

## MEMORANDUM OF ASSOCIATION

Of: [ Company Name ]  
Registered number: [ Registered Number ]  
Date first incorporated: [ Incorporation Date ]

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1. The name of the company is: [ Company Name ]
2. The class of company is: [ International Business / Resident Company ]
3. The Registered Office of the company shall be:

[ Registered Office Address ]

The Principality of New Utopia.

Or as the directors may from time to time determine.

4. Unless a resident company the Registered Agent of the company will be:

[ Registered Agent Name and Address ]

The Principality of New Utopia.

Or such other person or company, being a person or company authorised under the laws of New Utopia to be a Registered Agent, as the directors may from time to time decide.

5. The objects for which the company is established are as follows:

(a) All general commercial purposes;

(i) To carry on the business of an investment company and to invest the available funds of the company or borrowed funds in things of whatsoever nature, whether income earning or otherwise, and whether within New Utopia, or outside thereof, including but not limited to, the purchase, redemption, exchange or sale of certificates of deposit, savings accounts, precious stones and metals, currencies, leasehold and freehold properties developed or otherwise, puts and calls, options, commodities, futures, receivables, contractual rights and such other things as the company may from time to time determine.

(ii) To act as promoters and entrepreneurs and to carry on business as financiers, capitalists, concessionaires, retailers, wholesalers, merchants, brokers, traders, dealers, agents, importers and exporters and to undertake and carry on and execute all kinds of investment, financial, commercial, mercantile, trading and other operations.

(iii) To carry on whether as principals, agents or otherwise howsoever the business of realtors, developers, consultants, estate agents or managers, builders, contractors, engineers, manufacturers, dealers in or vendors of all types of property including services.

(iv) To do or carry on any other legal business which the company may from time to time determine.

(b) To exercise and enforce all rights and powers conferred by or incidental to the ownership of any shares, stock, obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the company of some special proportion of the issued or nominal amount thereof, to provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the company is interested upon such terms as may be thought fit.

(c) To purchase or otherwise acquire, to sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose of and deal with real and personal property and rights of all kinds and, in particular, mortgages, debentures, produce, concessions, options, contracts, patents, annuities, licenses, stocks, shares, bonds, policies, book debts, business concerns, undertakings, claims, privileges and choices in action of all kinds.

(d) To subscribe for, conditionally or unconditionally, to underwrite, issue on commission or otherwise, take, hold, deal in and convert stocks, shares and securities of all kinds and to enter into partnership or into any arrangement for sharing profits, reciprocal concessions or co-operation with any person or company and to promote and aid in promoting, to constitute, form or organise any company, syndicate or partnership of any kind, for the purpose acquiring and undertaking any property and liabilities of the company or of advancing, directly or indirectly, the objects of the company or for any other purpose which the company may think expedient.

(e) To stand surety for or to guarantee, support or secure the performance of all or any of the obligations of any person, firm or company whether or not related or affiliated to the company in any manner and whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the company, both

present and future, including its uncalled capital or by any such method and whether or not the company shall receive valuable consideration therefor.

(f) To engage in or carry on any other lawful trade, business, or enterprise which may at any time appear to the directors of the company capable of being conveniently carried on in conjunction with any of the aforementioned businesses or activities or which may appear to the directors or the company likely to be profitable to the company.

In the interpretation of this Memorandum of Association in general and of this section in particular no object, business or power specified or mentioned shall be limited or restricted by reference to or inference from any other object, business or power, or the name of the company, or by the juxtaposition of two or more objects, businesses or powers and that, in the event of any ambiguity in this clause or elsewhere in this Memorandum of Association, the same shall be resolved by such interpretation and construction as will widen and enlarge and not restrict the objects, businesses and powers of and exercisable by the company.

6. Except as prohibited or limited by the Companies Ordinance, the company shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate in doing in any part of the world whether as principal, agent, contractor or otherwise whatever may be considered by it necessary for the attainment of its objects and whatever else may be considered by it as incidental or conducive thereto or consequential thereon, including, but without in any way restricting the generality of the foregoing, the power to make any alterations or amendments to this Memorandum of Association and the Articles of Association of the company considered necessary or convenient in the manner set out in the Articles of Association of the company, and the power to do any of the following acts or things, viz.: to pay all expenses of and incidental to the promotion, formation and incorporation of the company; to register the company and to do business in any other jurisdiction; to sell, lease or dispose of any property of the company; to draw, make, accept, endorse, discount, execute and issue promissory notes, debentures, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments; to lend money or other assets and to act as guarantors; to borrow or raise money on the security of the undertaking or on all or any of the assets of the company including uncalled capital or without security; to invest monies of the company in such manner as the directors determine; to promote other companies; to sell the undertaking of the company for cash or any other consideration; to distribute assets in specie to members of the company; to make charitable or benevolent donations; to pay pensions or gratuities or provide other benefits in cash or kind to directors, officers, employees, past or present and their families; to carry on any trade or business and generally to do all acts and things which, in the opinion of the company or the directors, may be conveniently or profitably or usefully acquired and dealt with, carried on, executed or done by the company in connection with the business aforesaid PROVIDED THAT the company shall only carry

on the businesses for which a license is required under the laws of New Utopia when so licensed under the terms of such laws.

6. Unless a resident company, the company has no power to:
  - (a) Carry on business with persons, natural or legal, resident in New Utopia;
  - (b) Own an interest in real property situate in New Utopia other than a lease of property for use as an office from which to communicate with Members or where books and records of the company are prepared or maintained but not from where any business other than the above is conducted;
  - (c) Carry on banking, trust, insurance or re-insurance business unless licensed under the appropriate Act;
  - (d) Carry on the business of providing the Registered Office or the Registered Agent or providing Company Management Services for Companies incorporated in the Principality of New Utopia unless a resident company which has received the written consent of the Board of Governors to do so;
7. The liability of each member is limited to the amount from time to time unpaid on such member's shares.
8. The shares of the company shall be issued in United States dollars.
9. The share capital of the company is [ Issued Share Capital in Dollars ]  
divided into [ Number of Issued Shares ] shares  
of a nominal or par value of [ Value of Each Share in Dollars ] each  

with power for the company insofar as is permitted by law, to redeem any of its shares and to increase or reduce the said capital subject to the provisions of the Companies Ordinance and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without: preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained.
10. If the company is registered as resident its operations will be carried on subject to the additional provisions contained within Part XI of The Companies Ordinance 2000.
11. Unless a resident company, some or all of its shares may be issued to bearer provided that such issue be fully paid and non assessable.

(a) Shares issued as bearer shares may be exchanged for registered shares, and registered shares may be exchanged for bearer shares.

(b) Where shares are issued to bearer, the bearer, identified for this purpose by the number of the share certificate, shall be requested by the company to provide the name and address of an attorney, agent or other authorised person or body corporate for service of any notice, information or written statement required to be given to members, and service upon such attorney, agent or other authorised person shall be deemed to be service upon the bearer of such shares. In the absence of such name and address being given, it shall be considered sufficient for purpose of service for the company to publish the any notice, information or written statement in one or more newspapers published or circulated in New Utopia and in such place as the company shall have its principal office.

WE the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

DATED this [ day ] of [ Month ] [ Year ]

Names of Subscribers	Addresses and Descriptions	No of Shares Taken by Each Subscriber
[ Name(s) ]	[ Address(es) and Description(s) ]	[ No of Shares ]

Signed for and on behalf of [ Registered Agent Name ]

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Registered Agent  
[ Registered Agent Address ]  
The Principality of New Utopia

Witness to the above signatures

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[ Name of Witness ]  
[ Address of Witness ]