

COMPANIES ACT OF SAINT LUCIA

ARTICLES OF INCORPORATION

NON-PROFIT COMPANY

.....
1. Name of Company Company No.:

.....
2. The Company has no authorised share capital, is to be carried on without pecuniary gain to its members, and any profits or other accretions to the assets of the Company are to be used in furthering its undertaking.

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3. Restrictions on the undertaking that the Company may carry on:

.....
4. Number (or minimum and maximum number) of Directors:

.....
5. The address of the principal office or premises of the Company is:

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6. Other provisions, if any, e.g.
- (a) The interest of each member in the Company shall be transferable and shall not cease on death.
 - (b) The members of the Company may at any time resolve to wind up the Company whereupon the assets of the company, after payment of all debts and liabilities of the company, shall be distributed in accordance with such provisions as are contained in Part IV of the Companies Act as shall be applicable.
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7. The first Directors, each of whom shall become a member of the Company, are:

Date:

Name	Address	Signature

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FORM 2

INSTRUCTIONS

Format:

Documents required to be sent to the Registrar pursuant to the Act must conform with regulations 22 to 26 of the Regulations under the Act. Where any provision required to be set out is too long to be set out in the space provided in the form, the form may incorporate the provisions by annexing a schedule in the manner described in regulation 26 of the Regulations.

Item 1:

Set out proposed corporate name that has been approved by the Registrar.

Item 2:

These details are required by section 329(b) of the Act.

Item 3:

If restrictions are to be placed on the undertaking the company may carry on, set out the restrictions.

Item 5:

Where the undertaking of the company is of a social nature there must be stated the full address of the principal office or building that the company is maintaining.

Item 6:

Any provision that is to form part of the Articles may be set out if the provision is permitted by the Act or Regulations to be set out in the bye-laws of the company.

Item 7:

State names and residential addresses of first directors.

Other Documents:

The Articles must be accompanied by -

- (a) Notice of Registered Office (Form 4);
- (b) Notice of Directors (Form 9); and
- (c) Request for Name Search and Name Reservation (Form 26) unless name is reserved.

Section 328(1) provides that no articles may be accepted for filing without the prior approval of the Minister. Accordingly the Articles must also be accompanied by written evidence of such approval.

Completed documents in duplicate and the prescribed fee are to be deposited at the office of the Registrar.

Note:

Form 2 should also be used for Restated Articles of Incorporation of a non-profit company. When so used it should be headed accordingly and conclude with the following paragraph:

“The foregoing restated Articles of Incorporation correctly set out without substantive change the corresponding provisions of the Articles of Incorporation as amended and supersede the original Articles of Incorporation.”
