

**FORM 1C
INSTRUCTIONS ON REVERSE**



**JAMAICA
THE COMPANIES ACT
ARTICLES OF INCORPORATION**
COMPANY LIMITED BY GUARANTEE WITH SHARE CAPITAL
(Pursuant to sections 8 & 20 (2))

1. NAME OF COMPANY

1A. COMPANY FAX NUMBER

1B. TYPE OF COMPANY:

PRIVATE

PUBLIC

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. SET OUT THE TERMS OF UNDERTAKING AND THE EXTENT OF GUARANTEE

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

6A. THE MAXIMUM NUMBER OF SHARES, IF ANY THAT THE COMPANY IS AUTHORIZED TO ISSUE

7. RESTRICTIONS, IF ANY, ON SHARE TRANSFERS

8. MINIMUM NUMBER OF DIRECTORS

OR

8A. MAXIMUM NUMBER OF DIRECTORS

8B. NAMES OF FIRST DIRECTORS

NAME (S)	RESIDENTIAL ADDRESS	OCCUPATION	CONTACT #

8C. NAME OF FIRST COMPANY SECRETARY

NAME	RESIDENTIAL ADDRESS	OCCUPATION	CONTACT #

9. RESTRICTIONS, IF ANY, ON THE BUSINESS THE COMPANY MAY CARRY ON

9A. JUSTIFICATION OF PROPOSED NAME, WHERE APPLICABLE

10. THE FOLLOWING ARTICLES FROM TABLES A AND/ OR B IN THE ACT SHALL APPLY WITHOUT VARIATION

11. THE FOLLOWING ADDITIONAL ARTICLES SHALL APPLY

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

YES

NO

12A. THE NATURE AND VALUE OF THIS CONSIDERATION IS SET OUT BELOW:

--

13. LIABILITY OF THE MEMBERS IS LIMITED

14. 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

15.

DATE	PRINTED NAME	SIGNATURE	CONTACT #

CAPACITY:

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

16. FILED BY

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

17. PARTICULARS FOR DIRECTORS

NAME OF DIRECTOR	EMAIL ADDRESS	TAX REGISTRATION NUMBER

18. PARTICULARS OF SECRETARY

NAME OF SECRETARY	EMAIL ADDRESS	TAX REGISTRATION NUMBER

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

JAMAICA
THE COMPANIES ACT
ARTICLES OF INCORPORATION
COMPANY LIMITED BY GUARANTEE WITH SHARE CAPITAL

FORM 1C

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.

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.

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.

ARTICLE 3

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

ARTICLE 4

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

ARTICLE 5

Set out the terms of undertaking and the extent of the guarantee.

ARTICLES 6 & 6A

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 Act file Form 3 setting out the particulars of the different classes of shares.

ARTICLE 7

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.

ARTICLES 8, 8A, 8C & 8D

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.

ARTICLE 9

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

ARTICLE 9A

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

ARTICLE 10

Any provision that is to form a part of the Articles must be set out. For example: Articles 1- 78 of Table A and Articles 5- 15 of Table B.

ARTICLE 11

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

ARTICLES 12 & 12A

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.

ARTICLE 13

Liability of the members of the company is limited.

ARTICLES 14 & 15

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.

ARTICLE 16

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 17

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 18

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 17 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)

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