

MEMORANDUM AND ARTICLES OF ASSOCIATION

WorldFirst

This document defines the company's basic information, such as its name, registered office, objects (purpose), share capital, and details of its subscribers (initial shareholders).

Companies Act 1995

Limited Liability Company

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

Sample 1/2

1. Name of Company

2. Registered Office

3. Classification

The company is being formed and registered as a private exempt limited liability company under the provisions of the Companies Act, 1995.

The company is a private company and accordingly: –

a. the right to transfer shares is restricted in a manner herein after prescribed;

b. the number of members of the company is limited to fifty; and

c. any invitation to the public to subscribe for any shares or debentures of the company is prohibited.

The company is a private exempt company and accordingly: –

a. The number of persons holding debentures of the Company is limited to not more than fifty;

b. No body corporate shall be a director of the Company and neither the Company nor any of the directors shall be party to any arrangement whereby the policy of the Company is capable of being determined by persons other than the directors, members or debenture holders thereof.

4. Objects

The Objects of the Company are the following:

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