



FINANCIAL SUPERVISORY COMMISSION

Limited Liability Companies Act 2008

Prescribed Forms under section 25

I, Ngametua Arakua, a person appointed as Registrar of Limited Liability Companies under section 3(2) of the *Limited Liability Companies Act 2008* (the Act), in accordance with section 25 of the Act, prescribe the attached forms are required by the Act.

Signed *Ngametua Arakua*

Date *7th July 2008*



**LIMITED LIABILITY COMPANIES
(PRESCRIBED FORMS) 2008**

(Issued by the Registrar pursuant to Section 25 of the Limited Liability Company Act 2008)

FIRST SCHEDULE

Section of the Act Or Regulation	Description	Reference number the Form
10	Application for Reservation of Name	LLC / 1
10	Reservation of Name	LLC / 2
12	Articles of Organisation	LLC / 3
15	First Certificate of Organisation	LLC / 4
16	Renewal Certificate of Organisation	LLC / 5
18	Notice of Registered Agent	LLC / 6
19	Notice of Change of Name or business address of Registered Agent	LLC / 7
19	Notice of Resignation of Registered Agent	LLC / 8
20	Annual Report of a Limited Liability Company	LLC / 9
49	Statement of Intent to Dissolve	LLC / 10
54	Articles of Dissolution	LLC / 11
61	Application to Transfer Domicile to the Cook Islands	LLC / 12A
61	Application to Transfer Domicile to the Cook Islands	LLC / 12B
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FORM NO. LLC / 1

Lodged by:

Lodged on 20

Registrar

Cook Islands

Limited Liability Companies Act 2008
(Section 10)

Application for Reservation of Name

.....
(Name of Trustee Company)

Under section 10 of the Limited Liability Companies Act application is made for reservation of the name

Dated this day of 20

.....
Trustee Company

Cook Islands
Limited Liability Companies Act 2008

(Section 10)

Reservation of Name

Valid for three months from the date of issue

THIS IS TO CERTIFY that (the "Applicant") has
the exclusive right to use the name for a limited liability company to be organized
under the Limited Liability Companies Act 2008

GIVEN under my hand and seal at Avarua, Rarotonga this day of 20.....

.....
Registrar of Limited Liability Companies

No. of Company:

FORM NO. LLC / 3

Lodged by:

Lodged on 20

Registrar

Cook Islands
Limited Liability Companies Act 2008
(Section 12)

Articles of Organisation

of

(insert company name)

1. The Registered Office of the Company is
2. The address of the Registered Office of the Company is.....
3. The period of duration of the Company is.....
4. The Company shall be dissolved upon the occurrence of any of the following events
(completion of this entry is optional).

This application is being made on behalf of one or more persons who do not reside in the Cook Islands and none of whom is an individual under the age of 18 years.

SIGNED by:

.....
(insert name of trustee company)

.....
Date:



Cook Islands

Limited Liability Companies Act 2008
(Section 15)

No: LLC.....

FIRST CERTIFICATE OF ORGANISATION

Valid until.....only

THIS IS TO CERTIFY that is on and from the
..... day of 20... organised under the Limited Liability Companies Act 2008.

This certificate expires on the day of 20.....

GIVEN under my hand and seal at Avarua, Rarotonga this day of 20.....

.....
Registrar of Limited Liability Companies

ATTENTION is directed to the requirements of Section 16 and 20 of the Limited Liability Act 2008 and to regulations made under the Act relating to annual Renewal Certificates of organisation and the liabilities incurred by the members and managers in consequence of a company carrying out business after the expiry of its Certificate of Organisation.



Cook Islands
Limited Liability Company Act 2008
(Section 16)

No: LLC.....

RENEWAL CERTIFICATE OF ORGANISATION

Valid until.....only.

THIS IS TO CERTIFY THAT THE CERTIFICATE OF ORGANISATION of
..... organized on the day of
....., 20... under the Limited Liability Companies Act 2008 has been renewed.

This Renewal Certificate of Organisation expires on the day of 20...

GIVEN under my hand and seal at Avarua, Rarotonga this day of 20.....

.....
Registrar of Limited Liability Companies

ATTENTION is directed to the requirements of Section 16 and 20 of the Limited Liability Act 2008 and to regulations made under the Act relating to annual Renewal Certificates of Organisation and the liabilities incurred by members and managers in consequence of a company carrying out business after the expiry of its Certificate of Organisation.

No. of Company:

FORM NO. LLC / 6

Lodged by:

Lodged on 20

Registrar

Cook Islands
Limited Liability Companies Act 2008
(Section 18)

Notice of Registered Agent

.....
(Name of the Limited Liability Company)

As from the day of 20 the name and business address of the
Registered Agent of the above named company is

Dated this day of 20

.....
(insert name of limited liability company
by its Manager(s))

Cook Islands
Limited Liability Companies Act 2008
(Section 19)

Notice of Change of Name or Address of Registered Agent

To: The Registrar
Limited Liability Companies

To: The Manager
(insert name of limited liability company)

TAKE NOTICE THAT EFFECTIVE, (insert name of trust company) has changed its name/ changed its address to the following (delete that which is inapplicable):

.....
(insert name of trustee company)

Cook Islands
Limited Liability Companies Act 2008

(Section 19)

Notice of Resignation of Registered Agent

To: The Registrar
Limited Liability Companies

To: The Manager
(insert name of limited liability company)

TAKE NOTICE (insert name of trustee company) did on (insert date) resign as the Registered Agent of (insert name of limited liability company).

