



Company Name:	BLUE CEDARS LIMITED	
Any previous company names	None	
Public Register Search	Positive	
Company Registration Number/ID number	095338C	
Date of Incorporation/Registration date	06 April 1999	
Company Type/ Entity	IOM Company, Private, Limited by Shares	
Company Status	Live	
Date Company Dissolved/ cessation of trading	Not applicable	
The name of any liquidator or receiver appointed	Not applicable	
Presence of Charges	if available	
Country	Isle of Man	
Registry	The Department of Economic Development 	



<p>Registry Address:</p>	<p>Companies Registry                  PO Box 345                  St George's Court                  Upper Church Street                  Douglas                  Isle of Man                  IM99 2QS</p>	
<p>Registry Contact Info:</p>	<p>tel: +44 (0) 1624 689389                  fax: +44 (0) 1624 689397</p>	
<p>Company Registration:</p>	<p>Blue Cedars Limited was incorporated in the Isle of Man on 06 April 1999. The Company Registration number of Blue Cedars Limited is 095338C.</p>	
<p>Company Suffix</p>	<p>Isle of Man company Suffixes:                  C = Isle of Man Company                  F = Foreign Company                  L = Limited Liability Company                  B = Business Name                  V = 2006 Company</p>	
<p>Registered Office</p>	<p>Parkfield                  Glencrutchery Road                  Douglas                  IM2 5HY</p>	



## Isle of Man Registry Extract:



## Company Details

Isle of Man Company Details	
Company Name	BLUE CEDARS LIMITED
Company Number	095338C
Company Type	PRIVATE, LIMITED BY SHARES
Registered Office	Parkfield Glencrutchery Road Douglas
Date of Incorporation	06/04/1999
Presence of Charges	N
Status	LIVE

## Public Documents

Company Type	IOM Company
Company Number	095338C
Company Name	BLUE CEDARS LIMITED

Document Type	Document Description	Date Received
AR	ANNUAL RETURN	01/05/2014
AR	ANNUAL RETURN	03/05/2013
AR	ANNUAL RETURN	23/04/2012
9N	CHANGE IN DIRECTOR/SECRETARY	23/02/2012
AR	ANNUAL RETURN	28/04/2011
AR	ANNUAL RETURN	12/05/2010
ARL	ANNUAL RETURN FILED LATE	11/12/2009
ARL	ANNUAL RETURN FILED LATE	03/12/2009
AR	ANNUAL RETURN	20/04/2007
AR	ANNUAL RETURN	03/05/2006
ARL	ANNUAL RETURN FILED LATE	17/05/2005
ARL	ANNUAL RETURN FILED LATE	17/05/2005
9N	CHANGE IN DIRECTOR/SECRETARY	20/01/2005
9N	CHANGE IN DIRECTOR/SECRETARY	11/09/2003
AR	ANNUAL RETURN	02/05/2003
9N	CHANGE IN DIRECTOR/SECRETARY	22/11/2002
9N	CHANGE IN DIRECTOR/SECRETARY	25/06/2002
ARL	ANNUAL RETURN FILED LATE	10/05/2002
AR	ANNUAL RETURN	10/05/2001
45	RETURN OF ALLOTMENTS	08/05/2000



Document Type	Document Description	Date Received
AR	ANNUAL RETURN	03/05/2000
9N	CHANGE IN DIRECTOR/SECRETARY	03/05/2000
9N	CHANGE IN DIRECTOR/SECRETARY	27/08/1999
9N	CHANGE IN DIRECTOR/SECRETARY	27/08/1999
9N	CHANGE IN DIRECTOR/SECRETARY	27/08/1999
9N	CHANGE IN DIRECTOR/SECRETARY	27/08/1999
4	CHANGE IN REGISTERED OFFICE	27/08/1999
9N	CHANGE IN DIRECTOR/SECRETARY	27/08/1999
9N	CHANGE IN DIRECTOR/SECRETARY	27/08/1999
INC	CERTIFICATE OF INCORPORATION	06/04/1999
1	DIRECTORS SECRETARY, REG. OFF.	06/04/1999
MA	MEMORANDUM & ARTICLES OF ASSOC.	06/04/1999

**Latest Filed Annual Return**

Company Number 095338C

Form AR

### ANNUAL RETURN OF A COMPANY HAVING A SHARE CAPITAL (OTHER THAN A COMPANY LIMITED BY GUARANTEE)

Pursuant to Sections 107 and 340A of the Companies Act, 1931 (as amended)

