## INSTRUCTIONS-AMENDED AND RESTATED ARTICLES OF INCORPORATION OF A MARSHALL ISLANDS CORPORATION

In order to integrate into one document, the original Articles of Incorporation, all subsequent amendments and any new amendments, Amended and Restated Articles of Incorporation may be filed pursuant to section 93 of the Business Corporations Act. This action shall be adopted by the shareholders in the manner and by the vote prescribed by section 88 of the Business Corporations Act.

***DOCUMENTS REQUIRED***

1. One (1) original acknowledged Statement to Amend and Restate Articles of Incorporation must be signed by a person authorized to sign on behalf of the corporation and submitted with two (2) duplicate copies. Photocopies are acceptable as duplicate copies provided the signatures are legible. Acknowledgement of signatures may be accomplished either: (1) before a notary public; or (2) by the person signing the instrument under penalty of perjury pursuant to section 5 of the Business Corporations Act, and
2. One (1) original copy of the Amended and Restated Articles in their entirety.

The original acknowledged Statement to Amend and Restate Articles of Incorporation along with the duplicates shall be forwarded to any office of Marshall Islands Maritime and Corporate Administrators, Inc. for processing. When processing is complete, a duplicate copy of the Amended and Restated Articles, as filed, will be returned to the client.

**STATEMENT TO AMEND AND RESTATE**

**ARTICLES OF INCORPORATION OF**

***(NAME OF CORPORATION)***

**UNDER SECTION 93 OF THE**

**BUSINESS CORPORATIONS ACT**

The undersigned, *(name and title of the person signing on behalf of the Corporation)* of *(name of Corporation)*,a corporation incorporated under the laws of the Republic of the Marshall Islands, for the purpose of amending and restating the Articles of Incorporation of said Corporation pursuant to section 93 of the Business Corporations Act, hereby certifies that:

1. The name of the Corporation is: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_. (*if the corporation’s name has been changed, the name under which it was originally incorporated must also be stated)*
2. The Articles of Incorporation were filed with the Registrar of Corporations as of the \_\_\_ day of \_\_\_\_\_\_\_\_\_\_, \_\_\_\_.
3. The sections to be amended by the Amended and Restated Articles of Incorporation are:

**[*list sections affected by the amendment to the articles of incorporation*]**

1. [***if any amendment reduces the stated capital, then a statement must be included of the manner in which the same is effected and the amounts from which and to which the stated capital is being reduced*]**
2. The Articles of Incorporation are hereby replaced by the Amended and Restated Articles of Incorporation attached hereto.
3. These Amended and Restated Articles of Incorporation were authorized by actions of the Board of Directors and Shareholders of the Corporation as required by the Business Corporations Act.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on this \_\_\_ day of \_\_\_\_\_\_\_, 20\_\_\_.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Authorized Person

PRINT NAME & TITLE

**OPTIONAL NOTARIAL STATEMENT:**

**SS.:**

On this day of , 20 , before me personally came \_\_\_\_\_\_\_\_\_\_\_\_\_ known to me to be the individual described in and who executed the forgoing instrument and he/she duly acknowledged to me that the execution thereof was his/her act and deed.

*NOTE: This outline form is a service for the purpose of adaptation to the particular needs of individual situations and should under no circumstances be used by anyone without consulting legal counsel.*

**SAMPLE**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**(SHIPPING POWERS)**

The following is a sample of Amended and Restated Articles of Incorporation with shipping powers. Please modify the sample to include the amended sections referenced in the Statement to Amend and Restate.

This document should be submitted along with the Statement to Amend and Restate. The documents will be filed together to comprise the Amended and Restated Articles of Incorporation.

**AMENDED AND RESTATED**

**ARTICLES OF INCORPORATION**

**OF**

**[Insert CORPORATION NAME]**

**PURSUANT TO THE MARSHALL ISLANDS BUSINESS CORPORATIONS ACT**

A. The name of the Corporation shall be:

**[Insert CORPORATION NAME]**

B. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the Marshall Islands Business Corporations Act and without in any way limiting the generality of the foregoing, the corporation shall have the power:

1. To purchase or otherwise acquire, own, use, operate, pledge, hypothecate, mortgage, lease, charter, sub-charter, sell, build, and repair steamships, motorships, tankers, vessels, sailing vessels, tugs, lighters, barges, and all other vessels and craft of any and all motive power whatsoever, including landcraft and any and all means of conveyance and transportation by land or water, together with engines, boilers, machinery equipment and appurtenances of all kinds, including masts, sails, boats, anchors, cables, tackle, furniture and all other necessities thereunto appertaining and belonging, together with all materials, articles, tools, equipment and appliances necessary, suitable or convenient for the construction, equipment, use and operation thereof; and to equip, furnish, and outfit such vessels and ships.
2. To engage in ocean, coastwise and inland commerce, and generally in the carriage of freight, goods, cargo in bulk, passengers, mail and personal effects by water between the various ports of the world and to engage generally in waterborne commerce.
3. To purchase or otherwise acquire, own, use, operate, lease, build, repair, sell or in any manner dispose of docks, piers, quays, wharves, dry docks, warehouses and storage facilities of all kinds, and any property, real, personal and mixed, in connection therewith.
4. To act as ship's husband, shipbrokers, customhouse brokers, ship's agents, manager of shipping property, freight contractors, forwarding agents, warehousemen, wharfingers, ship chandlers, and general traders.

1. The registered address of the Corporation in the Marshall Islands is Trust Company Complex, Ajeltake Road, Ajeltake Island, Majuro, Marshall Islands MH96960. The name of the Corporation's registered agent at such address is The Trust Company of the Marshall Islands, Inc.
2. The aggregate number of shares of stock that the Corporation is authorized to issue is Five Hundred (500) registered and/or bearer shares without par value.

The Corporation shall mail notices and information to holders of bearer shares to the address provided to the Corporation by the shareholder for that purpose.

The holder of a stock certificate issued to bearer may cause such certificate to be exchanged for another certificate in his name for a like number of shares, and the holder of shares issued in the name of the owner may cause his certificate to be exchanged for another certificate to bearer for a like number of shares.

1. The Corporation shall have every power which a corporation now or hereafter organized under the Marshall Islands Business Corporations Act may have.
2. The name and address of the incorporator is:

Name Post Office Address

Majuro Nominees Ltd. P.O Box 1405

Majuro

Marshall Islands

1. The Board of Directors as well as the shareholders of the Corporation shall have the authority to adopt, amend or repeal the bylaws of the Corporation.