

DOCUMENTATION GUIDE
for Corporations Organised Under

**THE NEVIS
BUSINESS CORPORATION
ORDINANCE, CAP 7.01**



MORNING STAR HOLDINGS

Hunkins Waterfront Plaza
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www.morningstarnev.com

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This guide sets out information and sample forms for the establishment and continued use of corporations organised under the Nevis Business Corporation Ordinance, Cap 7.01.

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

Additional information on the advantages of incorporating in Nevis under the Nevis Business Corporation Ordinance is available by visiting the website of Morning Star Holdings Limited at www.morningstarnev.com.

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I. ARTICLES OF INCORPORATION

- The establishment of a corporation under the Nevis Business Corporation Ordinance, Cap 7.01, requires the filing of Articles of Incorporation with the Nevis Registrar of Corporations in Charlestown, Nevis which is accomplished by submitting properly prepared Articles of Incorporation 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 Incorporation. The latter method is normally used for convenience and expeditious filing.
- Minimum information is required to prepare the standard form of Articles of Incorporation:
 - Desired Corporate Name
 - Authorised Share Capital, including
 - Type of Shares
 - Par Value, if any
- A standard corporation normally authorises 1,000 shares at no par value or 100,000 shares at USD\$1.00 par value each. Shares with par value may be denominated in any currency.
- An Incorporator is furnished by the statutory Registered Agent in Nevis who will prepare, execute and file the Articles of Incorporation with the Nevis Registrar of Corporations. The Incorporator customarily subscribes to one share, but no share is actually issued.
- A duplicate original copy of the Articles of Incorporation bearing the Endorsement Certificate of the Nevis Registrar of Corporations is returned as the official evidence of incorporation.
- The Incorporator can provide his Transfer of Subscription in blank to preserve the confidentiality of the identity of the transferee who may or may not be a corporate stockholder, or alternatively can complete his Transfer of Subscription in favour of the initial transferee.

Note: The names of Directors, Officers and Shareholders of Nevis Corporations 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 Incorporator/Subscriber, upon request, the statutory Registered Agent in Nevis will provide the following organisation activities:

Appoint Officers

Original directors will be furnished by the statutory Registered Agent and named in the Articles of Incorporation. The original directors will hold a meeting in Nevis promptly after corporate existence commences to appoint officers. The original directors will resign at the conclusion of the meeting;

Adopt By-Laws

Initial By-Laws must be adopted by directors of a new corporation. If original directors are provided by the statutory Registered Agent, they may adopt By-Laws at the Meeting of Directors. The original directors will resign at the conclusion of the meeting;

Elect Directors

The Incorporator provided by the statutory Registered Agent will hold a meeting in Nevis promptly after corporate existence commences to elect directors. If organisational activity is conducted, the appropriate signed minutes, By-Laws and signed director's resignations will be returned with the corporate documentation. Documentation evidencing organisational activity is not filed with the Nevis Registrar of Corporations.

Transferee of Subscription

Clients wishing to carry out the organisational activity themselves can do so by utilising the Transfer of Subscription which is furnished with the Articles of Incorporation. The name of the Transferee who is to be a shareholder or an Attorney-in-Fact, enters his name upon the Transfer of Subscription in order to succeed the rights of the Incorporator. Alternatively, for convenience, the Incorporator can complete his Transfer of Subscription in favour of the initial transferee.

Note: The names of Directors, Officers and Shareholders of Nevis Corporations 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 IX of the Nevis Business Corporation Ordinance, Cap 7.01.
- Documents required:
 - Two sets of Articles of Amendment executed by at least one Director or by a person duly delegated by a Director.
 - 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 Kitts and Nevis; or
 - A Consular official of another government having diplomatic relations with the Federation of St Kitts 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 Corporations 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 XI of the Nevis Business Corporation Ordinance, Cap 7.01.
- Documents required:
 - Two sets of Articles of Dissolution executed by at least one Director or by a person duly delegated by a Director.
 - 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 Kitts and Nevis; or
 - A Consular official of another government having diplomatic relations with the Federation of St Kitts 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 Corporations will return a duplicate copy of the Articles of Dissolution after filing, bearing his official certificate of endorsement.

