

(f)	to accompany a prospectus or statement in lieu of prospectus sent to the Registrar	\$100.00
(g)	for any exemption under section 144	\$ 25.00
(h)	for an exemption under section 150 or 154	\$ 25.00
(i)	for an uncertified copy of any document or part thereof, in addition to the fee for search under subparagraph (n), per page	\$ 1.00
(j)	for certification of any document, not being a Certificate	\$ 10.00
(k)	for certification of a Certificate	\$ 25.00
(l)	for reservation of a name under section 514	\$ 25.00
(m)	for restoration of a company not continued under the Principal Act	\$850.00
(n)	for searching company files	\$ 5.00 for up to 3 files and \$1.00 for each additional file thereafter.
(o)	for filing an annual return	\$ 25.00
(p)	for filing of an annual return after the deadline date	\$ 25.00 plus \$10.00 for each month or part thereof that the company was in breach.
(q)	for filing annual financial statements	\$ 25.00

(r)	for filing a Notice of Address, Notice of Directors or Notice of Secretary	\$ 25.00
(s)	for filing a Statutory Declaration	\$ 25.00
(t)	for Certificate of Good Standing	\$ 25.00
(u)	for filing any document unrelated to any thing for which a fee is provided in this subregulation	\$ 25.00

Amendment of the Third Schedule

4. The Third Schedule of the Principal Regulations is replaced as follows -

THIRD SCHEDULE

(Regulation 22)

Forms 1 to 32 as contained hereinafter

1. Articles of Incorporation
2. Articles of Incorporation Non-Profit Company
3. Certificate of Incorporation
4. Notice of Address or Notice of Change of Address of Registered Office
5. Articles of Amendment
6. Certificate of Amendment
7. Memorandum of Satisfaction
8. Registration of Enforcement of Security
9. Notice of Directors or Notice of Change of Directors
10. Form of Proxy
11. Management Proxy Circular
12. Dissident Proxy Circular
13. Restated Articles of Incorporation
14. Certificate of Incorporation with Restated Articles
15. Articles of Amalgamation
16. Certificate of Amalgamation
17. Articles of Continuance
18. Articles of Continuance Non-Profit Company
19. Certificate of Continuance
20. Articles of Re-organisation/Arrangement
21. External Company Application for Registration
22. Certificate of Registration of External Company
23. Power of Attorney
24. External Company Annual Return
25. Application to Restore Name to the Register
26. Request for Name Search and Name Reservation
27. Application for Exemption
28. Annual Return of a Company for Profit Incorporated or Continued Under the Act
29. Articles of Reincorporation
30. Notice of Secretary or Notice of Change of Secretary
31. Return of Allotments
32. Declaration of Compliance for Purpose of Incorporation of Company

COMPANIES ACT OF SAINT LUCIA

ARTICLES OF INCORPORATION

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

.....
2. The Class 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

Name	Address	Signature

COMPANIES ACT ST. LUCIA
ARTICLES OF INCORPORATION

FORM 1
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:

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 I 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 name, residential address and affix his 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.

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.

.....
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:

.....
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.

.....

7. The first Directors, each of whom shall become a member of the Company, are:

Date:

Name	Address	Signature

COMPANIES ACT OF SAINT LUCIA

NON-PROFIT COMPANY

ARTICLES OF INCORPORATION

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.”

.....
Company No.

COMPANIES ACT OF SAINT LUCIA
CERTIFICATE OF INCORPORATION

.....
Name of Company

I hereby certify that the above-mentioned Company, the Articles of Incorporation of which are attached was incorporated under the Companies Act of Saint Lucia.

.....
Registrar of Companies

.....
Date of Incorporation

COMPANIES ACT OF SAINT LUCIA

**NOTICE OF ADDRESS
OR
NOTICE OF CHANGE OF ADDRESS OF
REGISTERED OFFICE**

.....
1. Name of Company: 2. Company No.:

.....
3. Address of Registered Office:

.....
4. Mailing Address:

.....
5. If change of address, give previous address of Registered Office:

6. Date	Signature	Name and Title

COMPANIES ACT ST. LUCIA
NOTICE OF REGISTERED OFFICE

FORM 4

INSTRUCTIONS

Format:

Documents required to be sent to the Registrar pursuant to the Act must conform to regulations 22 to 26 of the Regulations under the Act.

Item 1:

Set out the full legal name of the Company and except where a number has not yet been assigned, state the Company number.

Item 3:

Set out in full the location of the registered office including street, address and, if multi-office building, room number.

Item 4:

Mailing address may include post office box number, if mailing address is the same as in item 3, state "same as above".

Item 5:

This item needs to be completed only if there is a change in the location or address of the registered office.

Signature:

A director or an authorised officer of the Company shall sign the notice. Upon incorporation, an incorporator shall sign the notice.

Service of Documents:

Note that documents may, under section 513 of the Act, be sent to or served upon the Company at its registered office.

Completed documents, in duplicate, is to be deposited at the office of the Registrar.

