

- New Incorporation**
(Requires Stamp Duty)
- Amended Articles**
- Adopted Articles**
- Re-registration**
(Changing from one type of a company to another)



THE COMPANIES ACT
COMPANY LIMITED BY SHARES
(Pursuant to sections 8 & 25 of the Companies Act)

ARTICLES OF INCORPORATION:

COMPLETE THIS FORM IN BLOCK CAPITALS ONLY WITHIN THE PRESCRIBED FIELDS. PUT "N/A" IN FIELDS THAT DO NOT APPLY.

<p>1A. NAME OF COMPANY</p> <p>_____</p> <p>_____</p>	<p>The name here must be completely consistent with the name reserved in pursuance of this incorporation or where applicable, the certificate of incorporation or most recent certificate of change of name.</p>
<p>1B. JUSTIFICATION FOR PROPOSED NAME (if applicable)</p> <p>_____</p> <p>_____</p>	<p>The use of words such as "Caribbean", "Global" and "International" must be explained. See BRF1 form for full list of words that need justification.</p>
<p>1C. TYPE OF COMPANY 1D. VALUE OF ALLOTTED SHARES (For public companies only)</p> <p><input type="checkbox"/> Private <input type="checkbox"/> Public \$ _____</p>	<p>The value of allotted shares for Public Companies must not be less than \$500,000.00.</p>
<p>1E. CORE BUSINESS OF THE COMPANY (The activities of the business are not restricted to the area(s) stated below unless indicated at item 1F)</p> <p>_____</p> <p>_____</p>	
<p>1F. RESTRICTION ON THE BUSINESS OF THE COMPANY (if applicable)</p> <p>_____</p> <p>_____</p>	<p>It is not required that you restrict the activities of your company. If there are no restrictions insert 'N/A'.</p>
<p>1G. COMPANY TELEPHONE NUMBER</p> <p>_____</p>	<p>1H. EMAIL ADDRESS</p> <p>_____</p>

2. THE REGISTERED OFFICE IS LOCATED IN JAMAICA AND THE LIABILITY OF THE MEMBERS IS LIMITED

<p>3. COMPANY'S ARTICLES Please check the appropriate box below (ONLY ONE BOX MUST BE CHECKED)</p> <p>3a. <input type="checkbox"/> Standard Articles (Rules) Articles 1–78, 80–136 with Varied Article 79 and Additional Articles 137–143 SEE SCHEDULE(S) _____</p> <p>3b. <input type="checkbox"/> Standard Articles (Rules) Articles 1–78, 80–136 with Varied Article 79 only SEE SCHEDULE _____</p> <p>3c. <input type="checkbox"/> Standard Articles (Rules) Articles 1–136 with Additional Articles 137–143 only SEE SCHEDULE(S) _____</p> <p>3d. <input type="checkbox"/> Standard Articles (Rules) in their entirety Articles 1–136</p> <p>3e. <input type="checkbox"/> Other <i>(If "Other" is checked, please list the numbers of the articles from Table A that are to apply (if any) and/ or state the name(s) of the schedule(s) which contain the additional/varied articles which are to apply below)</i></p> <p>_____</p>	<p>Table A of the First Schedule of the Companies Act 2004 provides standard articles (rules) for the internal management of a company limited by shares.</p> <p>In Table A</p> <ul style="list-style-type: none"> Articles 1-78 detail SHARES, share transfers, general meetings votes of members, directors etc. Varied Article 79 allows the company to borrow money Articles 80- 136 detail the duties of directors, the seal, accounts, audit, and indemnity etc. Articles 137- 143 detail that share transfers must be authorised by the directors etc. <p>TO COMPLETE THIS SECTION You may choose from Table A</p> <ul style="list-style-type: none"> Most of the Rules in their entirety with common varied and additional articles Most of the Rules in their entirety with a common varied article All of the rules in their entirety with common additional articles. All of the rules in their entirety Your custom combination of articles <p>If you do not choose to accept them at all, you must attach your own articles (rules) for the internal management of the company to this form and select the "Other" option. You are also required to attach schedules containing the varied or additional articles which you wish to include.</p>
<p>NOTES FOR PRIVATE COMPANIES</p> <ul style="list-style-type: none"> The right to transfer shares is restricted; Subject to section 25(1)(b) of the Companies Act 2004, the number of members of the company is limited to twenty (<i>This is exclusive of persons who having been formerly in the employment of the company were, while in that employment, and have continued after the determination of such employment to be members of the company</i>); 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; Any invitation to the public to subscribe for any shares or debentures of the company is prohibited; Any invitation to the public to deposit money for fixed periods or payable on call whether bearing or not bearing interest is prohibited; Subject to the exceptions provided for the in Twelfth Schedule to the Act, any person other than a shareholder is prohibited from having any interest in any of the company's shares. 	

