

NEW LIMITED LIABILITY COMPANY - LLC

DETAILED INSTRUCTIONS & INFORMATION MEMORANDUM

Procedure for LLC Incorporation

1. Complete the LLC Application Form electronically, send us a copy for review, and then print and sign. If further information is required we will call you to confirm.
2. Collate your Verification of Identity Documents (otherwise known as KYC Documents) – see page 5 for detailed explanation of KYC requirements.
3. Attend upon a Notary Public. You must sign the LLC Application Form in front of the Notary Public or approved Certifier who will attest to those documents. The Notary Public/Certifier is also required to certify your KYC documents as true and correct copies of the originals, so ensure that you take your originals with you.
4. Email all of the completed documents to Trustees & Fiduciaries (Cook Islands) Ltd prior to sending by courier/post.

Email: Nadine@trusteescookislands.com

5. Pay the initial trust fees by wire transfer. Wire transfer details as follows:

Pay via Fedwire type code

Pay via Fedwire type code 1000 Customer Transfer utilising product code center.

Pay to receiver

- ABA#021000089
- CITIBANK NA
- NEW YORK NY

For A/C with bank

- A/C 10933728
- BANK OF NEW ZEALAND
- WELLINGTON

Favour (beneficiary)

- CUSTOMERS ACCOUNT NAME - *Trustees & Fiduciaries (Cook Islands) Limited.*
- RESIDENTIAL ADDRESS *461B Hibiscus Coast Highway, Orewa 0931, Auckland, New Zealand.*
- BNZ ACCOUNT NUMBER *711291-0000 (USD Account)*

Payments for credit into a Foreign Currency Account should have “DO NOT CONVERT” noted on the payment.

6. All original documents should be sent by DHL or Fedex as follows:
Trustees & Fiduciaries
T&F Chambers
Main Road, Rarotonga
Cook Islands
Tel. +682 29214
Attn. Nadine Newnham
7. Upon receipt of the initial fees and the emailed copies of the completed documents, T&F will register the LLC and forward to you the corporate kit complete with copies of all relevant documents. The kit will be forwarded electronically by drop box unless you request otherwise.

**COOK ISLANDS INTERNATIONAL LLC
INCORPORATION & INFORMATION FORM**

The completion of this form will provide T&F with the relevant information needed to incorporate and activate the LLC.

1. NAME OF LLC TO BE INCORPORATED		
Option 1:		
Option 2:		
2. PURPOSE FOR WHICH THE LLC IS BEING FORMED		
Business Activity:	A Cook Islands LLC can operate business anywhere in the world for any lawful purpose. Please describe <i>in as much detail as possible</i> , the business the LLC is intended to conduct:	
Please describe initial source of funds for the LLC	Please describe <i>in detail together with copies of any documents</i> , the source of funds/assets used to contribute capital or equity to the LLC. Further proof of source of funds/assets may be requested	
3. MEMBER(S) must provide the name, occupation, contact details and membership interest. Each member must also provide <i>Individual KYC Form, supporting documents and Tax Declaration Form</i>		
	Member 1	Member 2
Name:		
Date of Birth:		
Nationality: (Please list all)		
Occupation & Industry:		
Politically Exposed Person PEP)	Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>
Residential Address:		
Telephone:	+ ()	+ ()

Email:		
Tax Residency:		
Tax Identification No:		
Passport / ID Card Number/Social Security No.:		
Source of Funds/Wealth:	Please provide specific details below	Please provide specific details below
Membership Interest	%	%
4. BENEFICIAL OWNERS – IF DIFFERENT TO MEMBERS Provide the name, occupation, contact details and membership interest for each named Beneficial Owner of the LLC. Each Beneficial Owner must also provide a <i>KYC Form, supporting documents and Tax Declaration Form</i>		
	Beneficial Owner 1	Beneficial Owner 2
Name:		
Date of Birth:		
Nationality: (Please list all)		
Occupation & Industry:		
Politically Exposed Person	Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>
Residential Address:		
Telephone:	+ ()	+ ()
Email:		
Tax Residency:		
Tax Identification No:		
Passport / ID Card Number/Social Security No.:		
	Please provide specific details below	Please provide specific details below
Source of Funds/Wealth:		

