

International Business Companies Regulations

[Signature]
NOTARY ROYAL

SAINT LUCIA

**MEMORANDUM OF ASSOCIATION
OF
DECK SERVICES LTD.**



1. The name of the Company is **DECK SERVICES LTD.**
2. The Registered Agent of the Company will be **ABACUS FINANCIAL SERVICES LIMITED.**
3. The Registered Office of the Company will be located at the offices of **ABACUS FINANCIAL SERVICES LIMITED**, Corner Brazil & Mongiraud Streets, Castries, Saint Lucia (or at such other location as the offices of the Registered Agent shall be located).
4.
 - (1) The Company is established to engage in any act or activity that is not prohibited under any law for the time being in force in Saint Lucia.
 - (2) The Company shall have all such powers as are permitted by law for the time being in force in Saint Lucia, irrespective of corporate benefit, to perform all acts and engage in all activities necessary or conducive to the conduct, promotion or attainment of the object of the Company.
 - (3) The Company may not:
 - (a) carry on business with persons resident in Saint Lucia;
 - (b) own an interest in real property situate in Saint Lucia, other than a lease referred to in paragraph (e) of subclause (4);
 - (c) carry on banking business unless it is licensed to do so under the International Banks Act, Cap. 12.17;
 - (d) carry on trust business as a Registered Trustee unless it is licensed to do so under the Registered Agent and Trustee Licensing Act, Cap. 12.12 and in accordance with the International Trusts Act, Cap. 12.19;
 - (e) carry on the business of insurance or reinsurance business unless it is licensed to do so under the International Insurance Act, Cap. 12.15



8. The designations, powers, preferences, rights, qualifications, limitations and restrictions of each class and series of shares that the company is authorized to issue shall be fixed by resolution of directors, but the directors shall not allocate different rights as to voting, dividends, redemption or distributions on liquidation unless the Memorandum of Association shall have been amended to create separate classes of shares and all the aforesaid rights as to voting, dividends, redemption and distributions shall be identical in each separate class.
9. If at any time the authorized capital is divided into different classes or series of shares, the rights attached to any class or series (unless otherwise provided by the terms of issue of the shares of that class or series) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or series and of the holders of not less than three-fourths of the issued shares of any other class or series of shares which may be affected by such variation.
10. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
11. Shares in the Company shall only be issued as registered shares.
12. The Company may amend its Memorandum of Association and Articles of Association by a resolution of members or directors.
13. The meaning of words in this Memorandum of Association is as defined in the Articles of Association annexed hereto.

We, **ABACUS FINANCIAL SERVICES LIMITED** for the purpose of incorporating **DECK SERVICES LTD.** an International Business Company under the laws of Saint Lucia hereby subscribe our name to this Memorandum of Association.

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Registered Agent

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11th August 2017
Date

