as an auditor;
- (b) a former director, officer or auditor of the company; or
- (c) a person who acts or has acted at the company's request as a director or officer of a body corporate of which the company is or was a shareholder or creditor, and his legal representatives, against all costs, charges and expenses reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being, or having been, a director or officer of that company or body corporate, or any person employed by a company or body corporate or an auditor'.

SCHEDULE III
TRUCK & US LIMITED # 999991

NAME ADDRESSES AND DESCRIPTION OF SUBSCRIBER

NAME : MIDAS TOUCH LIMITED
ADDRESS: 312 Stony Hill Drive
Stony Hill P.O.
St. Andrew.

OCCUPATION: Limited Liability Company

NUMBER OF SHARES TAKEN UP: 600

CONTACT# 988 4713

Owen Meeks (Director)

Melissa Carmel (Secretary)

Dated the 1st. day of May 2007

Witness to the above signatures

Helen Matheson-Higgins
Attorney-at-Law
Building No. 9
1 Apple Valley Way
Montego Freeport
St. James.