FORM 1A

- [x] New Incorporation (Requires Stamp Duty)
- [ ] Amended Articles
- [ ] Adopted Articles
- [ ] Re-registration

(Changing from one type of a company to another)

THE COMPANIES ACT OF JAMAICA
ARTICLES OF INCORPORATION:
COMPANY LIMITED BY SHARES

(Pursuant to sections 8 & 25 of the Companies Act 2004)

Stamp Duty Paid
COJI-140728-14120843

COMPLETE THIS FORM IN BLOCK CAPITALS ONLY WITHIN THE PRESCRIBED FIELDS. PUT "N/A" IN FIELDS THAT DO NOT APPLY.

1A. NAME OF COMPANY	Melleigh Ventures Limited		
1B. JUSTIFICATION FOR PROPOSED NAME (if applicable)			The use of words such as **"Caribbean"**, **"Global"** and **"International"** must be explained. **See BRF1 form for full list of words that need justification.**
1C. TYPE OF COMPANY	[x] Private [ ] Public	1D. VALUE OF ALLOTTED SHARES (For public companies only) $ _____	The value of allotted shares for Public Companies must not be less than **$500,000.00.**

1E. CORE BUSINESS OF THE COMPANY
(The activities of the business are not restricted to the area(s) stated below unless indicated at item 1F)

Invesments

1F. RESTRICTION ON THE BUSINESS OF THE COMPANY (if applicable)			It is not required that you restrict the activities of your company. If there are no restrictions insert 'N/A'.
1G. COMPANY TELEPHONE NUMBER	876-318-3463	1H. COMPANY EMAIL ADDRESS	joshuas97@hotmail.com

2. THE REGISTERED OFFICE IS LOCATED IN JAMAICA AND THE LIABILITY OF THE MEMBERS IS LIMITED

3. COMPANY'S ARTICLES Please check the appropriate box below (ONLY ONE BOX MUST BE CHECKED)

- 3a. [x] Standard Articles (Rules) **Articles 1–78, 80–136** with **Varied Article 79** and **Additional Articles 137–143** SEE SCHEDULE(S) 1&2
- 3b. [ ] Standard Articles (Rules) **Articles 1–78, 80–136** with **Varied Article 79** only SEE SCHEDULE _____
- 3c. [ ] Standard Articles (Rules) **Articles 1–136** with **Additional Articles 137–143** only SEE SCHEDULE(S) _____
- 3d. [ ] Standard Articles (Rules) in their entirety **Articles 1–136**
- 3e. [ ] Other *(If "Other" is checked, please list the numbers of the articles from **Table A** that are to apply (if any) and/ or state the name(s) of the schedule(s) which contain the additional/varied articles which are to apply below)*

_____

IF THE COMPANY IS A PRIVATE COMPANY, THE FOLLOWING ARTICLES SHALL APPLY:

- The right to transfer shares is restricted;
- Subject to **section 25(1)(b)** of the **Companies Act 2004,** the number of members of the company is limited to twenty (*This is exclusive of persons who having been formerly in the employment of the company were, while in that employment, and have continued after the determination of such employment to be members of the company*);
- Provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be treated as a single member; Any invitation to the public to subscribe for any shares or debentures of the company is prohibited;
- Any invitation to the public to deposit money for fixed periods or payable on call whether bearing or not bearing interest is prohibited;
- Subject to the exceptions provided for the in Twelfth Schedule to the Act, any person other than a shareholder is prohibited from having any interest in any of the company's shares.

TO COMPLETE THIS SECTION

Table A of the First Schedule of the **Companies Act 2004** provides **standard articles (rules)** for the internal management of a company limited by shares.

In Table A

- Articles 1-78 detail SHARES, share transfers, general meetings, votes of members, Directors etc.
- Varied Article 79 allows the company to borrow money
- Articles 80- 136 detail the duties of Directors, the seal, accounts, audit, and indemnity etc.
- Articles 137- 143 detail that share transfers must be authorised by the Directors etc.

You may choose from Table A

3a. Most of the Rules in their entirety with common varied and additional articles

3b. Most of the Rules in their entirety with a common varied article

3c. All of the rules in their entirety with common additional articles.

3d. All of the rules in their entirety.