Membership Interest	%	%
5. MANAGER(S) Provide the name, occupation and contact details for each named Manager of the LLC. Each Manager must also provide a signed Consent to Act Form, KYC Form, supporting documents and Tax Declaration Form.		
Details	Manager 1	Manager 2
Name:		
Date of Birth/Date of Incorporation:		
Nationality: (Please list all jurisdictions)		
Occupation & Industry:		
Politically Exposed Person (PEP)	Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>
Residential Address/Registered Office:		
Tax Residency and TIN number:		
Or Incorporation No.:		
Telephone	+ ()	+ ()
Email Address		
6. OPERATING AGREEMENT		
<p>(a) STANDARD - T&F form provided free of charge which will be signed and returned before LLC is registered</p> <p>OR</p> <p>(b) OTHER (please specify):</p>		
7. ACCOUNTING RECORDS		
<p>Accounting records are required to be kept for inspection by the Registrar of Limited Liability Companies upon demand. The beneficial owners acknowledge that T&F is:</p> <p>a) required to maintain accounting records on behalf of the LLC to make available to the Registrar upon demand; and</p> <p>b) carry out various reporting obligations under FATCA/CRS that may apply;</p> <p>and further agree to provide T&F with all information as determined by T&F for this purpose.</p>		
8. CONTACT PERSON All correspondences including LLC invoices will be forwarded to the nominated Contact Person below:		
Name:		
Address: or if an LLC, Place of Business:		
Mailing Address: If different to above		
Telephone:		

Email:	
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This Form MUST be signed by any one of the Beneficial Owner/s or by any person authorized to act for and on behalf of the Beneficial Owner/s.

Signature:	
Name:	
Title:	
Date:	

See below for Due Diligence documents required.

The information and due diligence received will be held by T&F and is subject to the confidentiality laws of the Cook Islands. The information is not filed as part of any public record.

Part A. KNOW YOUR CLIENT (KYC) INFORMATION IS REQUIRED FOR THE FOLLOWING DUE DILIGENCE SUBJECTS WHEN FORMING AN LLC:

Due Diligence Subjects:

- Any Member (with 10% or more interest);
- Any Manager; and
- Any other Ultimate Beneficial Owner or Controlling Person.

Part B. DD DOCUMENTS REQUIRED

Where the Due Diligence Subject is an **INDIVIDUAL, we will require:**

Certified* True Copies of:

- (i) A valid photographic identification document such as a Passport, Resident Identity Card or Driver's License; and
- (ii) A utility bill or a bank statement proving residential address (within the last 3 months)
OR any other national document that can verify the residential address.

Other documents to be completed:

- (iii) T&F Tax Status Self-Certification Forms including where appropriate an IRS W9 or W8 form.
- (iv) T&F Client BIO Form completed by settlor/asset contributor providing details of source of funds.
- (v) Affidavit of Solvency by settlor/asset contributor showing solvency after expected transfer of assets to the trust (*T&F can provide sample*).

Where the Due Diligence Subject is a **CORPORATION (COMPANY/LLC/TRUST/FOUNDATION), we will require:**

Certified* True copies of the following corporate documents:

- (i) certificate of incorporation or comparable document under which the company or entity was incorporated, established, registered or otherwise created;
- (ii) register of members or equivalent list confirming the owners of the company or entity;
- (iii) register of directors or equivalent list confirming the management of the company or entity; and
- (iv) Memorandum and Articles of Association or equivalent governing bylaws (*only required where nominee services are provided by T&F*).

A signed statement from one of the directors/managers of the entity addressed to T&F as to the nature and place of business of the entity and that the entity is in Good Standing.

Ownership

If there is a multi-layer corporate shareholding or trust structure, an organization chart certified by a director or trustee showing the percentage of shareholdings and beneficial ownership owned by each intermediate entity up to the level of the ultimate shareholder/beneficial owner must be provided.

Individual Due Diligence (*as per above*) will also be required on each **ULTIMATE beneficial**

owner/member/ shareholder, that has at least a 10% interest (as detailed in the organization chart) in the entity. Where that beneficial owner is itself another entity, Due Diligence is required as per Corporations.

For Listed Companies

If the Due Diligence Subject is a publicly listed company, we will only require the name of the company, the name of the relevant stock exchange and stock code. No further due diligence on the publicly listed company will be required if the publicly listed company is on an approved stock exchange. Your usual T&F representative will provide you a list of approved stock exchanges upon request.

Tax Status for Entities

Where an entity is a settlor, co-trustee, protector or beneficiary of a trust, a Tax Status Self-Certification Form for Entities must be completed and signed by an authorised person. In some cases, Controlling Persons of the entity may also be required to complete the Tax Status Self-Certification form for Individuals.

For EXISTING CLIENTS

If any of the information required in respect of a Due Diligence Subject has been provided to T&F in respect of another entity, it may be sufficient to provide T&F with the name of that other entity and the name of the Due Diligence Subject. T&F will let you know if further/updated information is still required.

Part C. CERTIFICATION

* Certified means one of the below named persons (“Certifier”), being a person independent of the individual, trust or legal person for which the certification is being provided, has sighted the original documents and confirms in writing that the copy is a true and correct copy of the original.

Approved Certifier

- 1) Notary Public exercising his or her office;
- 2) Certified Public Accountant;
- 3) Registrar or Deputy Registrar of a court;
- 4) Justice of the Peace;
- 5) legal practitioner; or
- 6) an officer or employee of a licensed bank, trust company or insurance company.

Example: Certification should bear the following statement or similar “I hereby certify this to be a true copy of the original” [and in relation to photographic identification] “and that the photograph bears a true likeness to the individual”.