



CARRERAS LIMITED

A proud Jamaican Company since 1962

A large, decorative brushstroke graphic that curves across the page. It starts as a light yellow stroke at the top left and transitions into a light blue stroke at the bottom right, creating a sense of movement and flow.

Articles of Incorporation

of Carreras Limited

FORM 1A
INSTRUCTIONS ON REVERSE



JAMAICA
THE COMPANIES ACT
ARTICLES OF INCORPORATION
COMPANY LIMITED BY SHARES
(Pursuant to sections 8 & 25)

1. NAME OF COMPANY **CARRERAS LIMITED**

1A. COMPANY FAX NUMBER **876-906-9284**

1B. TYPE OF COMPANY:

PRIVATE

PUBLIC

1C. IF THE COMPANY IS A PRIVATE COMPANY THE FOLLOWING APPLY:

(i) THE RIGHT TO TRANSFER SHARES IS RESTRICTED IN THE MANNER HEREINAFTER PRESCRIBED;

(ii) SUBJECT TO SECTION 25 (1) (b) OF THE ACT, THE NUMBER OF MEMBERS OF THE COMPANY (EXCLUSIVE OF PERSONS WHO ARE IN THE EMPLOYMENT OF THE COMPANY AND PERSONS WHO HAVING BEEN FORMERLY IN THE EMPLOYMENT OF THE COMPANY WERE IN SUCH EMPLOYMENT AND HAVE CONTINUED AFTER THE DETERMINATION OF SUCH EMPLOYMENT TO BE MEMBERS OF THE COMPANY) IS LIMITED TO TWENTY:

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;

(iii) ANY INVITATION TO THE PUBLIC TO SUBSCRIBE FOR ANY SHARES OR DEBENTURES OF THE COMPANY IS PROHIBITED;

(iv) ANY INVITATION TO THE PUBLIC TO DEPOSIT MONEY FOR FIXED PERIODS OR PAYABLE ON CALL WHETHER BEARING OR NOT BEARING INTEREST IS PROHIBITED;

(v) SUBJECT TO THE EXCEPTIONS PROVIDED FOR IN THE TWELTH SCHEDULE TO THE ACT, ANY PERSON OTHER THAN A SHARE HOLDER IS PROHIBITED FROM HAVING ANY INTEREST IN ANY OF THE COMPANY'S SHARES; AND

(vi) THE COMPANY SHALL NOT HAVE THE POWER TO ISSUE WARRANTS TO BEARERS.

1D. IF A PUBLIC COMPANY STATE THE VALUE OF THE ALLOTTED SHARE CAPITAL: **\$121,360,000**

2. THE REGISTERED OFFICE IS SITUATED IN JAMAICA

3. CORE BUSINESS OF THE OF COMPANY

THE MARKETING AND DISTRIBUTION OF CIGARETTES AND TOBACCO RELATED PRODUCTS

4. THE CLASSES OF SHARES, IF ANY THAT THE COMPANY IS AUTHORIZED TO ISSUE

ORDINARY AND PREFERENCE SHARES

4A. THE MAXIMUM NUMBER OF SHARES, IF ANY THAT THE COMPANY IS AUTHORIZED TO ISSUE

485,440,000 ordinary shares of no par value

5. RESTRICTIONS, IF ANY, ON SHARE TRANSFERS

NONE

6. MINIMUM NUMBER OF DIRECTORS

THREE (3)

OR

6A. MAXIMUM NUMBER OF DIRECTORS

NINE (9)

6B. NAMES OF FIRST DIRECTORS

NAME (S)	RESIDENTIAL ADDRESS	OCCUPATION	CONTACT #
At Schedule 2			

6C. NAME OF FIRST COMPANY SECRETARY

NAME	RESIDENTIAL ADDRESS	OCCUPATION	CONTACT #

7. RESTRICTIONS, IF ANY, ON THE BUSINESS THE COMPANY MAY CARRY ON

NONE

7A. JUSTIFICATION OF PROPOSED NAME, WHERE APPLICABLE

N/A

8. THE FOLLOWING ARTICLES FROM TABLE A SHALL APPLY WITHOUT VARIATION

THE ARTICLES FROM TABLE A SHALL NOT APPLY EXCEPT WHERE REPEATED AND CONTAINED IN THE SCHEDULE 1 ATTACHED HERETO.