.....
(insert name of trustee company)

ATTENTION is directed to the Section 19 of the Limited Liability Act 2008 which provides the resignation of a Registered Agent must be filed with the Registrar within 15 days of the resignation and is effective 30 days after its receipt by the Manager. A copy of the resignation must be given to the manager of the limited liability company.

No. of Company:

FORM NO. LLC / 9

Lodged by:

Lodged on 20

Registrar

Cook Islands

Limited Liability Companies Act 2008
(Section 20)

Annual Report of a Limited Liability Company

Annual Report of
(Name of the Limited Liability Company)

1. This Report is completed the day of 20.....
2. The company is organised in the Cook Islands.
3. The name and business address of the Registered Agent is.....
.....

Dated this day of 20

.....
Manager/Registered Agent

No. of Company:

FORM NO. LLC / 10

Lodged by:

Lodged on 20

Registrar

Cook Islands

**Limited Liability Companies Act 2008
(Section 49)**

Statement of Intention to Dissolve

In accordance with section 49 (2) at the date indicated
.....(Name of Limited Liability Company)

has been dissolved because (delete what is inapplicable):

all the members and managers have unanimously resolved to dissolve the company

an event of dissolution as prescribed in the articles/operating agreement of the company has occurred.

Date of dissolution day of 20.....

The Articles of Dissolution will be delivered to the Registrar in due course.

Dated this day of 20.....

.....
Manager

No. of Company:

FORM NO. LLC / 11

Lodged by:

Lodged on 20

Registrar

Cook Islands
Limited Liability Companies Act 2008
(Section 54)

Articles of Dissolution

I verify that (insert name of limited liability company)

1. Filed a Statement of Intent to Dissolve on
2. All debts, obligations, and liabilities have been paid and discharged or that adequate provision has been made therefore.
3. All the remaining property and assets of the company have been distributed among its members in accordance with their respective rights and interests.
4. There are no suits pending against the company in any court or that adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending suit.

.....
Signed

This document must be filed with the Registrar in duplicate.

No. of Company:

FORM NO. LLC / 12A

Lodged by:

Lodged on 20

Registrar

Cook Islands

**Limited Liability Companies Act 2008
(Section 61)**

Application to Transfer Domicile to the Cook Islands

In accordance with section 61 of the Limited Liability Companies Act
..... (Name of Limited Liability Company) hereby applies for permission to
transfer its domicile or Foreign Limited Liability Company to the Cook Islands.

Name of country of domicile:.....

Date organised:.....

Name of limited liability company to be adopted upon re-domiciled in the Cook Islands

Name and Address of the limited liability's intended registered agent in the Cook Islands

Attached are:

- (a) any amendments of its Articles of Organisation or their equivalent, that are to be effective upon filing this application to transfer domicile; and
- (b) a declaration by the manager pursuant to Section 62 (d & e); and
- (c) a copy of the articles of organization with amendments, if any, certified as a true and correct copy of the original by the manager(s) of the company.

Dated this day of 20

.....
Registered Agent

No. of Company:

FORM NO. LLC /12B

Lodged by:

Lodged on 20

Registrar

Cook Islands

Limited Liability Companies Act 2008

(Section 61)

Application to Transfer Domicile to the Cook Islands

In accordance with section 61 of the Limited Liability Companies Act 2008 I

.....

.....the Manager(s) of (Name of Limited Liability Company) hereby do solemnly and sincerely declare that the transfer of domicile of the company to the Cook Islands:

1. has been approved by all necessary action required by law and by the limited liability company's articles of organisation and operating agreement; and
2. is made in good faith and will not serve to hinder, delay or defraud existing members, creditors, claimants, law enforcement agencies, or other interested parties.

Dated this day of20

.....
Manager(s)



Cook Islands
Limited Liability Companies Act 2008
(Section 64)

No: LLC.....

Certificate of Transfer of Domicile to the Cook Islands

Valid until.....only

THIS IS TO CERTIFY that is on and from the
..... day of 20..... domiciled in the Cook Islands.

GIVEN under my hand and seal at Avarua, Rarotonga this day of 20.....

.....
Registrar of Limited Liability Companies.

ATTENTION is directed to the requirements of Section 16 and 20 of the Limited Liability Act 2008 and to regulations made under the Act relating to annual Renewal Certificates of Organisation and the liabilities incurred by members and managers in consequence of a company carrying out business after the expiry of its Certificate of Organisation.



No. of Company:

FORM NO. LLC / 14

Lodged by:

Lodged on 20

Registrar

Cook Islands

**Limited Liability Companies Act 2008
(Section 68)**

Certificate of Departure

1. (Name of the Limited Liability Company) wishes to domicile in (name of foreign jurisdiction)
2. Names and addresses of Creditors and the total amount of indebtedness, and the name and address of all persons or entities which have notified the limited liability company in writing of a claim in excess of \$1,000 and the total amount of such claims are:

(insert names or attach a list).
3. The intended date of departure is day of 20.....and the transfer of domicile is unlikely to be detrimental to the rights or property interests of any creditor or claimant against the company.
4. The company is not in breach of any duty or obligation imposed upon it by the Act or any other law of the Cook Islands.
5. The transfer of domicile to the foreign jurisdiction is made in good faith and will not serve to hinder, delay or defraud existing members, law enforcement agencies or other interested parties.
6. The company consents and agrees that I may be served with process in the Cook Islands in any proceeding arising out of the actions or omissions occurring prior to its departure from the Cook Islands and the company appoints you as agent of the company to accept such service of process and any proceedings so received may be forwarded to the following by mail:

Dated this.....day of.....20.....