



CORPORATE SERVICES LTD

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MEMORANDUM ON COMPANY FORMATION

COMPANIES ACT, 1992

1. INFORMATION REQUIRED TO INCORPORATE

1.1 Proposed Name of the Company

We suggest a minimum of three choices be submitted listed in order of preference, so that one may receive approval from the Bahamas Registrar General.

1.2 Aims of the Company and Area of Operation i.e. whether within or without The Bahamas

The Company must be registered with the Exchange Control Department of the Central Bank of The Bahamas if it has one or more shareholders who are non-Bahamians. If the Company is to trade outside The Bahamas and is non-Bahamian owned, it is entitled to be granted “non-resident” status. This status permits it to operate United States and other foreign currency accounts without further reference to the Exchange Control Department. If the Company is to trade within The Bahamas, it will be designated as "resident," for Exchange Control purposes and will be allowed to maintain foreign currency accounts only for specifically approved purposes. A non-Bahamian shareholder in such a Company can apply for approved status for his investment in the Company.

1.3 Names, Addresses and Occupations of the proposed Shareholders

Bahamian law requires a minimum of two shareholders. The Company will be incorporated with nominee shareholders from our office, but the Exchange Control Department will require the names and addresses of the ultimate beneficial owners of the shares.

1.4 Names, addresses and occupations of the proposed Officers and Directors

Neither directors nor officers need to be resident in The Bahamas.

1.5 Capital

The desired authorised capital of the Company and the number of shares into which the capital is to be divided is required.

1.6 **Further details re Corporate Structure**

Any further details regarding the proposed corporate structure of the Company which is felt would be of benefit to this office should be supplied.

2. **TIME REQUIRED TO INCORPORATE**

We normally require two weeks' notice to effect the incorporation. The time factor is, to a great extent, influenced by the length of time taken by the Exchange Control Department to consider the application submitted to them.

3. **COST OF INCORPORATION**

Our minimum incorporation fee is \$1,000.00. Our charges are \$750.00 for applying for the necessary Exchange Control approval in the case of a non-Bahamian owner. In addition to these fees, there are out-of-pocket expenses of approximately \$640.00 to cover such items as the provision of the corporate seal and share certificate Book, etc. Included in these miscellaneous incorporation expenses is the sum of \$330.00 which is charged by the Bahamas Company Registry for the filing of the Company's Memorandum and Articles of Association.

4. **GOVERNMENT STAMP DUTY**

Stamp Duty is payable based on the authorised capital of the Company. Stamp Duty scale is as follows:-

Every Memorandum of Association of a Company where the Capital is B\$5,000.00 or under	B\$	100.00
Every additional B\$1,000.00 or fraction thereof		5.00

5. **ANNUAL GOVERNMENT BUSINESS LICENCE FEE**

The Business Licence Act 1980 requires that companies carrying on business in The Bahamas must apply for a Licence under the provisions of the Act. Details of the fees charged will be supplied upon request. Non-Resident Companies are required to apply for a Licence under the provisions of Section 8 (3) of the Act. The annual Business Licence fee for Resident Companies will depend on the turnover and the annual fee for Non-Resident Companies is B\$300.00.

6. **ANNUAL MAINTENANCE EXPENSES**

The minimum maintenance expenses in connection with each calendar year amount to the following:-

1. Annual Fee payable to the Registrar General of

The Bahamas on 1st January each year:	
(Bahamian owned)	B\$ 350.00
(Non-Bahamian owned)	B\$1,000.00
2. Our professional fee for maintaining the Registered Office and the Company's statutory registers; for drafting or perusing the Minutes of the Shareholders' Meetings; for preparing and filing the Annual Statement and for services offered by our nominee Shareholders (if any)	B\$600.00
3. Business Licence Fee (if applicable)	B\$100.00

7. **RETAINER**

We require a retainer of B\$1,800.00 on account (or B\$2,200.00 in the case of a non-Bahamian owner)

To expedite formation we recommend you send the retainer by way of bank wire transfer to our bankers addressed as follows:

Chas US 33
JP Morgan Chase Bank, New York
ABA No. 021-0000-21
Roy CBSNS
Account No. 001-1-188448
For Further Credit to: Royal Bank of Canada, Nassau, Bahamas
Transit No. 06794
Account No. 409-367-0
Account Name: H & J Corporate Services Ltd.
Ref: Client/Matter and Invoice No.

8. **COMPLIANCE OBLIGATIONS**

We are required by our regulatory authorities to be supplied with certain information and documentation in respect of the owner or ultimate owner. All material will be kept in confidence unless disclosure is required under our laws. Attached is our client profile form. Please complete it and return it to us together with the documents required. Each beneficial owner of the company will have to complete one form.

In addition, each director and officer of the Company will have to provide us with a notarized copy of a government issued identification and evidence of his or her street address (eg. a utility bill).

I hereby declare that I am or will be the beneficial owner of shares in the company named below and that the following information is correct and true:

Name of Company No. of shares owned

Company Purpose/Activity: _____

PERSONAL DETAILS:

Surname First Name Middle Name Sex

Home Address: _____

Tel.: (H) () _____ (WK) () _____ Other: () _____

Fax: (H) () _____ (WK) () _____ Email: _____

Occupation: _____ Name of employer: _____

or

If self-employed, nature of self employment: _____

Principal Place of Business: _____

Business Address: _____

Mailing address (if different from above): _____

IDENTIFICATION:

Attach notarized copy of relevant pages of passport or other photo identification showing number and country of issuance, issue and expiry date and signature.