COMPANIES ACT OF SAINT LUCIA

ARTICLES OF AMENDMENT

.....
1. Name of Company: _____ 2. Company No.: _____

.....
3. The articles of the above named Company are amended as follows:

Date	Signature	Name and Title

COMPANIES ACT ST. LUCIA

ARTICLES OF AMENDMENT

FORM 5

INSTRUCTIONS

Format:

Documents required to be sent to the Registrar pursuant to the Act must conform to regulations 22 to 26 of the Regulations under the Act.

General:

- (a) Any change in the Articles of the Company must be made in accordance with section 33 or 216 of the Act. If an amendment is to change a corporate name, the new name must comply with sections 515 to 516 of the Act and with regulation 5 of the Regulations. Where a new name has not been reserved a copy of Request of Name Search and Name Reservation (Form 26) should be attached.
- (b) Each amendment must correspond to the appropriate provisions of the Articles being amended, e.g. sections, subsections, clauses, etc. and must state the current provision as well as the proposed amendment.
- (c) A director or authorised officer shall sign the Articles.
- (d) Articles of Amendment designating a series of shares shall be accompanied by a copy of the director's resolution authorising the issue of a series of shares under section 33 of the Act. The resolution may be attached as a schedule in accordance with regulation 26 of the Regulations.
- (e) Articles of Amendment except Articles referred to in (d) above, shall be accompanied by a copy of the authorising special resolution required under sections 213 to 216 of the Act. The resolution may be attached as a schedule in accordance with regulation 26 of the Regulations.

Other Notices:

The Articles must be accompanied by Notice of Registered Office (Form 4) or Notice of Change of Directors (Form 9) if there has been a change in registered office or a change of directors.

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

.....
Company No.

COMPANIES ACT OF SAINT LUCIA

CERTIFICATE OF AMENDMENT

.....
Name of Company

I hereby certify that the Articles of the above-mentioned company were amended.

_____ Under section 15 of the Companies Act in accordance with the attached notice.

_____ Under section 33 of the Companies Act as set out in the attached Articles of Amendment designating a series of shares.

_____ Under section 216 of the Companies Act as set out in the attached Articles of Amendment/Re-organisation/Arrangement/Order.

.....
Registrar of Companies

.....
Date of Amendment

COMPANIES ACT OF SAINT LUCIA
MEMORANDUM OF SATISFACTION

.....
1. Name of Company: 2. Company No.:

.....
3. Property or undertaking charged:

.....
4. Particulars of satisfaction:

Date	Signature	Name and Title

COMPANIES ACT ST. LUCIA

MEMORANDUM OF SATISFACTION

FORM 7

INSTRUCTIONS

Format:

Documents required to be sent to the Registrar pursuant to the Act must conform to regulations 22 to 26 of the Regulations under the Act.

Item 1:

Set out the full legal name of the Company and, except where a number has not yet been assigned, state the Company number.

Item 2:

Set out the property or undertaking charged.

Item 4:

Set out the appropriate particulars; see section 260(1).

Signature:

A director or authorised officer of the company shall sign the memorandum. Completed document, in duplicate, is to be deposited at the office of the Registrar.

COMPANIES ACT OF SAINT LUCIA

REGISTRATION OF ENFORCEMENT OF SECURITY

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

.....
2. Name of Person:

.....
3. Name and Mailing Address of Receiver

4. (a) The above-mentioned person has obtained an order for the appointment of a receiver of

.....

(b) The above-mentioned person has appointed a receiver of

(c) The above-mentioned person has entered into possession of

(d) The above-mentioned person who was appointed receiver of has ceased to act as such receiver.

(e) The above-mentioned person having entered into possession of has gone out of possession.

Date	Signature	Name and Title

COMPANIES ACT ST. LUCIA
REGISTRATION OF ENFORCEMENT OF SECURITY

FORM 8

INSTRUCTIONS

Format:

Documents required to be sent to the Registrar pursuant to the Act must conform to regulations 22 to 26 of the Regulations under the Act.

Item 1:

Set out the full legal name of the Company and, except where a number has not yet been assigned, state the Company number.

Item 2:

State the name of the person seeking the registration.

Item 3:

State the full name and mailing address of the Receiver appointed by the person seeking the enforcement of security.

Item 4:

State out the appropriate particulars; see section 264(1) and (2).

Signature:

The person registering the document shall add his signature.

Completed document, in duplicate, is to be deposited at the office of the Registrar.

COMPANIES ACT OF SAINT LUCIA

NOTICE OF ADDRESS
OR
NOTICE OF CHANGE OF DIRECTORS

.....
1. Name of Company: 2. Company No.:

.....
3. Notice is given that on the day of 19..... the following person(s) was/were appointed director(s):

Name	Mailing Address	Occupation

.....
4. Notice is given that on theday of 19..... the following person(s) ceased to hold office as director(s):

Name	Mailing Address	Occupation

5. The directors of the Company as of this date are:

Name	Mailing Address	Occupation

Date	Signature	Name and Title

COMPANIES ACT ST. LUCIA

NOTICE OF DIRECTORS

INSTRUCTIONS

Format:

Documents required to be sent to the Registrar pursuant to the Act must conform to regulations 22 to 26 of the Regulations under the Act.

