



No. Of Company
Commonwealth of The Bahamas
International Business Companies Act 1989 (No. 2 of 1990)

MEMORANDUM AND ARTICLES
OF
ASSOCIATION
OF
_____ LTD.

(Incorporated the _____, 200_)

Nassau, Bahamas

COMMONWEALTH OF THE BAHAMAS
THE INTERNATIONAL BUSINESS

COMPANIES ACT, 1989

(NO. 2 OF 1990)

MEMORANDUM OF ASSOCIATION

OF

_____ LTD.

1. The name of the Company _____ **LTD.**
REGISTERED OFFICE

2. The Registered Office of the Company will be situated at _____, Nassau, Bahamas.

REGISTERED AGENT

3. The Registered Agent of the Company will be _____, _____.

GENERAL OBJECTS AND POWERS

4. (1) The object of the Company is to engage in any act or activity that is not prohibited under any law for the time being in force in The Bahamas.

(2) The Company may not:

(a) carry on business with persons resident in The Bahamas, or have as the beneficial owners of its shares persons resident in the Bahamas;

(b) own an interest in real property situated in The Bahamas, other than a lease such as that referred to in paragraph (e) of sub-clause (3);

(c) carry on banking or trust business;

(d) carry on business as an insurance or re-insurance company; or

(e) carry on the business of providing the registered office of companies.

(3) For purposes of paragraph (a) of sub-clause (2), the Company shall not be treated as carrying on business with persons resident in The Bahamas if;

(a) it makes or maintains deposits with a person carrying on business within The Bahamas;

(b) it makes or maintains professional contact with counsel and attorneys, accountants, bookkeepers, trust companies, management companies, investment advisers or other similar persons carrying on business within The Bahamas;

(c) it prepares or maintains books and records within The Bahamas;

(d) it holds, within The Bahamas, meetings of its directors or members;

- (e) it holds a lease of property for use as an office from which to communicate with members or where books and records of the Company are prepared or maintained;
 - (f) it holds shares, debt obligations or other securities in a company incorporated under the Act, or under the Companies Act; or
 - (g) shares, debt obligations or other securities in the Company are owned by any person resident in The Bahamas or by any company incorporated under the Act, or under the Companies Act.
- (4) The Company shall have all such powers as are permitted by law for the time being in force in The Bahamas, irrespective of corporate benefit, to perform all acts and engage in all activities necessary or conducive to the conduct, promotion or attainment of the object or purpose of the Company.
 - (5) The Company shall have all powers to settle its assets or property or any part thereof in trust or transfer the same to any other company whether for the protection of its assets or not and with respect to the transfer the directors may provide that the Company, its creditors, its members or any person having a direct or indirect interest in the Company or any of them may be the beneficiaries, creditors, members, certificate holders, partners or holders of any other similar interest.
 - (6) The directors may by resolution of directors exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings and property or any part thereof, to issue debentures, debenture stock and other securities whenever money is borrowed or as security for any debt, liability or obligation of the Company or of any third party.
 - (7) Any sale, transfer, lease, exchange or other disposition of more than Fifty (50) percentum, by value, of the assets of the Company and any mortgage or charge of the undertaking and property of the Company shall for the purposes of Section 78 of the Act be regarded as in the usual or regular course of the business carried on by the Company.
 - (8) The Company shall exist for an indefinite term or until removed from the Register.

AUTHORIZED CAPITAL AND CURRENCY

5. The authorized capital of the Company is Five Thousand (\$5,000.00) dollars in Currency of the United States of America, divided into Five Thousand (5,000) shares of US\$1.00 each. The directors shall by resolution determine, at their discretion, and from time to time, how many shares thereof are to be issued as registered shares and how many shares thereof are to be issued as bearer shares.

CLASSES, NUMBER AND PAR VALUE OF SHARES

6. The shares shall be divided into such number of classes and series as the directors shall by resolution from time to time determine and until so determined shall comprise

one class and series.

DESIGNATIONS, POWERS, PREFERENCES, ETC. OF SHARES

7. The directors shall have the power by resolution to issue any class or series of shares that the Company is authorized to issue in its capital, original or increased, with or subject to any designations, powers, preferences, rights, qualifications, limitations and restrictions.

VARIATION OF CLASS RIGHTS

8. If the authorized capital is divided into different classes or series of shares, the rights attached to any class or series (unless otherwise provided by the terms of issue of the shares of that class or series) may be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or series and of the holders of not less than three-fourths of the issued shares of all other classes or series of shares which may be affected by such variation.

TRANSFER OF SHARES

9. Registered shares in the Company may be transferred subject to the prior or subsequent approval of the Company as evidenced by a resolution of directors or by a resolution of members.

10. Registered shares may be exchanged and converted into shares issued to bearer and shares issued to bearer may be exchanged and converted into registered shares.

NOTICE

11. Any notice or other information required by the Act to be given to the holder of shares issued to bearer may be given by publishing the same in a newspaper of general circulation in The Bahamas and in a newspaper in the place where the Company has its principal office.

AMENDMENT OF MEMORANDUM AND ARTICLES OF ASSOCIATION AND OF AUTHORIZED CAPITAL

12. The Company shall by resolution of the directors have the power to amend or modify any of the conditions contained in this Memorandum of Association and the Articles of Association and to increase or reduce the authorized capital of the Company in any way which may be permitted by law.

DEFINITIONS

13. The meanings of words in this Memorandum of Association are as defined in the Articles of Association of the company.

We, _____ and _____ both of _____, Nassau, Bahamas, in order to form an International Business Company under the laws of the Commonwealth of The Bahamas hereby subscribe our names to this Memorandum of Association the ___ **day of** ___, A.D. **200**__.

Subscriber

Number of Shares

One

One

The above subscribers signed in the presence of:

Witness: _____

**OF THE BAHAMAS
COMPANIES ACT, 1989**

Witness: _____ **COMMONWEALTH**

**INTERNATIONAL BUSINESS
(NO. 2 OF 1990)**

ARTICLES OF ASSOCIATION

OF

_____ **LTD.**

PRELIMINARY

1. In these Articles, if not inconsistent with the subject or context, the words and expressions standing in the first column of the following table shall bear the meanings set opposite them respectively in the second column thereof.

