

COMMONWEALTH OF DOMINICA

INTERNATIONAL BUSINESS COMPANIES (IBC) ACT No. 10 OF 1996

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

**THE PETERS FAMILY COMPANY LIMITED**



1. The name of the Company shall be **THE PETERS FAMILY COMPANY LIMITED**.
2. The Registered Office of the Company shall be at **P.O. Box 0069, 2nd Floor, Eversleigh House, Cnr. Hanover Street & Hodges Lane, Roseau, DOMINICA**.
3. The Registered Agent of the Company shall be **Caribbean Commercial & IP Law Practitioners, P.O. Box 0069, 2nd Floor, Eversleigh House, Cnr. Hanover Street & Hodges Lane, Roseau**.
4. The objects of the Company are to engage in any act or activity that is not specifically prohibited under any written law in force in the Commonwealth of Dominica.
5. The shares in the Company shall be issued in the currency of the **United States Dollar**.
6. The authorized capital of the company is **USD 1.00** divided into:

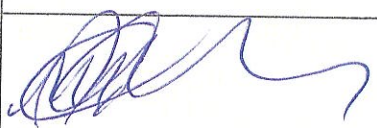
Class of shares	Nominal/par value (if any)	Maximum authorised	Number issued	Limited liability
Ordinary Shares	1.00	1000000	600003	Yes

7. The issue of shares shall be under the control of the Directors who may fix by resolution any designations, powers, preferences, rights, qualifications, limitations and restrictions to any shares issued.
8. All the shares shall be registered and such registered shares shall not be exchanged for the shares issued to bearer.
9. Any notice required by law to be given to members shall be given to the shareholders, or by serving the same on the Registered Agent of the Company or by advertisement in a newspaper circulated in the Commonwealth of Dominica.
10. The liability of the members of the Company is **Limited**.
11. The Company shall not:

- (a) carry on business in the Commonwealth of Dominica with persons domiciled or resident in Dominica except as provided by the International Business Companies (IBC) Act 1996 or
- (b) own an interest in real property situated in the Commonwealth of Dominica other than an interest referred to in Subsection 5 (2) (e) of the International Business Companies (IBC) Act 1996
- (c) act as a bank, insurance company or trust.


For the purpose of incorporating an International Business Company under the laws of the Commonwealth of Dominica the person whose name and address is set out below as Subscriber hereby subscribes its name to this Memorandum of Association in the presence of the undersigned witness:

**Subscriber:**

NAME & DESCRIPTION	ADDRESS	SIGNATURE
Marcella Charles Applicant	ST. JOSEPH, DOMINICA	

**Number of shares subscribed: 600003**

**Witnesses:**

NAME & OCCUPATION	ADDRESS	SIGNATURE
Yrell Philbert	Potters Street, Pottersville, DOMINICA	

**Dated this 13th day of November 2018**

COMMONWEALTH OF DOMINICA

INTERNATIONAL BUSINESS COMPANIES (IBC) ACT No. 10 OF 1996

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

THE PETERS FAMILY COMPANY LIMITED

INTERPRETATION



1. In these Articles:

"The Act" means the International Business Company (IBC) Act 1996

"Resolution of Directors" means a resolution approved at a meeting of Directors of the Company by the affirmative vote of a simple majority.

"Resolution of Members" means a resolution approved at a meeting of the members of the company by the affirmative vote of a simple majority.

OFFICE

2. The company shall at all times have a registered office in the Commonwealth of Dominica. The company may have an office or offices at such other place or places within or outside the Commonwealth of Dominica as the directors may from time to time by resolution of the directors appoint or the business of the Company may require.

SHARES

3. The Company shall cause share certificates to be issued and signed by one Director, or one Officer of the Company. The Directors may cause the common seal of the Company to be affixed to a share certificate with or without the signature of a Director or Officer of the Company.

4. The signature or common seal on share certificates may be facsimiles and a register of members shall be kept by the Company at its registered office.

5. Shares may only be transferred by written instrument of transfer signed by the transferor.

6. The share capital of the Company may be increased or reduced by resolution of the directors provided that the capital is not reduced to less than US \$ 100.00.

