

INCORPORATION FORM END USER CLIENTS

The following information is required to incorporate and establish the corporate records of a BVI Business Company. Information about the company's shareholders, directors, officers and beneficial owners is not filed with the Registrar of Corporate Affairs unless you so instruct.

(PLEASE COMPLETE ALL AREAS BELOW –CLEARLY)

Contact Details of Instructing Client:

Name		Title	
Company/Firm		E-mail	
Address		Phone	
		Fax	
		Date	

Kindly note that the Company will be incorporated only when our fees have been substantially paid.

Will the undersigned be responsible for the payment of our fees in connection with the maintenance of the company?

YES _____ NO _____ (use 'X' for selection)

If No, please provide us with the contact details of the person/firm responsible for the payment of annual maintenance fees.

Contact Details of Alternative Payor:

Name		Title	
Company/Firm		E-mail	
Address		Phone	
		Fax	
		Date	

NB: invoices for annual maintenance fees will be sent by email to the above email address.

I/We the undersigned hereby instruct you to form a BVI Business Company ("BVIBC") or (other type: please specify) on my/our behalf as follows:

PROPOSED NAME

1. Please list at least three (3) alternatives in order of preference.
2. A company name must end with the word: Corporation, Limited, Sociedad Anónima, Incorporated, or Sociotó Anonyme or the abbreviations: Inc., Ltd., S.A. Corp., Ltd, SA, Corp, Inc, etc.

1st Option: _____

2nd Option: _____

3rd Option: _____

Please indicate the number of original Memorandum and Articles of Association required:

NB: Our standard rate includes the provision of one original memorandum and articles of association. Any additional will be charged separately.

OBJECTS OF THE COMPANY

The Objects Clause to be included in the Memorandum and Articles of Association in a short form general one. This clause is used by most companies and permits the company to participate in any activity not prohibited under any law for the time being in force in the British Virgin Islands.

Please indicate in the box below if you wish to include additional clauses on the general trading or general investment and holding objects.

NOTE:

A BVIBC cannot and I/we confirm that we will not:

1. carry on banking business unless licensed under the BVI Banks and Trust Companies Act (as amended)
2. carry on business as an insurance or re-insurance company unless licensed under the BVI Insurance Act, 1994 (as amended).
3. provide registered office and/or registered office for companies, unless licensed under the Company Management Act, 1990 (as amended).
4. engage in mutual funds business unless licensed to do so under the BVI Mutual Funds Act, 1996 (as amended).

NATURE OF BUSINESS FOR WHICH COMPANY IS INTENDED/PROPOSED ACTIVITIES

(Please be specific, 'trading company', 'holding company' or 'investment' company is unacceptable and this may delay the application)

[REQUIRED]

WHERE WILL COMPANY OPERATE

(Please state countries)

[REQUIRED]

STATE YOUR CLIENT'S SOURCE OF FUNDS

[REQUIRED]

SHARES

Share structure

Our standard Memorandum & Articles of Association provide for 50,000 par value registered shares of a single class. If you require more than 50,000 shares the BVI government licence fee increases to US\$1,100 (from US\$350).

NB: If you do not complete the table below the company will be incorporated using our standard Memorandum and Articles of Association.

If the number of shares required is greater than 50,000 please indicate in the right column.	
If more than one class of shares is needed, please insert details of the rights, privileges, restrictions, and conditions attaching to each class of shares in the right column.	
Ordinary shares confer a single vote and an equal right to dividends or other distribution (including on liquidation). Do you wish the ordinary shares to confer a single vote and an equal right to dividends or other distribution (including liquidation)? If your answer is no, please provide details of your intention in the right column.	
Statutory pre-emptive rights on new issues of share exist but are excluded in the vast majority of cases. Do you require statutory or other pre-emptive rights on new issues of shares? If your answer is yes, please indicate the manner in the right column.	
Ordinary shares may be transferred unless the shareholder to whom they were issued by the company has not paid for them in full. Do you want ordinary shares to be non-transferable in any other circumstances other than where the shareholder has not paid for them in full? If your answer is yes, please specify the circumstances in the right column.	