Item 1:

Set out the full legal name of the Company and, except where a number has not been assigned, state the Company number.

Item 3,4,5:

With respect to each director:

- (a) set out first given name, initial and family name;
- (b) state full mailing address, and
- (c) specify occupation clearly, e.g. manager, farmer, geologist.

General:

Upon incorporation only item 5 is to be completed.

Signature:

A director or authorised officer of the Company shall sign the notice. Upon incorporation, an incorporator shall sign the notice.

Completed document, in duplicate, is to be deposited at the office of the Registrar.

COMPANIES ACT OF SAINT LUCIA

FORM OF PROXY

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

.....
2. Particulars of Meeting

I/We

of

Shareholder(s) in the above Company appoint(s)

.....

of

or

of

to be my/our proxy at the above meeting and any adjournment thereof.

Name(s) and Signature(s)

Date

COMPANIES ACT OF SAINT LUCIA
MANAGEMENT PROXY CIRCULAR

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

.....
2. Particulars of Meeting _____

.....
3. Solicitation _____

.....
4. Any director's statement submitted pursuant to section 74(2) _____

.....
5. Any auditor's statement submitted pursuant to section 170(1) _____

.....
6. Any shareholder's proposal and/or statement submitted pursuant to section 114(a) and 115(2). _____

Date	Signature	Name and Title

COMPANIES ACT ST. LUCIA
MANAGEMENT PROXY CIRCULAR

INSTRUCTIONS

Format:

Documents required to be sent to the Registrar pursuant to the Act must conform to regulations 22 to 26 of the Regulations under the Act.

Item 1:

Set out the full legal name of the Company and, except where a number has not yet been assigned, state the Company number.

Item 2:

State full particulars of the meeting including the date, place and time.

Item 3:

Set out the solicitation being made by the management of the Company.

Item 4:

Any director's statement submitted pursuant to section 74(2) shall, unless it is included in or attached to a management proxy circular, be sent to every shareholder entitled to receive notice of the meeting and to the Registrar; see section 74(3).

Item 5:

Any auditor's statement submitted pursuant to section 170(1) shall, unless it is included in or attached to management proxy circular, be sent to every shareholder entitled to receive notice of the meeting and to the Registrar; see section 170(2).

Item 6:

Any proposal submitted by a shareholder pursuant to section 114 and any statement pursuant to section 115(2), must be set out in the management proxy circular or attached thereto.

Signature:

The director or authorised officer of the Company shall sign the circular.

COMPANIES ACT OF SAINT LUCIA
DISSIDENT PROXY CIRCULAR

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

.....
2. Particulars of Meeting

.....
3. Name of Person Soliciting

.....
4. Solicitation

.....
Signature

.....
Date

COMPANIES ACT ST. LUCIA
DISSIDENT PROXY CIRCULAR

INSTRUCTIONS

Format:

Documents required to be sent to the Registrar pursuant to the Act must conform to regulations 22 to 26 of the Regulations under the Act.

Item 1:

Set out the full legal name of the Company and, except where a number has not yet been assigned, state the Company number.

Item 2:

State full particulars of the meeting including the date, place and time.

Item 3:

State the full name and address of the person soliciting.

Item 4:

Set out the solicitation being made.

Signature:

The person soliciting shall sign the circular.

COMPANIES ACT OF SAINT LUCIA
RESTATED ARTICLES OF INCORPORATION

.....
1. Name of Company: 2. Company No.:

.....
3. The classes and any maximum number of shares that the Company is authorized to issue.

.....
4. Restrictions if any on share transfers.

.....
5. Number (or minimum and maximum number) of directors.

.....
6. Restrictions if any on business the Company may carry on.

.....
7. Other provisions if any.

.....
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.

8. Date	Signature	Name and Title

COMPANIES ACT ST. LUCIA

RESTATED ARTICLES OF INCORPORATION

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.

General:

Restated Articles of Incorporation shall set out without substantive change the Articles of Incorporation as previously amended.

Item 1 and 2:

Set out full legal name of the Company and Company number.

Item 3:

Set out the details required by section 5(1)(b) of the Act, including details of rights, privileges, restrictions and conditions attached to each class of shares. All shares must be without nominal or par value and must comply with the provisions of Division C of Part I of the Act.

Item 4:

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 5:

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 6:

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

Item 7:

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.

Signature:

A director or authorised officer of the Company shall sign the Articles.

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

.....
Company No.

COMPANIES ACT ST. LUCIA
**CERTIFICATE OF INCORPORATION
WITH RESTATED ARTICLES**

.....
Name of Company

I hereby certify that the Articles of Incorporation of the above-mentioned Company were restated under section 218 of the Companies Act as set out in the attached Restated Articles of Incorporation.

.....
Registrar of Companies

.....
Date of Restatement

COMPANIES ACT OF SAINT LUCIA

ARTICLES OF AMALGAMATION

.....
1. Name of Company: 2. Company No.:

.....
3. The classes and any maximum number of shares that the Company is authorized to issue.

