

DOCUMENTATION GUIDE
for Companies Organised Under

THE NEVIS
LIMITED LIABILITY COMPANY
ORDINANCE, CAP 7.04



MORNING STAR HOLDINGS

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This guide sets out information and sample forms for the establishment and continued use of companies organised under the Nevis Limited Liability Company Ordinance, Cap 7.04.

The sample forms are provided as a convenience for our clients.

Additional information on the advantages of forming companies in Nevis under the Nevis Limited Liability Company Ordinance, Cap 7.04, is available by visiting the website of Morning Star Holdings Limited at www.morningstarnev.com.

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I. ARTICLES OF ORGANISATION

- The establishment of companies under the Nevis Limited Liability Company Ordinance, Cap 7.04, requires the filing of Articles of Organisation with the Nevis Registrar of Companies in Charlestown, Nevis which is accomplished by submitting properly prepared Articles of Organisation to the statutory Registered Agent in Nevis or by providing relevant instructions to the Registered Agent for the preparation and filing of the Articles of Organisation. The latter method is normally used for convenience and expeditious filing.
- Minimum information is required to prepare the standard form of Articles of Organisation:
 - Desired Corporate Name
 - Method of Company Management
 - The latest date on which the company will be dissolved
- An Organiser is furnished by the statutory Registered Agent in Nevis who will prepare, execute and file the Articles of Organisation with the Nevis Registrar of Companies.
- A duplicate original copy of the Articles of Organisation bearing the Endorsement Certificate of the Nevis Registrar of Companies is returned as the official evidence of formation.
- The Organiser can provide his resignation in blank to preserve the confidentiality of the identity of the member or alternatively can complete his resignation in favour of the initial member.

Note: The names of Members and Managers of Nevis LLCs are not a matter of public record, and are retained only on our files. They are not required to be provided to the public Registry.

II. ORGANISATIONAL ACTIVITY

In addition to furnishing the Organiser, upon request, the statutory Registered Agent in Nevis will provide the following organisation activities:

Adopt Operating Agreement

An initial Operating Agreement must be adopted by members of a new company. The Organiser, provided by the statutory Registered Agent, may adopt the Operating Agreement at the Meeting of Organiser. The Organiser will resign at the conclusion of the meeting;

Elect Managers

The Organiser provided by the statutory Registered Agent will hold a meeting in Nevis promptly after organisation commences to appoint managers. If organisational activity is conducted, the appropriate signed minutes, Operating Agreement and signed organiser's resignation will be returned with the company documentation. Documentation evidencing organisational activity is not filed with the Nevis Registrar of Companies.

Resignation of Organiser

Clients wishing to carry out the organisational activity themselves can do so by utilising the Resignation of Organiser which is furnished with the Articles of Organisation. The name of the Member enters his name upon the Resignation in order to succeed the rights of the Organiser. Alternatively, for convenience, the Organiser can complete his Resignation in favour of the initial member.

Note: The names of Members and Managers of Nevis LLCs are not a matter of public record, and are retained only on our files. They are not required to be provided to the public Registry.

III. OTHER FILED DOCUMENTS

Articles of Amendment

- Articles of Amendment are to be prepared in accordance with Part V of the Nevis Limited Liability Company Ordinance, Cap 7.04.
- Documents required:
 - Two sets of Articles of Amendment executed by all Members or Managers, are required for filing.
 - An Acknowledgement before a Notary Public or other person authorised to take acknowledgements according to the laws of the place of execution is required on both sets of documents.
 - In addition, the signature of the person making the acknowledgement must be attested to by one of the following methods:
 - A Consul or Vice-Consul of the Federation of St Christopher and Nevis; or
 - A Consular official of another government having diplomatic relations with the Federation of St Christopher and Nevis; or
 - A government official of the place of execution who is authorised to make an attestation; or
 - An Apostille according to the Convention de la Haye of 5 October 1961.
- All outstanding fees owed to the Nevis Government and the statutory Registered Agent must be settled when submitting Articles of Amendment for filing.
- The Nevis Registrar of Companies will return a duplicate copy of the Articles of Amendment after filing, bearing his official certificate of endorsement.