3e. Your custom combination of articles

If you do not choose to accept them at all, you *must* attach your own articles (rules) for the internal management of the company to this form and select the **"Other"** option. You are also required to attach schedules containing the varied or additional articles which you wish to include.

FOR OFFICIAL USE ONLY COMPANY #:

FORM 1A

4. AUTHORISED NUMBER OF SHARES This is the maximum number of shares that your company is authorised to issue.

1000

The total number of shares in all classes should not exceed the total number of shares, if any, indicated at item 4.

4A. CLASSES OF SHARES (Indicate by ticking the class or classes of shares that the company is authorized to issue upon incorporation)	4B. TOTAL NUMBER OF SHARES IN EACH CLASS
☑ ORDINARY	1000
☐ PREFERENCE	
☐ OTHER Specify _____	

Shares may be issued with different rights, privileges and conditions. Shares with the same rights, privileges and conditions are grouped into the same *class*.
All companies limited by shares must issue at least one class of shares which are non-redeemable (e.g. ordinary shares) and may issue multiple classes of shares. Where only one class of shares is issued, they are automatically deemed ordinary shares.

FORM 3: **Where more than one class of shares are issued, *at incorporation*, a Form 3 must be completed and attached to this form. The Form 3 identifies the associated rights, conditions and privileges of the classes of shares.**

5. RESTRICTIONS ON SHARE TRANSFER (e.g. "Directors must give consent to the transfer of shares" or "See article 24 of Table A")

Directors must give Consent To the Transfer of ~~Shares~~ Shares

All private companies must restrict the right to transfer shares (e.g. *shares must be first offered to existing shareholders*).

A public company may only restrict the right to transfer shares which have not been fully paid up.

6. NON-CASH CONSIDERATION

Were any shares issued for non-cash consideration (that is, as a payment for goods, services, property, good will, shares in other companies etc.) based on a contract that existed before incorporation?
(ONLY ONE BOX MUST BE CHECKED)

☐ Yes ➡ Complete item 6A
☑ No ➡ Continue to item 7

6A. PLEASE INDICATE THE NATURE AND VALUE OF THE NON-CASH CONSIDERATION BELOW

7A. MINIMUM NUMBER OF DIRECTORS	2
AND / OR	
7B. MAXIMUM NUMBER OF DIRECTORS	15

A **private company** must have at least **one Director**; he/she cannot also be the Company Secretary.
A **public company** must have a minimum of **three (3) Directors**; two of them, however, should not be employed by the company or any of its affiliates.

8. PARTICULARS OF DIRECTORS

DIRECTOR 1 (Where the Director is an individual the name must be represented as FIRST MIDDLE LAST)
☐ This person is a nominee director

If the person is a nominee director, attach nominee schedule

FULL NAME:	Garfield Heron			☐ SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS:	STREET/DISTRICT:	1 Newleigh lane		
	TOWN:	Mandeville	POST OFFICE/POSTAL CODE:	Mandeville Post office
	PARISH/COUNTY/ STATE/PROVINCE:	Manchester	COUNTRY:	Jamaica
OCCUPATION:	Businessman			

FOR OFFICIAL USE ONLY COMPANY #:

FORM 1A

DIRECTOR 2 (Where the Director is an individual the name must be represented as FIRST MIDDLE LAST)
☐ This person is a nominee director

If the person is a nominee director, attach nominee schedule

FULL NAME:	Joshua Sutherland			☑ SAME AS COMPANY SECRETARY	
FULL ADDRESS or REGISTERED OFFICE ADDRESS:	STREET/DISTRICT:	5 Melwood Avenue			
	TOWN:	Kingston	POST OFFICE/POSTAL CODE:	Kingston 08	
	PARISH/COUNTY/ STATE/PROVINCE:	St andrew	COUNTRY:	Jamaica	
OCCUPATION:	Businessman				

DIRECTOR 3 (Where the Director is an individual the name must be represented as FIRST MIDDLE LAST)
☐ This person is a nominee director

If the person is a nominee director, attach nominee schedule

FULL NAME:				☐ SAME AS COMPANY SECRETARY	
FULL ADDRESS or REGISTERED OFFICE ADDRESS:	STREET/DISTRICT:				
	TOWN:		POST OFFICE/POSTAL CODE:		
	PARISH/COUNTY/ STATE/PROVINCE:		COUNTRY:		
OCCUPATION:					

