

BAHAMAS ISLANDS  
New Providence  
The Companies Act  
Company Limited by Shares

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NO. 11,508/67

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

BEACH VILLA OWNERS ASSOCIATION LIMITED

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Incorporated on the 14<sup>th</sup> day of July, A.D., 1967

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BAHAMA ISLANDS

New Providence

I Ignatius Carrolll of the Island of New Providence Clerk declare and say that I was present and saw

Goeffry Adams Dinwiddie Johnstone  
Lennox McClean Paton  
Beverley Anne Honess  
Jack Alexander Moree  
Ruth Yvonne Roberts

all of the Island of New Providense aforesaid sign the attached memorandum and Articles of Association for the purposes therein mentioned; and that I subscribe my name as the witness to the due execution thereof.

Declared this 14<sup>th</sup> day )  
Of July, A.D., 1967 )

(Sgd) Ignatius Carroll

Before me,

(Sgd) Mervin Johnson

NOTARY PUBLIC

THE COMPANIES ACT

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MEMORANDUM OF ASSOCIATION

OF

BEACH VILLA OWNERS ASSOCIATION LIMITED

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Company Limited by Shares

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1. The name of the Company is BEACH VILLA OWNERS ASSOCIATION LIMITED (hereinafter called the “The Association”).
2. The Registered Office of Association will be situate in the City of Nassau in the Island of New Providence one of the Bahama Islands.
3. The objects for which the Association is established are:
  - a. To enter into and carry into effect with or without modification a conveyance intended to be made between Treasure Cay Limited of the one part and the Association of the other part in the terms of a draft which has been marked “A” and signed for the purposes of identification by G. A. D. Johnstone.
  - b. To hold and manage the land and buildings referred to in the said conveyance and to provide laundries swimming baths cabanas and other facilities and amenities appropriate for a holiday village for the use of the owners and occupiers of the lots in the Subdivision referred to in said conveyance.
  - c. From time to time and at all times to deal with the land referred to in the said conveyance by constructing altering fitting up and improving buildings and by planting paving draining and cultivating the same and by advancing money to and entering into contracts and arrangements of all kinds with builders and others.
  - d. To enter into any arrangements with any government or authority, municipal, local or otherwise, which may seem conducive to the Association’s objects, or any of them and to obtain from any such government or authority any rights, privileged and concessions which the Association may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

- e. To promote or concure in the formation of a Local Improvement Association under the Subdivisions (Local Improvement Associations) Act 1965 and to transfer all of any of the property to and to transfer or delegate all or any of the fundtions of the Association to such an Association.
  - f. To do all such other things as are incidental or conducive to the attanment of the above objects and the exercise of the powers of the Association
4. The articles shall not be ammended without the affirmative vote of all members. No power conferred on the Association by any amendment to this Memorandum may be exercised by the Directors or Officers of the Association without the approval of all the members.
  5. The liability of the members is limited
  6. The capital of the Association is One Hundred and Thirty-eight dollars (B\$138) in the currency of the Bahama Islands divided into One hundred and Thirty-eight (138) shares of One dollar (B\$1.00) in said currency.

AS WITNESS our hands this 14<sup>th</sup> day of July A. D., 1967

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Names, Address and Descriptions of Subscribers	Number of Shares taken by each Subscriber
1. Geoffry Adams Dinwiddie Johnstone Barrister-st-Lasw Nassau, Bahamas	One
2. Lennox McLean Paton Barrister-st-Lasw Nassau, Bahamas	One
3. Beverley Anne Honess Secretary Nassau, Bahamas	One
4. Jack Alexander Moree Clerk Nassau, Bahamas	One
5. Ruth Yvonne Roberts Secretary Nassau, Bahamas	One
Total number of shares taken:	<u>Five</u>

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WITNESS to the above signatures:

(Sdg) Ignatius Carroll

No.

BAHAMA ISLANDS  
New Providence

I, N. C. Roberts

Registrar General for the Bahama Islands, do hereby certify that a Memorandum of Association of BEACH VILLA OWNERS ASSOCIATION LIMITED has this day been registered in my office under the provisions of The Companies Act (Cap. 124).

Whereby the said Parties have become and are an incorporsated Company under the name and style of BEACH VILLA OWNERS ASSOCIATION LIMITED.

And I further certify that the Liability of said Company is Limited.

Given under my hand at the City of Nassau

the 14<sup>th</sup> day of July, A. D. , 1967

REGISTRAR GENERAL

(This document faithfully transcribed by Robert Lucas)