



FORM 3

COMPANY NO. 26562

COMPANIES ACT OF BARBADOS

CERTIFICATE OF INCORPORATION

APES HILL CLUB HOMEOWNERS ASSOCIATION INC.

Name of Company

I hereby certify that the above-mentioned Company, the Articles of Incorporation of which are attached, was incorporated under the Companies Act of Barbados.


i.d.

by *dep.* Registrar of Companies

February 22nd, 2006

Date of Incorporation



COMPANIES ACT OF BARBADOS

REQUEST FOR NAME SEARCH AND NAME RESERVATION

1. Name, Address and telephone number of person making request:

Garth Patterson
Lex Caribbean
Attorneys-at-Law
Worthing Corporate Centre
Worthing
Christ Church

Telephone Number: 430-3834

2. Proposed name or names in order of preference

- (a) Apes Hill Club Homeowners Association Inc.
(b) Apes Hill Club Homeowners Association Incorporated
(c) Apes Hill Club Homeowners Association Corp.

3. Main types of business the company carries on or proposes to carry on:

Non-profit Company - To (i) own and maintain the common areas, roads, gullies watercourses and open spaces (but not including the hotel, golf courses, recreational facilities or club house) comprised in the Apes Hill Club development situate at Apes Hill in the parishes of Saint James, St. Andrew and St. Thomas ("the Common Areas") that do not otherwise form part of any residential lot within the development; (ii) promote the benefit of the residents of the development of Apes Hill Club by owing, leasing and/or otherwise providing facilities and other amenities the interest of social welfare for recreation and leisure-time occupation with the object of improving the conditions of life for the said residents; and (iii) provide maintenance and management and/or cooperating with local authorities in the maintenance and management of, the open areas, sidewalks, roads and other Common Areas in the said development of Apes Hill Club and providing such other services as are incidental thereto. The powers of the Company shall be unlimited in the pursuit of these objectives.

4. Derivation of name

Affiliated Company

5. First name available to be reserved: Yes

6. Name is for: Incorporation

7. If for a change of name, state present name of company: N/A

8. If for an amalgamation, state names of amalgamating companies: N/A

REGISTERED CORPORATE AFFAIRS AND INTELLECTUAL PROPERTY OFFICE

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Name reserved until (specify date)

- 1 [x] 2006-04-26
2 []
3 []

For Director

APPROVED

See attached letter if name is not reserved

Date received: 2006-01-26

Request received by: [Signature]

THE COMPANIES ACT CAP. 308 OF BARBADOS

CONSENT TO USE NAME

I, CHARLES O. WILLIAMS, Director of the following Companies:

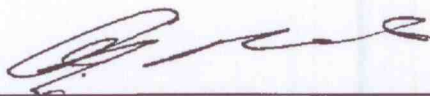
a.) APES HILL MANAGEMENT INC. Company Number 24939;

b.) APES HILL PROPERTIES INC. Company Number 25394;

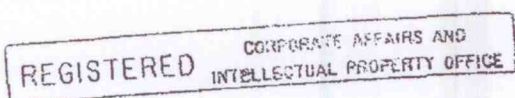
and Manager of the following Society with Restricted Liabilities:

a.) APES HILL DEVELOPMENT SRL Society Number 490

HEREBY CONSENT to the use of the name Apes Hill Club Homeowners Association Inc. and any variation thereof acceptable to the Registrar of Corporate Affairs by the proposed body corporate, Request for Name Reservation and Articles of Incorporation for which are being filed by Garth Patterson, Attorney-at-Law as Incorporator.



Charles O. Williams





COMPANIES ACT OF BARBADOS
(Section 5 and 315)
ARTICLES OF INCORPORATION
NON-PROFIT COMPANY

1. Name of Company

Apes Hill Club Homeowners Association Inc.

2. The Company has no authorized 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 restrictions on the undertaking of the Company are set out in the attached Schedule 1.

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

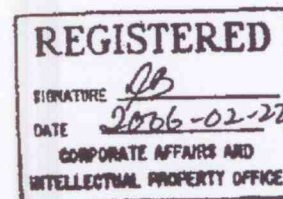
There shall be a minimum of three (3) and a maximum of five (5) directors.

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

"Spring House"
St. James
Barbados

6. Other provisions, if any

The other provisions are set out in the attached Schedule 2.



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

Date:

Name	Address	Signature
Charles O. Williams	Broomfield Plantation House, Broomfield, St. Lucy, Barbados	
Roger D. Gooding	Little Rugby, St. Thomas, Barbados	
Gerald G. Barton	100 Green Spring Drive Annapolis, MD 20776 United States of America	

For Ministry use only

Company Number: 26562

Filed: 2006-02-22

COMPANIES ACT CHAPTER 308
(Section 5 and 315)

APES HILL CLUB HOMEOWNERS ASSOCIATION INC.