*Please complete legibly in black type, or bold block lettering*

Annual Return of: **BLUE CEDARS Limited\***  
\*Delete if inappropriate

Made up to: 

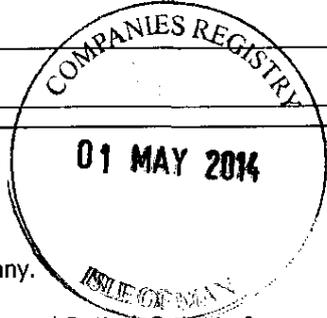
Day: 6th	Month: APRIL	Year: 2014
-------------	-----------------	---------------

 (hereinafter called 'the date of this return')(being the company's return date)

The registered office is as follows:  
PARKFIELD, GLENCRUTCHERY ROAD, DOUGLAS, ISLE OF MAN  
01/05/2014 11:27 000001#6768 0006  
0016731 4380.00

Principal trade or business carried on by the company since the last annual return (or incorporation if this is the first annual return):

INVESTMENT



The company is:

(a) a charity  Tick if appropriate

(b) a property management company.

as defined by the Companies (Fees and Duties) Order in force as at the date of this return (Note 1) and claims relief from payment of the annual return fee.

or, (c) dormant

as defined by the Companies (Fees and Duties) Order in force as at the date of this return (Note 1) and

i) claims relief from payment of the annual return fee as the return date is between the 6<sup>th</sup> April 2007 and 5<sup>th</sup> April 2008, inclusive.  Tick as appropriate

ii) pays the reduced annual return fee of £85 as the return date is on or after the 6<sup>th</sup> April 2008.

See Note 1

Please note, late filing fees are payable by every company, even those companies which claim exception from, or payment of the reduced annual return fee, if the annual return is delivered outside of the prescribed filing period.

Total amount of indebtedness of the company in respect of all mortgages and charges of the kind which are required to be registered with the Department of Economic Development: £NIL

<p>Presented by:</p> <p>LIONEL KELLY M.A.A.T. PARKFIELD GLENCRUTCHERY ROAD DOUGLAS ISLE OF MAN</p>	<p>Official use only</p> <div style="text-align: center;"> 00105201400184</div>
--	---

Company Number

095338C

Form AR

Has the company been a stakeholder as defined in section 20 of the Timeshare Act 1996 at any time since the last annual return (or incorporation if this is the first annual return)? NO

If the answer to the last question is YES and the company is a company limited by shares:

- (a) Has the company issued shares fully paid up in cash of the minimum nominal value required by section 109(3B)(a) of the Companies Act 1931? YES/NO
- (b) Does the company hold indemnity insurance, for such sum and in respect of such liabilities as are specified in section 109 (3B)(b) of the Companies Act 1931? YES/NO

### **Copy of the last audited balance sheet of the company**

This return must be accompanied by a copy of the last balance sheet if the company is (a) a public company, (b) a subsidiary of a public company incorporated in the Isle of Man, or (c) a company which has answered NO to the stakeholder question (a) or (b) on page 2. The balance sheet must be a written copy, certified by a director or by the manager or secretary of the company to be a true copy of the last balance sheet which has been audited by the company's auditors (including every document required by law to be annexed thereto) together with a copy of the report of the auditors thereon (certified as aforesaid) and if any such balance sheet is in a foreign language there must also be annexed to it a translation thereof in English certified in the prescribed manner to be a correct translation. If the said last balance sheet did not comply with the requirements of the law as in force at the date of the audit with respect to the form of balance sheet there must be made such additions to and corrections in the said copy as would have been required to be made in the said balance sheet in order to make it comply with the said requirements, and the fact that the said copy has been so amended must be stated thereon.