Articles of Dissolution

- Articles of Dissolution are to be prepared in accordance with Part X of the Nevis Limited Liability Company Ordinance, Cap 7.04.
- Documents required:
 - Two sets of Articles of Dissolution executed by all Members or Managers are required for filing.
 - The writing or writings, or a certified copy of the same evidencing the authorisation to dissolve must be provided when submitting Articles of Dissolution.
 - An Acknowledgement before a Notary Public or other person authorised to take acknowledgements according to the laws of the place of execution is required on both sets of documents.
 - In addition, the signature of the person making the acknowledgement must be attested to by one of the following methods:
 - A Consul or Vice-Consul of the Federation of St Christopher and Nevis; or
 - A Consular official of another government having diplomatic relations with the Federation of St Christopher and Nevis; or
 - A government official of the place of execution who is authorised to make an attestation; or
 - An Apostille according to the Convention de la Haye of 5 October 1961.
- All outstanding fees owed to the Nevis Government and the statutory Registered Agent must be settled when submitting Articles of Dissolution for filing.
- The Nevis Registrar of Companies will return a duplicate copy of the Articles of Dissolution after filing, bearing his official certificate of endorsement.

Articles of Merger or Consolidation

- Companies may merge or consolidate with other domestic and/or foreign companies in accordance with Part XI of the Nevis Limited Liability Company Ordinance, Cap 7.04.
- Documents required:
 - Two sets of Articles of Merger or Consolidation executed by all of Members or Managers of each constituent company are required for filing.
 - A copy of the Plan of Merger or Consolidation must be attached to the Articles of Merger or Consolidation.
 - An Acknowledgement before a Notary Public or other person authorised to take acknowledgements according to the laws of the place of execution is required on both sets of documents.
 - In addition, the signature of the person making the acknowledgement must be attested to by one of the following methods:
 - A Consul or Vice-Consul of the Federation of St Christopher and Nevis; or
 - A Consular official of another government having diplomatic relations with the Federation of St Christopher and Nevis; or
 - A government official of the place of execution who is authorised to make an attestation; or
 - An Apostille according to the Convention de la Haye of 5 October 1961.
- All outstanding fees owed to the Nevis Government and the statutory Registered Agent must be settled when submitting Articles of Merger or Consolidation for filing.
- The Nevis Registrar of Companies will return a duplicate copy of the Articles of Merger or Consolidation after filing, bearing his official certificate of endorsement.

Restated Articles of Organisation

- In order to integrate into one document original Articles of Organisation and any subsequent amendments including articles amended by merger, Restated Articles of Organisation are to be prepared in accordance with Part IX of the Nevis Limited Liability Company Ordinance, Cap 7.04.
- Documents required:
 - Two sets of Restated Articles of Organisation executed by all Members or Managers are required for filing.
 - An Acknowledgement before a Notary Public or other person authorised to take acknowledgements according to the laws of the place of execution is required on both sets of documents.
 - In addition, the signature of the person making the acknowledgement must be attested to by one of the following methods:
 - A Consul or Vice-Consul of the Federation of St Christopher and Nevis; or
 - A Consular official of another government having diplomatic relations with the Federation of St Christopher and Nevis; or
 - A government official of the place of execution who is authorised to make an attestation; or
 - An Apostille according to the Convention de la Haye of 5 October 1961.
- All outstanding fees owed to the Nevis Government and the statutory Registered Agent must be settled when submitting Restated Articles of Organisation for filing.
- The Nevis Registrar of Companies will return a duplicate copy of the Restated Articles of Organisation after filing, bearing his official certificate of endorsement.

Transfer of Domicile

- A Foreign LLC may transfer its domicile to Nevis so long as the laws of the Foreign domicile do not expressly prohibit such transfer.
- An Application for Transfer of Domicile is to be prepared in accordance with Part XIII or Part XIV of the Nevis Limited Liability Company Ordinance, Cap 7.04.
- Documents required:
 - Two sets of Application for Transfer of Domicile executed by Members or Managers.
 - The Application for Transfer of Domicile must be supported by the following documents unless a waiver has been granted by the Nevis Registrar of Companies:
 - a Certificate evidencing company existence issued by an authorised officer of the Foreign Domicile;
 - a certified copy of the Articles of Organisation or equivalent document, with amendments. If said documents are not in English, translation thereof under oath of the translator.
 - An acknowledgement before a Notary Public or other person authorised to take acknowledgements according to the laws of the place of execution is required on both sets of applications.
 - In addition, the signature of the person making the acknowledgement must be attested to by one of the following methods:
 - A Consul or Vice-Consul of the Federation of St Christopher and Nevis; or
 - A Consular official of another government having diplomatic relations with the Federation of St Christopher and Nevis; or
 - A government official of the place of execution who is authorised to make an attestation; or
 - An Apostille according to the Convention de la Haye of 5 October 1961.
- The Nevis Registrar of Companies will return a Certificate of Transfer of Domicile together with a duplicate copy of the Application for Transfer of Domicile after filing, bearing his official certificate of endorsement.