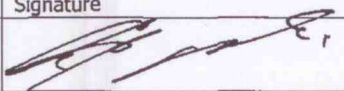
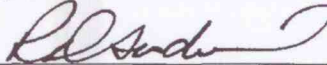
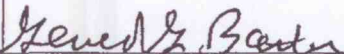
SCHEDULE 1 TO ARTICLES OF INCORPORATION
(Form 2)

SCHEDULE 1

1. Restrictions on the undertaking that the Company may carry on:

The undertaking of the Company shall be restricted to (i) owning and maintaining the common areas, roads, gullies watercourses and open spaces (but not including the hotel, golf courses, recreational facilities or club house) comprised in the Apes Hill Club development situate at Apes Hill in the parishes of Saint James, St. Andrew and St. Thomas ("the Common Areas") that do not otherwise form part of any residential lot within the development; (ii) promoting the benefit of the residents of the development of Apes Hill Club by owing, leasing and/or otherwise providing facilities and other amenities the interest of social welfare for recreation and leisure-time occupation with the object of improving the conditions of life for the said residents; and (iii) providing maintenance and management and/or cooperating with local authorities in the maintenance and management of, the open areas, sidewalks, roads and other Common Areas in the said development of Apes Hill Club and providing such other services as are incidental thereto. The powers of the Company shall be unlimited in the pursuit of these objectives.

REGISTERED CORPORATE AFFAIRS AND
INTELLECTUAL PROPERTY OFFICE

Name	Address	Signature
Charles O. Williams	Broomfield Plantation House, Broomfield, St. Lucy, Barbados	
Roger D. Gooding	Little Rugby, St. Thomas, Barbados	
Gerald G. Barton	100 Green Spring Drive Annapolis MD 20776 United States of America	

COMPANIES ACT CHAPTER 308
(Section 5 and 315)

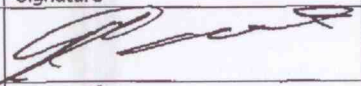
Apes Hill Club Homeowners Association Inc

SCHEDULE 2 TO ARTICLES OF INCORPORATION
(Form 2)

SCHEDULE 2

1. Other provisions, if any:

- (a) Save for the first three (3) directors of the Company who shall be members of the Company (the "Initial Members"), the membership of the Company shall be restricted to owners for the time being of the legal estate in the freehold of the lots within the development of Apes Hill Club, Apes Hill in the parishes of Saint James, Saint Andrew and Saint Thomas in this Island. There shall be one membership in the Company for each of the lots owned within the said development, notwithstanding that such ownership may be joint.
- (b) Each member shall be entitled to receive notice of and to attend all meetings of the members and at all such meetings in respect of any lot, ownership of the legal estate in the freehold of such lot shall confer the right to vote on the relevant owner of such lot or if such lot is owned by more than one owner, the right to exercise one vote, shall be conferred on them collectively.
- (c) The membership interest of each member other than an Initial Member shall automatically transfer from such member when it ceases to own the freehold of the lot to the person or entity to which the freehold title to the lot is transferred.
- (d) The members of the Company may at any time unanimously resolve to wind up the Company whereupon the assets of the Company, after payment of all debts and liabilities of the Company, shall be distributed to such person (other than a member) having an interest in maintaining the amenities of the said development as the directors then in office may appoint in accordance with such provisions as are contained in Part IV of the Companies Act as shall be applicable.

Name	Address	Signature
Charles O. Williams	Broomfield Plantation House, Broomfield, St. Lucy, Barbados	
Roger D. Gooding	Little Rugby, St. Thomas, Barbados	
Gerald G. Barton	100 Green Spring Drive Annapolis MD 20776 United States of America	





COMPANIES ACT OF BARBADOS
(Sections 66 & 74)

**NOTICE OF DIRECTORS
OR
NOTICE OF CHANGE OF DIRECTORS**

1. Name of Company
Apes Hill Club Homeowners Association Inc.
2. Company Number
26562
3. Notice is given that on the 6th day of February, 2006 the following person(s) was / were appointed director(s)

Name	Residential Address	Occupation
Charles O. Williams	Broomfield Plantation House, Broomfield, St. Lucy, Barbados	Director
Roger D. Gooding	Little Rugby, St. Thomas, Barbados	Director
Gerald G. Barton	100 Green Spring Drive Annapolis MD 20776 United States of America	Business Executive

4. Notice is given that on the _____ day of _____, the following person(s) ceased to hold office as director(s)

Name	Residential Address

5. The directors of the company as of this date are:

Name	Residential Address	Occupation
Charles O. Williams	Broomfield Plantation House, Broomfield, St. Lucy, Barbados	Director
Roger D. Gooding	Little Rugby, St. Thomas, Barbados	Director
Gerald G. Barton	100 Green Spring Drive Annapolis MD 20776 United States of America	Business Executive

6. Date: **6th February 2006** Signature:  Title: **Incorporator**
Garth S. W. Patterson

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Company Number: **26562**

REGISTERED

CORPORATE AFFAIRS AND
INTELLECTUAL PROPERTY OFFICE

Filed: **2006-02-22**



COMPANIES ACT OF BARBADOS
(Section 169(1) and (2))

**NOTICE OF ADDRESS
OR
NOTICE OF CHANGE OF ADDRESS OF REGISTERED OFFICE**

1. Name of Company
Apes Hill Club Homeowners Association Inc.
2. Company Number
26562
3. Address of Registered Office
**"Spring House"
St. James
Barbados**
4. Mailing Address
**"Spring House"
St. James
Barbados**
5. If change of address, give previous address of Registered Office.
N/A

6.

Date:	6 th February 2005	Signature:	 Garth St. E. W. Patterson	Title:	Incorporator
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REGISTERED CORPORATE AFFAIRS AND
INTELLECTUAL PROPERTY OFFICE

For Ministry use only

Company Number: **26562**

Filed: **2006-02-22**