.....
4. Restrictions if any on share transfers.

.....
5. Number (or minimum and maximum number) of directors.

.....
6. Restrictions if any on business the Company may carry on.

.....
7. Other provisions if any.

.....
8. Names of amalgamating Companies: Company No.:

Date	Signature	Name and Title

COMPANIES ACT ST. LUCIA

ARTICLES OF AMALGAMATION

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 and 2:

Set out proposed corporate name that complies with sections 515 to 516 of the Act and with regulation 5 of the Regulations, and the Company number. If a proposed name has not been reserved under section 514 of the Act, the Articles of Amalgamation must be accompanied by a statement setting out the main types of business to be carried on by the amalgamated Company.

Item 3:

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 I of the Act.

Item 4:

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 5:

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 6:

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

Item 7:

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.

Other Notices and Documents:

- (1) The Articles must be accompanied by a Notice of Registered Office (Form 4), a Notice of Directors (Form 9), and a statutory declaration of a director or authorised officer of each amalgamating Company in accordance with section 224(2) of the Act.
- (2) If the amalgamation is effected under section 221 of the Act, the Articles must be accompanied by a copy of the amalgamation agreement and a copy of the required special resolution of shareholders of each amalgamating Company.
- (3) If the amalgamation is effected under section 222 or 223 of the Act, the Articles must be accompanied by a copy of the required directors' resolution of each amalgamation Company.

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

.....
Company No.

COMPANIES ACT ST. LUCIA
CERTIFICATE OF AMALGAMATION

.....
Name of Company

I hereby certify that the above-mentioned Company resulted from the amalgamation of the Companies as set out in the attached Articles of Amalgamation.

.....
Registrar of Companies

.....
Date of Restatement

COMPANIES ACT OF SAINT LUCIA

ARTICLES OF CONTINUANCE

.....
1. Name of Company: 2. Company No.:

.....
3. The classes and any maximum number of shares that the Company is authorised to issue.

.....
4. Restrictions if any on share transfers.

.....
5. Number (or minimum and maximum number) of directors.

.....
6. Restrictions if any on business the Company may carry on.

.....
7. If change of name effected, previous name.

.....
8. Details of incorporation.

.....
9. Other provisions if any.

Date	Signature	Name and Title

COMPANIES ACT ST. LUCIA
COMPANIES LIMITED BY SHARES
ARTICLES OF CONTINUANCE

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 the full legal name of the Company.

Item 3:

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 I of the Act. Par value shares issued by a Company before continuance are deemed to be shares without nominal or par value (section 26(3)).

Item 4:

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 5:

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 6:

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

Item 9:

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.

Signature:

A director or authorised officer of the Company shall sign the Articles.

Other Documents:

The Articles must be accompanied by a Notice of Registered Office (Form 4) and Notice of Directors (Form 9).

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

COMPANIES ACT OF SAINT LUCIA

**ARTICLES OF CONTINUANCE
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.

.....
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:

.....
6. If change of name effected, previous name:

.....
7. Details of incorporation:
.....

8. 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.

Date	Signature	Name and Title

COMPANIES ACT ST. LUCIA
**ARTICLES OF CONTINUANCE
NON-PROFIT COMPANY**

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 full legal name of the Company.

Item 2:

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

Item 3:

If restrictions are to be placed on the undertaking of 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 clubhouse or similar building that the Company is maintaining.

Item 8:

Any provision that forms 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.

Signature:

A director or authorised officer of the Company shall sign the Articles.

Other Documents:

The Articles must be accompanied by a Notice of Registered Office (Form 4) and a Notice of Directors (Form 9).

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

.....
Company No.

COMPANIES ACT ST. LUCIA
CERTIFICATE OF CONTINUANCE

.....
Name of Company

I hereby certify that the above-mentioned Company was continued, as set out in the attached Articles of Continuance, under section 365 of the Companies Act.

.....
Registrar of Companies

.....
Date of Restatement

COMPANIES ACT OF SAINT LUCIA

ARTICLES OF RE-ORGANISATION/ARRANGEMENT

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

.....
2. In accordance with the order for re-organisation/arrangement, the Articles of Incorporation are amended as follows:

Date	Signature	Name and Title

COMPANIES ACT ST. LUCIA

ARTICLES OF RE-ORGANISATION/ARRANGEMENT

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.

General:

- (a) The document shall set out the amendments to the Articles in accordance with the court order pursuant to section 236 or 237 as the case may be.
- (b) The amendments must relate to the corresponding provisions of the Articles being amended, e.g. sections, subsections, clauses, etc.

Other Notices:

The Articles must be accompanied by:

- (a) A copy of the court order; and
- (b) Notice of Change of Address of Registered Office (Form 4) or Notice of Change of Directors (Form 9) if there is a change in registered office or a change of directors.