Words

Meaning

"capital"

The sum of the aggregate par value of all outstanding shares with par value of the Company and shares with par value held by the Company as treasury shares plus

- (a) the aggregate of the amounts designated as capital of all outstanding shares without par value of the Company and shares without par value held by the Company as treasury shares, and
- (b) the amounts as are from time to time transferred from surplus to capital by a resolution of directors.

"court" The Supreme Court of the Commonwealth of The Bahamas or a Judge thereof.

"member" A person who holds shares in the Company.

"person resident in The Bahamas" A person who ordinarily resides in The Bahamas or carries on business from an office or other fixed place of business within The Bahamas, but does not include a company incorporated under the International Business Companies Act, 1989.

"registered shares" Shares in the Company that are issued as registered shares shall mean shares issued in the name or names of the holder(s) indicated on the certificate(s)

resolution of directors"

- (a) A resolution at a duly constituted meeting of directors of the Company or of a committee of directors of the Company by the affirmative vote of a simple majority or such larger majority as may be specified in these Articles of the directors present at the meeting who voted and did not abstain; or
- (b) a resolution of the Directors or of a Committee of the Directors consented to in writing by all Directors or all Members of the Committee, or such lesser majority of the Directors or Members of the Committee as may be determined by the directors from time to time; but, that where a director is given more than one vote, he shall be counted by the number of votes he casts for the purposes of establishing majorities.

"resolution of members"

- (a) A resolution approved at a duly constituted meeting of the members of the Company by the affirmative vote of
 - (i) a simple majority, or such larger majority as may be specified in these Articles, of holders of the votes of the shares entitled to vote who were present at the meeting and who voted and did not abstain, or
 - (ii) a simple majority, or such larger majority as may be specified in these Articles of the votes of the shareholders of each class or series of shares who were present at the meeting and entitled to vote thereon as a class or series and who voted and did not abstain and of a simple majority or such larger majority as may be specified in these Articles of the votes of the remaining shareholders entitled to vote thereon who were present at the meeting and who voted and did not abstain;

or

- (b) a resolution consented to in writing by
 - (i) a simple majority, or such larger majority as may be specified in these Articles, of the shareholders entitled to vote thereon, or
 - (ii) a simple majority, or such larger majority as may be specified in these Articles, of the votes of the shareholders entitled to vote thereon as a class or series and of an absolute majority, or such larger majority as may be specified in these Articles, of the votes of the holders of the remaining shares entitled to vote thereon.

"securities"

Shares and debt obligations of every kind, and options, warrants and rights to acquire shares, or debt obligations.

"surplus"

The excess, if any, at the time of the determination of the total assets of the Company over the sum of its total liabilities, as shown in its books of account.

"the Memorandum"

The Memorandum of Association of the Company incorporated under the International Business Companies, Act 1989 as originally framed or as from time to time amended.

"the seal"

Any seal which has been duly adopted as the Seal of the Company

"the Act"

The International Business Companies Act, 1989 including any modification, extension, re-enactment or renewal thereof and any regulations made thereunder.

"these Articles"

The Articles of Association of the Company incorporated under the International Business Companies, Act 1989 as originally framed or as from time to time amended.

"treasury shares"

Shares in the Company that were previously issued but were repurchased, redeemed or otherwise acquired by the company and not cancelled.

2. "Written" or any term of like import includes words typewritten, printed, painted, engraved, lithographed, photographed or represented or reproduced by any mode of reproducing words in a visible form, including telex, facsimile, telegraph, cable or other form of writing produced by electronic communication.

3. Save as aforesaid any words or expressions defined in the Act shall bear the same meaning in these Articles.

4. Whenever the singular or plural number, or the masculine, feminine or neuter gender is used in these Articles, it shall equally, where the context admits, include the others.

5. A reference in these Articles to voting in relation to shares shall be construed as a reference to voting by members holding the shares except that it is the votes allocated to the shares that shall be counted and not the number of members who actually voted and a reference to shares being present at a meeting shall be given a corresponding construction.

6. A reference to money in these Articles is, unless otherwise stated, a reference to the currency in which shares in the Company shall be issued according to the provisions of the Memorandum.

REGISTERED SHARES

7. Every member holding registered shares in the Company shall be entitled to a certificate signed by a director or officer of the Company and under the Seal specifying the share or shares held by him and the signature of the director or officer and the Seal may be facsimiles.

8. Any member receiving a share certificate for registered shares shall indemnify and hold the Company and its directors and officers harmless from any loss or liability which it or they may incur by reason of any wrongful or fraudulent use or representation made by any person by virtue of the possession thereof. If a share certificate for registered shares is worn out or lost it may be renewed on production of the worn out certificate or on satisfactory proof of its loss together with such indemnity as may be required by a resolution of directors.

9. If several persons are registered as joint holders of any shares, any one of such persons may give an effectual receipt for any dividend payable in respect of such shares.

BEARER SHARES

10. Subject to the request for the issue of bearer shares and to the payment of the appropriate consideration for the shares to be issued, the Company may, to the extent authorised by the Memorandum, issue bearer shares to, and at the expense of, such person as shall be specified in the request. The Company may also upon receiving a request in writing accompanied by the share certificate for the shares in question, exchange registered shares for bearer shares or may exchange bearer shares for registered shares. Such request served on the Company shall specify the name and address of the person to be registered and unless the request is delivered in person by the bearer shall be authenticated as hereinafter provided. Such request served on the Company by the holder of bearer shares shall also be accompanied by any coupons or talons, which at the date of such delivery have not become due for payment of dividends or any other distribution by the Company to the holder of such shares. Following such exchange the share certificate, relating to the exchange shares shall be delivered as directed by the member requesting the exchange.

11. Each bearer share certificate shall be under the Seal and shall state that the holder is entitled to the shares therein specified, and may provide by coupons, talons or otherwise for the payment of dividends or other moneys on the shares included therein.