Articles of Merger or Consolidation

- Corporations may merge or consolidate with other domestic and/or foreign corporations in accordance with Part X of the Nevis Business Corporation Ordinance, Cap 7.01.
- Documents required:
 - Two sets of Articles of Merger or Consolidation executed by at least one Director or by a person duly delegated by a Director of each constituent corporation 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 Kitts and Nevis; or
 - A Consular official of another government having diplomatic relations with the Federation of St Kitts 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 Corporations will return a duplicate copy of the Articles of Merger or Consolidation after filing, bearing his official certificate of endorsement.

Restated Articles of Incorporation

- In order to integrate into one document original Articles of Incorporation and any subsequent amendments including articles amended by merger, Restated Articles of Incorporation are to be prepared in accordance with Part IX of the Nevis Business Corporation Ordinance, Cap 7.01.
- Documents required:
 - Two sets of Restated Articles of Incorporation executed by at least one Director or by a person duly delegated by a Director.
 - 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 Kitts and Nevis; or
 - A Consular official of another government having diplomatic relations with the Federation of St Kitts 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 Incorporation for filing.
- The Nevis Registrar of Corporations will return a duplicate copy of the Restated Articles of Incorporation after filing, bearing his official certificate of endorsement.

Transfer of Domicile

- A Foreign corporation 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 XII or Part XIII of the Nevis Business Corporation Ordinance, Cap 7.01.
- Documents required:
 - Two sets of Application for Transfer of Domicile executed by at least one Director or by a person duly delegated by a Director, equivalent to those of any officer or director, are required for filing.
 - The Application for Transfer of Domicile must be supported by the following documents unless a waiver has been granted by the Nevis Registrar of Corporations:
 - a Certificate evidencing corporate existence issued by an authorised officer of the Foreign Domicile;
 - a certified copy of the Articles of Incorporation 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 Kitts and Nevis; or
 - A Consular official of another government having diplomatic relations with the Federation of St Kitts 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 Corporations 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 corporation formed, incorporated, created, or otherwise existing under or subject to the Nevis Business Corporation Ordinance may become domiciled in any foreign jurisdiction upon compliance with the Nevis Business Corporation Ordinance, Cap 7.01, and the laws of the jurisdiction into which the corporation seeks to become domiciled.
- An Application for Transfer of Domicile to a Foreign Jurisdiction is to be prepared in accordance with Part XII of the Nevis Business Corporation Ordinance, Cap 7.01.
- Documents required:
 - Two sets of Application for Transfer of Domicile to a Foreign Jurisdiction executed by at least one Director or by a person duly delegated by a Director are required for filing.
 - A list of the names and addresses of creditors of the corporation and total amounts of its indebtedness together with a list of the names and addresses of all persons or entities which have notified the corporation 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 Kitts and Nevis; or
 - A Consular official of another government having diplomatic relations with the Federation of St Kitts 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 Corporations 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 corporate name for a period of 120 days with the Nevis Registrar of Corporations for the subsequent use in the formation of a corporation or the name change of a corporation already incorporated or by a corporation seeking to transfer domicile to Nevis.
- An application for Name Reservation is to be prepared in accordance with Part IV of the Nevis Business Corporation Ordinance, Cap 7.01.
- 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 at least one Director or by a person duly delegated by a 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 Kitts and Nevis;
 - A Consular official of another government having diplomatic relations with the Federation of St Kitts 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 Corporations 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 CORPORATIONS

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 Corporations. 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 Incorporation

Clients requiring evidence from the public records of the date of existence of a corporation can obtain from the statutory Registered Agent in Nevis a Certificate of Incorporation issued by the Nevis Registrar of Corporations.

Certified Documents

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

**ISLAND OF NEVIS
OFFICE OF THE REGISTRAR OF CORPORATIONS**

ENDORSEMENT CERTIFICATE

IN ACCORDANCE WITH THE PROVISIONS OF SECTION 4(6) OF THE
NEVIS BUSINESS CORPORATION ORDINANCE 1984, AS AMENDED

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

as of

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

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

Given under my Hand & Seal at Charlestown
This day of

Registrar of Corporations

**ISLAND OF NEVIS
OFFICE OF THE REGISTRAR OF CORPORATIONS**

ENDORSEMENT CERTIFICATE

IN ACCORDANCE WITH THE PROVISIONS OF SECTION 4(6) OF THE
NEVIS BUSINESS CORPORATION ORDINANCE 1984, AS AMENDED

I CERTIFY that I have endorsed “FILED” upon the Original

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

has been filed in this office.