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

**COMPANIES ACT OF SAINT LUCIA
EXTERNAL COMPANY
APPLICATION FOR REGISTRATION**

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

.....
2. Address of Registered or Head Office:

.....
3. Address of Principal Office, if any, in Saint Lucia:

.....
4. Corporate Structure:

- (a) Jurisdiction in which incorporated:
- (b) Date and manner of incorporation:
- (c) Period fixed for duration of Company:
- (d) Extent to which liability of shareholders limited:

5. Share Capital			Purchase by Company		Redeemed by Company	
Class of Shares	Number Issued and Outstanding	Amount of Stated Capital	In Last Financial Period	Cumulative Total	In Last Financial Period	Cumulative Total

6. Main types of business carried on and the date on which Company intends to commence any of its operations in Saint Lucia.

.....
7. The directors of the Company are:

<i>Full Name</i>	<i>Address</i>	<i>Occupation</i>

8. Documents attached are:

- (a) Verified copy of corporate instruments defining constitution of Company;
- (b) Power of Attorney in accordance with section 346;
- (c) Statutory Declaration by directors;
- (d) Statutory Declaration by Attorney-by-Law.

<i>Date</i>	<i>Signature</i>	<i>Name and Title</i>

COMPANIES ACT ST. LUCIA

**EXTERNAL COMPANY
APPLICATION FOR REGISTRATION**

INSTRUCTIONS

Item 1:

Set out full legal name of the Company.

Item 2 and 3:

Set out address in full, such as street, number and if multi-office building, room number and postal code.

Item 4:

Give date, jurisdiction and manner of incorporation and particulars of its corporate instruments, including the period, if any, fixed by its corporate instruments for its duration.

Item 5:

State the particulars required by section 344(1)(j) of the Act.

Item 6:

State the main actual business or businesses of the Company, and the date on which the company intends to commence any of its operations in Saint Lucia.

Item 7:

With respect to each director, set out first given name, initial and family name and full residential address. Also specify occupation.

Item 8:

Verified copy of each of its corporate instruments with up-to-date amendments must be obtained from an appropriate official of jurisdiction where the Company is incorporated or deemed to be incorporated. A notarially certified copy will be accepted.

There must also accompany the statement the statutory declarations required by section 344(2)(a) of the Act one of which must include a declaration that the Company is a validly existing Company.

Signature:

A director or authorised officer of the Company or an attorney-at-law shall sign the application.

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

.....
Company No.

COMPANIES ACT ST. LUCIA
CERTIFICATE OF REGISTRATION OF EXTERNAL COMPANY

.....
Name of Company

I hereby certify that the above-mentioned Company, was registered as an external Company under the Companies Act.

.....
Registrar of Companies

.....
Date of Restatement

COMPANIES ACT OF SAINT LUCIA

POWER OF ATTORNEY

Know all men by these presents that

.....
Name and address of external Company

(hereinafter called the “Company”)

hereby appoints:

.....
Name and address of attorney:

its true and lawful attorney, to act as such, and as such to sue and be sued, plead and be implead in any court in Saint Lucia, and generally on behalf of the Company within Saint Lucia to accept service of process and to receive all lawful notices and, for the purposes of the Company to do all the acts and to execute all deeds and other instruments relating to the matters within the scope of this power of attorney. It is hereby declared that service of process in respect of suits and proceedings by or against the Company and of lawful notices on the attorney will be binding on the Company for all purposes. Where more than one person is hereby appointed attorney, any one of them, without the others, may act as true and lawful attorney of the Company.

The appointment revokes all previous appointments in so far as such appointment relates to the scope of the powers prescribed by this power.

Date	Signature	Name and Title

COMPANIES ACT OF SAINT LUCIA

POWER OF ATTORNEY

INSTRUCTIONS

- (a) Set out full legal name and foreign address of Company.
- (b) Set out first given name, initial and family name of attorney.
- (c) Set out the business address of the attorney in full.
- (d) A Company may appoint several persons as its attorney. The appointment of a law firm or any other firm as an attorney will not be accepted.
- (e) The filing of a power of attorney revokes all previous appointments.
- (f) A Consent to Act as Attorney, in the prescribed form, shall accompany every Power Attorney.
- (g) Where more than one attorney is appointed, consent of each attorney is required. In this event, write in the space provided for consent to act as Attorney.
- (h) A director or other authorized officer of the Company shall sign the application.
- (i) The company seal or stamp is to be affixed.

CONSENT TO ACT AS ATTORNEY

I,
Name of Attorney

Of
Business address

Hereby consent to act as the attorney for
Name of External Company

pursuant to the Power of Attorney dated the
file herewith.

Dated this day of 20.....

.....
Signature of Attorney

WITNESS:

Name:

Address:.....

.....

Occupation:

.....