Transfer of Domicile to a Foreign Jurisdiction

- Any LLC organised, created, or otherwise existing under or subject to the Nevis Limited Liability Company Ordinance may become domiciled in any foreign jurisdiction upon compliance with the Nevis Limited Liability Company Ordinance, Cap 7.04 and the laws of the jurisdiction into which the company seeks to become domiciled.
- An Application for Transfer of Domicile to a Foreign Jurisdiction is to be prepared in accordance with Part XIII of the Nevis Limited Liability Company Ordinance, Cap 7.04.
- Documents required:
 - Two sets of Application for Transfer of Domicile to a Foreign Jurisdiction executed by any Members or Manager are required for filing.
 - A list of the names and addresses of creditors of the LLC and total amounts of its indebtedness together with a list of the names and addresses of all persons or entities which have notified the company in writing of a claim in excess of One Thousand Dollars and the total amount of such claims are to be attached to the Application for Transfer to a Foreign Jurisdiction.
 - An Acknowledgement before a Notary Public or other person authorised to take acknowledgments according to the laws of the place of execution is required on both sets of documents.
 - In addition, the signature of the person making the acknowledgment must be attested to by one of the following methods:
 - A Consul or Vice-Consul of the Federation of St Christopher and Nevis; or
 - A Consular official of another government having diplomatic relations with the Federation of St Christopher and Nevis; or
 - A government official of the place of execution who is authorised to make an attestation; or
 - An Apostille according to the Convention de la Haye of 5 October 1961.
- All outstanding fees owed to the Nevis Government and the statutory Registered Agent must be settled when submitting an Application for Transfer of Domicile to a Foreign Jurisdiction for filing.
- The Nevis Registrar of Companies will return a duplicate copy of the Application for Transfer of Domicile to a Foreign Jurisdiction after filing, bearing his official certificate of endorsement.

Name Reservation

- Any person, natural or corporate, or their agents, may reserve a company name for a period of 120 days with the Nevis Registrar of Companies for the subsequent use in the organisation of a company or the name change of a company already formed or by a company seeking to transfer domicile to Nevis.
- An application for Name Reservation is to be prepared in accordance with Part V of the Nevis Limited Liability Company Ordinance, Cap 7.04.
- It should be noted that corporate name availability may be checked and names informally reserved for 10 days with the statutory Registered Agent in Nevis without the necessity of filing an Application for Name Reservation.
- Documents required:
 - Two sets of Application for Name Reservation executed by any Member of Manager or any other person performing functions equivalent to those of any officer or director are required for filing.
 - An acknowledgement before a Notary Public or other person authorised to take acknowledgements according to the laws of the place of execution is required on both sets of documents.
 - In addition, the signature of the person making the acknowledgment must be attested to by one of the following methods:
 - A Consul or Vice-Consul of the Federation of St Christopher and Nevis;
 - A Consular official of another government having diplomatic relations with the Federation of St Christopher and Nevis;
 - A government official of the place of execution who is authorised to make an attestation;
 - An Apostille according to the Convention de la Haye of 5 October 1961.
- The Nevis Registrar of Companies will return a Certificate of Name Reservation together with a duplicate copy of the Application for Name Reservation after filing, bearing his official certificate of endorsement.

IV. DOCUMENTS ISSUED BY REGISTRAR OF COMPANIES

Certificate of Good Standing

Authorised parties requiring evidence of corporate existence and status can obtain from the statutory Registered Agent in Nevis a Certificate of Good Standing issued by the Nevis Registrar of Companies. All outstanding fees owed to The Nevis Government and the statutory Registered Agent must be settled when requesting the issuance of a Certificate of Good Standing.

Certificate of Formation

Clients requiring evidence from the public records of the date of existence of a company can obtain from the statutory Registered Agent in Nevis a Certificate of Formation issued by the Nevis Registrar of Companies.

