

SAINT LUCIA

ATTACHMENT 1

**AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION**

OF

MAYBERRY JAMAICAN EQUITIES LIMITED "IBC"

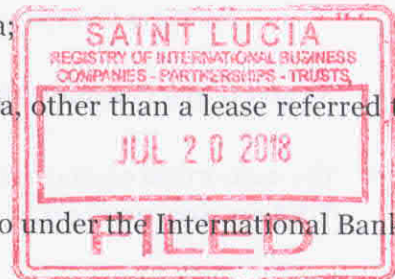
(Name of International Business Company)



1. The name of the Company is **MAYBERRY JAMAICAN EQUITIES LIMITED.**
2. The Registered Agent of the Company will be **FINANCIAL & CORPORATE SERVICES LTD.**
3. The Registered Office of the Company will be located at the offices of **FINANCIAL & CORPORATE SERVICES LTD.** 1st Floor, Bourbon House, Bourbon Street, P.O. Box 1695, Castries, Saint Lucia (or at such other location as the offices of the Registered Agent shall be located).
4. (1) The Company is established to engage in any act or activity that is not prohibited under any law for the time being in force in Saint Lucia.

(2) The Company shall have all such powers as are permitted by law for the time being in force in Saint Lucia, irrespective of corporate benefit, to perform all acts and engage in all activities necessary or conducive to the conduct, promotion or attainment of the object of the Company.

(3) The Company may not:
 - (a) carry on business with persons resident in Saint Lucia;
 - (b) own an interest in real property situate in Saint Lucia, other than a lease referred to in paragraph (e) of subclause (4);
 - (c) carry on banking business unless it is licensed to do so under the International Banks Act, Cap. 12:17;



(d) carry on trust business as a Registered Trustee unless it is licensed to so under the Registered Agent and Trustee Licensing Act, Cap. 12.12 and in accordance with the International Trusts Act, Cap. 12.19;

(e) carry on the business of insurance or reinsurance business unless it is licensed to do so under the International Insurance Act, Cap. 12.15

(f) carry on mutual fund business or the business of mutual fund administration unless it is licensed to do so under the International Mutual Funds Act, Cap. 12.16; or

(g) carry on the business of international financial services representation as a Registered Agent unless it is licensed under the Registered Agent and Trustee Licensing Act, Cap. 12.12

(4) For purposes of paragraph (a) of subclause (3), an International Business Company shall not be treated as carrying on business with persons resident in Saint Lucia if:

(a) it makes or maintains deposits with a person carrying on business within Saint Lucia;

(b) it makes or maintains professional contact with solicitors, barristers, accountants, book-keepers, trust companies, administration companies, investment advisers or other similar persons carrying on business within Saint Lucia;

(c) it prepares or maintains books and records within Saint Lucia;

(d) it holds, within Saint Lucia, meetings of its directors or members;

(e) it holds a lease of property for its operations from which to communicate with members or where books and records of the Company are prepared or maintained;

(f) it holds shares, debt obligations or other securities in a company incorporated under the International Business Companies Act or under the Companies Act; or

(g) shares, debt obligations or other securities in the Company are owned by any person resident in Saint Lucia or by any Company incorporated under the International Business Companies Act or under the Companies Act.

5. Shares in the Company shall be issued in the currency of **United States Dollars**.

6. The authorized capital of the Company at the date of amendment of this clause is **US\$40,001,000.00**.

7. The authorized capital is made up of two classes of shares, namely:
 - (i) 4,000,000,000 ordinary shares of US\$0.01 par value with each ordinary share having one vote on a poll, and
 - (ii) one (1) Special Share having a par value of US\$1,000.00 having the rights and privileges set out in the Articles of Association.
8. The designations, powers, preferences, rights, qualifications, limitations and restrictions of each class and series of shares that the company is authorized to issue shall be fixed by resolution of directors, but the directors shall not allocate different rights as to voting, dividends, redemption or distributions on liquidation unless the Memorandum of Association shall have been amended to create separate classes of shares and all the aforesaid rights as to voting, dividends, redemption and distributions shall be identical in each separate class.
9. If at any time the authorized capital is divided into different classes or series of shares, the rights attached to any class or series (unless otherwise provided by the terms of issue of the shares of that class or series) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or series and of the holders of not less than three-fourths of the issued shares of any other class or series of shares which may be affected by such variation.
10. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari pasu therewith.
11. Shares in the Company shall only be issued as registered shares.
12. The Company may amend its Memorandum of Association and Articles of Association by a resolution of members or directors.
13. The meaning of words in this Memorandum of Association is as defined in the Articles of Association annexed hereto.

We, **FINANCIAL & CORPORATE SERVICES LIMITED** for the purpose of amending **MAYBERRY JAMAICAN EQUITIES LIMITED** an International Business Company under the laws of Saint Lucia hereby subscribe our name to this Memorandum of Association.

Registered Agent

FINANCIAL & CORPORATE SERVICES LTD.
 Bourbon House, Bourbon Street
 P.O. Box 1695, Castries, St. Lucia
 Tel: 451-6355 - Fax: 451-6377

20th July, 2018
 Date