DIRECTOR 4 (Where the Director is an individual the name must be represented as FIRST MIDDLE LAST)
☐ This person is a nominee director

If the person is a nominee director, attach nominee schedule

FULL NAME:				☐ SAME AS COMPANY SECRETARY	
FULL ADDRESS or REGISTERED OFFICE ADDRESS:	STREET/DISTRICT:				
	TOWN:		POST OFFICE/POSTAL CODE:		
	PARISH/COUNTY/ STATE/PROVINCE:		COUNTRY:		
OCCUPATION:					

☐ _____ Continuation page(s) attached

9. PARTICULARS OF COMPANY SECRETARY

(Where the Secretary is an individual the name must be represented as FIRST MIDDLE LAST
(Where one of the named Directors has been identified as the Company Secretary, this item does not need to be completed.)

FULL NAME:				
FULL ADDRESS or REGISTERED OFFICE ADDRESS:	STREET/DISTRICT:			
	TOWN:		POST OFFICE/POSTAL CODE:	
	PARISH/COUNTY/ STATE/PROVINCE:		COUNTRY:	
OCCUPATION:				

FOR OFFICIAL USE ONLY COMPANY #:

FORM 1A

10. PARTICULARS OF SUBSCRIBERS WHO ARE INDIVIDUALS

☐ This person is a nominee shareholder ☐ This person is a nominee shareholder ☐ This person is a nominee shareholder ☐ This person is a nominee shareholder

SHAREHOLDER PARTICULARS	SHAREHOLDER 1	SHAREHOLDER 2	SHAREHOLDER 3	SHAREHOLDER 4
NAME	Garfield Herron			
ADDRESS	1 Newleigh Lane, Mandeville po, Manchester			
NATIONALITY	Jamaican			
OCCUPATION	Businessman			
SHARES TAKEN UP	The total of the number of shares issued to all shareholders may not exceed the **authorised number of shares** stated at item 4.			
CLASS OF SHARES: 1. ORDINARY* 2. PREFERENCE* OTHER* 3. _____ / AMOUNT OF SHARES	1. 1000 2. _____ 3. _____	1. _____ 2. _____ 3. _____	1. _____ 2. _____ 3. _____	1. _____ 2. _____ 3. _____
SIGNATURE	Garfield Heron Digitally signed by Garfield Heron Date: 2026.07.14 11:11:33 -05'00'			
DATE (dd/mm/yyyy)	14/07/2026			
WITNESS PARTICULARS	**WITNESS FOR SHAREHOLDER 1**	**WITNESS FOR SHAREHOLDER 2**	**WITNESS FOR SHAREHOLDER 3**	**WITNESS FOR SHAREHOLDER 4**
WITNESSED BY (NAME OF WITNESS)	Joshua sutherland			
WITNESSED AT (LOCATION/ADDRESS)	5 Melwood Avenue Kingston 8 Jamiaca			
SIGNATURE	Joshua Sutherland Digitally signed by Joshua Sutherland Date: 2026.07.14 11:11:22 -05'00'			
DATE (dd/mm/yyyy)	14/07/2026			
If a subscriber and a witness are located in different countries, 'while on visit' must be selected.	☐ While on Visit	☐ While on Visit	☐ While on Visit	☐ While on Visit
	* Where more than one class of shares are issued, *at incorporation*, a Form 3 must be completed and attached to this form.			☐ _____ Continuation page(s) attached

FOR OFFICIAL USE ONLY COMPANY #:

FORM 1A

11. PARTICULARS OF SUBSCRIBERS WHO ARE COMPANIES

COMPANY PARTICULARS		OFFICER PARTICULARS	OFFICER 1	OFFICER 2
COMPANY NAME		OFFICER NAME		
COMPANY NUMBER (LOCAL/OVERSEAS COMPANY)		OFFICE HELD IN COMPANY		
DATE OF INCORPORATION (DD/MM/YYYY)		SIGNATURE		
COMPANY REGISTERED OFFICE ADDRESS/OTHER ADDRESS				
COUNTRY OF INCORPORATION		DATE (DD/MM/YYYY)		

SHARES TAKEN UP — The total of the number of shares issued to all shareholders may not exceed the **authorised number of shares** stated at item 4.