Certified Documents

Clients requiring evidence of documents filed on the public records of a company can obtain from the statutory Registered Agent copies of any filed public record document certified by the Nevis Registrar of Companies.

**ISLAND OF NEVIS
OFFICE OF THE REGISTRAR OF COMPANIES**

ENDORSEMENT CERTIFICATE

IN ACCORDANCE WITH THE PROVISIONS OF SECTION 4(6) OF THE
NEVIS LIMITED LIABILITY COMPANY ORDINANCE 1995, AS AMENDED

I CERTIFY that I have endorsed “FILED” upon the Original Articles of Organisation of

as of

being the date of a receipt evidencing payment of all appropriate fees, upon which date existence of
said company commenced;

I FURTHER CERTIFY that an exact signed and acknowledged Duplicate of said Articles of Organi-
sation has been filed with this office.

Given under my Hand & Seal at Charlestown
This day of

Registrar of Companies

No.

**ISLAND OF NEVIS
OFFICE OF THE REGISTRAR OF COMPANIES**

ENDORSEMENT CERTIFICATE

IN ACCORDANCE WITH THE PROVISIONS OF SECTION 4(6) OF THE
NEVIS LIMITED LIABILITY COMPANY ORDINANCE 1995, AS AMENDED

I CERTIFY that I have endorsed “FILED” upon the Original Articles of Dissolution

of

on

being the date of a receipt evidencing payment of all appropriate fees, and the said instrument shall be effective on

I FURTHER CERTIFY that an exact signed and acknowledged Duplicate of said Articles of Dissolution has been filed with this office.

Given under my Hand & Seal at Charlestown
This day of

Registrar of Companies

No.

**ISLAND OF NEVIS
OFFICE OF THE REGISTRAR OF COMPANIES**

CERTIFICATE OF GOOD STANDING

I HEREBY CERTIFY that

was duly incorporated and existence commenced under the provisions of the Nevis
Limited Liability Company Ordinance 1995, as amended, on

I FURTHER CERTIFY that according to the records of this office the said company is
in Good Standing and has a legal corporate existence as of the date below shown.

Given under my Hand & Seal at Charlestown
This day of

Registrar of Companies

**ISLAND OF NEVIS
OFFICE OF THE REGISTRAR OF COMPANIES**

CERTIFICATE OF FORMATION

I HEREBY CERTIFY that

is duly formed and has filed articles of organization under the provisions of
the Nevis Limited Liability Company Ordinance 1995, as amended, on

Given under my Hand & Seal at Charlestown

This day of

Registrar of Companies

No.

ISLAND OF NEVIS
OFFICE OF THE REGISTRAR OF COMPANIES

CERTIFICATE OF TRANSFER OF DOMICILE
TO NEVIS

PURSUANT TO PART XII OR PART XIII,
OF THE NEVIS LIMITED LIABILITY COMPANY ORDINANCE 1995, AS AMENDED.

THIS IS TO CERTIFY that

A Limited Liability Company organised, chartered or incorporated under the laws of _____, which commenced existence on the _____ day of _____, _____, and is presently domiciled in _____, has applied to this office for transfer of permanent domicile to the Island of Nevis on the _____ day of _____ and has made payment of the prescribed fee.

THIS IS TO CERTIFY FURTHER that the documentation presented in support thereof has been found to be in proper form.

THEREFORE BE IT KNOWN that the said company has made a permanent transfer of its domicile into Nevis effective as of the date below stated and shall have continued corporate existence in Nevis.

Given under my Hand & Seal at Charlestown
This _____ day of _____

Registrar of Companies

No. _____

**ISLAND OF NEVIS
OFFICE OF THE REGISTRAR OF COMPANIES**

CERTIFIED COPY

THIS IS TO CERTIFY that the attached document is a true and correct copy of

THIS IS TO CERTIFY FURTHER that the said document was filed in this office on

Given under my Hand & Seal at Charlestown
This day of

Registrar of Companies

**ISLAND OF NEVIS
OFFICE OF THE REGISTRAR OF COMPANIES**

CERTIFICATE OF NAME RESERVATION

I HEREBY CERTIFY that the above-mentioned Name is reserved in good faith for the subsequent use in formation of an entity, or for use in changing the name of an existing entity, or for use in transfer of domicile by a non-Nevisian entity.