Signature:

COMPANIES ACT OF SAINT LUCIA
EXTERNAL COMPANY ANNUAL RETURN

.....
1. Name of Company: Return for year ending:

.....
Address of Registered or Head Office: Company No.:

.....
Address of principal office, if any, in Saint Lucia: Date of Registration:

.....
2. List any changes in corporate structure:

3. Share Capital			Purchase by Company		Redeemed by Company	
Class of Shares	Number Issued and Outstanding	Amount of Stated Capital	In Last Financial Period	Cumulative Total	In Last Financial Period	Cumulative Total

4. Main type of business carried on:

.....
5. Name and address of Attorney or Attorneys appointed under section 346:

.....
6. Director(s) of Company:

Full Name	Address	Occupation

Date	Signature	Name and Title

COMPANIES ACT OF SAINT LUCIA

APPLICATION TO RESTORE NAME TO THE REGISTER

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

.....
 2. Date Company struck off register. _____

.....
 3. Full address of registered office if incorporated under the laws of Saint Lucia. _____

.....
 4. Full address of registered or principal office if incorporated other than under the laws of Saint Lucia. _____

5. The Directors of the Company are:

Full Name	Address	Occupation

Date	Signature	Name and Title

COMPANIES ACT OF SAINT LUCIA

REQUEST FOR NAME SEARCH AND NAME RESERVATION

.....
1. Name, address and telephone number of person making request:

Telephone No.

.....
2. Proposed name or names in order of preference:

- (a)
- (b)
- (c)

.....
3. Main types of business the Company carries on or proposed to carry on:

- (a)
- (b)
- (c)

.....
4. Derivation of Name

.....
5. First available name to be reserved: Yes No

.....
6. Name is for:

.....
7. If for a change of name, state present name of Company:

.....
8. If for amalgamation, state names of amalgamating Companies:

COMPANIES ACT ST. LUCIA

REQUEST FOR NAME SEARCH AND NAME RESERVATION

INSTRUCTIONS

General:

This form is for use in reserving a name or in checking availability of name. One copy of the form will be returned to sender indicating result of search and should, if name is available, be attached to Articles when submitted. The form need not be attached to Articles if the name has been reserved.

An indication that a name is available at this time is not to be constructed as an undertaking that the name will be available if and when the Articles are submitted.

Item 1:

Set out name, address and telephone number of person making request.

Item 2:

Set out proposed name or names in order of preference. If more than three names are required to be searched (of which only one will be reserved), one or more additional request must be sent to the Registrar and fee must be paid in respect of each name to be reserved.

Item 3:

State the main types of business to be carried on.

Item 4:

If a name does not contain a distinctive word or does not describe the business to be carried on the onus is on the person requesting the name to provide any information that may assist in deciding the suitability of the name. If a name consists of a coined word or initials, set out derivation.

Item 5:

No fee is payable for name search. A fee is payable for each name reserved.

Item 6:

Set out whether the name is for incorporation of a profit or non-profit company, registration of an external Company stating jurisdiction of incorporation; change of name; amalgamation, etc.

Completed documents, in duplicate, and the prescribed fee (for reservation) are to be deposited at the office of the Registrar.

COMPANIES ACT OF SAINT LUCIA

APPLICATION FOR EXEMPTION

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

.....
2. Type of application for exemption:

..... Proxy solicitation - section 144

..... Financial disclosure - section 150

..... Affiliation exemption - section 154(3)

.....
3. Name and address of applicant:

.....
4. Capacity of applicant:

.....
5. Application for exemption is made for the following reasons:

Date	Signature	Name and Title

COMPANIES ACT ST. LUCIA
APPLICATION FOR EXEMPTION

INSTRUCTIONS

Item 1:

Set out full legal name of the Company and Company number.

Item 2:

Check the appropriate box to indicate the provision of the Act to which the requested exemption relates.

Item 3:

Set out the full name (first name, initial and family name if an individual) and address.

Item 4:

State the capacity in which the applicant acts, a director, authorised officer or attorney-at-law of a Company, or an attorney-by-law or agent of an applicant.

Item 5:

State clearly the legal, economic or other reasons why the exemption should be granted.

Signature:

The applicant or his authorised agent shall sign the application. If the applicant is a Company, a director or authorised agent of the Company shall sign the application.

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

COMPANIES ACT OF SAINT LUCIA
{Section 194 (1) and (2)}

FORM 28

**ANNUAL RETURN OF A COMPANY FOR PROFIT
INCORPORATED OR CONTINUED UNDER THE ACT**

Delivered for filing by:		
1	Name of Company	
2	Company No	
3	(a) Address of Registered Office (b) Mailing Address	
4	Return for the year ended December 31,	

5. Particulars of Share Capital:

Share Capital as of 1 st January,....			Shares issued during the period Jan. 1, to Dec. 31		Shares purchased/redeemed during Jan. 1 to Dec. 31,....		Share Capital as of December 31, ...	
Class of shares	Number issued and outstanding	Amount of stated capital	Number of shares	Amount of stated capital	Number of shares	Amount of stated capital	Number issued and outstanding	Amount of stated capital

6. Classes and maximum number of shares that the Company is authorized to issue:

CLASS OF SHARES	NUMBER OF SHARES IN EACH CLASS

7. List of persons holding shares in the Company on the 31 day of December, and of persons who have held shares therein at any time since the date of the last return, or [in the case of the first return] of the incorporation of the company, showing their names and addresses and an account of the shares held.

