

SAMOA

**INTERNATIONAL COMPANIES ACT 1987
(Section 18)**

**MEMORANDUM & ARTICLES OF ASSOCIATION OF A COMPANY LIMITED BY
GUARANTEE AND HAVING A SHARE CAPITAL**

1. The name of the company is
2.
 - a. The company shall have the full capacity to act as if it were a natural person and in addition shall have the powers contained [*in the company's Articles of Association and] in Schedule 1 of the International Companies Act 1987 [*modified] [*and extended] in the manner set out in annexure marked " " here to].
 - B. (i) The company shall have the full capacity to act as if it were a natural person and the powers contained in Schedule 1 of the International Companies Act 1987 shall not apply.
 - (ii) The company shall additionally have the powers set out in annexure marked " " hereto.
 - c. The powers contained in Schedule 1 of the International Companies Act 1987 shall not apply and the powers of the company are set out in annexure marked " " hereto.
3. The liability of the members is limited
4. Every member of the company undertakes to contribute to the assets of the company in the event of its being wound up while they are a member, or within one year afterwards, for payment of the debts and liabilities of the company contracted before they ceased to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amounts as may be required, not exceeding _____ in _____ currency.
5. The authorised capital of the company _____ divided into _____ shares with a par value of _____ each and/or (as the case may be) shares of no par value.

The directors shall by resolution determine, at the eir discretion, and from time to time, how many shares are to be issued as registered shares and how many shares are to be issued as bearer shares.

6. The shares shall be divided into such manner of classes and series as the directors shall by resolution from time to time determine and until so divided shall comprise one class and series.
7. The company may by resolution of the directors alter any of the objects or powers, or any of the articles contained in its Memorandum and Articles.
8. (a) The Articles contained in Table A of Schedule 2 of the International Companies Act 1987 are adopted without modification.

(b) The Articles contained in Table A of Schedule 2 of the International Companies Act 1987 are modified in the manner set out in annexure marked “ “ hereto.

(c) The Articles contained in Table A of Schedule 2 of the International Companies Act 1987 shall not apply and the Articles of the company are as in annexure marked “ hereto.

The subscriber(s) to this memorandum is/are desirous of forming an international company in pursuance of this Memorandum and on incorporation agrees to take the number of shares in the capital of the company set out opposite his or her name.

Name(s), Address & signature of subscriber(s)

Number & Class of Shares taken

Dated the day of 20

Witness to the above signatures