Given under my Hand & Seal at Charlestown
This day of

Registrar of Corporations

**ISLAND OF NEVIS
OFFICE OF THE REGISTRAR OF CORPORATIONS**

CERTIFICATE OF GOOD STANDING

I HEREBY CERTIFY that

was duly incorporated and existence commenced under the provisions of the Nevis
Business Corporation Ordinance 1984, as amended, on

I FURTHER CERTIFY that according to the records of this office the said corporation 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 Corporations

**ISLAND OF NEVIS
OFFICE OF THE REGISTRAR OF CORPORATIONS**

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that

is duly incorporated and has filed articles of incorporation under the provisions of
the Nevis Business Corporation Ordinance 1984, as amended, on

Given under my Hand & Seal at Charlestown

This day of

Registrar of Corporations

No.

**ISLAND OF NEVIS
OFFICE OF THE REGISTRAR OF CORPORATIONS**

***CERTIFICATE OF TRANSFER OF DOMICILE
TO NEVIS***

PURSUANT TO PART XII OR PART XIII,
OF THE NEVIS BUSINESS CORPORATION ORDINANCE 1984, AS AMENDED.

THIS IS TO CERTIFY that

a corporation 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 _____ 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 corporation 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 Corporations

Note: The corporation must promptly adapt its articles of incorporation,
by-laws, and organisation and management to comply with Nevis law.

**ISLAND OF NEVIS
OFFICE OF THE REGISTRAR OF CORPORATIONS**

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 Corporations

**ISLAND OF NEVIS
OFFICE OF THE REGISTRAR OF CORPORATIONS**

CERTIFICATE OF NAME RESERVATION

IN ACCORDANCE WITH THE PROVISIONS OF PART IV, SECTION 24(3)
OF THE NEVIS BUSINESS CORPORATION ORDINANCE 1984, AS AMENDED.

I HEREBY CERTIFY that the corporate name

has been reserved and entered upon the reserved name list for a period of 120 days on behalf of the
applicant named below:

Given under my Hand & Seal at Charlestown
This day of

Registrar of Corporations

VI. VOLUNTARY NON-STATUTORY FILED DOCUMENTS

**Certificate of Election of Directors;
Certificate of Appointment of Officers;
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 Business Corporation Ordinance, Cap 7.01.
- 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 Business Corporation Ordinance, Cap 7.01.
- Two sets of each document executed by all directors or by the President, Vice President or Managing Director, and by the Secretary or an Assistant Secretary 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 Kitts and Nevis; or
 - A Consular official of another government having diplomatic relations with the Federation of St Kitts 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 Corporations 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 Business Corporation Ordinance, Cap 7.01, applicable to the conduct of corporate 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 INCORPORATION

(The numbers in brackets { } refer to Section numbers of the Ordinance)

For the purpose of forming a corporation pursuant to the Nevis Business Corporation Ordinance, Cap 7.01, the undersigned do hereby make, subscribe, acknowledge and file in the office of the Registrar of Corporations this instrument, for that purpose, as follows:

- 1. The name of the corporation shall be: _____ {§22}.
- 2. The registered address of the corporation shall be Main Street, Suite 556, Charlestown, Nevis. {§25(5)}. The corporation’s registered agent at this address shall be Morning Star Holdings Limited.
- 3. The aggregate number of shares that the Corporation is authorised to issue is: (indicate registered and/or bearer shares, with or without par value) _____ {§9, §25(9)}.
- 4. This corporation shall have as its principal purposes the right to engage in any lawful act or activity for which corporations may now or hereafter be organised under the Nevis Business Corporation Ordinance 1984. (Detailed purpose or powers clauses may be stated in this section.) {§12, §25(4)}.
- 5. The corporation shall have every power which a corporation now or hereafter organised under the Nevis Business Corporation Ordinance, Cap 7.01.
- (6.) Optional. The names and addresses of directors comprising the initial board are – {§25(11), §46}.
- (7.) Optional. The Board of Directors as well as the shareholders of the corporation shall have the authority to adopt, amend or repeal the by-laws of the corporation {§30}.

