

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, 1995

(Section 219)

RESTATED ARTICLES OF INCORPORATION

1. Name of Company..... Company No. ....

2. Liability of Members

- Limited by Shares
- Limited by Guarantee
- Limited by Shares and Guarantee
- Unlimited

3. Is the Company a Public Company?

- Yes
- No

4. The classes of shares and any maximum number of shares in each class that the Company is authorised to issue

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5. Restrictions, if any, on share transfers or share ownership

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6. Variation of Pre-emptive Rights

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7. Restrictions, if any, on powers of directors to amend by-laws

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8. Number (or minimum and maximum number) of Directors

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9. Restrictions, if any, on business the Company may carry on

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10. Other provisions, if any

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11. The foregoing restates articles of incorporation correctly set out, without substantive change, the corresponding provisions of the articles of incorporation as amended, and supercede the original articles of incorporation and all amendments thereto as of the date shown below.

Date	Name of Title	Signature
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.....	.....	.....
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RESTATED ARTICLES OF INCORPORATION

FORM 12

INSTRUCTIONS

*Format*

Documents required to be sent to the Registrar pursuant to the Act must conform with regulation 3 of the Regulations under the Act. Where any provision required to be set out is too long to be set out in the space provided in the form, the form may incorporate the provisions by annexing a schedule in the manner described in regulation 3(5) of the said Regulations.

*General*

Restated Articles of Incorporation shall set out, WITHOUT SUBSTANTIVE CHANGE, the Articles of Incorporation as previously amended.

*Item 1*

Set out the full legal name of the company and company number.

*Item 2*

Indicate whether the liability of members is limited by shares, by guarantee or by both shares and guarantee or whether the liability of members is unlimited. Tick the appropriate box.

*Item 3*

Indicate whether the company is a public company. Tick the appropriate box.

*Item 4*

Set out the details required by section 9(1)(c) of the Act. All shares must be without nominal or par value and must comply with Division 3 of Part III of the Act.

If there are to be two or more classes of shares, state the rights, privileges, restrictions and conditions attaching to each class of shares. If a class of shares can be issued in series, state the authority, if any, given to the directors to fix the number of shares in, or to determine the designation of, and the rights, privileges, restrictions and conditions attaching to, the shares of each series.

State any maximum number of shares in a class of shares that the company is authorized to issue.

*Item 5*

If restrictions are to be placed on the right to transfer or own shares of the company, set out a statement to this effect and the nature of such restrictions.

*Item 6*

If the pre-emptive rights under section 38 of the Act with respect to the issue of shares are to be varied, state the nature of any such variation.

*Item 7*

If the power of the directors to make, amend or repeal the by-laws under section 66 of the Act is restricted, state the nature of any such restriction.

*Item 8*

State the number of directors. If cumulative voting is permitted, the number of directors must be invariable, otherwise it is permissible to specify a minimum and maximum number of directors.

*Item 9*

If restrictions are to be placed on the business the company may carry on, set out the restrictions.

*Item 10*

Insert any provision which may be included in the articles.

If the company is limited by guarantee, state—

- (a) that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding a specified amount; and

- (b) the number of members with which the company is proposed to be registered.

The articles of a company may provide for anything permitted by the Act or any other law to be provided for by the by-laws of the company.

The following sections of the Act give a company the option to make, in its articles, provisions for the company which are different to the provisions set out in the Act:

- (a) section 38(1)—see item 6 above;
- (b) section 68—re restriction of power of directors;
- (c) section 66(1)—see item 7 above;
- (d) section 70—re directors' share holdings;
- (e) section 80—re directors' meetings;
- (f) section 81(1)—re notice of directors' meetings;
- (g) section 98(1) and (2)—re borrowing powers of directors;
- (h) section 113(3)—re notice of adjourned meeting of shareholders;
- (i) section 127(1), (2) and (3)—re quorum at meetings of shareholders;
- (j) section 128—re voting on a show of hands or on a ballot;
- (k) section 130—re voting of shares held by joint shareholders;
- (l) section 131—re method of voting at meetings of shareholders;
- (m) section 216—re right of shareholders of a class to vote separately on certain proposed amendments to the articles;
- (n) section 314—re transferability of member's interest in a non-profit company; and
- (o) section 426—re distribution of property of company on voluntary winding up.

*Item 11*

A director or authorized officer of the company shall sign the Articles.

Completed documents, in duplicate, and the prescribed fees are to be filed at the office of the Registrar and one set of the duplicate originals would be returned to the company or its representative with the endorsement "Registered" and the date of registration.