DIRECTORS

7. The first Director of the Company shall be appointed by the subscriber(s) to the Memorandum and thereafter by the member(s).

8. A Director may resign by giving written notice to the Company and a Director may be removed from the office by a resolution of members or Directors.

9. The number of Directors may be minimum one individual or corporate body and their emoluments may be fixed by a resolution of Directors. The Directors may meet at such times and in such manner and at such places in or outside Dominica as they may determine and a Director shall be deemed to be present at a meeting if he participates by telephone or other electronic means and all Directors participating in the meeting are able to hear each other.

10. A Director shall be given not less than seven days notice, which notice may be waived at the discretion of a majority of the Directors of a meeting of Directors and the quorum for a meeting shall be not less than fifty percent of the Directors.

11. The Directors may by resolution appoint any person to be an officer or agent of the Company.

#### SHAREHOLDERS MEETINGS

12. The Directors may convene meetings of the members of the Company at such time and in such manner and in such places in or outside of Dominica as they may determine

13. Upon written request of members holding over fifty percent of the votes of the outstanding voting shares in the Company the Directors shall convene a meeting of the members.

14. A member shall be deemed to be present at a meeting of the members if he participates by telephone or other electronic means and all members participating in the meeting are able to hear each other.

15. A member may be represented at a meeting of members by a proxy and the Directors shall give not less than seven days notice may be waived at the discretion of a majority of the members of a meeting of members to those whose names appear as members in the share register.

16. All shares vote as one class and each whole share shall have one vote.

17. Any notice, information or written statement required to be given by the Company to members shall be deemed received if posted to the member at the address shown in the share register and in the case members holding bearer shares notice as provided in the Memorandum of Association.

18. Any action that may be taken by members at a meeting of members may also be taken by a resolution of members consented to in writing or by any electronic communication without the need for any notice.

#### SERVICE OF PROCESS ON COMPANY

19. Any summons, notice, order, document, process or otherwise may be served by leaving it or sending it by registered post addressed to the Company at its registered office or the registered agent of the Company.

#### BOOKS AND RECORDS

20. The Company shall keep such accounts and records, as the Directors consider necessary in order to reflect the financial position of the Company at the registered office of the Company.

21. Records of all minutes of meetings of Directors and members and all resolutions shall be kept by the Company at its registered office or such other place as the Directors determine.

22. Members of the Company in person or by attorney and in furtherance of a proper purpose may request in writing to inspect the books, records and minutes of the Company and make copies or extracts the reform.

POWER OF ATTORNEY

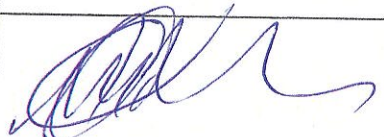
23. The Company may by instrument in writing whether or not under its Common Seal authorize a person as its agent to act in any capacity on behalf of the Company and to execute contracts, agreements, deeds and other instruments on behalf of the company and any instruments aforesaid executed on behalf of the Company by an agent so appointed is binding on the Company as if it were under the Common Seal of the Company.

WINDING UP


24. The company upon a resolution of Directors may commence to wind-up and dissolve where no shares been issued and where shares have been issued may commence to wind-up and dissolve by a resolution of members.

For the purpose of incorporating an International Business Company under the laws of the Commonwealth of Dominica the person whose name and address is set out below as Subscriber hereby subscribes her name to these Articles of Association in the presence of the undersigned witness:

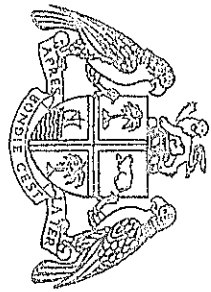
**Subscriber:**

NAME & DESCRIPTION	ADDRESS	SIGNATURE
Marcella Charles Applicant	ST. JOSEPH, DOMINICA	

**Witnesses:**

NAME & OCCUPATION	ADDRESS	SIGNATURE
Yrell Philbert	Potters Street, Pottersville, DOMINICA	