Name Address Occupation and Nationality of shareholder	Class of Shares	Number of shares held as of Jan. 1, ...	Shares acquired since Jan. 1, ...		Shares disposed of between Jan. 1, ... to Dec. 31,....		Number of Shares held as at Dec. 31,
			No	Date acquired	No	Date of transfer	

8. Total amount of indebtedness of the Company in respect of all mortgages and charges of the kind which are required to be registered with the Registrar under Section 250 of the Companies Act: \$

9. The directors of the Company as of the date of the Annual Return were:

Name	Address	Occupation	Nationality	Date of Appointment

10. The Secretary of the Company as of the date of the Annual Return was:

Name	Address	Occupation	Nationality	Date of Appointment

CERTIFICATE:

11. I Hereby Certify That The Contents Of This Return Are Correct.

Date	Name and Title	Signature

COMPANIES ACT OF SAINT LUCIA
{Section 194 (1) and (2)}

FORM 28

**ANNUAL RETURN OF A COMPANY FOR PROFIT
INCORPORATED OR CONTINUED UNDER THE ACT**
INSTRUCTIONS

Item 1, 2

Set out the full legal name of the company, and except where a number has not been assigned, state the company number.

Item 3(a):

State the full physical address of the registered office of the company.

Item 3 (b):

State current mailing address

Item 4:

State year in respect of which return is being filed, for example 'Annual Return for Year ending December 31, 2002'. A separate return should be filed for each year.

Item 5:

"Number issued and outstanding" refers to the number of shares issued by the company since its incorporation. "Amount of stated capital" is the figure arrived at by multiplying the number of issued shares by the consideration/price for them." In all columns state year in respect of which return is being filed.

Item 6:

State class(es) of shares by distinctive name or other form of designation and total number of shares in each class.

Item 7:

- (i) State same date as in item 4 above. In all columns where applicable state year in respect of which return is being filed.
- (ii) State full name of each shareholder, whether a natural person or a corporation.
- (iii) State address (if a natural person) or a registered office (if a corporation)
- (iv) State address occupation/calling (if natural person) or status (i.e. "Corporation"/"limited" or "unlimited liability company") (if a corporation).
- (v) Where the shareholder is a corporation, its nationality should refer to the country in which it was incorporated or registered.
- (vi) State class of shares as per Item 6 above and number held by each existing shareholder at the date of Return.

- (vii) State number of shares acquired by each shareholder (if any) since the date of the last return, the class(es) of the shares acquired and the date of acquisition.
- (viii) State the number of shares disposed of/transferred (if any) by each shareholder since the date of the last return, the class(es) of the shares transferred, the name of the transferee (the person to whom the shares have been transferred), and the date of the transfer.

Item 8

- (i) The figure provided must include the **full** amount of all indebtedness registered with, or required to be registered with, the Registry of Companies and Intellectual Property under section 250 of the Companies Act, No. 19 of 1996.
- (ii) If there is no indebtedness, state “Nil” or “None”.
- (iii) Where indebtedness once registered no longer exists, proof by Memorandum of Satisfaction is required.

Item 9

With respect to each director still serving as such at the date of the return, set out the full name, full physical residential address, occupation, nationality and date of appointment. If an individual has no business occupation, but holds any other directorship(s), particulars of that other directorship, or at least one of those other directorships, should be stated. In case of an individual who has no other business occupation or directorship of any kind, state “Not applicable” or “N/A”. Also note the provisions of section 62 of the Principal Act.”

Item 10

- (a)
 - (i) In the case of an individual, set out first given name, middle name and family name.
 - (ii) In the case of a firm or corporation, set out the registered name
- (b) In the case of (a) (i), state full residential address, in the case of (a) (ii), state principal place of business or registered office, as the case may be.
- (c)
 - (i) in the case of an individual, specify other business occupation clearly. Where possible, specify area of speciality, e.g electrical engineer. In the case of an individual who has no business occupation, but who holds any other secretaryship, particulars of the other secretaryship or at least one of those other secretaryships should be states. In the case of an individual who has no other business occupation or secretaryship of any kind, state “Not applicable” or “N/A”

- (ii) In the case of a firm or corporation set out status, e.g. “Firm of accountants” or “company incorporated under the Laws of Saint Lucia” (or elsewhere)
- (d) In the case of a firm or corporation, ‘nationality’ refers to the country in which it was registered or incorporated as the case may be.

Signature

A director or authorised officer of the company shall sign a return.

*Completed documents, in duplicate, and the prescribed fees are to be filed at the Office of the Registrar and one set of the duplicate originals would be returned to the company or its representative with the endorsement “**Registered**” and the date of registration.*

COMPANIES ACT OF SAINT LUCIA
(Section 359D(2))

ARTICLES OF REINCORPORATION

1. Name of Company

2. Company Number

3. The classes and any maximum number of shares that the company is authorised to issue.

4. Restrictions, if any, on share transfers

5. Number (or minimum or maximum number) of directors.

6. Restrictions, if any, on business the company may carry on.

7. If change of name effected, previous name.

8. Details of Statutory incorporation

9. Other provisions if any.

10.