SHAREHOLDERS

A BVIBC must have a minimum of one (1) shareholder. A shareholder may be an individual or a corporate entity. Please attach a separate page if there is not enough space below to indicate your requirements.

The Financial Services Commission has directed that full due diligence of the beneficial owners, shareholders, nominees, directors, and officers of the company is provided to the Registered Agent. Kindly provide verification of all the names and addresses provided below. Please ensure that the details inserted here are identical to those provided on the verification documentation. You must attach a certified copy of the data page of the passport of all persons named below. Copies must be clear and readable.

Please note: Our standard BVIBC Memorandum and Articles of Association does not permit the company to issue bearer shares.

Please attach a clear original certified copy of each shareholder's passport data page and two (2) original proofs of each shareholder's residential address –see Appendix for guidance on form.

Share Certificate No.	Number of Shares	Shareholder's Name	Shareholder's Address	Passport No. and Issuing Country
No. 1				
No. 2				
No. 3				
No. 4				
No. 5				

NB: Where there are more than five (5) share allotments, a fee of \$25 is charged for each additional allotment/certificate.

DIRECTORS/OFFICERS

A minimum of one (1) director is required. There is no restriction on the residency and nationality of the director and member of a BVI company. Also, there is no requirement for filing of an annual return, or any requirement for audited financial statement of the company.

A director may be an individual or a corporate entity. Please note each director is required to consent in writing to his appointment. A copy of the consent will be provided once the company has been incorporated or at least when the name of the company has been reserved. You must provide the signed copy of the consent as soon as possible.

A directors who is an individual, they cannot be:

- under 18 years of age (if an individual);
- an undischarged bankrupt; or
- subject to a disqualification or bankruptcy undertaking or order under the BVI Insolvency Act.

Kindly complete the following details in respect of each proposed initial director for the Appointment of First Director(s) minute to be executed by SR Corporate Services Limited.

NB: All background information must be received and approved before the appointment of the director will be accepted and additional information may be required at our discretion.

Please attach a clear original certified copy of each director's passport data page and two (2) original proofs of each director's residential address –see Appendix for guidance on form.

Name of Director	Residential Address	Nationality	Passport No. and Issuing Country	Occupation/Employer	Telephone/Fax

The BVI Business Companies Act, 2004 (as amended), requires copies of the Register of Directors and Register of Shareholders to be kept at the office of the Company's Registered Agent in the British Virgin Islands together with copies of all resolutions passed by/ minutes of meetings of the directors and shareholders. Accordingly you should provide us with copies of these registers and any updates whenever changes are made and the resolutions/minutes.

OFFICER(S) (SECRETARY etc, please state below if desired)

Name	Address	Officer Type

BENEFICIAL OWNER(S)

*If different from shareholder(s)

Please attach a clear original certified copy of each shareholder's passport data page and two (2) original proofs of residential address – see Appendix for guidance on form.

Name of Director	Residential Address	Nationality	Passport No. and Issuing Country	Occupation/Employer	Telephone/Fax

LOCAL REGISTERED OFFICE & REGISTERED AGENT

It is a statutory requirement that all BVIBCs have a local registered office and registered agent. Unless otherwise instructed, Midland Trust Limited will arrange for both services to be provided.

DOCUMENTS

Please Specify Power of Attorney, Notary, Apostille or other Legalization Please give details.

Our incorporation fee includes the provision of the set of the original Certificate of Incorporation, original Memorandum and Articles of Association, and original Appointment of First Director(s) (the "Corporate Documents").

Please indicate whether you require an apostille of copies of the Corporate Documents. (please use 'X' to select)
 YES _____ NO _____

If you require additional services please indicate below: (please use 'X' to select)

- We only require notarised copies of the Corporate Documents: YES _____ NO _____
- We require additional apostilles of the following documents: YES _____ NO _____
 Please specify the number of apostille and the documents required: 2 set of apostilled documents

Other Legalisation (please specify):

CORPORATE SEAL

The Act requires that each BVIBC has a corporate seal. The original impression of the seal must be kept by the Registered Agent of the Company. In keeping with the above requirement MIDLAND TRUST LIMITED will purchase the company's seal, make an original impression on all corporate documents required under the Act and send client said seal and handle. Where Midland Trust Limited acts as director or shareholder on a company, the seal will be retained in our offices and said fees for provision of same will be billed to the client.

DUE DILIGENCE

(All original documents must accompany this application form)

I/We confirm that the below items have been received from the client and the originals of same are being sent to Midland Trust Limited, the Registered Agent of the company to complete their Due Diligence: (please use 'X' to select)

DIRECTORS

<input type="checkbox"/> Clear Passport Copy	<input type="checkbox"/> Original attached
<input type="checkbox"/> Address Verifying	<input type="checkbox"/> Bank Document <input type="checkbox"/> Driver's License <input type="checkbox"/> Other (original attached)
<input type="checkbox"/> Original References	<input type="checkbox"/> Bank <input type="checkbox"/> Attorney <input type="checkbox"/> Accountant <input type="checkbox"/> Broker <input type="checkbox"/> Other, original attached
<input type="checkbox"/> Use of Company	<input type="checkbox"/> Aware of the intended use and Declaration attached to this form
<input type="checkbox"/> Occupation	

SHAREHOLDERS (If different from Directors)

<input type="checkbox"/> Clear Passport Copy	<input type="checkbox"/> Original attached
<input type="checkbox"/> Address Verifying	<input type="checkbox"/> Bank Document <input type="checkbox"/> Driver's License <input type="checkbox"/> Other (original attached)
<input type="checkbox"/> Original References	<input type="checkbox"/> Bank <input type="checkbox"/> Attorney <input type="checkbox"/> Accountant <input type="checkbox"/> Broker <input type="checkbox"/> Other, original attached
<input type="checkbox"/> Use of Company	<input type="checkbox"/> Aware of the intended use and Declaration attached to this form
<input type="checkbox"/> Occupation	

BENEFICIAL OWNERS (If different from shareholders/directors)

<input type="checkbox"/> Clear Passport Copy	<input type="checkbox"/> Original attached
<input type="checkbox"/> Address Verifying	<input type="checkbox"/> Bank Document <input type="checkbox"/> Driver's License <input type="checkbox"/> Other (original attached)
<input type="checkbox"/> Original References	<input type="checkbox"/> Bank <input type="checkbox"/> Attorney <input type="checkbox"/> Accountant <input type="checkbox"/> Broker <input type="checkbox"/> Other, original attached
<input type="checkbox"/> Source of Funds	Original Declaration attached to this form and also indicated therein
<input type="checkbox"/> Occupation	

CORPORATE SEAL

All documents will be sent to this address unless advised otherwise: All fields required for Courier.

NB: If you do not select any of the three (3) options below we will send the documents to the address of the Instructing Client.

(please use 'X' to select)

- 1. Send documents to the address provided under "Contact Details of Instructing Client"
- 2. Send documents to address provided "Contact Details of Alternative Payor"
- 3. Send documents to the below address

Name _____

Address _____

Tel. _____ Fax _____ Email _____

I/We declare and confirm that the above information is true and correct and we have received all the above listed items in ORIGINAL form and have confirmed that they are executed, certified and authenticated by a professional individual or reputable firm as per the requirements indicated to complete due diligence on the beneficial owner(s) and director(s). As far as I/we are aware the company will not be used for money laundering, terrorist activities or any other illegal activity or in a manner likely to damage the good name of Midland Trust Limited or the jurisdiction of incorporation. I/we agree and understand that the Midland Trust Limited's Standard Terms of Business are incorporated into this Application and by signing this Application I/we accept and agree to the said Standard Terms of Business.