REFERENCES:

2 references as to reputation and standing enclosed from: _____

I hereby authorize you to independently verify any information provided herein and undertake to inform you of any changes to the above as soon as reasonably possible.

Client signature: _____ Date: _____

Client No (to be filled by HJCS): _____



CORPORATE SERVICES LTD

Guidance Notes
(Individual clients)

The Client Profile form should be completed in respect of every beneficial owner. The supporting documents required, namely the notarized photo identification and the two references, must be returned to us with this form.

With regard to the references, they may consist of one as to reputation and standing of the client (beneficial owner) and the other may be a financial reference:

1. if a **character reference:**

- (i) the reference should be current, from a professional (eg. Lawyer, accountant, doctor or banker, and should be presented on original letterhead.
- (ii) the referee should have known the client for a minimum of 3 years. The actual number of years must be stated.
- (iii) the referee should outline what he knows of the educational and employment history of the client.
- (iv) the reference must be addressed to the Compliance Officer, H & J Corporate Services Ltd., P.O. Box SS-19084, Nassau, Bahamas.

2. if a **financial reference:**

- (i) the reference should include the manner in which the client conducts his personal banking business.
- (ii) the nature of the relationship between the client and the bank.
- (iii) the duration of the relationship between the client and the bank, which must be a minimum of 3 years.
- (iv) the reference must be addressed to the Compliance Officer, H & J Corporate Services Ltd., P.O. Box SS-19084, Nassau, Bahamas.



CORPORATE SERVICES LTD

CLIENT PROFILE

(Fill one per corporate client)

We hereby declare that we are or will be the beneficial owner (the “Corporate Client”) of _____ shares in _____ and that the following information is correct and true:

COMPANY PURPOSE/ACTIVITY: _____

CORPORATE CLIENT (BENEFICIAL OWNER):

Name of Corporate Client

Address of principal place of business (in full)

CONTACT DETAILS:

Tel: () _____ Fax: () _____ Email: _____

Mailing address (if different from above): _____

Name & office of authorized representative:

Tel: () _____ Fax: () _____ Email: _____

DOCUMENTATION IN RESPECT OF CORPORATE CLIENT:

(Please note that the following must be enclosed with this form)

- (1) Copy of certificate of incorporation
 - (2) 2 references as to reputation and standing from: _____
- _____

We hereby authorize you to independently verify any information provided herein and undertake to inform you of any changes to the above as soon as reasonably possible.

For and on behalf of the Corporate Client:

Signature of authorized representative Date: _____

Client No (to be filled by HJCS): _____

HJ/FORM II: 01/01



CORPORATE SERVICES LTD

Guidance Notes
(Corporate client)

The Client Profile form should be completed in respect of every beneficial owner. The supporting documents, namely the certified copy of the Certificate of Incorporation and the two references, which are required in respect of the beneficial owner, must be returned to us with this form.

With regard to the references, they may consist of one as to reputation and standing of the Corporate Client (beneficial owner) and the other may be a financial reference:

1. if a **reference as to reputation and standing** only:
 - (i) the reference should be current, from a professional (eg. Lawyer, accountant, doctor or banker, and should be presented on original letterhead.
 - (ii) the referee should have had regular dealings with the client for a minimum of 3 years. The actual number of years must be stated.
 - (iii) the referee should outline what he knows of the business and history of the client.
 - (iv) the reference must be addressed to the Compliance Officer, H & J Corporate Services Ltd., P.O. Box SS-19084, Nassau, Bahamas.

2. if a **financial reference**:
 - (i) the reference should include the manner in which the client conducts its banking business.
 - (ii) the nature of the relationship between the client and the bank.
 - (iii) the duration of the relationship between the client and the bank, which must be a minimum of 3 years.
 - (iv) the reference must be addressed to the Compliance Officer, H & J Corporate Services Ltd., P.O. Box SS-19084, Nassau, Bahamas.



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COMPANIES ACT COMPANY Instruction Sheet

DATE: _____ LAWYER: _____ REFERRED BY: _____

NAME OF CLIENT: _____

ADDRESS: _____ CLIENT/MATTER NO.: _____

E-MAIL: _____

PHONE NO.: _____ FAX NO.: _____

PROPOSED NAMES: (1) _____

(2) _____

(3) _____

REGISTERED OFFICE/AGENT: H&J OTHER

INTENDED ACTIVITY: _____

EXCHANGE CONTROL DESIGNATION: RESIDENT NON-RESIDENT

SHARE CAPITAL: _____

TYPE OF CURRENCY: _____

PAR VALUE OF SHARES: _____

SHARES: NOMINEE OWNER

ARTICLES: "A" ARTICLES (without restrictions) "B" ARTICLES (with restrictions)

NAME OF OWNER(s):	ADDRESS:	OCCUPATIONS:	AMOUNT OF SHARES TO BE ISSUED:
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

NAME OF DIRECTOR(s)	ADDRESS:	OCCUPATION:
_____	_____	_____
_____	_____	_____
_____	_____	_____

NAME OF OFFICER(s):	ADDRESS:	OCCUPATION:	OFFICE:
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____



BANK ACCOUNT: ADDRESS: SIGNING AUTHORITY:

OTHER: