

**FORM 1D**  
**INSTRUCTIONS ON REVERSE**



**JAMAICA**  
**THE COMPANIES ACT**  
**ARTICLES OF INCORPORATION**  
UNLIMITED COMPANY WITH SHARE CAPITAL  
(Pursuant to section 8)

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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:

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- (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.
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2. THE REGISTERED OFFICE IS SITUATED IN JAMAICA

3. CORE BUSINESS OF THE COMPANY

4. THE PROPOSED NUMBER OF MEMBERS AT THE TIME OF REGISTRATION IS  
(The directors may from time to time register an increase of members)

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

5A. THE MAXIMUM NUMBER OF SHARES, IF ANY THAT THE COMPANY IS AUTHORIZED TO ISSUE

6. RESTRICTIONS, IF ANY, ON SHARE TRANSFERS

7. MINIMUM NUMBER OF DIRECTORS

OR

7A. MAXIMUM NUMBER OF DIRECTORS

7B. NAMES OF FIRST DIRECTORS

NAME (S)	RESIDENTIAL ADDRESS	OCCUPATION	CONTACT #

**7C. NAME OF FIRST COMPANY SECRETARY**

NAME	RESIDENTIAL ADDRESS	OCCUPATION	CONTACT #

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

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**8A. JUSTIFICATION OF PROPOSED NAME, WHERE APPLICABLE**

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

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**9A. THE FOLLOWING ADDITIONAL ARTICLES SHALL APPLY**

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

YES                       NO

**10A. THE NATURE AND VALUE OF THIS CONSIDERATION IS SET OUT BELOW:**

**11. LIABILITY OF THE MEMBERS IS UNLIMITED**

12. 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	_____ DATE	_____ DATE
<b>WITNESS</b>	<b>WITNESS</b>	<b>WITNESS</b>
_____ PRINT NAME	_____ PRINT NAME	_____ PRINT NAME
_____ SIGNATURE	_____ SIGNATURE	_____ SIGNATURE
_____ ADDRESS	_____ ADDRESS	_____ ADDRESS
_____ ADDRESS	_____ ADDRESS	_____ ADDRESS
_____ CONTACT #	_____ CONTACT #	_____ CONTACT #
_____ DATE	_____ DATE	_____ DATE

13.

<b>DATE</b>	<b>PRINTED NAME</b>	<b>SIGNATURE</b>	<b>CONTACT #</b>
<b>CAPACITY:</b> <input type="checkbox"/> <b>DIRECTOR</b> <input type="checkbox"/> <b>SECRETARY</b> <input type="checkbox"/> <b>AUTHORIZED OFFICIAL</b>			



14. 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>			

15. PARTICULARS FOR DIRECTORS

NAME OF DIRECTOR	EMAIL ADDRESS	TAX REGISTRATION NUMBER

16. PARTICULARS OF SECRETARY

NAME OF SECRETARY	EMAIL ADDRESS	TAX REGISTRATION NUMBER

<b>“FOR OFFICIAL USE ONLY”</b>	
<b>COMPANY NUMBER:</b>	_____
<b>FILED:</b>	____ / ____ / ____

**JAMAICA**  
**THE COMPANIES ACT**  
**ARTICLES OF INCORPORATION**  
**UNLIMITED COMPANY WITH SHARE CAPITAL**  
**FORM 1D**  
**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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**ARTICLE 1C**

If the company is a private company, these clauses set out in 1C apply.

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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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**ARTICLE 4**

Set out the proposed number of members at the time of registration. The directors may increase this number by filing Form 5.

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**ARTICLES 5 & 5A**

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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**ARTICLE 6**

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 7, 7A, 7B & 7C**

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 8**

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 8A**

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The inclusion of certain words in the proposed name will only be approved by the Registrar of Companies 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 9**

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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 9A**

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

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**ARTICLES 10 & 10A**

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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 11**

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Liability of the members of the company is unlimited.

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**ARTICLES 12 & 13**

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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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**ARTICLES 14**

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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.

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**ARTICLE 15**

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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.

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**ARTICLE 16**

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Set out in the 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 15 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**