



Corporate Services Ltd.

Ocean Centre • Montagu Foreshore • East Bay Street • P.O. Box SS-19084 • Nassau, Bahamas

Tel: (242) 502-5200 / (242) 394-8410-4 • Fax: (242) 502-5225

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MEMORANDUM ON CONTINUATION **as a Bahamian International Business Company (IBC)**

The International Business Companies Act, (Ch. 309 of the Statute Laws of The Bahamas, 2000 Edition), came into force on 29th December, 2000. It provides for the incorporation and regulation of Bahamian International Business Companies (“IBCs”). It provides also for certain companies that are not IBCs to “continue” as an IBC.

WHO CAN CONTINUE

1. A company incorporated under the Companies Act of The Bahamas; or
2. A foreign company.

PREPARATION FOR CONTINUATION

1. The Company must prepare Articles of Continuation.
2. The Articles of Continuation must contain the following information:
 - a) name of the company and the name under which it is being continued;
 - b) place and date of incorporation;
 - c) address of its registered office in The Bahamas;
 - d) name and address of its registered agent in The Bahamas;
 - e) the objects of the company;
 - f) its authorised capital;
 - g) the currency in which its shares are to be issued;
 - h) the share rights, designations, preferences, limitations and restrictions of each class of shares;
 - i) whether the liability of its members is limited; and
 - j) whether there will be any amendments to its existing Memorandum and Articles of Association (or equivalent);
3. As part of the Articles of Continuation, information must be given as to any amendments that will be made to the existing constitution of the Company that are intended to become effective on continuation. We will recommend in most cases that a company seeking to continue as an IBC adopt a complete new form of Memorandum and Articles. We have prepared a standard form of these documents which will be entirely suitable for companies under the control of one person or one group, but they may be adapted to provide whatever checks and balances may be required should the corporate structure be more complex.
4. The company must adopt the Articles of Continuation in accordance with its existing constitution. For example, this may require their approval by a resolution of a majority of the directors. We can provide you with a draft form of the required directors’ resolutions.

TO ACTIVATE CONTINUATION

The company must submit to the Registrar:-

- a) A copy of its present constitution (ie Memorandum and Articles of Association, or equivalent).
- b) If (a) is in a language other than English, a translation thereof into English, certified as being a true translation by some official or competent translator.
- c) The Articles of Continuation.
- d) If (c) is in a language other than English, a translation as previously mentioned.
- e) Evidence of its good standing if it is a foreign Company.
- f) A registration fee as follows:-

\$ 500.00	for a Company under the Companies Act with an authorised capital not exceeding \$50,000.00;
\$1,000.00	for a Company under the Companies Act with an authorised capital exceeding \$50,000.00;
\$ 100.00	for a foreign Company with an authorised capital not exceeding \$50,000.00;
\$ 300.00	for a foreign Company with an authorised capital exceeding\$50,000.00.

The Registrar will then register the Articles of Continuation and issue a Certificate of Continuation.

The Company may elect provisional registration. If provisional registration is of interest to you, then we would be pleased to provide advice in this connection.

EFFECT OF CONTINUATION

Once a Certificate of Continuation is issued, the company then continues as a company incorporated under the IBC Act. This is unaffected by any contrary provision of the Companies Act or of foreign law. The assets of the company continue to be vested in it and it continues to be liable for all its obligations. The continuation will have no effect on causes proceedings or orders that affect the company nor will it release the company or its officers or members from obligations they have that arose before the continuation.

It may, however, be relevant in the case of a foreign company to ascertain;

- a) What effect will there be under the lex situs on property of the company in a foreign country?
- b) What will happen to the company on the register of the foreign country and whether steps have to be taken to liquidate it or strike it off so as to avoid any continuing obligations?

DUE DILIGENCE

We are required by our regulatory authorities to be supplied with certain information and documentation in respect of the owner or ultimate owner and the directors and officers of the company. All material with respect of the owner will be kept in confidence. The information required is set out in the schedule hereto.

STATUTORY REQUIREMENTS

1. An IBC must have a registered office and a registered agent in The Bahamas. We can supply these services. Registers of Shareholders and Directors and Officers are kept at the Registered Office. We shall require that the company's records be kept at the registered office (including all minutes) so that we are best able to assist the company from time to time on structural aspects. The Register of Directors and Officers must be filed at the Companies Registry.

2. The company must have at least one (1) **Director** and, we recommend, in addition at least one Officer - a Secretary. These positions may be filled by companies. Advise us of your nominees with their addresses. It is not our usual practice to provide directors. Directors may be of any nationality. We are agreeable to providing a secretary or assistant secretary.

PROCEDURE

If we are instructed in the continuation of the company then in addition to supplying us with the required items detailed above would you also confirm to us (a) the names of the Directors (they must comprise the majority of the Board but we prefer that all Directors so act) who will sign the resolutions and of the Director who will sign the Articles of Continuation and (b) the name and address to whom we sent the resolutions etc. for signing.

Our standard fee in straight forward cases is \$1,000.00. Please let us have as an advance for our fees and disbursements, the amount of \$1,800.00 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**

**Royal Bank of Canada
Nassau, Bahamas
Transit No. 05665**

**Account No. 407-240-1 in the name of
H & J CORPORATE SERVICES LTD.
Ref: (Here your name or other identifying designation).**

ANNUAL MAINTENANCE EXPENSES

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

1. As of July 2003, the annual fee payable to the Registrar General of the Bahamas on 1st January of each year in respect of a company whose authorized capital is under \$50,000.00 is \$350.00. However, where the authorized capital of a company is above \$50,000.00, the annual fee payable to the Registrar General of the Bahamas on 1st January of each year is \$1000.00.
2. Our fee for providing the registered office, and the registered agent and maintaining the company's statutory records are \$500.00 per year, payable in advance of the year.

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Nassau, Bahamas
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Please address any enquiries to Hollie T. D. Lunn at hlunn@higgsjohnson.com



Corporate Services Ltd.

CLIENT PROFILE

(Fill one per client)

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

PERSONAL DETAILS:

Surname First Name Middle Name Sex

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): _____

HJCORP/FORM I: 01/01



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 (e.g. 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:

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 (e.g. 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.