Dated this 13th day of November 2018



*Commonwealth of Dominica*

2018/IBC00327

*In the matter of*

*The International Business Companies (IGBC) Act 1996*

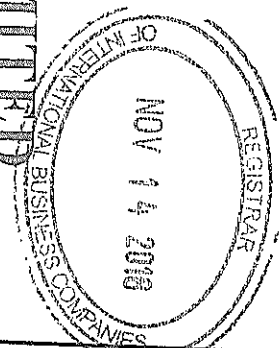
*And*

*In the matter of the Registration of*

**THE PETERS FAMILY COMPANY LIMITED**

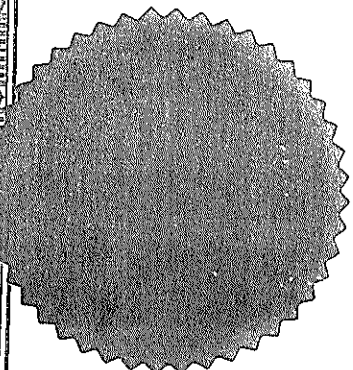
*Certificate of Incorporation*

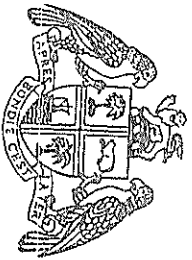
*I do hereby certify that the above named Company is this day incorporated under the International Business Companies (IGBC) Act 1996 and that the Company is limited by Shares.*



*Given under my hand and seal  
this 14th day of November, 2018*

*Arthlyn Nesby  
Registrar of Companies (Ag.)  
Commonwealth of Dominica*





*Commonwealth of Dominica*

*In the matter of*

*The International Business Companies (1993) Act 1993*

*and*

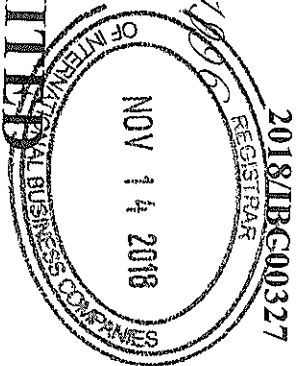
*In the Matter of the Registration of*

**THE PETERS FAMILY COMPANY LIMITED**

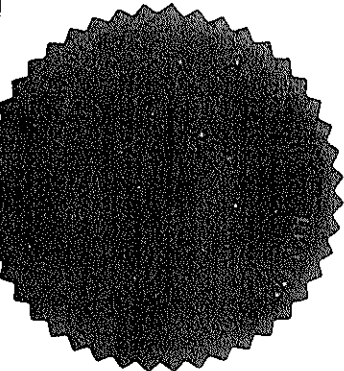
*Certificate of Good Standing*

*I do hereby certify, that the subject Company named above appears on the Register of International Companies maintained by the Registrar of Companies and that all fees, license fees and penalties due and payable have been paid.*

*I further hereby certify, that the subject Company named above has not submitted to the Registrar of Companies, Articles of Association or Consolidation or, arrangement that does not yet become effective nor is the Company in the process of being wound up and dissolved and no proceedings to strike the name of the Company off the Register have been instituted.*



*Given under my hand and seal  
this 14th day of November, 2018*



*Armin Nesty*  
Registrar of Companies (Asg.)  
Commonwealth of Dominica

COMMONWEALTH OF DOMINICA  
INTERNATIONAL BUSINESS COMPANIES (IBC) ACT, NO. 10 OF 1996

AS AMENDED

THE PETERS FAMILY COMPANY LIMITED

To: The Registrar  
Companies and Intellectual Property  
Roseau  
Commonwealth of Dominica



Date: November 13, 2018.

Statement of Incorporator

I, Marcella Charles, acting on behalf of Caribbean Commercial & IP Law Practitioners as incorporator of the above name company do hereby give notice that I have followed the requirements of the International Business Company (I.B.C.) Act No. 10 of 1996 as Amended in respect of the registration of the said company and all the requirements of the said Act have been complied with.

A handwritten signature in blue ink, appearing to be "Marcella Charles", written over a dotted line.

Marcella Charles on behalf of  
Caribbean Commercial & IP Law Practitioners