12. Subject to the provisions of the Act and of these Articles the holder of a bearer share certificate shall be deemed to be a member of the Company and shall be entitled to the same rights and privileges as he would have had if his name had been included in the share register of the Company as the holder of the shares.

13. Subject to any specific provisions in these Articles, in order to exercise his rights as a member of the Company, the holder of a share certificate shall produce the bearer share certificate as evidence of his membership of the Company. Without prejudice to the generality of the foregoing, the following rights may be exercised in the following manner:

(a) for the purpose of exercising his voting rights at a meeting, the holder of a bearer share

certificate shall produce such certificate to the chairman of the meeting.

- (b) for the purpose of exercising his vote on a resolution in writing, the holder of a bearer certificate shall append his signature to any such resolution to be authenticated as hereinafter set forth;
 - (c) for the purpose of requisitioning a meeting of members, the holder of a bearer share certificate shall address his requisition to the directors and his signature thereon shall be duly authenticated as hereinafter provided; and
 - (d) for the purpose of receiving dividends, the holder of a bearer share certificate shall present at such places as may be designated by the directors any coupons or talons issued for such purpose, or shall present the bearer share certificate to any paying agent authorised to pay dividends.
14. The signature of the holder of a bearer share certificate shall be deemed to be duly authenticated if the holder of the bearer share certificate shall produce such certificate to a notary public or a bank manager or a director or officer of the Company (herein referred to as an "authorised person") and if the authorised person shall endorse the document bearing such signature with a statement:
- (a) identifying the bearer share certificate produced to him by number and date and specifying the number of shares and the class of shares (if appropriate) comprised therein;
 - (b) confirming that the signature of the holder of the bearer share certificate was subscribed in his presence and that if the holder is representing a body corporate he has so acknowledged and has produced satisfactory evidence thereof;
 - (c) specifying the capacity in which he is qualified as an authorised person and, if a notary public, affixing his seal thereto or, if a bank manager, attaching an identifying stamp of the bank of which he is a manager.
15. Notwithstanding any other provisions of these Articles, at any time, the holder of a bearer share certificate may deliver the certificate for such shares into the custody of the Company at its registered office, whereupon the Company shall issue a receipt therefor under the Seal signed by a director or officer identifying by name and address the person delivering such certificate and specifying the date and number of the bearer share certificate so deposited and the number of shares comprised therein. Any such receipt may be used by the person named therein for the purpose of exercising the rights vested in the shares represented by the bearer share certificate so deposited including the right to appoint a proxy. Any bearer share certificate so deposited shall be returned to the person named in the receipt or his personal representative if such person be dead and thereupon the receipt issued therefor shall be of no further effect whatsoever and shall be returned to the Company for cancellation or, if it has been lost or mislaid, such indemnity as may be required by resolution of directors shall be given to the Company.
16. The holder of a bearer share certificate shall for all purposes be deemed to be the owner of the shares comprised in such certificate and in no circumstances shall the Company or the chairman of any meeting of members or any director or officer of the Company or any authorised person be obliged to inquire into the circumstances whereby a bearer share certificate came into the hands of the holder thereof, or to question the validity or authenticity of any action taken by the holder of a bearer share certificate whose signature has been authenticated as provided herein.

17. If the holder of a bearer share certificate shall be a Company, then all the rights exercisable by virtue of such shareholding may be exercised by an individual duly authorised to represent the Company but unless such individual shall acknowledge that he is representing a Company and shall produce upon request satisfactory evidence that he is duly authorised to represent the Company, the individual shall for all purposes hereof be regarded as the holder of the shares in any bearer share certificate held by him.
18. The directors may provide for payment of dividends to the holders of bearer shares coupons or talons and in such event the coupons or talons shall be in such form and payable at such time and such place or places as the directors shall resolve. The Company shall be entitled to recognise the absolute right of the holder of any coupon or talon issued as aforesaid to payment of the dividend to which it relates and delivery of the coupon or talon to the Company or its agents shall constitute in all respects a good discharge of the Company in respect of such dividend.
19. If any bearer share certificate, coupon or talon be worn out or defaced, the directors may, upon the surrender thereof for cancellation, issue a new one in its stead, and if the bearer share certificate, coupon or talon be lost or destroyed, the directors may upon the loss or destruction being established to their satisfaction, and upon such indemnity being given to the Company as it shall by resolution of directors determine, issue a new bearer share certificate, coupon or talon in its stead, and in either case on payment of such sum as the Company may from time to time by resolution of directors require. In case of loss or destruction the person to whom such new bearer share certificate, coupon or talon is issued shall also bear and pay to the company all expenses incidental to the investigation by the Company of the evidence of such loss or destruction and to such indemnity.

SHARES, AUTHORISED CAPITAL AND CAPITAL

20. Subject to the provisions of these Articles and any resolution of members the unissued shares of the Company shall be at the disposal of the directors who may without prejudice to any rights previously conferred on the holders of any existing shares or class or series of shares offer, allot, grant options over or otherwise dispose of shares to such persons, at such times and upon such terms and conditions as the Company may by resolution of directors determine.
 21. Shares in the Company shall be issued for money, services rendered, personal property, an estate in real property, a promissory note or other binding obligation to contribute money or property or any combination of the foregoing as shall be determined by a resolution of directors.
 22. Shares in the Company may be issued for such amount of consideration as the directors may from time to time by resolution of directors determine, except that in the case of shares with par value, the amount shall not be less than the par value, and in the absence of fraud the decision of the directors as to the value of the consideration received by the Company in respect of the issue is conclusive unless a question of law is involved. The consideration in respect of the shares constitutes capital to the extent of the par value and the excess constitutes surplus.
23. A share issued by the Company upon conversion of, or in exchange for, another share or a debt obligation or other security in the Company, shall be treated for all purposes as having been issued for money equal to the consideration received or deemed to have been received by the Company in respect of the other share, debt obligation or security.

24. Treasury shares may be disposed of by the Company on such terms and conditions (not otherwise inconsistent with these Articles) as the Company may by resolution of directors determine.
25. The Company may issue fractions of a share and a fractional share shall have the same corresponding fractional votes liabilities, limitations, preferences, privileges, qualifications, restrictions, rights and other attributes as a whole share of the same class or series of shares.
26. Upon the issue by the Company of a share without par value, if an amount is stated in the Memorandum to be the authorised capital represented by such shares then each share shall be issued for no less than the appropriate proportion of such amount which shall constitute capital, otherwise the consideration in respect of the share constitutes capital to the extent designated by the directors and the excess constitutes surplus, except that the directors must designate as capital an amount of the consideration that is at least equal to the amount that the share is entitled to as a preference, if any, in the assets of the Company upon liquidation of the Company.
27. The Company may purchase, redeem or otherwise acquire and hold its own shares but only out of surplus or in exchange for newly issued shares of equal value but no purchase, redemption or other acquisition shall be made unless the directors determine that immediately after the purchase, redemption or other acquisition the Company will be able to satisfy its liabilities as they become due in the ordinary course of its business and the realisable value of the assets of the company will not be less than the sum of its total liabilities, other than deferred taxes, as shown in the books of account, and its capital and, in the absence of fraud, the decision of the directors as to the realisable value of the assets of the Company is conclusive, unless a question of law is involved.
28. A determination by the directors under the preceding Article is not required where shares are purchased, redeemed or otherwise acquired:
- (a) pursuant to a right of a member to have his shares redeemed or to have his shares exchanged for money or other property of the Company;
 - (b) in exchange for newly issued shares in the Company or by virtue of a transfer of capital pursuant to Article 46;
 - (c) by virtue of the provisions of Section 79 of the Act; or
 - (d) pursuant to an order of the Court.
29. Shares that the Company purchases, redeems or otherwise acquires pursuant to the preceding Article may be cancelled or held as treasury shares unless the shares are purchased, redeemed or otherwise acquired out of capital pursuant to Section 35 of the Act, in which case they shall be cancelled; and upon the cancellation the amount included as capital of the Company with respect to such shares shall be deducted from the capital of the Company.
30. Where shares in the company are held by the Company as treasury shares or are held by another company of which the Company holds, directly or indirectly, shares having more than 50 percent of the votes in the election of directors of the other company, such shares of the Company are not

entitled to vote or to have dividends paid thereon and shall not be treated as outstanding for any purpose except for purposes of determining the capital of the Company.

31. No notice of a trust, whether expressed, implied or constructive, shall be entered in the share register.

LIEN

32. The Company shall have a first and paramount lien on every share issued for a promissory note or for any other binding obligation to contribute money or property or any combination thereof to the Company, and the Company shall also have a first and paramount lien on every share standing registered in the name of a member, whether singly or jointly with any other person or persons, for all the debts and liabilities of such member or his estate to the Company, whether the same shall have been incurred before or after notice to the Company of any interest of any person other than such member, and whether time for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such member or his estate and any other person, whether a member of the Company or not. The Company's lien on a share shall extend to all dividends payable thereon. The directors may at any time either generally, or in any particular case, waive any lien that has arisen or declare any share to be wholly or in part exempt from the provisions of this Article.
33. In the absence of express provisions regarding sale in the promissory note or other binding obligation to contribute money or property, the Company may sell, in such manner as the directors may by resolution determine, any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable nor until the expiration of twenty one days after a notice in writing, stating and demanding payment of the sum presently payable and giving notice of the intention to sell in default of such payment, has been served on the holder for the time being of the share.
34. The net proceeds of the sale by the company of any shares on which it has a lien shall be applied in or towards payment or discharge of the promissory note or other binding obligation to contribute money or property or any combination thereof in respect of which the lien exists so far as the same is presently payable and any residue shall

(subject to a like lien for debts or liabilities not presently payable as existed upon the share prior to the sale) be paid to the holder of the share immediately before such sale. For giving effect to any such sale the directors may authorise some person to transfer the share sold to the purchaser thereof. The purchaser shall be registered as the holder of the share and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

TRANSFER OF SHARES

35. Subject to any limitations in the Memorandum, registered shares in the Company may be transferred by a written instrument of transfer signed by the transferor and containing the name and address of the transferee, but in the absence of such written instrument to transfer the directors may accept such evidence of a transfer of shares as they consider appropriate.
36. The Company shall not be required to treat a transferee of a registered share in the Company as a member until the transferee's name has been entered in the share register.
37. Subject to any limitations in the Memorandum, the Company must on the application of the

transferor or transferee of a registered share in the Company enter in the share register the name of the transferee of the share save that the registration of transfers may be suspended and the share register closed at such times and for such periods as the Company may from time to time by resolution of directors determine provided always that such registration shall not be suspended and the share register closed for more than 60 days in any period of 12 months.

TRANSMISSION OF SHARES

38. The executor or administrator of a deceased member, the guardian of an incompetent member or the trustee of a bankrupt member shall be the only person recognised by the Company as having any title to his share but they shall not be entitled to exercise any rights as a member of the Company until they have proceeded as set forth in the next following four Articles.
39. The production to the Company of any document which is evidence of probate of the will, or letters of administration of the estate, or confirmation as executor, of a deceased member or of the appointment of a guardian of an incompetent member or the trustee of a bankrupt member shall be accepted by the Company even if the deceased, incompetent or bankrupt member is domiciled outside the Commonwealth of The Bahamas if the document evidencing the grant of probate or letters of administration, confirmation as executor, or appointment as guardian or trustee in bankruptcy is issued by a foreign court which had competent jurisdiction in the matter. For the purpose of establishing whether or not a foreign court had competent jurisdiction in such a matter the directors may obtain appropriate legal advice. The directors may also require an indemnity to be given by the executor, administrator, guardian or trustee in bankruptcy.
40. Any person becoming entitled by operation of law or otherwise to a share or shares in consequence of the death, incompetence or bankruptcy of any member may be registered as a member upon such evidence being produced as may reasonably be required by the directors. An application by any such person to be registered as a member shall for all purposes be deemed to be a transfer of shares of the deceased, incompetent or bankrupt member and the directors shall treat it as such.
41. Any person who has become entitled to a share or shares in consequence of the death, incompetence or bankruptcy of any member may, instead of being registered himself, request in writing that some person to be named by him be registered as the transferee of such share or shares and such request shall likewise be treated as if it were a transfer.
42. What amounts to incompetence on the part of a person is a matter to be determined by the Court having regard to all the relevant evidence and circumstances of the case.

