



FORM 3

COMPANY NO. 38636

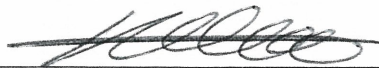
COMPANIES ACT OF BARBADOS

CERTIFICATE OF INCORPORATION

BNB CAPITAL CORPORATION

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.



Dep. Registrar of Companies

September 17th, 2014

Date of Incorporation



COMPANIES ACT OF BARBADOS

REQUEST FOR NAME SEARCH AND NAME RESERVATION

- 1. Name, Address and telephone number of person making request:
 Chancery Chambers
 Attorneys-at-Law
 Chancery House, High Street
 Bridgetown, Barbados Telephone Number: 431-0070
- 2. Proposed name or names in order of preference
 (a) **BNB CAPITAL CORPORATION**
 (b)
 (c)
- 3. Main types of business the company carries on or proposes to carry on:
 (a) Capital Financial Arrangements for Projects and Entities
 (b)
 (c)
- 4. Derivation of name
 Coined
- 5. First name available to be reserved: Yes No
- 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

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APPROVED

Name reserved until (specify date)

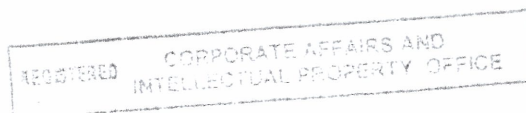
For Director

- 1 2014-12-04
- 2
- 3

See attached letter if name is not reserved

Date received: 2014-09-05

Request received by:






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
BNB CAPITAL CORPORATION
2. Company Number
38636
3. Address of Registered Office
Chancery House
High Street
Bridgetown, Barbados
4. Mailing Address
Chancery House
High Street
Bridgetown
Barbados
5. If change of address, give previous address of Registered Office.
N/A

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6. Date: September 17, 2014	Signature:  Gail S.E. Marshall	Title: Incorporator
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Company Number: **38636**

Filed: **2014-09-17**



DRAWN AND PREPARED BY

Andrew C. Ferreira
Attorney-at-Law
Chancery Chambers
High Street
Bridgetown, Barbados

COMPANIES ACT CAP. 308

(Section 4(3))

DECLARATION

BNB CAPITAL CORPORATION

Name of Company

I, **Andrew C. Ferreira** of Chancery Chambers, High Street, Bridgetown, Barbados, Attorney-at-Law, **DECLARE** to the best of my knowledge and belief:-

1. No signatory to the Articles of Incorporation of the above-named Company is an individual described in Section 4(2) of the Companies Act of Barbados.

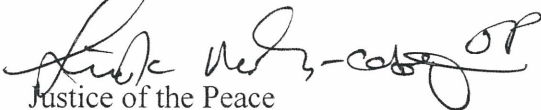
The name of the signatory to the said Articles of Incorporation is:

(a) Gail S.E. Marshall

DECLARED by the said)
ANDREW C. FERREIRA)
at Bridgetown, Barbados)
this 17th day of September, 2014)



Before me:


Justice of the Peace

LINDA MOSELEY-CADOGAN
JUSTICE OF THE PEACE

REGISTERED CORPORATE AFFAIRS AND
INTELLECTUAL PROPERTY OFFICE



COMPANIES ACT OF BARBADOS
(Sections 66 & 74)

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

1. Name of Company
BNB CAPITAL CORPORATION
2. Company Number **38636**
3. Notice is given that on the _____ day of _____, the following person(s) was / were appointed director(s)

Name	Residential Address	Occupation
	N/A	

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

Name	Residential Address
	N/A

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

Name	Residential Address	Occupation
Senator Jepter Ince*	Chapel Lane, St. Philip, Barbados	Financial Analyst
Timothy D. Joseph	Wanstead Gardens, St. Michael, Barbados	Business Executive
Jung Yun	1271 Ave of the Americas, Suite 4300 New York, NY 10020, U.S.A.	Investment and Portfolio Manager
Sir Trevor Carmichael, Q.C.	Staple Grove House, St. Davids, Christ Church, Barbados	Attorney-at-Law

*no middle initial

6. **Date:**

September 17, 2014

Signature:


Gail S.E. Marshall

Title:

Incorporator

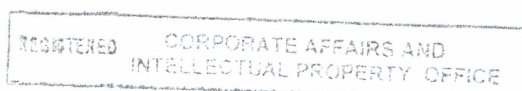
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Company Number:

38636

Filed:

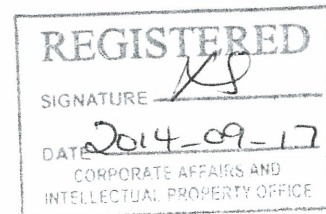
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 \$750.00
 2014-09-17

COMPANIES ACT OF BARBADOS
 (Section 5)
ARTICLES OF INCORPORATION



1. Name of Company
 BNB CAPITAL CORPORATION

Company Number 38636

2. The classes and any maximum number of shares that the Company is authorized to issue
 The Company is authorised to issue an unlimited number of shares of one class designated as common shares.

3. Restriction if any on share transfers
 No share in the capital of the Company shall be transferred without the approval of the Directors of the Company or of a Committee of such Directors, evidenced by resolution and the Directors may, in their absolute discretion and without assigning any reasons therefor, decline to register any transfer of any share.

4. Number (or minimum and maximum number) of Directors
 There shall be a minimum of 1 and a maximum of 12 Directors.

5. Restrictions if any on the business the company may carry on
 None

6. Other provisions if any
 Any invitation to the public to subscribe for shares or debentures of the Company is prohibited.

7. Incorporators:
 Date: September 17, 2014

Name	Address	Signature
Gail S.E. Marshall	Cane Garden, St. Thomas, Barbados	

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