

**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

<b>SUBSCRIBER</b>		<b>SUBSCRIBER</b>		<b>SUBSCRIBER</b>	
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	<b>WITNESS</b>	DATE	<b>WITNESS</b>	DATE	<b>WITNESS</b>
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"/>	<b>DIRECTOR</b>
<input type="checkbox"/>	<b>SECRETARY</b>
<input type="checkbox"/>	<b>AUTHORIZED OFFICIAL</b>

13. FILED BY

<b>NAME:</b>			
<b>ADDRESS:</b>	<b>STREET</b>		
	<b>TOWN</b>		
	<b>POST OFFICE</b>		
	<b>PARISH</b>		
<b>E-MAIL ADDRESS:</b>			
<b>CONTACT NUMBER:</b>			
<b>FAX NUMBER:</b>			

14. PARTICULARS OF DIRECTORS

NAME OF DIRECTOR	EMAIL ADDRESS	TAX REGISTRATION NUMBER

15. PARTICULARS OF SECRETARY

NAME OF SECRETARY	EMAIL ADDRESS	TAX REGISTRATION NUMBER

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

**JAMAICA**  
**THE COMPANIES ACT**  
**ARTICLES OF INCORPORATION**  
**COMPANY LIMITED BY SHARES**  
**FORM 1A**  
**INSTRUCTIONS**

**GENERAL**

This document is required to be filed with the Office of the Registrar of Companies and must conform to the requirement under the Act. Where any provision required to be set out is too long for the space provided in the form, the form may incorporate the provisions by annexing a schedule in such manner as may be prescribed under the Act.

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**ARTICLES 1, 1A & 1B**

Set out the proposed company name, the company fax number and indicate whether it is a private or a public company.

The word "Limited" must follow the proposed company name, except where a licence has been granted by the Minister pursuant to section 16 of the Companies Act.

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**ARTICLES 1C & 1D**

If the company is a private company, the clauses set out at 1C apply. If the company is a public company it must state the value of the allotted share capital.

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**ARTICLE 2**

The registered office must be located in Jamaica. No specific address should be stated here. The registered office address will be reflected in the Notice of Address of Registered Office Form 17.

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**ARTICLE 3**

Set out the proposed core business, for example transport, hotel, agriculture, insurance, etcetera.

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**ARTICLES 4 & 4A**

All shares must be without nominal or par value. Set out the classes and any maximum number of shares which the company is authorized to issue. Where applicable the company must pursuant to section 8 (7) of the Companies Act file Form 3 setting out the particulars of the different classes of shares.

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**ARTICLES 5**

If restrictions are to be placed on the right to transfer shares of the company, set out a statement to this effect and the nature of such restrictions.

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**ARTICLES 6, 6A, 6B, & 6C**

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State the minimum or maximum number of directors. Also set out the name, residential address, occupation and contact number of the first directors and the first company secretary.

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**ARTICLE 7**

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Set out the restrictions, if applicable which are to be placed on the business, which the company may carry on.

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**ARTICLE 7A**

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The Registrar of Companies will only approve the inclusion of certain words in the proposed name where the circumstances justify its use. The proposed company must set out the reason why it has included the word in the proposed name of the company. These words include

- national
- international
- bank
- insurance
- trust
- group
- standard
- blue mountain

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**ARTICLE 8**

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Any provision that is to form a part of the Articles must be set out. These provisions may be selected from Table A. For example: Articles 1- 78 of Table A.

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**ARTICLE 8A**

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Any provision that is different from those contained in Table A must be set out.

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**ARTICLES 9 & 9A**

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Where shares have been allotted for consideration other than cash based upon a contract that was formed before the company was incorporated put a tick in the YES box. Additionally, the nature and value of this consideration must be stated.

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**ARTICLE 10**

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Liability of the members of the company is limited.

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**ARTICLES 11 & 12**

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Each subscriber and witness must print his name, residential address, occupation, the amount of shares taken up, contact number, the date which it is signed and affix his signature. Each subscriber's signature must be witnessed and the date which it is witnessed must correspond with the date that the subscriber signed.

If the subscriber is a company, the address shall be the registered office of the company, and the articles shall be signed by two (2) officers of the company and the company seal must be affixed.

The person forming the company may be a director or secretary of the company named herein.

Any one or more persons can form a company. Person in this context means a natural person or a legal person. Legal person includes a corporation sole, statutory corporation or company formed under the Companies Act.

The form must be signed and dated by a director, secretary or authorized officer.

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**ARTICLE 13**

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Set out the name, residential address, telephone number, fax number and email address of the person filing the form with the Registrar of Companies.

#### ARTICLE 14

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Set out in respect to each director his/her email address and their Taxpayer Registration Number. (The Taxpayer Registration Number will be photocopied by the Registrar of Companies and returned. Individuals may, instead of bringing the Taxpayer Registration Card into the Offices of the Registrar of Companies, provide a certified copy of the same). An Attorney –at – Law, a Justice of the Peace, or a Notary Public may certify the copy of the Taxpayer Registration Number. Where the copy is certified by a Justice of the Peace or a Notary Public they must affix the relevant seal of their office.

**NOTE:** Once certified copies of the Taxpayer Registration Number have been supplied to the Registrar of Companies or the Registrar of Companies has seen the original Taxpayer Registration Card and made a copy of the same the company need only affix the number to any documents being subsequently filed.

#### ARTICLE 15

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Set out the email address and Taxpayer Registration Number of the company secretary. (The Taxpayer Registration Number will be photocopied by the Registrar of Companies and returned. Individuals may, instead of bringing the Taxpayer Registration Card into the Offices of the Registrar of Companies, provide a certified copy of the same). (See instructions at Item 14 above in relation to Taxpayer Registration cards)

**NOTE:**

This form must be accompanied by

- A Notice of Registered Office (Form 17 )
- Notice of Appointment of Directors (Form 23 )
- Where applicable, Particulars of Classes of Shares (Form 3)
- Where applicable, Particulars of Contract (Form 10)

**THIS FORM AND THE PRESCRIBED FEE AT THE DATE OF FILING SHOULD BE DEPOSITED WITH THE REGISTRAR OF COMPANIES.**