

**COMPANIES ACT OF ANTIGUA AND BARBUDA**

**NO. 18 OF 1995**

**ARTICLES OF INCORPORATION**

**NON-PROFIT COMPANY**

- 
1. Name of Company: **ANTIGUA AND BARBUDA (FINANCIAL SERVICES)  
COMPLIANCE ASSOCIATION INC. ("ABCA")**

Company No.

- 
2. The Company has no authorised share capital, is to be carried on without pecuniary gain to its members, and any profits or other accretions to the assets of the Company are to be used in furthering its undertaking.

- 
3. Restrictions on the undertaking that the Company may carry on:

The Company shall not conduct any activity other than the promotion and development of a responsible compliance sector within the regulatory environment of Antigua and Barbuda.

- 
4. Number (or minimum and maximum number) of Directors:

No less than five (5) or more than ten (10).

- 
5. The address of the principal office or premises of the Company is:

c/o Global Commerce Centre, Old Parham Road, St. John's, Antigua

**ANTIGUA & BARBUDA**

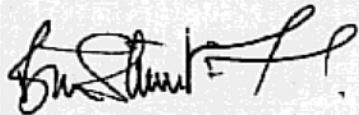


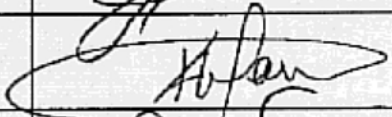
JUN 13 2008

**INTELLECTUAL PROPERTY  
AND COMMERCE OFFICE**

6. Other provisions, if any:

- (a) The object of the company shall be to develop and promote the compliance sector in Antigua and Barbuda with a view to ensuring the integrity of the financial services industry and enhancing public trust therein.
- (b) The members of the company may at any time resolve to wind up the company whereupon the assets of the company shall after the payment of all debts and liabilities be distributed to any professional organisation related to the financial services industry in Antigua and Barbuda the business of which is a non profit organisation.
- (b) The interest of each member is not transferable and shall lapse and cease to exist upon death or when such member ceases to be a member by resignation or otherwise in accordance with the by-laws.
- (c) The number of members of the company shall be limited to:
  - (i) The Directors who shall be ordinary members and entitled to one vote only;
  - (ii) Ordinary members of the company who shall be entitled to one vote only.
  - (iii) Associate members who shall have no voting rights.

7. The first Directors each of whom shall become a member of the company are:

Name	Mailing Address	Signature
<b>Brian Stuart Young</b>	Country Club Road Hodges Bay, St Johns, Antigua	
<b>Erita Griffith</b>	23 Cedar Valley Gardens St John's, Antigua	
<b>Maxim Volkov</b>	Boons Haven, Crosbies, Antigua	
<b>Kem Warner</b>	Royal Gardens, Hodges Bay Antigua	
<b>Nicolette Doherty</b>	17 Cedar Valley Springs St. John's, Antigua	