CLASS OF SHARES	AMOUNT OF SHARES
1. ORDINARY*	1. _____
2. PREFERENCE*	2. _____
OTHER*	3. _____
3. Specify _____	

WITNESS PARTICULARS	WITNESS FOR OFFICER 1	WITNESS FOR OFFICER 2
BY (NAME OF WITNESS)		
WITNESSED AT (LOCATION/ADDRESS)		
SIGNATURE		
DATE (DD/MM/YYYY)		
If an officer and a witness are located in different countries, 'while on visit' must be selected.	☐ While on Visit	☐ While on Visit
	☐ _____ Continuation page(s) attached	

* Where more than one class of shares are issued, *at incorporation*, a Form 3 must be completed and attached to this form.

SEAL

12. DECLARATION OF ACCURACY OF PRESENTED INFORMATION

To the best of my knowledge, information and belief, I hereby certify the contents of this form to be accurate.

NAME OF DECLARANT	Joshua Sutherland	CAPACITY	☐ Director ☑ Secretary ☐ Authorised Official
SIGNATURE OF DECLARANT	Joshua Sutherland Digitally signed by Joshua Sutherland Date: 2026.07.14 11:11:45 -05'00'	DATE (DD/MM/YYYY)	14/07/2026

FOR OFFICIAL USE ONLY COMPANY #:

SCHEDULE 1

ARTICLE 79

"The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party."

SCHEDULE 2

ARTICLE 137

'Subject to the provisions of sections 56, 57 and 58 of the Act, a Company may issue shares which by the terms of the issue will be redeemed or at the option of the Company, may be redeemed.'

ARTICLE 138

'Subject to the provisions of section 58 of the Act, a Company may purchase or otherwise acquire shares issued by it.'

ARTICLE 139

'Subject to section 59 of the Act, the Company may acquire its own shares of any class to:

(a) Settle or compromise a debt or claim asserted by or against the company
(b) Eliminate fractional shares
(c) Fulfill the terms of a non-assignable agreement under which the company has an option or is obliged to purchase shares owned by an officer or an employee of the company.'

ARTICLE 140

'No share or class of shares may be issued unless the shares have first been offered to the shareholders of the company holding shares of that class.'

ARTICLE 141

'Subject to section 71 of the Act, the company may by special resolution:

(a) Extinguish or reduce a liability in respect of an amount unpaid on any shares;
(b) Reduce its stated capital by an amount that is not represented by realizable assets; or
(c) Return to its shareholders any of its assets which are in excess of the wants of the company.'

ARTICLE 142

'Subject to section 184 of the Act, the company may give financial assistance by means of a loan, guarantee or otherwise:

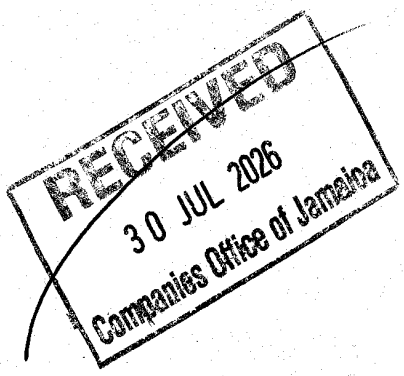
(a) To a shareholder, director, officer or employee of the company or affiliated company, or to an associate of any such person for any purpose; or

(b) To any person for the purpose of, or in connection with, a purchase of a share issued or to be issued by the company or a company with which it is affiliated.'

ARTICLE 143

'Subject to section 201 of the Act, the company may pursuant to section 201 indemnify:

(a) A director or officer of the company or any person employed by the company as an auditor;
(b) A former director, officer or auditor of the company; or
(c) A person who acts or has acted at the company's request as a director or officer of a body corporate of which the company is or was a shareholder or creditor, and his legal representatives, against all costs, charges and expenses reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being, or having been, a director or officer of that company or body corporate, or any person employed by a company or body corporate as an auditor.



"THIS PAGE IS INTENTIONALLY LEFT BLANK"