4. **AUTHORISED NUMBER OF SHARES** This is the maximum number of shares that your company is authorised to issue.

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The total number of shares in all classes should not exceed the total number of shares, if any, indicated at **item 4**.

4A. CLASSES OF SHARES
(Indicate by ticking the class or classes of shares that the company issues on incorporation)

<input type="checkbox"/> <i>ORDINARY</i>
<input type="checkbox"/> <i>PREFERENCE</i>
<input type="checkbox"/> <i>OTHER</i> <i>Specify</i> _____

4B. TOTAL NUMBER OF SHARES IN EACH CLASS

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Shares may be issued with different rights, privileges and conditions. Shares with the same rights, privileges and conditions are grouped into the same **class**.

All companies limited by shares must issue at least one class of shares which are non-redeemable (e.g. ordinary shares) and may issue multiple classes of shares. Where only one class of shares is issued, they are automatically deemed ordinary shares.

FORM 3: Where more than one class of shares are issued, at incorporation, a Form 3 must be completed and attached to this form. The Form 3 identifies the associated rights, conditions and privileges of the classes of shares.

5. **RESTRICTIONS ON SHARE TRANSFER** (e.g. "Directors must give consent to the transfer of shares" or "See article 24 of Table A")

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All private companies must restrict the right to transfer shares (e.g. shares must be first offered to existing shareholders).

A public company may only restrict the right to transfer shares which have not been fully paid up.

6. **NON-CASH CONSIDERATION**

Were any shares issued for non-cash consideration (that is, as a payment for goods, services, property, good will, shares in other companies etc.) based on a contract that existed before incorporation? (**ONLY ONE BOX MUST BE CHECKED**)

- Yes → Complete **item 6A**
 No → Continue to **item 7**

6A. PLEASE INDICATE THE NATURE AND VALUE OF THE NON-CASH CONSIDERATION BELOW

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7. **MINIMUM NUMBER OF DIRECTORS**

AND/OR

7A. **MAXIMUM NUMBER OF DIRECTORS**

A **private company** must have at least **one director**; he/she cannot also be the company secretary.

A **public company** must have a minimum of **three (3) directors**; two of them, however, should not be employed by the company or any of its affiliates.

8. **PARTICULARS OF DIRECTORS**

DIRECTOR 1 (Where the director is an individual the name must be represented as **FIRST MIDDLE LAST**)

FULL NAME				<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT			
	TOWN		POST OFFICE/POSTAL CODE	
	PARISH/COUNTY/STATE/PROVINCE		COUNTRY	
OCCUPATION			CONTACT	

DIRECTOR 2 (Where the director is an individual the name must be represented as **FIRST MIDDLE LAST**)

FULL NAME				<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT			
	TOWN		POST OFFICE/POSTAL CODE	
	PARISH/COUNTY/STATE/PROVINCE		COUNTRY	
OCCUPATION			CONTACT	

DIRECTOR 3 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME				<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT			
	TOWN	POST OFFICE/POSTAL CODE		
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY		
OCCUPATION		CONTACT		

DIRECTOR 4 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME				<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT			
	TOWN	POST OFFICE/POSTAL CODE		
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY		
OCCUPATION		CONTACT		

DIRECTOR 5 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME				<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT			
	TOWN	POST OFFICE/POSTAL CODE		
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY		
OCCUPATION		CONTACT		

_____ Continuation page(s) attached

9. PARTICULARS OF COMPANY SECRETARY (Where the secretary is an individual the name must be represented as FIRST MIDDLE LAST (Where one of the named directors has been identified as the company secretary, this item does not need to be completed.)

FULL NAME				
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT			
	TOWN	POST OFFICE/POSTAL CODE		
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY		
OCCUPATION		CONTACT		

10A. PARTICULARS OF SUBSCRIBERS WHO ARE INDIVIDUALS AND BENEFICIAL OWNERS

If "NO" is selected below then item 10B **MUST** be completed.