REDUCTION OR INCREASE IN AUTHORISED CAPITAL OR CAPITAL

43. The Company may by a resolution of directors amend the Memorandum to increase or reduce its authorised capital and in connection therewith the Company may in respect of any unissued shares increase or reduce the number of such shares, increase or reduce the par value of any such shares or effect any combination of the foregoing.
44. The Company may by a resolution of directors amend the Memorandum to:
 - (a) divide the shares, including issued shares, of a class or series into a larger number of shares of the same class or series; or

- (b) combine the shares, including issued shares, of a class or series into a smaller number of the same class or series.

provided, however, that where shares are divided or combined under (a) or (b) of this Article, the aggregate par value of the new shares must be equal to the aggregate par value of the original shares.

- 45. The capital of the Company may by a resolution of directors be increased by transferring an amount of the surplus of the Company to capital.
- 46. Subject to the provisions of the two next succeeding Articles the capital of the Company may by resolution of directors be reduced by:
 - (a) returning to members any amount received by the Company upon the issue of any of its shares, the amount being surplus to the requirements of the Company;
 - (b) cancelling any capital that is lost or not represented by assets having a realisable value; or
 - (c) transferring capital to surplus for the purpose of purchasing, redeeming or otherwise acquiring shares that the directors have resolved to purchase, redeem or otherwise acquire.
- 47. No reduction of capital shall be effected that reduces the capital of the Company to an amount that immediately after the reduction is less than the aggregate par value of all outstanding shares with par value and all shares with par value held by the company as treasury shares and the aggregate of the amounts designated as capital of all outstanding shares without par value and all shares without par value held by the Company as treasury shares that are entitled to a preference, if any, in the assets of the Company upon liquidation of the Company.
- 48. No reduction of capital shall be effected unless the directors determine that immediately after the reduction the Company will be able to satisfy its liabilities as they become due in the ordinary course of its business and that the realisable assets of the Company will not be less than its total liabilities, other than deferred taxes, as shown in the books of the Company and its remaining capital, and, in the absence of fraud, the decision of the directors as to the realisable value of the assets of the Company is conclusive, unless a question of law is involved.

MEETINGS AND CONSENTS OF MEMBERS

- 49. The directors of the Company may convene meetings of the members of the Company at such times and in such manner and places within or outside The Bahamas as the directors consider necessary or desirable.
- 50. Upon the written request of members holding 50 percent or more of the outstanding voting shares in the Company the directors shall convene a meeting of members.
- 51. The directors shall give not less than 7 days notice of meetings of members to those persons whose names on the date the notice is given appear as members in the share register of the Company and are entitled to vote at the meeting.
- 52. The directors may fix the date notice is given of a meeting of members as the record date for determining those shares that are entitled to vote at the meeting.

53. A meeting of members may be called on short notice:
- (a) if members holding not less than 90 percent of the total number of shares entitled to vote on all matters to be considered at the meeting, or 90 percent of the votes of each class or series of shares where members are entitled to vote thereon as a class or series together with not less than a 90 percent majority of the remaining votes, have agreed to short notice of the meeting, or
 - (b) if all members holding shares entitled to vote on all or any matters to be considered at the meeting have waived notice of the meeting and for this purpose presence at the meeting shall be deemed to constitute waiver.
54. The inadvertent failure of the directors to give notice of a meeting to a member, or the fact that a member has not received notice, does not invalidate the meeting.
55. A member may be represented at a meeting of members by a proxy who may speak and vote on behalf of the member.
56. The instrument appointing a proxy shall be produced at the place appointed for the meeting before the time for holding the meeting at which the person named in such instrument proposes to vote.
57. An instrument appointing a proxy shall be in substantially the following form or such other form as the chairman of the meeting shall accept as properly evidencing the wishes of the member appointing the proxy.

PROXY

I/We, _____ being a member of the above Company holding _____ shares HEREBY
 APPOINT _____ of _____ or failing him _____ of _____ to be my/our proxy to vote for
 me/us at the meeting of members to be held on the _____ day of _____ and at any adjournment thereof.

(Any instructions for voting to be inserted here.)

Signed this _____ day of _____

 Member

58. The following shall apply in respect of joint ownership of shares:
- (a) if two or more persons hold shares jointly each of them may be present in person or by proxy at a meeting of members and may speak as a member;
 - (b) if one of the joint owners is present in person or by proxy he may vote on behalf of all joint owners; and
 - (c) if two or more of the joint owners are present in person or by proxy they must vote as one.
59. A member shall be deemed to be present at a meeting of members if he participates by telephone

or other electronic means and all members participating in the meeting are able to hear each other and recognise each other's voice and for this purpose participation constitutes proof or recognition.