I ALSO CERTIFY that the above-mentioned Name was reserved by _____
on the _____ day of _____.

This being the date of a receipt evidencing payment of the appropriate fee, and the effective Date of Reservation.

I FURTHER CERTIFY that Reservation will not terminate until the expiration of one hundred twenty days after the Date of Reservation on the _____ day of _____.

Given under my Hand & Seal at Charlestown
This _____ day of _____

Registrar of Companies

VI. VOLUNTARY NON-STATUTORY FILED DOCUMENTS

Certificate of Designation of Members;

Certificate of Appointment of Managers;

Certificate of Incumbency;

Any Other Document.

- Documents of a Non-Statutory nature may be filed voluntarily for public record and are to be prepared in accordance of Part I of the Nevis Limited Liability Company Ordinance, Cap 7.04.
- It should be noted that the filing of documents of a Non-Statutory nature guarantees only that the document is part of the public registry and does not satisfy any specific requirement of the Nevis Limited Liability Company Ordinance, Cap 7.04.
- Two sets of each document executed by all members or managers are required for filing. An acknowledgement before a Notary Public or other person authorised to take acknowledgements according to the laws of the place of execution is required on both sets of documents.
- In addition, the signature of the person making the acknowledgment must be attested to by one of the following methods:
 - A Consul or Vice-Consul of the Federation of St Christopher and Nevis; or
 - A Consular official of another government having diplomatic relations with the Federation of St Christopher and Nevis; or
 - A government official of the place of execution who is authorised to make an attestation; or
 - An Apostille according to the Convention de la Haye of 5 October 1961.
- All outstanding fees owed to the Nevis Government and the statutory Registered Agent must be settled when submitting a Non-Statutory document for filing.
- The Nevis Registrar of Companies will return a duplicate copy of the Non-Statutory document after filing, bearing his official certificate of endorsement.

VII. LEGAL OPINIONS

Clients can avail themselves of opinions concerning provisions of the Nevis Limited Liability Company Ordinance, Cap 7.04 applicable to the conduct of business and transactions from qualified members of the Nevis Bar.

Since requirements may differ according to the legal matter in question, clients in each case should discuss documentation requirements with the statutory Registered Agent. It is helpful in all cases however to submit a draft of the opinion required and at least one copy of any supporting documentation which local counsel may need to review in support of an opinion.

Advice should be given as to the number of signed copies of the opinion required, whether an opinion is to be dated and to whom it should be addressed.

ARTICLES OF ORGANISATION

For the purpose of forming a limited liability company pursuant to the Nevis Limited Liability Company Ordinance, Cap 7.04, the undersigned does hereby make, subscribe, acknowledge and file in the office of the Registrar of Companies this instrument, for that purpose, as follows:

1. The name of the limited liability company shall be:

2. The registered address of the company shall be Main Street, Suite 556, Charlestown, Nevis. The company's registered agent at this address shall be Morning Star Holdings Limited.

3. The company is to be managed by (managers exclusive of the members) or (the members).

4. The company shall have as its principal purpose the right to engage in any lawful act of activity for which the limited liability companies may now or hereafter be organised under the Nevis Limited Liability Company Ordinance, Cap 7.04.

5. The company shall have every power which a company now or hereafter organised under the Nevis Limited Liability Company Ordinance, Cap 7.04 may have.

6. (OPTIONAL) The latest date on which the limited liability company is to dissolve is _____ day of _____, _____.

The name and address of each organiser of these Articles is

NAME

ADDRESS

IN WITNESS WHEREOF, I have executed this instrument on this

_____ day of _____, _____

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF ORGANISATION OF
PURSUANT TO THE LIMITED LIABILITY
COMPANY ORDINANCE, CAP 7.04**

We, the undersigned, (the Managers or Members) of

_____ a company established pursuant to the laws of the Island of Nevis, for the purpose of amending the Articles of Organisation of said company, do hereby certify:

1. The company was formed under the name _____
(and at the present time, the name of the company is)

2. The Articles of Organisation were filed with the Registrar of Companies on the
_____ day of _____, _____
3. Section(s) _____ of the Articles of Organisation is (are) hereby amended as follows:

4. This amendment of the Articles of Organisation was authorised by (vote of the members entitled to vote thereon at a meeting of members) (by written consent of the members entitled to vote thereon).