The name and mailing address of each incorporator and subscriber of these Articles of Incorporation is: {§25(12)}.

Name and Address

Number of Shares of Stock Subscribed

IN WITNESS WHEREOF, _____ have executed this instrument on this ____ day of _____, 20____.

{§21} _____

SS: On this _____ day of _____, 20____, before me personally came _____ known to me to be the individual(s) 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 corporation. {§4(2), (5)}.

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF**

**PURSUANT TO THE NEVIS BUSINESS
CORPORATION ORDINANCE, CAP 7.01**

The undersigned, (Director or person delegated by a Director) of

a corporation established pursuant to the laws of the Island of Nevis, for the purpose of amending the Articles of Incorporation of said corporation, do hereby certify:

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

2. The Articles of Incorporation were filed with the Registrar of Corporations on the _____ day of _____, _____
3. Section(s) _____ of the Articles of Incorporation is (are) hereby amended as follows:
4. This amendment of the Articles of Incorporation was authorised by (vote of the holders of a majority of all outstanding shares entitled to vote thereon at a meeting of shareholders) (by written consent of all shareholders entitled to vote thereon).

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment this _____ day of _____, 20____.

(Director/Delegated Person)

SS: On this _____ day of _____, 20____, 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 corporation).

Notary Public

ARTICLES OF DISSOLUTION

**PURSUANT TO THE NEVIS BUSINESS
CORPORATION ORDINANCE, CAP 7.01, AS AMENDED**

The undersigned, being (Director or person delegated by a Director) of

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

1. The name of the corporation is _____
2. The Articles of Incorporation were filed with the Registrar of Corporations on the _____ day of _____, _____
3. The name and address of each of its officers and directors are as follows:

4. The corporation has elected to dissolve and said dissolution was authorised by (vote of the holders of at least two-thirds of all outstanding shares of the corporation entitled to vote at a meeting of shareholders) (consent of all shareholders entitled to vote).

IN WITNESS WHEREOF, the undersigned have executed these Articles of Dissolution this _____ day of _____, 20____.

(Director/Delegated Person)

SS: On this _____ day of _____, 20____, 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 corporation).

Notary Public

ARTICLES OF MERGER OR CONSOLIDATION OF

_____ (surviving corporation)

AND _____ (corporation(s) being merged)

PURSUANT TO PART X OF THE NEVIS BUSINESS CORPORATION ORDINANCE, CAP 7.01

The undersigned, being the (Director or delegated person) of

_____ *the surviving corporation, and the (Managing Director or President or Vice President) and (Secretary or Assistant Secretary) of*

_____ *the corporation being consolidated (or merged) for the purpose of consolidating (merging) the aforesaid corporation, 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 Incorporation of _____, the surviving corporation, were filed with the Registrar of Corporations (or other appropriate office in another jurisdiction) as of the _____ day of _____, _____
3. The Articles of Incorporation of _____, the corporation being consolidated (merged), were filed with the Registrar of Corporations (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 Board of Directors and by the holders of a majority of the outstanding shares entitled to vote thereon of each constituent corporation respectively, in compliance with the applicable provisions of the Nevis Business Corporation Ordinance 1984.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger or Consolidation this _____ day of _____, 20_____.

Director or Delegated Person

Director or Delegated Person

SS: On this _____ day of _____, 20____, 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 corporation).

Notary Public

RESTATED ARTICLES OF INCORPORATION OF

**PURSUANT TO PART IX, SECTION 88, OF THE NEVIS
BUSINESS CORPORATION ORDINANCE, CAP 7.01**

I, (the Director or delegated person) of

*for the purpose of restating the Articles of Incorporation, as amended, of said corporation,
hereby certify:*

1. The name of the corporation is _____
2. The Articles of Incorporation were filed with the Registrar of Corporations on the _____ day of _____, _____ (The filing date of all amendments, consolidation or merger should be listed in the order in which they were filed.)
3. The Articles of Incorporation, as amended heretofore, are hereby restated in their entirety as follows:
The Articles of Incorporation as restated hereby do not change or alter in any fashion the Articles of Incorporation as heretofore amended and there is no discrepancy between the provisions of the Articles of Incorporation as heretofore amended and the restated provisions set forth above.
4. This restatement of the Articles of Incorporation was authorised by action of the Board of Directors of the corporation.

