



FORM 1A



☒ New Incorporation (Requires Stamp
Duty)

☐ Amended Articles

☐ Adopted Articles

☐ Re-registration

(Changing from one type of a company to
another)

THE COMPANIES ACT OF JAMAICA ARTICLES OF INCORPORATION: COMPANY LIMITED BY SHARES

(Pursuant to sections 8 & 25 of the Companies Act 2004)

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

1A. NAME OF COMPANY	ABC COMPANY LIMITED		
1B. JUSTIFICATION FOR PROPOSED NAME (if applicable)	N/A		
1C. TYPE OF COMPANY	<input checked="" type="checkbox"/> Private <input type="checkbox"/> Public	1D. VALUE OF ALLOTTED SHARES (For public companies only) \$ N/A	The value of allotted shares for Public Companies must not be less than \$500,000.00.
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)			
TOY MANUFACTURING			
1F. RESTRICTION ON THE BUSINESS OF THE COMPANY (if applicable)			It is not required that you restrict the activities of your company. If there are no restrictions insert 'N/A'.
NONE			
1G. COMPANY TELEPHONE NUMBER	876 551-1998	1H. COMPANY EMAIL ADDRESS	abccompany@gmail.com

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

3. COMPANY'S ARTICLES Please check the appropriate box below (ONLY ONE BOX MUST BE CHECKED)

3a.	<input checked="" type="checkbox"/> Standard Articles (Rules) Articles 1–78, 80–136 with Varied Article 79 and Additional Articles 137–143 SEE SCHEDULE(S) <u>1 and 2</u>	TO COMPLETE THIS SECTION 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. In Table A: <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. You may choose from Table A: <ul style="list-style-type: none">3a. Most of the Rules in their entirety with common varied and additional articles3b. Most of the Rules in their entirety with a common varied article3c. All of the rules in their entirety with common additional articles.3d. All of the rules in their entirety.3e. Your custom combination of articles 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.
3b.	<input type="checkbox"/> Standard Articles (Rules) Articles 1–78, 80–136 with Varied Article 79 only SEE SCHEDULE	
3c.	<input type="checkbox"/> Standard Articles (Rules) Articles 1–136 with Additional Articles 137–143 only SEE SCHEDULE(S)	
3d.	<input type="checkbox"/> Standard Articles (Rules) in their entirety Articles 1–136	
3e.	<input type="checkbox"/> Other (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)	

IF THE COMPANY IS A PRIVATE COMPANY, THE FOLLOWING ARTICLES SHALL APPLY:

- 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 (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);
- 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 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.



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

1,000,000

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 is authorized to issue upon incorporation)

4B. TOTAL NUMBER OF SHARES IN EACH CLASS

☒ ORDINARY

1,000,000

PREFERENCE

OTHER

Specify _____

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")

SEE ARTICLE 24 OF TABLE A

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

N/A

7A. MINIMUM NUMBER OF DIRECTORS

1

AND / OR

7B. MAXIMUM NUMBER OF DIRECTORS

5

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)

☐ This person is a nominee director

If the person is a nominee director, attach nominee schedule

FULL NAME:

JOHN BROWN

SAME AS COMPANY SECRETARY

FULL ADDRESS or REGISTERED OFFICE ADDRESS:

STREET/DISTRICT:

123 HILLVIEW ROAD

TOWN:

DEWS PARK

POST OFFICE/POSTAL CODE:

KINGSTON 20

PARISH/COUNTY/ STATE/PROVINCE:

ST ANDREW

COUNTRY:

JAMAICAN

OCCUPATION:

ENGINEER



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

☐ This person is a nominee director

If the person is a nominee director, attach nominee schedule

FULL NAME:	JANE BROWN			<input checked="" type="checkbox"/> SAME AS COMPANY SECRETARY	
FULL ADDRESS or REGISTERED OFFICE ADDRESS:	STREET/DISTRICT:	123 HILLVIEW ROAD			
	TOWN:	DEWS PARK	POST OFFICE/POSTAL CODE:	KINGSTON 20	
	PARISH/COUNTY/STATE/PROVINCE:	ST ANDREW	COUNTRY:	JAMAICAN	
OCCUPATION:	ACCOUNTANT				