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment this
_____ day of _____, _____

and _____

OR _____

SS: On this _____ day of _____, _____, before me personally came _____
_____ and _____, known to me to be the individuals described in and
who executed the foregoing instrument and they severally duly acknowledged to me that
the execution thereof was (their act and deed) (the act and deed of the company).

Notary Public

ARTICLES OF DISSOLUTION

**PURSUANT TO THE NEVIS LIMITED
LIABILITY COMPANY ORDINANCE, CAP 7.04**

We, the undersigned, being (the Managers or Members) of

for the purpose of dissolving said company, do hereby certify:

1. The name of the company is _____
2. The Articles of Organisation were filed with the Registrar of Companies on the _____ day of _____, _____
3. The name and address of each of its members and managers are as follows:

4. The company has elected to dissolve for the following reason:

IN WITNESS WHEREOF, the undersigned have executed these Articles of Dissolution this _____ day of _____, _____

_____ and _____

SS: On this _____ day of _____, _____, before me personally came _____ and _____, known to me to be the individuals described in and who executed the foregoing instrument and they severally duly acknowledged to me that the execution thereof was (their act and deed) (the act and deed of the company).

Notary Public

**ARTICLES OF MERGER OR CONSOLIDATION
OF**

(surviving company)
AND

(company(s) being merged)

**PURSUANT TO PART XI OF THE NEVIS LIMITED
LIABILITY COMPANY ORDINANCE, CAP 7.04**

The undersigned, being the (managers or members) of _____, the surviving company, and the (managers or members) of _____, the company being consolidated (or merged) for the purpose of consolidating (merging) the aforesaid company, hereby certify:

1. These Articles of Consolidation (or Merger) are being filed pursuant to a plan of merger which is as follows:
2. The Articles of Organisation of _____, the surviving company, were filed with the Registrar of Companies (or other appropriate office in another jurisdiction) as of the _____ day of _____, _____
3. The Articles of Organisation of _____, the company being consolidated (merged), were filed with the Registrar of Companies (or other appropriate office in another jurisdiction) as of the _____ day of _____, _____
4. The consolidation (or merger) set forth above was duly approved by the members of each constituent company respectively, in compliance with the applicable provisions of the Nevis Limited Liability Company Ordinance 1995.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger or Consolidation this _____ day of _____, _____

and _____ and _____

SS: On this _____ day of _____, _____, before me personally came _____ and _____, known to me to be the individuals described in and who executed the foregoing instrument and they severally duly acknowledged to me that the execution thereof was (their act and deed) (the act and deed of the company).

Notary Public

RESTATED ARTICLES OF ORGANISATION OF

**PURSUANT TO SECTION 30, OF THE NEVIS
LIMITED LIABILITY COMPANY ORDINANCE, CAP 7.04**

We, (the managers or members) of _____
for the purpose of restating the Articles of Organisation, as amended, of said company, hereby certify:

1. The name of the company is _____
2. The Articles of Organisation were filed with the Registrar of Companies on the _____ day of _____, _____ (The filing date of all amendments or merger should be listed in the order in which they were filed.)
3. The Articles of Organisation, as amended heretofore, are hereby restated in their entirety as follows:

The Articles of Organisation as restated hereby do not change or alter in any fashion the Articles of Organisation as heretofore amended and there is no discrepancy between the provisions of the Articles of Organisation as heretofore amended and the restated provisions set forth above.

4. This restatement of the Articles of Organisation was authorised by action of the members of the company.

IN WITNESS WHEREOF, the undersigned have executed these restated Articles of Organisation
_____ day of _____, _____

_____ and _____

SS: On this _____ day of _____, _____, before me personally came _____ and _____, known to me to be the individuals described in and who executed the foregoing instrument and they severally duly acknowledged to me that the execution thereof was (their act and deed) (the act and deed of the company).