IN WITNESS WHEREOF, the undersigned have executed these restated Articles of Incorporation this _____ day of _____, 20____.

(Director/Delegated Person)

SS: On this _____ day of _____, 20____, 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 corporation).

Notary Public

**ISLAND OF NEVIS
APPLICATION FOR TRANSFER OF DOMICILE
PURSUANT TO PART XII OR PART XIII OF THE NEVIS
BUSINESS CORPORATION ORDINANCE, CAP 7.01.**

1. The name of the corporation is (name).
2. The corporation was established under the laws of (formation jurisdiction) on (date of incorporation), and it is presently domiciled in (present jurisdiction).
3. The Transfer of Domicile has been approved by the following corporate action: (usually a resolution of the Board of Directors; details must be given per Sections 107 or 117 of the Ordinance).
4. Such transfer is made in good faith and will not serve to hinder, delay or defraud existing shareholders, creditors, claimants or other parties in interest.
5. The corporation's Registered Agent in Nevis shall be Morning Star Holdings Limited, Main Street, Box 556, Charlestown, Nevis.
6. At the time of transfer, the corporation is not in breach of any duty or obligation imposed upon it by the Ordinance or any law of Nevis.
7. The corporation 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 Incorporation shall be identical to the current articles of incorporation except as follows: a) the Registered Agent shall be as stated herein in part 5, b) the new domicile and place of incorporation shall be the Island of Nevis, c) for any other amendments required to cause the Articles of Incorporation to conform to the Ordinance, (and d) any specific amendments to the articles which the corporation may deem desirable at this time.
9. Annexed hereto are: (see requirements stated in the accompanying letter and/or the Ordinance).

IN WITNESS WHEREOF, the undersigned has executed this Application on (date).

(Director/Delegated Person)

SS: On this _____ day of _____, 20____, 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 corporation).

Notary Public

**APPLICATION FOR TRANSFER OF
DOMICILE TO A FOREIGN JURISDICTION
PURSUANT TO PART XII, S. 111 & 112 (OR PART XIII, S. 121)
OF THE NEVIS BUSINESS CORPORATION ORDINANCE, CAP 7.01**

_____ being the duly authorised (Director or delegated person) of _____ being desirous of transferring the domicile of said corporation to a foreign jurisdiction hereby certifies that:

1. The name of the corporation is _____;
2. The corporation was organised, chartered or incorporated under the laws of Nevis on the _____ day of _____, _____; (include if applicable) and holds a valid Certificate of Transfer of Domicile issued by the Registrar of Companies on _____ and is domiciled in Nevis;
3. The corporation 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 corporate action in the following manner (see S. 105); a copy of which is annexed hereto;
5. (For S. 121) Annexed hereto is a duly certified resolution of Directors of the corporation authorising such withdrawal;
6. Annexed hereto is a list of the names and addresses of creditors of the corporation and total amounts of its indebtedness together with a list of names and addresses of persons or entities which have notified the corporation of a claim in excess of One Thousand Dollars (1000.000) E.C. 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 corporation;
8. That the corporation 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 shareholders or other parties in interest; and
10. That the corporation 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 corporation 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 _____, 20____.

(Director/Delegated Person)

SS: On this _____ day of _____, 20____, 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 corporation).

Notary Public

**APPLICATION FOR NAME RESERVATION
PURSUANT TO PART IV, S. 24 OF THE NEVIS
BUSINESS CORPORATION ORDINANCE, CAP 7.01**

The undersigned (Director or delegated person), for the purpose of applying to the Registrar of Corporations, Island of Nevis, for permission to reserve a corporate name certify that:

1. The corporate 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 corporation, name change of an existing corporation or the proposed transfer of domicile by a non-Nevisian corporation)

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

IN WITNESS WHEREOF, the undersigned have executed this Application this _____ day of _____, 20____.

(Director/Delegated Person)

SS: On this _____ day of _____, 20____, 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 corporation).

Notary Public



MORNING STAR HOLDINGS

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