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

☐ This person is a nominee director

If the person is a nominee director, attach nominee schedule

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:					

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

☐ This person is a nominee director

If the person is a nominee director, attach nominee schedule

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:					

_____ 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:				



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10. PARTICULARS OF SUBSCRIBERS WHO ARE INDIVIDUALS

☐ This person is a nominee shareholder ☐ This person is a nominee shareholder ☐ This person is a nominee shareholder ☐ This person is a nominee shareholder

SHAREHOLDER PARTICULARS		SHAREHOLDER 1	SHAREHOLDER 2	SHAREHOLDER 3	SHAREHOLDER 4
NAME		JOHN BROWN	JASON BROWN		
ADDRESS		123 HILLVIEW ROAD, DEWS PARK, KGN 20, ST ANDREW	123 HILLVIEW ROAD, DEWS PARK, KGN 20, ST ANDREW		
NATIONALITY		JAMAICAN	JAMAICAN		
OCCUPATION		ENGINEER	BUSINESSMAN		
SHARES TAKEN UP		The total of the number of shares issued to all shareholders may not exceed the authorised number of shares stated at item 4.			
CLASS OF SHARES	1. <u>ORDINARY*</u>	AMOUNT OF SHARES	1. <u>500,000</u>	AMOUNT OF SHARES	1. _____
	2. <u>PREFERENCE*</u>	2. _____	2. _____	2. _____	2. _____
	OTHER*	3. _____	3. _____	3. _____	3. _____
	3. _____				
SIGNATURE		<i>J. Brown</i>	<i>Jason Brown</i>		
DATE (dd/mm/yyyy)		01/08/2023	01/08/2023		
WITNESS PARTICULARS		WITNESS FOR SHAREHOLDER 1	WITNESS FOR SHAREHOLDER 2	WITNESS FOR SHAREHOLDER 3	WITNESS FOR SHAREHOLDER 4
WITNESSED BY (NAME OF WITNESS)		JANE BROWN	JANE BROWN		
WITNESSED AT (LOCATION/ADDRESS)		123 HILLVIEW ROAD, DEWS PARK, KGN 20, ST ANDREW	123 HILLVIEW ROAD, DEWS PARK, KGN 20, ST ANDREW		
SIGNATURE		<i>Jane Brown</i>	<i>Jane Brown</i>		
DATE (dd/mm/yyyy)		01/08/2023	01/08/2023		
If a subscriber 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"/> While on Visit	<input type="checkbox"/> 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



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11. PARTICULARS OF SUBSCRIBERS WHO ARE COMPANIES

☐ This person is a nominee shareholder

COMPANY PARTICULARS		OFFICER PARTICULARS	OFFICER 1	OFFICER 2
COMPANY NAME	LEWIS & SONS MANUFACTURING LIMITED	OFFICER NAME	LEWIS DAVIS	HENRY DAVIS
COMPANY NUMBER (LOCAL/OVERSEAS COMPANY)	98745	OFFICE HELD IN COMPANY	DIRECTOR	SECRETARY
DATE OF INCORPORATION (DD/MM/YYYY)	15/01/2010	SIGNATURE	<i>lewis davis</i>	
COMPANY REGISTERED OFFICE ADDRESS/OTHER ADDRESS	56 HALF WAY TREE ROAD, KINGSTON 10 ST ANDREW			
COUNTRY OF INCORPORATION	JAMAICA	DATE (DD/MM/YYYY)	01/08/2023	01/08/2023
SHARES TAKEN UP		The total of the number of shares issued to all shareholders may not exceed the authorised number of shares stated at item 4.		
CLASS OF SHARES	1. <u>ORDINARY*</u>	WITNESS PARTICULARS	WITNESS FOR OFFICER 1	WITNESS FOR OFFICER 2
	2. <u>PREFERENCE*</u>	BY (NAME OF WITNESS)	JANE BROWN	JANE BROWN
	OTHER*	WITNESSED AT (LOCATION/ADDRESS)	123 HILLVIEW ROAD, DEWS PARK, KGN 20, ST ANDREW	123 HILLVIEW ROAD, DEWS PARK, KGN 20, ST ANDREW
	3. Specify _____	SIGNATURE	<i>Jane Brown</i>	<i>Jane Brown</i>
AMOUNT OF SHARES	1. 100,000	DATE (DD/MM/YYYY)	01/08/2023	01/08/2023
	2. _____	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
	3. _____		Continuation page(s) attached	