60. A meeting of members is duly constituted if, at the commencement of the meeting, there are present in person or by proxy not less than 50 percent of the votes of the shares or class or series of shares entitled to vote on resolutions of members to be considered at the meeting. If a quorum be present, notwithstanding the fact that such quorum may be represented by only one person then such person may resolve any matter and a certificate signed by such person accompanied where such person be a proxy by a copy of the proxy form shall constitute a valid resolution of members.
61. If within two hours from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the next business day at the same time and place or to such other time and place as the directors may determine, and if at the adjourned meeting there are present within one hour from the time appointed for the meeting in person or by proxy not less than one third of the votes of the shares of each class or series of share entitled to vote on the resolutions to be considered by the meeting, those present shall constitute a quorum but otherwise the meeting shall be dissolved.
62. At every meeting of members, the Chairman of the Board of Directors or failing him the President of the Company shall preside as chairman of the meeting. If there is no Chairman of the Board of Directors or President of the Company or if the Chairman of the Board of Directors and the President of the Company are not present at the meeting, the members present shall choose some one of their number to be the chairman. If the members are unable to choose a chairman for any reason, then the person representing the greatest number of voting shares present in person or by prescribed form of proxy at the meeting shall preside as Chairman failing which the oldest individual member or representative of a member present shall take the chair.
63. The Chairman may, with the consent of the meeting, adjourn any meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which adjournment took place.
64. At any meeting of the members the chairman shall be responsible for deciding in such manner as he shall consider appropriate whether any resolution has been carried or not and the result of his decision shall be announced to the meeting and recorded in the minutes thereof. If the chairman shall have any doubt as to the outcome of any resolution put to the vote, he shall cause a poll to be taken of all votes cast upon such resolution, but if the chairman shall fail to take a poll then any member present in person or by proxy who disputes the announcement by the chairman of the result of any vote may immediately following such announcement demand that a poll be taken and the chairman shall thereupon cause a poll to be taken. If a poll is taken at any meeting, the result thereof shall be duly recorded in the minutes of that meeting by the chairman.
65. Any person other than an individual shall be regarded as one member and subject to the specific provisions hereinafter contained for the appointment of representatives of such persons the right of any individual to speak for or represent such member shall be determined by the law of the jurisdiction where, and by the documents by which, the person is constituted or derives its existence. In case of doubt, the directors may in good faith seek legal advice from any qualified person and unless and until a court of competent jurisdiction shall otherwise rule, the directors may rely and act upon such advice without incurring any liability to any member.
66. Any person other than an individual which is a member of the Company may by resolution of its

directors or other governing body authorise such persons it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the person which he represents as that person could exercise if it were individual member of the Company.

67. The Chairman of any meeting at which a vote is cast by proxy or on behalf of any person other than an individual may call for a notarially certified copy of such proxy or authority which shall be produced within 7 days of being so requested or the votes cast by such proxy or on behalf of such person shall be disregarded.
68. Directors of the Company may attend and speak at any meeting of members of the Company and at any separate meeting of the holders of any class or series of shares in the Company.
69. An action that may be taken by the members at a meeting may also be taken by a resolution of members consented to in writing or by telex, telegram, cable, telecopier or other written electronic communication, without the need for any notice, but if any resolution of members is adopted otherwise than by the unanimous written consent of all members, a copy of such resolution shall forthwith be sent to all members not consenting to such resolution.

DIRECTORS

70. The first directors of the Company shall be appointed by the subscribers to the Memorandum; and thereafter, the directors shall be elected by the members for such term as the members determine. The first directors may elect any number of additional directors for such term as they may determine until such time as the members shall elect or re-elect any one or more directors.
71. The minimum number of directors shall be one and the maximum number shall be seven.
72. Each director shall hold office for the term, if any, fixed by resolution of members or until his earlier death, resignation or removal.
73. A director may be removed from office, with or without cause, by a resolution of members.
74. A director may resign his office by giving written notice of his resignation to the Company and the resignation shall have effect the date the notice is received by the Company or from such later date as may be specified in the notice.
75. A vacancy in the Board of Directors may be filled by a resolution of members or by a resolution of a majority of the remaining directors.
76. With the prior or subsequent approval by a resolution of members, the directors may, by a resolution of directors, fix the emoluments of directors with respect to services to be rendered in any capacity to the Company.
77. A director shall not require a share qualification, and may be an individual or a company.

POWERS OF DIRECTORS

78. The business and affairs of the Company shall be managed by the directors who may pay all

expenses incurred preliminary to and in connection with the formation and registration of the Company and may exercise all such powers of the Company as are not by the Act or by the Memorandum or these Articles required to be exercised by the members of the Company, subject to any delegation of such powers as may be authorised by these Articles and to such requirements as may be prescribed by a resolution of members; but no requirement made by a resolution of members shall prevail if it be inconsistent with these Articles nor shall such requirement invalidate any prior act of the directors which would have been valid if such requirement had not been made.

79. The directors may, by a resolution of directors, appoint any person, including a person who is a director, to be an officer or agent of the Company.
80. Every officer or agent of the Company has such powers and authority of the directors, including the power and authority to affix the Seal, as are set forth in these Articles or in the resolution of directors appointing the officer or agent, except that no officer or agent has any power or authority with respect to fixing the emoluments of directors.

81. Any director which is a body corporate may appoint any person its duly authorised representative for the purpose of representing it at meetings of the Board of Directors or with respect to unanimous written consents.

82. The continuing directors may act notwithstanding any vacancy in their body, save that if their number is reduced to their knowledge below the number fixed by or pursuant to these Articles as the necessary quorum for a meeting of directors, the continuing directors or director may act only for the purpose of appointing directors to fill any vacancy that has arisen or summoning a meeting of members.

83. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as shall from time to time be determined by resolution of directors.

PROCEEDINGS OF DIRECTORS

84. The directors of the Company or any committee thereof may meet at such times and in such manner and places within or outside The Bahamas as the directors may determine to be necessary or desirable.

85. A director shall be deemed to be present at a meeting of directors if he participates by telephone or other electronic means and all directors participating in the meeting are able to hear each other and recognise each other's voice.

86. A director shall be given not less than 3 days notice of meetings of directors, but a meeting of directors held without 3 days notice having been given to all directors shall be valid if all the directors entitled to vote at the meeting who do not attend waive notice of the meeting and, for this purpose, the presence of a director at a meeting shall constitute waiver on his part. The inadvertent failure to give notice of a meeting to a director, or the fact that a director has not received the notice, does not invalidate the meeting.

87. A director may by a written instrument appoint an alternate who need not be a director and an alternate is entitled to attend meetings in the absence of the director who appointed him and to

vote or consent in place of the director.