8A. THE FOLLOWING ADDITIONAL ARTICLES SHALL APPLY

THE ADDITIONAL ARTICLES NUMBERED 1-152 SET OUT IN SCHEDULE 1 ATTACHED HERETO SHALL APPLY.

9. HAS THERE BEEN AN ALLOTMENT OF SHARES FOR CONSIDERATION OTHER THAN CASH PURSUANT TO A PREINCORPORATION CONTRACT?

YES

NO

9A. THE NATURE AND VALUE OF THIS CONSIDERATION IS SET OUT BELOW:

N/A

10. LIABILITY OF THE MEMBERS IS LIMITED

11. SUBSCRIBERS AND WITNESSES

SUBSCRIBER		SUBSCRIBER	SUBSCRIBER
SEE SCHEDULE 3			
PRINT NAME		PRINT NAME	PRINT NAME
SIGNATURE		SIGNATURE	SIGNATURE
ADDRESS		ADDRESS	ADDRESS
ADDRESS		ADDRESS	ADDRESS
OCCUPATION		OCCUPATION	OCCUPATION
NUMBER OF SHARES TAKEN		NUMBER OF SHARES TAKEN	NUMBER OF SHARES TAKEN
CONTACT #		CONTACT #	CONTACT #
DATE	WITNESS	DATE	WITNESS
PRINT NAME		PRINT NAME	PRINT NAME
SIGNATURE		SIGNATURE	SIGNATURE
ADDRESS		ADDRESS	ADDRESS
ADDRESS		ADDRESS	ADDRESS
CONTACT #		CONTACT #	CONTACT #
DATE		DATE	

12.

DATE	PRINTED NAME	SIGNATURE	CONTACT #
	JANENE SHAW		

CAPACITY:	<input type="checkbox"/>	DIRECTOR
	<input checked="" type="checkbox"/>	SECRETARY
	<input type="checkbox"/>	AUTHORIZED OFFICIAL

NAME:			
ADDRESS:	STREET		
	TOWN		
	POST OFFICE		
	PARISH		
E-MAIL ADDRESS:			
CONTACT NUMBER:			
FAX NUMBER:			

14. PARTICULARS OF DIRECTORS

NAME OF DIRECTOR	EMAIL ADDRESS	TAX REGISTRATION NUMBER
At Schedule 2		

15. PARTICULARS OF SECRETARY

NAME OF SECRETARY	EMAIL ADDRESS	TAX REGISTRATION NUMBER
JANENE SHAW	janene_shaw@bat	

“FOR OFFICIAL USE ONLY”		
COMPANY NUMBER:		
FILED:	<input type="text"/> / <input type="text"/> / <input type="text"/> DAY MONTH YEAR	

Schedule 1

to Articles of Incorporation

(see pages 3-29 of Addendum 1)

Articles of Incorporation of Carreras Limited

Schedule 2

NAMES OF FIRST DIRECTORS - ARTICLE 6B

NAME(S)	RESIDENTIAL ADDRESS	OCCUPATION	CONTACT #
T.B.A			N/A
T.B.A			N/A
T.B.A			N/A
T.B.A			N/A
T.B.A			N/A
T.B.A			N/A
T.B.A			N/A

PARTICULARS OF DIRECTORS – ARTICLE 14

NAME OF DIRECTOR	EMAIL ADDRESS	TAX REGISTRATION NUMBER
OLIVER HOLMES		
MICHAEL BERNARD		
JORGE CABRERA		
MARCUS STEELE		
JANENE SHAW		
GABY RINCON		
BRENDA WILBERT		
MATTHEW HOGARTH		
ANDREW LONG		