Notary Public

**APPLICATION FOR TRANSFER OF DOMICILE TO THE ISLAND OF NEVIS
PURSUANT TO PART XII OF THE NEVIS LIMITED LIABILITY
COMPANY ORDINANCE, CAP 7.04**

1. The name of the company seeking to transfer domicile to Nevis is

2. The company is presently domiciled in _____ (name of territory/jurisdiction)
and was formed on _____ (date of registration/formation).
3. The Transfer of Domicile has been approved by the managers or members of the company in the
interest of and for the preservation of the company.
4. The transfer is made in good faith and will not serve to hinder, delay or defraud existing members,
creditors, claimants or other parties in interest.
5. The company's Registered Agent in Nevis shall be Morning Star Holdings Limited, Main Street,
Box 556, Charlestown, Nevis.
6. At the time of transfer, the company is not in breach of any duty or obligation imposed upon it by
the Ordinance or any law of Nevis.
7. The company may be served in Nevis with process arising out of actions or omissions occurring
prior to its departure from its present jurisdiction.
8. The Articles of Organisation or equivalent documents of the company shall be identical to the
current documents except as follows:
 - a) the Registered Agent shall be as stated herein in part 5, and
 - b) the new domicile and place of organisation shall be the Island of Nevis.
9. Annexed hereto are the requisite supporting documents for the company.

IN WITNESS WHEREOF, the undersigned has executed this Application on
_____ day of _____, _____

Authorised Signature – Name and Title

SS: On this _____ day of _____, _____, before me personally came _____
_____ and _____, known to me to be the individuals described in and
who executed the foregoing instrument and they severally duly acknowledged to me that the
execution thereof was (their act and deed) (the act and deed of the company).

Notary Public

**APPLICATION FOR TRANSFER OF
DOMICILE TO A FOREIGN JURISDICTION
PURSUANT TO THE NEVIS LIMITED LIABILITY COMPANY ORDINANCE,
CAP 7.04**

_____ being the duly authorised (appropriate manager/member) of _____ being desirous of transferring the domicile of said company to a foreign jurisdiction hereby certifies that:

1. The name of the company is _____;
2. The company was formed under the laws of Nevis on the _____ day of _____, _____;
3. The company seeks to be domiciled in _____ upon compliance with the laws of that jurisdiction;
4. The transfer of domicile and departure from Nevis has been approved by action in the following manner; a copy of which is annexed hereto;
5. Annexed hereto is a duly certified resolution of the Members of the company authorising such departure;
6. Annexed hereto is a list of the names and addresses of creditors of the company and total amounts of its indebtedness together with a list of names and addresses of persons or entities which have notified the company of a claim in excess of One Thousand Dollars or its equivalent, and the total amount of such claims;
7. The transfer of domicile and departure from Nevis is unlikely to be detrimental to the rights or property interests of any creditor or claimant against the company;
8. That the company at the time of application to transfer is not in breach of any duty or obligation imposed upon it by this Ordinance or any other law of Nevis;
9. That the proposed transfer of domicile to a foreign jurisdiction is made in good faith and will not serve to hinder, delay or defraud existing members or other parties in interest; and
10. That the company consents and agrees that it may be served with process in Nevis in any proceeding arising out of actions or omissions occurring prior to its departure from Nevis and further that the Minister of Finance is hereby appointed as the agent of the company to accept service of process, and further that a copy of such process may be forwarded to the following address:

IN WITNESS WHEREOF, the undersigned has executed this Application this _____ day of _____, _____

Authorised Signature – Name and Title

SS: On this _____ day of _____, _____, before me personally came _____ and _____, known to me to be the individuals described in and who executed the foregoing instrument and they severally duly acknowledged to me that the execution thereof was (their act and deed) (the act and deed of the company).

Notary Public

**APPLICATION FOR NAME RESERVATION
PURSUANT TO PART V, SECTION 24 OF THE NEVIS
LIMITED LIABILITY COMPANY ORDINANCE, CAP 7.04**

The undersigned (an appropriate manager/member/agent), for the purpose of applying to the Registrar of Companies, Island of Nevis, for permission to reserve a corporate name certify that:

1. The company name to be reserved is _____

2. The name and address of the applicant is

3. This application for name reservation is made for the purpose of _____
(set forth purpose of reservation, i.e., proposed establishment of a new company, name change of an existing company or the proposed transfer of domicile by a non-Nevisian company)

4. The name in which the certificate of Name Reservation is to be issued by the Registrar of Companies is

IN WITNESS WHEREOF, the undersigned have executed this Application this

_____ day of _____, _____

Authorised Signature

SS: On this _____ day of _____, _____, before me personally came _____
_____ and _____, known to me to be the individuals described in and who executed the foregoing instrument and they severally duly acknowledged to me that the execution thereof was (their act and deed) (the act and deed of the company).

Notary Public



MORNING STAR HOLDINGS

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