

**COMPANIES ACT OF SAINT LUCIA
ARTICLES OF INCORPORATION**

1. Name of Company Company No:
2. The Classes and any maximum number of shares that the Company is authorised to issue
3. Restriction if any on share transfers
4. Number (or minimum and maximum number) of Directors
5. Restrictions if any on business the Company may carry on
6. Other provisions if any

7. Incorporators Date

<i>Name</i>	<i>Address</i>	<i>Signature</i>

COMPANIES ACT OF SAINT LUCIA

ARTICLES OF INCORPORATION

FORM 1

INSTRUCTIONS

Format:

Documents required to be sent to the Registrar under 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 a proposed corporate name that complies with sections 523 to 524 of the Act and with regulation 4 of the Regulations.

Item 2:

Set out the details required by section 5(1)(b) of the Act. All shares must be without nominal or par value and must comply with Division C of Part 1 of the Act.

Item 3:

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.

Item 4:

State the number of directors. If cumulative voting is permitted, the number of directors must be invariable, otherwise it is permissible to specify a minimum and maximum number of directors.

Item 5:

If restrictions are to be placed on the business the Company may carry on, set out the restrictions.

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 or in a unanimous shareholder agreement, including any pre-emptive rights or cumulative voting provisions.

Item 7:

Each incorporator must state his or her name, residential address and affix his or her signature. If an incorporator is a company, the address shall be that of the company, and the articles shall be signed by a person authorised by the company.

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) as completed by the Registrar unless the name is reserved.

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