Date	Signature	Name & Title

COMPANIES ACT OF SAINT LUCIA
(Section 359D(2))

ARTICLES OF REINCORPORATION

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 full legal name of company.

Item 3:

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 I of the Act.

Item 4:

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 5:

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

Item 6:

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

Signature:

A director or authorised officer of the Company shall sign the Articles.

Other documents:

The Articles must be accompanied by Notice of Registered Officer (Form 4) and Notice of Directors (Form 9)

Completed documents, in duplicate, and the prescribed fees are to be deposited at the Office of the Registrar.

(Section 59)

COMPANIES ACT OF SAINT LUCIA
**NOTICE OF SECRETARY
 OR
 NOTICE OF CHANGE OF SECRETARY**

1. Name of Company 2. Company No.

3. Notice is given that on the _____ day of _____ the following person was appointed secretary:

Name	Mailing Address	Occupation

4. Notice is given that on the _____ day of _____ the following person ceased to be a secretary.

Name	Mailing Address	Occupation

5. The Secretary of the Company as of this date is:

Name	Mailing Address	Occupation

Date	Signature	Name & Title

COMPANIES ACT OF SAINT LUCIA

**NOTICE OF SECRETARY
OR
NOTICE OF CHANGE OF SECRETARY**

INSTRUCTIONS

Format:

Documents required to be sent to the Registrar pursuant to the Act must conform to regulations 22 to 26 of the Regulations under this Act.

General:

The Notice is to be filed in fulfillment of section 59 of the Companies Act, No. 19 of 1996.

Item 1:

Set out the full legal name of the Company as stated on its Certificate of Incorporation or any subsequent Certificate of Amendment, and state the Company number.

Item 3, 4, 5:

Set out the full name, full mailing address and business occupation.

Signature:

A director of the Company, not being himself the Secretary, shall sign the Notice.

Completed document, in duplicate, and the prescribed fee are to be deposited at the Registry of Companies and Intellectual Property.

Completed document, in duplicate, and the prescribed fee are to be deposited at the Registry of Companies and Intellectual Property.

COMPANIES ACT OF SAINT LUCIA
FORM 31

RETURN OF ALLOTMENTS

(Pursuant to Section 18(2) of the Companies Act of Saint Lucia No. 19 of 1996)

1. **Name of Company**

2. **Company No.**

ALLOTTEES					SHARES ALLOTTED			
Name	Address	Nationality	Class of shares	Consideration per share	Number allotted	Total value of allotment	Date allotted	Total Number shares now held

Made this day of ,20

.....
**(Insert the full name of the signatory
and the capacity in which he is signing.)**

COMPANIES ACT OF SAINT LUCIA
RETURN OF ALLOTMENTS
INSTRUCTIONS

Format:

Documents required to be sent to the Registrar pursuant to the Act must conform to regulations 22 to 26 of the Regulations under the Act.

Item 1 and 2:

Set out the full legal name of the Company as stated on its Certificate of Incorporation or any subsequent Certificate of Amendment, and state the Company number.

With respect to each new allottee (person to whom shares allotted/issued), set out the full name, full physical residential address, and nationality.

Insert the class of shares as per the Articles of Incorporation or any subsequent Certificate of Amendment.

Insert the consideration/price paid in respect of each share allotted and the number of shares allotted to each allottee, as well as the total value of the shares allotted to each allottee (i.e., the consideration per share multiplied by the number of shares allotted).

Insert the date on which the shares were allotted [this may differ from the date on which the Return was signed].

Insert the total number of shares now held by each shareholder following the current allotment. For example, if each shareholder received 10 shares at incorporation and the current return of allotments speaks to the allotment of a further 15 shares to each shareholder, then the total number of shares now held by each shareholder would be 25.

Signature:

A director of the Company shall sign the Return of Allotments. The company seal or stamp shall also be affixed thereto.

COMPANIES ACT OF SAINT LUCIA

(Section 4 (3))

Form 32

DECLARATION OF COMPLIANCE FOR PURPOSE OF INCORPORATION OF COMPANY

NAME OF COMPANY:

Presented By:

I _____

of _____

(State full residential address)

_____ do solemnly and sincerely declare as follows:

2. (a) *I am a person named in the articles of incorporation/the documents accompanying the articles of incorporation as a Director of _____

(b) *I am an attorney-at-law of the Supreme Court of Saint Lucia engaged on the formation of _____

(*Delete paragraph if not applicable)

3. To the best of my knowledge and belief -

(a) none of the signatories to the articles of incorporation herein is an individual described in section 4 (2) of The Companies Act.

(b) all other requirements precedent to the formation and incorporation of a company under this Act have been complied with.

And I make this Declaration conscientiously believing the same to be true and by virtue of provisions of the Statutory Declaration Ordinance, Ch. 118.

Sworn to at _____)
this _____ day of _____)

Before me

.....
Notary Royal/Justice of Peace

Made this _____ day of _____

.....
Declarant

2004

.....
PETRUS COMPTON
Attorney General