

BVI BUSINESS COMPANY INCORPORATION REQUEST FORM

This form should be read with our Terms and Conditions of Service available on our website or by request. If you have any questions, email us at mail@thorntonsmith.com. You will receive confirmation of your incorporation request within 24 hours.

A. TYPE OF COMPANY (Please Check One Box)

- Company Limited by Shares
- Company Limited by Guarantee (Without Shares)
- Company Limited by Guarantee (With Shares)
- Unlimited Company (Without Shares)
- Unlimited Company (With Shares)
- Special Purpose Vehicle (SPV)
- Segregated Portfolio Co. (SPC)
- Private Trust Company (PTC)

Our Profile Memo on each Type of Company is available on our website or by e-mail.

B. NAME OF COMPANY (Please provide three Company names in order of preference. The first available name will be used to incorporate the Company. If none of the names are available you will be required to provide three (3) additional names)

1. _____
2. _____
3. _____

A Limited Company must end with one of the following words or abbreviation "Limited", "Corporation", "Societe Anonyme", "Sociedad Anonima", "Ltd", "Corp", "Inc", or "S.A.", Where an abbreviation is used a full stop may be inserted at the end of the abbreviation. Please note that Companies will not be incorporated with double endings. Certain words such as "Trust", "Insurance" or "Fund" are restricted words and require prior approval from the Financial Services Commission.

Please note if the Company will carry on business as an Insurance or Reinsurance Company, Bank or provide registered agent services, or engage in Investment Business, it will require a license from the Financial Services Commission, or may be subject to penalties and fines.

C. AUTHORISED SHARES (The standard authorized number of shares is 50,000 registered shares). Unless you state your required share structure below, our standard share structure of 50,000 shares no par value in 1 class will apply. A Company whose share capital is above 50,000 shares will incur additional incorporation fees. ONLY COMPLETE THIS SECTION IF YOU WISH TO CHANGE OUR STANDARD SHARE STRUCTURE:

Authorized Registered Shared _____ Par Value _____
Currency _____ Class _____

The Company may not issue bearer shares. However, a company that is authorized to issue bearer shares will (1) incur a higher government fee and (2) must have shares that are issued to bearer held by an authorized custodian.

D. DIRECTORS (A Company must at all times have one or more Directors. Directors may be an individual or corporate entity. Please note that our Due Diligence Questionnaire must also be completed for each director). Please select one of the following options:

- Thornton Smith Corporate Services Limited will provide/arrange a Corporate Director.
- Client will provide director If there are more than two directors. Please provide the necessary information on a separate sheet of paper for each additional director.

Full Name: _____

Physical Address: _____

Full Name: _____

Physical Address: _____

Visit our website to see how *The William Thornton Foundation* supports the BVI Olympic Committee among its charitable work.

Capitol Chambers
P.O. Box 3534
Road Town, Tortola
British Virgin Islands

Phone: (284)494-2518
Fax: (284)494-2519

E-mail: mail@thorntonsmith.com
www.thorntonsmith.com

E. SHAREHOLDERS (A Company must have a minimum of one shareholder. Shareholders may be an individual or corporate. Please note that our Due Diligence Questionnaire must also be completed for each shareholder who owns at least 10% of the Company)

Please select one of the following options

- Thornton Smith Corporate Services Limited will provide/arrange Shareholder Services.
- Client will provide Shareholder If there are more than two shareholders. Please provide the necessary information on a separate sheet of paper for each additional shareholder.

Full Name: _____

Physical Address: _____

No. of Shares

Full Name: _____

Physical Address: _____

No. of Shares

F. ADDITIONAL SERVICES (Please note that once the Due Diligence Document are in order and the Company has been incorporated with the Registry of Corporate Affairs, you will be provided with our Standard Incorporation Kit unless otherwise indicated below)

- Standard Kit** (includes Certificate of Incorporation, one (1) Registry stamped M&A and one (1) certified Memorandum and Articles of Association, Organizational Minutes, Corporate Seal, Share Certificates and Registers). (Please note these documents will differ depending on whether Director and/or Shareholder Services are being provided as well as where the Corporate Records will be kept)
- BVI Banking Kit** (includes the Standard Kit plus Bank Opening Documentation)
- BVI Trading Kit** (includes BVI Banking Kit plus Trade & Social Security Applications forms)
- BVI Property Kit** (includes Standard Kit plus Property Documents)

G. ADDITIONAL DOCUMENTS (Please check the appropriate box and indicate the number of documents required next to the (x) at the end of each item)

- Registry Stamped Memorandum and Articles of Association (x____)
- Registry certified Memorandum and Articles of Association (x____)
- Duplicate Certificate of Incorporation (x____)
- Registry Certified Certificate of Incorporation (x____)
- Certificate of Good Standing (x____)
- Registered Agent's Certificate (x____)
- Certificate of Incumbency (x____)

THORNTON SMITH Certified Documents

- Certificate of Incorporation (x____)
- Memorandum and Articles of Association (x____)

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H. POWER OF ATTORNEY (Power of Attorney issued by our Corporate Director will be limited for a specific purpose. Our Due Diligence Form for Individual must be completed for each Attorney-in-Fact).

Power of Attorney to be issued.

Full Name of Attorney-in-Fact: _____

Physical Address: _____

Specific Limited Powers:

I. LOCAL REGISTERED AGENT/OFFICE

It is a statutory requirement that all BVIBCs have a local registered agent/office. Unless otherwise indicated THORNTON SMITH CORPORATE SERVICES LIMITED will provide both services.

J. CORPORATE RECORDS INFORMATION (Please check where appropriate and provide the necessary information).

THORNTON SMITH CORPORATE SERVICES LIMITED will keep the corporate records of the Company at its Registered Office location.

The corporate records will be kept at the following address:

Copies of the Register of Members and the Register of Directors must be kept at the office of the Registered Agent in the BVI together with copies of any resolutions passed. Therefore, please provide us with copies of the Registers and resolutions whenever changes are made.

CLIENT INFORMATION (This Form has been completed by):

Name: _____

Title: _____

Company / Firm: _____

Address: _____

Phone: _____

Fax: _____

E-mail: _____

Date: _____

Signature: _____

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COMPLETING AND SUBMITTING THIS FORM ALONG WITH THE ATTACHED DUE DILIGENCE QUESTIONNAIRE & THE FORM OF CONSENT CONSTITUTES ACCEPTANCE OF OUR TERMS & CONDITIONS OF SERVICE