Beneficial owners are natural individuals who enjoy and have a right to the benefits of ownership of the shares, e.g. the rights to dividends.
The subscriber may be the beneficial owner of **ALL, SOME** or **NONE** of the shares.

SUBSCRIBER PARTICULARS	SUBSCRIBER 1	SUBSCRIBER 2	SUBSCRIBER 3	SUBSCRIBER 4
	I AM THE BENEFICIAL OWNER OF ALL THESE SHARES <input type="checkbox"/> Yes <input type="checkbox"/> No	I AM THE BENEFICIAL OWNER OF ALL THESE SHARES <input type="checkbox"/> Yes <input type="checkbox"/> No	I AM THE BENEFICIAL OWNER OF ALL THESE SHARES <input type="checkbox"/> Yes <input type="checkbox"/> No	I AM THE BENEFICIAL OWNER OF ALL THESE SHARES <input type="checkbox"/> Yes <input type="checkbox"/> No
NAME				
ADDRESS				
NATIONALITY				
OCCUPATION				

SHARES TAKEN UP The total of the number of shares issued to all subscribers may not exceed the **authorised number of shares** stated at **item 4**.

CLASS OF SHARES	SUBSCRIBER 1		SUBSCRIBER 2		SUBSCRIBER 3		SUBSCRIBER 4	
	AMOUNT OF SHARES		AMOUNT OF SHARES		AMOUNT OF SHARES		AMOUNT OF SHARES	
1. ORDINARY*	1.	_____	1.	_____	1.	_____	1.	_____
2. PREFERENCE*	2.	_____	2.	_____	2.	_____	2.	_____
OTHER*								
3. _____	3.	_____	3.	_____	3.	_____	3.	_____

SIGNATURE

DATE

WITNESS PARTICULARS **WITNESS FOR SUBSCRIBER 1** **WITNESS FOR SUBSCRIBER 2** **WITNESS FOR SUBSCRIBER 3** **WITNESS FOR SUBSCRIBER 4**

WITNESSED BY (NAME OF WITNESS)

WITNESSED AT (LOCATION/ADDRESS)

SIGNATURE

DATE

While on Visit
 While on Visit
 While on Visit
 While on Visit
 * Where more than one class of shares are issued, at incorporation, a Form 3 must be completed and attached to this form.

_____ Continuation page(s) attached

F1A FOR OFFICIAL USE ONLY COMPANY #:

10B. PARTICULARS WHERE INDIVIDUAL SUBSCRIBER(S) IS/ARE NOT THE BENEFICIAL OWNER(S) OF ALL THE SHARES HELD

- (a) If "NO" was selected at Item 10A then this section **MUST** be completed.
- (b) Where a subscriber holds shares on behalf of him/herself AND a different person, the names of ALL the beneficial owners and the number of shares must be represented below.
- (c) The total number of shares held by all beneficial owners must not exceed the number of shares subscribed for by the respective subscriber.

Beneficial owners are natural individuals who enjoy and have a right to the benefits of ownership of the shares, e.g. the rights to dividends. The subscriber may be the beneficial owner of **ALL, SOME** or **NONE** of the shares.

NAME OF SUBSCRIBER (SUBSCRIBER 1)					
NAME OF BENEFICIAL OWNER(S)	ADDRESS	NATIONALITY	OCCUPATION	CLASS(ES) OF SHARES	NUMBER OF SHARES
1A.					
1B.					

NAME OF SUBSCRIBER (SUBSCRIBER 2)					
NAME OF BENEFICIAL OWNER(S)	ADDRESS	NATIONALITY	OCCUPATION	CLASS(ES) OF SHARES	NUMBER OF SHARES
2A.					
2B.					

NAME OF SUBSCRIBER (SUBSCRIBER 3)					
NAME OF BENEFICIAL OWNER(S)	ADDRESS	NATIONALITY	OCCUPATION	CLASS(ES) OF SHARES	NUMBER OF SHARES
1A.					
3B.					