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

SEAL

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	JOHN BROWN	CAPACITY	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Secretary <input type="checkbox"/> Authorised Official
SIGNATURE OF DECLARANT	<i>J. Brown</i>	DATE (DD/MM/YYYY)	01/08/2023

FOR OFFICIAL USE ONLY COMPANY #:



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

FIRST NAME:	JOHN	LAST NAME:	BROWN
ADDRESS:	STREET:	123 HILLVIEW ROAD	
	TOWN:	DEWS PARK	
	POST OFFICE:	KINGSTON 20	
	PARISH:	ST ANDREW	
E-MAIL ADDRESS:	johnbrown@gmail.com		
FAX NUMBER:			

14. ADDITIONAL PARTICULARS OF DIRECTORS

NAME OF DIRECTOR	TAXPAYER REGISTRATION NUMBER (WHERE THERE IS NONE, USE OTHER GOVERNMENT ID NUMBER, VOTER'S ID NUMBER, PASSPORT NUMBER, NUMBER OR DRIVER'S LICENSE NUMBER)	EMAIL	CONTACT NUMBER
1. JOHN BROWN	154-854-654	johnbrown@gmail.com	876 551-1998
2. JANE BROWN	122-875-566	jane.b@hotmail.com	876-547-6817
3.			
4.			
5.			
6.			



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15. ADDITIONAL PARTICULARS OF COMPANY SECRETARY

NAME OF SECRETARY	TAXPAYER REGISTRATION NUMBER (WHERE THERE IS NONE, USE OTHER GOVERNMENT ID NUMBER, VOTER'S ID NUMBER, PASSPORT NUMBER OR DRIVER'S LICENSE NUMBER)	EMAIL	CONTACT NUMBER
JANE BROWN	122-875-566	jane.b@hotmail.com	876-547-6817

16. ADDITIONAL PARTICULARS OF DECLARANT

NAME OF DECLARANT	TAXPAYER REGISTRATION NUMBER (WHERE THERE IS NONE, USE OTHER GOVERNMENT ID NUMBER, VOTER'S ID NUMBER, PASSPORT NUMBER OR DRIVER'S LICENSE NUMBER)	EMAIL	CONTACT NUMBER
JOHN BROWN	154-854-654	johnbrown@gmail.com	876 551-1998

17. ADDITIONAL PARTICULARS OF INDIVIDUAL SUBSCRIBERS

NAME OF SUBSCRIBER (first then last)	TAXPAYER REGISTRATION NUMBER (WHERE THERE IS NONE, USE OTHER GOVERNMENT ID NUMBER, VOTER'S ID NUMBER, PASSPORT NUMBER OR DRIVER'S LICENSE NUMBER)	DATE OF BIRTH (dd/mm/yyyy) or DATE OF INCORPORATION
1. JOHN BROWN	154-854-654	14/01/1964
2. JASON BROWN	165-594-214	27/04/1989
3. LEWIS & SONS MANUFACTURING LIMITED	002-874-663	15/01/2010
4.		
5.		