

BAHAMAS CORPORATIONS

Introduction. ICAZA, GONZALEZ-RUIZ & ALEMAN (BAHAMAS) TRUST LIMITED (an affiliate of Icaza, González -Ruiz & Alemán) is licensed to engage in the incorporation and management of International Business Companies (IBCs) in The Bahamas, under a modern and creative legislation that came into effect in that jurisdiction in 1990.

Company Law. The International Business Act, 2000; The Financial and Corporate Service Providers Act, 2000 (came into force on December 29th, 2000).

Incorporation of an IBC. The Law requires a minimum of two incorporators. When the company is registered, control of the company is passed over to the interested party by appointing as first directors (individual or corporate) those indicated by the client. The directors, in turn, arrange the issuance of shares and take the other decisions to commence business.

Incorporation Cost. The incorporation cost of a Bahamas offshore corporation with a standard capital of US\$50,000.00 covers the following: Professional fees for the incorporation, Duties payable to the local Government for the incorporation of the company, Certificate of Incorporation, Memorandum & Articles of Association, First Minutes, Corporate Register, Printed share certificates, Resignation letter, Corporate seal, Providing Registered Offices and serving as Registered Agent for the first year.

Annual License Fee. There is an Annual License of US\$350.00 for a company with a standard capital of US\$50,000, and it could increase to a maximum of US\$1,000.00, depending on the authorized capital of the corporation.

Books Records and Common Seal. An IBC shall keep such accounts and records as the directors consider necessary or adequate in order to reflect the financial position of the company, at the Registered Office of the company in Bahamas or at such other place outside Bahamas as the directors determine.

Confirmation of location of the records, including accounts, must be sent to the Registered Agent.

Shareholders /Beneficial Owner. Registered Agent s shall keep a record of the name and address of the beneficial owner s of all IBC's and the details of the client's principal place of business, business address, telephone, facsimile, telex number s and electronic address of the principals or professionals concerned with the client and two sources of reference to provide adequate indication of the reputation and standing of the client.

Issuance of Shares. IBC's may issue only Registered Shares.

Directors /Officers.

- The board of Directors of a company shall consist of at least one person who may be individual or a company.
- The names and addresses of the directors and officers must be noted on the Directors' and Officers' Registers. This document shall be filed with the Registrar and shall be open to inspection by members of the public during official hours.
- The name of an alternate director, if any, shall be disclosed and notified to the Registrar.

Authorized Capital. There is no minimum authorized capital for IBC's nor a minimum capitalization requirement. The maximum authorized capital permitted for the minimum annual License fee payment is \$50,000.

Amendments. IBC's can amend their Memorandum and Articles of Association by shareholders' resolution or, where permitted by the Memorandum and Articles, by a resolution of directors.

Changing the name of an IBC, increasing or decreasing authorized capital, dividing or combining shares and changing the maximum number of directors, among other things, requires amendment of the Memorandum and Articles. Amendments must be filed with the Registrar for public inspection and become effective on registration.

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