

FORM 1A
INSTRUCTIONS ON REVERSE



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

1. NAME OF COMPANY

1A. COMPANY FAX NUMBER

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:

2. THE REGISTERED OFFICE IS SITUATED IN JAMAICA

3. CORE BUSINESS OF THE OF COMPANY

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

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 1

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 of any debt, liability or obligation of the company or of any third party.

SCHEDULE 2

BEAUTIFUL PEARLS LIMITED

Additional Articles

- | | | |
|---|-------------|---|
| TRANSFER
OF SHARES | 143. | The directors may, in their absolute discretion and without assigning any reason thereof, decline to register any transfer of any share whether or not it is a fully paid up share. |
| MEMBERS
ROUND
ROBIN RESOLUTION | 144. | Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorized representatives) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held. |
| NEW ISSUE OF
ANY CLASS OF
SHARES | 145. | No share or class of shares shall be issued unless the shares have first been offered to the shareholders of the Company holding shares of that class. |
| RIGHT OF
PRE-EMPTION | 146. | The un-issued shares of the Company (whether forming part of the original or any increased capital) shall before issue, be offered either at market value or at the discretion of the Company, to the existing members at the date of the offer, upon the terms and conditions of the existing shares so that in the case of competition the shares shall be allotted to the members accepting the offer in proportion (as nearly as may be) and without increasing the amount of the existing shares of which they are the holders. The offer shall be made by notice specifying the number of shares offered and limiting a time (being not less than twenty-eight days) within the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on that time, or on the receipt of an intimation from the members to whom the offer is made they decline to accept the shares offered, the Directors may thereafter dispose of the shares which shall not have been accepted, in such manner as they think beneficial to the Company. The Directors may likewise so dispose of any shares which they propose to issue but which (by reason of the ratio which they bear to the number of existing shares held by the members entitled to an offer therefore) cannot, in their opinion, be conveniently offered under this Article. |
| BUYBACK OF
COMPANY'S
SHARES | 147. | Subject to the provisions of section 58 of the Act, the Company may purchase or otherwise acquire shares issued by it. |