Instructions submitted by:

Signature of Contact Person:

Date: _____ day of _____, 20

APPENDIX

(1) ENCLOSURES

Please enclose the following for each director, shareholder, and beneficial owner named in the application:

NB: If any of the above documents is not in English, a certified English translation is required to accompany the said document.

- A certified copy of each individual's passport data/signature page
- 2 proofs of each individual's residential address- See Verification of Address section below
- A reference letter for each individual from an independent regulated professional (e.g. a senior Bank official, a practicing Lawyer or Accountant) addressed to either "To Whom It May Concern" OR to Midland Trust Limited, #177 Main Street, P.O. Box 3169, PMB 257, Road Town, Tortola, British Virgin Islands. The person providing the reference must have known the individual for at least two years and the letter must be printed on letterheaded paper with clear indication of the writer's address and contact details. This reference should confirm the individual's standing (e.g. respectable and trustworthy in normal business engagements) and their permanent residential address.
- NB: If the reference referred to item 3 does not confirm the latter, we will require an additional certified utility bill.

For any company/corporate entity named in the application:

- A certified copy of each company's Certificate of Incorporation
- A certified copy of each company's Memorandum and Articles of Association
- A certified copy of each company's register of directors and shareholders
- A certified copy of the authorised signatory list
- Certificate of Good standing (if company was formed more than 1 year before application)
- Business Brochure or website information
- A reference from an independent regulated professional (e.g. a senior Bank official, a practicing Lawyer or Accountant). This reference should confirm the company's standing (e.g. respectable and trustworthy in normal business engagements) and their business address.
- Nature of the Company's business activities and estimate of the anticipated annual turnover.
- Evidence of the identity and residential address details of the directors, officers, shareholders, and beneficial owners of the BVI companies. This means that we require for each the director, shareholder, and beneficial owner:
 - (i) a certified copy of his/her passport data page;
 - (ii) a certified copy of a utility bill; and
 - (iii) a reference from an independent regulated professional (e.g. a senior Bank official, a practicing Lawyer or Accountant). This reference should confirm the individual's standing (e.g. respectable and trustworthy in normal business engagements) and their permanent residential address. If the reference does not confirm the latter, we will require an additional certified utility bill.

Notes

Certification of Documentation

The following is a list of persons who will be accepted to verify documents:

- Notary Public
- Lawyer/Advocate/Solicitor
- A member of the judiciary
- A British Embassy official
- Accountant
- Director or manager of authorised credit or financial institution (i.e. a recognised bank or regulated institution)
- Serving Police Officer
- Senior Civil Servant

The person signing the certification MUST append the date and their capacity. Furthermore, when certifying a passport data/signature page the certification should testify that the document is a true and correct copy. An example of the certificate would be:

I, JOHN DOE, hereby certify this document as a true and correct copy.

Signature

Date:

Position: e.g. Notary Public

(2) VERIFICATION OF ADDRESS

Where there is a requirement for verification of address, please provide an original or certified copy of a recent rates or utility bill (e.g. telephone, electricity, gas, water etc). Please note that mobile phone bill are not acceptable as proof of address.

However where this is not possible, the following are a list of suitable alternatives:

- A reference from a respected professional who knows the individual (e.g. lawyer, accountant, doctor)
- Account statement from a recognised bank or recognised bank credit card
- Recent original mortgage statement from a recognised lender

(3) PASSPORT DATA/SIGNATURE PAGE

Passports should be certified and valid.

(4) REFERENCE LETTER

An example of a character reference letter would be:

I have known [] for more than two (2) years. He/she is known to me to be a person of financial integrity and responsibility.
[Include any additional information or descriptions]

Reference letters must be provided either on letterhead paper or with clean contact details of the individual providing the reference. The reference letter must also be addressed to either "To Whom It May Concern" or to:

Midland Trust Limited
#177 Main Street
PO Box 3169, PMB 257
Road Town, Tortola
British Virgin Islands VG1110