Schedule 3

SUBSCRIBERS AND WITNESSES – ARTICLE 11

<i>SUBSCRIBER</i>	<i>SUBSCRIBER</i>	<i>SUBSCRIBER</i>	<i>SUBSCRIBER</i>
CLINTON HART	VIOLET TAME	LILY TAME	MARY MOTTA
<i>Print Name</i>	<i>Print Name</i>	<i>Print Name</i>	<i>Print Name</i>
[sgd.]	[sgd.]	[sgd.]	[sgd.]
<i>Signature</i>	<i>Signature</i>	<i>Signature</i>	<i>Signature</i>
119 Tower Street, Kingston	119 Tower Street, Kingston	119 Tower Street, Kingston	119 Tower Street, Kingston
<i>Address</i>	<i>Address</i>	<i>Address</i>	<i>Address</i>
Solicitor	Secretary	Secretary	Secretary
<i>Occupation</i>	<i>Occupation</i>	<i>Occupation</i>	<i>Occupation</i>
One (1)	One (1)	One (1)	One (1)
<i>Number of shares taken</i>	<i>Number of shares taken</i>	<i>Number of shares taken</i>	<i>Number of shares taken</i>
n/a	n/a	n/a	n/a
<i>Contact #</i>	<i>Contact #</i>	<i>Contact #</i>	<i>Contact #</i>
April 4, 1962	April 4, 1962	April 4, 1962	April 4, 1962
<i>Date</i>	<i>Date</i>	<i>Date</i>	<i>Date</i>
<i>WITNESS</i>	<i>WITNESS</i>	<i>WITNESS</i>	<i>WITNESS</i>
Cynthia Campbell	Cynthia Campbell	Cynthia Campbell	Cynthia Campbell
<i>Print Name</i>	<i>Print Name</i>	<i>Print Name</i>	<i>Print Name</i>
[sgd.]	[sgd.]	[sgd.]	[sgd.]
<i>Signature</i>	<i>Signature</i>	<i>Signature</i>	<i>Signature</i>
119 Tower Street, Kingston	119 Tower Street, Kingston	119 Tower Street, Kingston	119 Tower Street, Kingston
<i>Address</i>	<i>Address</i>	<i>Address</i>	<i>Address</i>
n/a	n/a	n/a	n/a
<i>Contact #</i>	<i>Contact #</i>	<i>Contact #</i>	<i>Contact #</i>
April 4, 1962	April 4, 1962	April 4, 1962	April 4, 1962
<i>Date</i>	<i>Date</i>	<i>Date</i>	<i>Date</i>

<i>SUBSCRIBER</i>	<i>SUBSCRIBER</i>	<i>SUBSCRIBER</i>
MONICA MCGILCHRIST	MAVIS BERRY	E.L. CURTIN
<i>Print Name</i>	<i>Print Name</i>	<i>Print Name</i>
[sgd.]	[sgd.]	[sgd.]
<i>Signature</i>	<i>Signature</i>	<i>Signature</i>
119 Tower Street, Kingston	119 Tower Street, Kingston	119 Tower Street, Kingston
<i>Address</i>	<i>Address</i>	<i>Address</i>
Secretary	Secretary	Secretary
<i>Occupation</i>	<i>Occupation</i>	<i>Occupation</i>
One (1)	One (1)	One (1)
<i>Number of shares taken</i>	<i>Number of shares taken</i>	<i>Number of shares taken</i>
n/a	n/a	n/a
<i>Contact #</i>	<i>Contact #</i>	<i>Contact #</i>
April 4, 1962	April 4, 1962	April 4, 1962
<i>Date</i>	<i>Date</i>	<i>Date</i>
<i>WITNESS</i>	<i>WITNESS</i>	<i>WITNESS</i>
Cynthia Campbell	Cynthia Campbell	Cynthia Campbell
<i>Print Name</i>	<i>Print Name</i>	<i>Print Name</i>
[sgd.]	[sgd.]	[sgd.]
<i>Signature</i>	<i>Signature</i>	<i>Signature</i>
119 Tower Street, Kingston	119 Tower Street, Kingston	119 Tower Street, Kingston
<i>Address</i>	<i>Address</i>	<i>Address</i>
n/a	n/a	n/a
<i>Contact #</i>	<i>Contact #</i>	<i>Contact #</i>
April 4, 1962	April 4, 1962	April 4, 1962
<i>Date</i>	<i>Date</i>	<i>Date</i>



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A proud Jamaican Company since 1962

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Website: www.carrerasltd.com**