88. A meeting of directors is duly constituted for all purposes if at the commencement of the meeting there are present in person or by alternate not less than one half of the total number of directors, unless there are only 2 directors in which case the quorum shall be 2.
89. If the Company shall have only one director the provisions herein contained for meetings of the directors shall not apply but such sole director shall have full power to represent and act for the Company in all matters as are not by the Act or the Memorandum or these Articles required to be exercised by the Members of the Company. In lieu of minutes of a meeting the sole director shall record in writing and sign a note or memorandum of all matters requiring a resolution of directors. Such a note or memorandum shall constitute sufficient evidence of such resolution for all purposes.
90. At every meeting of the directors the Chairman of the Board of Directors shall preside as Chairman of the meeting. If there is no Chairman of the Board of Directors or if the Chairman of the Board of Directors is not present at the meeting the Vice Chairman of the Board of Directors shall preside. If there is no Vice Chairman of the Board of Directors or if the Vice Chairman of the Board of Directors is not present at the meeting the directors present shall choose some one of their number to be chairman of the meeting.
91. An action that may be taken by the directors or a committee of directors at a meeting may also be taken by a resolution of directors or a committee of directors consented to in writing or by telex, telegram, cable, facsimile or other written electronic communication by all directors or all members of the committee as the case may be, without the need for any notice.
92. The directors shall cause the following corporate records to be kept:
 - (a) minutes of all meetings of directors, members, committees of directors, committees of officers and committees of members; and
 - (b) copies of all resolutions consented to by directors, members, committees of directors, committees of officers and committees of members; and
 - (c) such books of account and records as the directors by resolution of directors consider necessary or desirable in order to reflect the financial position of the Company; and
 - (d) Registers of members, directors and officers.
93. The books, records and minutes shall be kept at the registered office of the Company.
94. The directors may, by resolution of directors, designate one or more committees, each consisting of one or more directors.
95. Each committee of directors has such powers and authorities of the directors, including the power and authority to affix the Seal, as are set forth in the resolution of directors establishing the committee, except that no committee has any power or authority to amend the Memorandum or these Articles to appoint directors or fix their emoluments, or to appoint officers or agents of the Company.

96. The meetings and proceedings of each committee of directors shall be governed mutatis mutandis by the provisions of these Articles regulating the proceedings of directors so far as the same are not superseded by any provisions in the resolution establishing the committee.

OFFICERS

97. The Company may by resolution of directors appoint officers of the Company at such times as shall be considered necessary or expedient. Such officers may consist of a Chairman of the Board of Directors, a Vice Chairman of the Board of Directors, a President and one or more Vice Presidents, Secretaries and Treasurers and such other officers as may from time to time be deemed desirable. Any number of offices may be held by the same person.
98. The officers shall perform such duties as shall be prescribed at the time of their appointment subject to any modification in such duties as may be prescribed thereafter by resolution of directors or resolution of members, but in the absence of any specific allocation of duties it shall be the responsibility of the Chairman of the Board of Directors to preside at meetings of directors and members, the Vice Chairman to act in the absence of the Chairman at meetings of directors, the President to manage the day to day affairs of the Company, the Vice Presidents to act in order of seniority in the absence of the President but otherwise to perform such duties as may be delegated to them by the President, the Secretaries to maintain the share register, minute books and records (other than financial records) of the Company and to ensure compliance with all procedural requirements imposed on the Company by applicable law, and the Treasurer to be responsible for the financial affairs of the Company.
99. The emoluments of all officers shall be fixed by resolution of directors.
100. The officers of the Company shall hold office until their successors are duly elected and qualified, but any officer elected or appointed by the directors may be removed at any time, with or without cause, by resolution of directors. Any vacancy occurring in any office of the Company may be filled by resolution of directors.

CONFLICTS OF INTEREST

101. No agreement or transaction between the Company and one or more of its directors or any person in which any director has a financial interest or to whom any director is related, including a director of that other person, is void or voidable for this reason only or by reason only that the director is present at the meeting of directors or at the meeting of the committee of directors that approves the agreement or transaction or that the vote or consent of the director is counted for that purpose if the material facts of the interest of each director in the agreement or transaction and his interest in or relationship to any other party to the agreement or transactions are disclosed in good faith or are known by the other directors.
102. A director who has an interest in any particular business to be considered at a meeting of directors or members may be counted for purposes of determining whether the meeting is duly constituted.

INDEMNIFICATION

103. Subject to the limitations hereinafter provided the Company shall indemnify against all expenses, including legal fees, and against all judgements, fines and amounts paid in settlement and

reasonably incurred in connection with legal, administrative or investigative proceedings any person who

- (a) is or was a party or is threatened to be made a party to any threatened, pending or completed proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a director, an officer or a liquidator of the Company; or
 - (b) is or was, at the request of the Company, serving as a director, officer or liquidator of, or in any other capacity is or was acting for, another company or a partnership, joint venture, trust or other enterprise.
104. The Company may only indemnify a person if the person acted honestly in good faith with a view to the best interests of the Company and, in the case of criminal proceedings, the person has no reasonable cause to believe that his conduct was unlawful.
105. The decision of the directors as to whether the person acted honestly and in good faith and with a view to the best interests of the Company or as to whether the person had no reasonable cause to believe that his conduct was unlawful, is in the absence of fraud, sufficient for the purposes of these Articles, unless a question of law is involved.
106. The termination of any proceedings by any judgement, order, settlement, conviction or the entering of a nolle prosequi does not, by itself, create a presumption that the person did not act honestly and in good faith and with a view to the best interests of the Company or that the person had reasonable cause to believe that his conduct was unlawful.
107. If a person to be indemnified has been successful in defence of any proceedings referred to above the person is entitled to be indemnified against all expenses, including legal fees, and against all judgements, fines and amounts paid in settlement and reasonably incurred by the person in connection with the proceedings.
108. The Company may purchase and maintain insurance in relation to any person who is or was a director, an officer or a liquidator of the Company or who at the request of the Company, is or was serving as a director, an officer or a liquidator of, or in any other capacity is or was acting for, another company or a partnership, joint venture, trust or other enterprise, against any liability asserted against the person and incurred by the person in that capacity, whether or not the company has or would have had the power to indemnify the person against the liability as provided in these Articles.