_____ Continuation page(s) attached

11A. PARTICULARS OF SUBSCRIBERS WHO ARE COMPANIES (Items 11A and 11B are to be completed where there are corporate subscribers)

COMPANY PARTICULARS		OFFICER PARTICULARS	OFFICER 1	OFFICER 2
COMPANY NAME			OFFICER NAME	
COMPANY REGISTERED OFFICE ADDRESS /OTHER ADDRESS			OFFICE HELD IN COMPANY	
SHARES TAKEN UP	The total of the number of shares issued to all subscribers may not exceed the authorised number of shares stated at item 4		SIGNATURE	
CLASS OF SHARES	1. ORDINARY SHARES*	AMOUNT OF SHARES	1. _____	
	2. PREFERENCE SHARES*		2. _____	
	OTHER*			
	3. Specify _____		3. _____	
		SEAL	DATE	
* Where more than one class of shares are issued, at incorporation, a Form 3 must be completed and attached to this form.				
		WITNESS PARTICULARS	WITNESS FOR OFFICER 1	WITNESS FOR OFFICER 2
		BY (NAME OF WITNESS)		
		WITNESSED AT (LOCATION/ADDRESS)		
		SIGNATURE		
		DATE		
		If an officer and a witness are located in different countries, 'while on visit' must be selected.	<input type="checkbox"/> While on Visit	<input type="checkbox"/> While on Visit
		<input type="checkbox"/> _____ Continuation page(s) attached		

F1A FOR OFFICIAL USE ONLY COMPANY #:

11B. BENEFICIAL OWNER(S) OF THE CORPORATE SUBSCRIBER IDENTIFIED AT ITEM 11A.

The beneficial owner of a company is the natural individual who meets one or more of the criteria as specified below

BENEFICIAL OWNER(S) OF COMPANY			
NAME OF BENEFICIAL OWNER 1	ADDRESS	NATIONALITY	OCCUPATION
RELATIONSHIP TO COMPANY <input type="checkbox"/> Has more than ____% of issued shares <input type="checkbox"/> Has more than ____% of voting rights <input type="checkbox"/> Has ability to appoint or remove majority of the board of directors <input type="checkbox"/> Other _____			
NAME OF BENEFICIAL OWNER 2	ADDRESS	NATIONALITY	OCCUPATION
RELATIONSHIP TO COMPANY <input type="checkbox"/> Has more than ____% of issued shares <input type="checkbox"/> Has more than ____% of voting rights <input type="checkbox"/> Has ability to appoint or remove majority of the board of directors <input type="checkbox"/> Other _____			
NAME OF BENEFICIAL OWNER 3	ADDRESS	NATIONALITY	OCCUPATION
RELATIONSHIP TO COMPANY <input type="checkbox"/> Has more than ____% of issued shares <input type="checkbox"/> Has more than ____% of voting rights <input type="checkbox"/> Has ability to appoint or remove majority of the board of directors <input type="checkbox"/> Other _____			
NAME OF BENEFICIAL OWNER 4	ADDRESS	NATIONALITY	OCCUPATION
RELATIONSHIP TO COMPANY <input type="checkbox"/> Has more than ____% of issued shares <input type="checkbox"/> Has more than ____% of voting rights <input type="checkbox"/> Has ability to appoint or remove majority of the board of directors <input type="checkbox"/> Other _____			

____ Continuation page(s) attached

12. DECLARATION OF ACCURACY OF PRESENTED INFORMATION

To the best of my knowledge, information and belief, I hereby certify the contents of this form to be accurate.

NAME OF DECLARANT		CAPACITY	<input type="checkbox"/> Director <input type="checkbox"/> Secretary <input type="checkbox"/> Authorised Official
SIGNATURE OF DECLARANT		DATE	

F1A FOR OFFICIAL USE ONLY COMPANY #:

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**13. FILED BY
PARTICULARS OF INDIVIDUAL/COMPANY FILING THE FORM WITH THE COMPANIES OFFICE OF JAMAICA**

NAME:	_____
COMPLETE ADDRESS:	_____ _____
EMAIL ADDRESS:	_____
CONTACT NUMBER:	_____
FAX NUMBER	_____

14. ADDITIONAL PARTICULARS OF DIRECTORS

NAME OF DIRECTOR	TAXPAYER REGISTRATION NUMBER	EMAIL
1.		
2.		
3.		
4.		
5.		
6.		

15. ADDITIONAL PARTICULARS OF COMPANY SECRETARY

NAME OF SECRETARY	TAXPAYER REGISTRATION NUMBER	EMAIL