SEAL

109. The Company may have more than one Seal and references herein to the Seal shall be references to every Seal which shall have been duly adopted by resolution of directors. The directors shall provide for the safe custody of the Seal and for an imprint thereof to be kept at the registered office. Except as otherwise expressly provided herein the Seal when affixed to any written instrument shall be witnessed and attested to by the signature of a director or any other person so authorised from time to time by resolution of directors. Such authorisation may be before or after the Seal is affixed, may be general or specific and may refer to any number of sealings. The directors may provide for a facsimile of the Seal and of the signature of any director or authorised person which may be reproduced by printing or other means on any instrument and it shall have the same force and validity as if the Seal had been affixed to such instrument and the same had

been signed as hereinbefore described.

DIVIDENDS

110. The Company may by resolution of directors declare and pay dividends in money, shares or other property but dividends shall only be declared and paid out of surplus. In the event that dividends are paid in specie the directors shall have responsibility for establishing and recording in the resolution of directors authorising the dividends, a fair and proper value for the assets to be so distributed.
111. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company.
112. The directors may, before declaring any dividend, set aside out of the profits of the Company such sum as they think proper as a reserve fund, and may invest the sum so set apart as a reserve fund upon such securities as they may select.
113. No dividend shall be declared and paid unless the directors determine that immediately after the payment of the dividend the Company will be able to satisfy its liabilities as they become due in the ordinary course of its business and the realisable value of the assets of the Company will not be less than the sum of its total liabilities, other than deferred taxes, as shown in its books of account, and its capital. In the absence of fraud, the decision of the directors as to the realisable value of the assets of the Company is conclusive, unless a question of law is involved.
114. Notice of any dividend that may have been declared shall be given to each member in manner hereinafter mentioned and all dividends unclaimed for 3 years after having been declared may be forfeited by resolution of directors for the benefit of the Company.
115. No dividend shall bear interest against the Company and no dividend shall be paid on treasury shares or shares held by another company of which the Company holds, directly or indirectly, shares having more than 50 percent of the vote in electing directors.
116. A share, issued as a dividend by the Company shall be treated for all purposes as having been issued for money equal to the surplus that is transferred to capital upon the issue of the share.
117. In the case of a dividend of authorised but unissued shares with par value, an amount equal to the aggregate par value of the shares shall be transferred from surplus to capital at the time of the distribution.
118. In the case of a dividend of authorised but unissued shares without par value, the amount designated by the directors shall be transferred from surplus to capital at the time of the distribution, except that the directors must designate as capital an amount that is at least equal to the amount that the shares are entitled to as a preference, if any, in the assets of the Company upon liquidation of the Company.
119. A division of the issued and outstanding shares of a class or series of shares into a larger number of shares of the same class or series having a proportionately smaller par value does not constitute a dividend of shares.

ACCOUNTS

120. Such books of account as the directors consider necessary or desirable in order to reflect the

financial position of the Company shall be kept at the registered office of the Company, its principal place of business or at such other place or places as the directors think fit.

121. The Company may by a resolution of directors include in the computation of surplus for any purpose the unrealised appreciation of the assets of the Company, and, in the absence of fraud, the decision of the directors as to the value of the assets is conclusive, unless a question of law is involved.

AUDIT

122. The Directors may at their discretion make any arrangements for the audit from time to time of the books and accounts of the Company.

NOTICE

123. Any notice, information or written statement to be given by the Company to members must be served in the case of members holding registered shares by personal service or by mail addressed to each member at the address shown in the share register or in the case of members holding shares issued to bearer, in the manner provided in the Memorandum.
124. Any summons, notice, order, document, process, information or written statement to be served on the Company may be served by leaving it, or by sending it by registered mail addressed to the Company, at its registered office, or by leaving it with, or by sending it by registered mail to, the Registered Agent of the Company.
125. Service of any summons, notice, order, document, process, information or written statement to be served on the Company may be proved by showing that the summons, notice, order, document, process, information or written statement was mailed in such time as to admit to its being delivered in the normal course of delivery within the period prescribed for service and was correctly addressed and the postage was prepaid.

ARBITRATION

126. Whenever any difference arises between the Company on the one hand and any of the members or their executors, administrators or assignees on the other hand, touching the true intent and construction or the incidence or consequences of these Articles or the Memorandum or of the Act, touching anything done or executed, omitted or suffered in pursuance of the Act or touching any breach or alleged breach or otherwise relating to the premises or to these Articles or the Memorandum, or to any Act affecting the Company or to any of the affairs of the Company such difference shall, unless the parties agree to refer the same to a single arbitrator, be referred to two arbitrators one to be chosen by each of the parties to the difference and the arbitrators shall before entering on the reference appoint an umpire.
127. If either party to the reference makes default in appointing an arbitrator either originally or by way of substitution (in the event that an appointed arbitrator shall die, be incapable of acting or refuse to act) for 10 days after the other party has given him notice to appoint the same, such other party may appoint an arbitrator to act in the place of the arbitrator of the defaulting party.

VOLUNTARY WINDING UP AND DISSOLUTION

128. The company may voluntarily commence to wind up and dissolve by a resolution of members but

if the Company has never issued shares it may voluntarily commence to wind up and dissolve by resolution of directors.

CONTINUATION

129. The Company may by resolution of members or by resolution passed unanimously by all directors of the Company continue as a company incorporated under the laws of a jurisdiction outside The Bahamas in the manner provided under those laws.

We, _____ and _____ both of _____, Nassau, Bahamas for the purpose of Incorporating an International Business Company under the laws of the Commonwealth of the Bahamas, hereby subscribe our names to these Articles of Association the ___ day of ____, 200_ in the presence of:

Witness

Subscriber

Witness

Subscriber

**COMMONWEALTH OF THE BAHAMAS
International Business Companies Act, 1989
(No. 2 of 1990)
Company Limited by Shares**

ARTICLES OF ASSOCIATION

OF

_____ LTD.

Nassau, Bahamas