Note 1 The following are the definitions contained in the Companies (Fees and Duties) Order 2010 (SD 0028/10):

"charity" means a company which on its return date is registered as a charity under the Charities Registration Act 1989, or a company that is a wholly owned subsidiary of a charity;

"Class 4 licenceholder" means a person who holds a licence issued under section 7 of the Financial Services Act 2008 which permits that person to undertake Class 4 regulated activities – corporate services;

"dormant" means a company which is administered by a Class 4 licenceholder and which has not undertaken any activity by way of business or otherwise, is not part of any group, has neither received income nor incurred expenditure other than any costs associated with the incorporation of the company and issue of its shares and has no assets other than those shares;

"excepted" means a company that is either: (a) a charity, or (b) a property management company;

"property management company" means a non-profit making, non-trading company whose sole purpose is to receive regular payments from occupants of a residential property which are used by that company solely for its administration and the management, repair and maintenance of the common parts of that property;"

"qualifying members' club" means a club or association:

- (a) which is constituted as a company limited by guarantee and not having a share capital;
- (b) which is established to encourage the educational, recreational, social, sporting or other non-commercial interests of its members;
- (c) membership of which is based primarily upon payment of an annual subscription;
- (d) such that any surplus receipts of income over expenditure arising in any accounting period must be used exclusively for the continuance or improvement of the club or association and the service it provides to its members; and
- (e) where the majority of the activities of the club or association are based in the Isle of Man.

Company Number

095338C

Form AR

**SUMMARY OF SHARE CAPITAL AND SHARES**

Nominal Share capital:	Divided into:	Share type:	Value per share:
£2,000	2,000	Ordinary	£1.00 each
			£ each
			£ each
			£ each

Number of shares of each class taken up to the date of this return:

Number of shares of each class issued subject to payment wholly in cash:

Number of shares of each class issued as fully paid up otherwise than cash:

Number of shares issued as partly paid up to the extent of \_\_\_ per share otherwise than in cash:

Number of shares (if any) of each class issued at a discount:

Amount of discount on the issue of shares which has not been written off at the date of this return:

There has been called up on each of  Shares

There has been called up on each of  Shares

There has been called up on each of  Shares

Total amount of calls received including payments on application and allotment:

Total amount (if any) agreed to be considered as paid on shares of each class issued as fully paid up for a consideration other than cash:

Total amount (if any) agreed to be considered as paid on \_\_\_ shares which have been issued as partly paid up to the extent of \_\_\_ per share otherwise than cash:

Total amount of calls unpaid:

Total amount of sums (if any) allowed by way of discount in respect of any shares or debentures or allowed by way of commission in respect of any shares or debentures or allowed by way of discount in respect of any debentures since the date of the last return:

Total number of shares of each class forfeited:

Total amount paid (if any) on shares forfeited:

Total amount of shares for which share warrants to bearer are outstanding:

Total amount of share warrants to bearer (a) issued and (b) surrendered respectively since the date of the last return:

Number of shares comprised in each share warrant to bearer specifying in the case of warrants of different kinds, particulars of each kind:

**Declaration regarding preparation of accounting statements and maintenance of accounting records**

Please complete Parts 1 and 2

1. The Company:
- (a) has caused its financial statements to be properly prepared in accordance with the applicable Companies Acts for the financial period ended 6 April 2013 \_\_\_\_\_<sup>1</sup>; <sup>2</sup>
  - ~~or~~
  - (b) was incorporated on \_\_\_\_\_<sup>1</sup> and is not yet required by the applicable Companies Acts to prepare its first set of financial statements; <sup>2</sup>
  - ~~or~~
  - (c) has not yet prepared financial statements in accordance with the applicable Companies Acts.<sup>2</sup>
2. The company has kept accounting records since the date referred to in (a) above, which are sufficient both to show and explain the company's transactions and to disclose within a reasonable time and with reasonable accuracy the company's financial position at any time.

<sup>1</sup> Please insert the relevant date  
<sup>2</sup> Please delete this if it does not apply to the company.

**Nominated Officer:**

The Nominated Officer appointed under section 4(1) of the Companies (Beneficial Ownership) Act 2012 (Note 2) is:

Name of nominated officer: LIONEL GORDON KELLY

Address: Parkfield House, Glencrutchery Road, Douglas, Isle of Man, IM2 5HY

Or, a nominated Officer has not been appointed because:

- Tick as appropriate
- 1. The company is exempt from the requirement to appoint a nominated officer under section 4(2) of the Companies (Beneficial Ownership) Act 2012 (Note 3); or
  - 2. The company is exempt from the requirement to appoint a nominated officer under paragraph 3 of the Companies (Beneficial Ownership)(Exemptions) Order 2013 (SD 235/2013) (Note 4):

The relevant exemption being under paragraph 3 ( ) (insert (a) to (p) as appropriate).

Please provide the name of the person who is licensed by the Financial Supervision Commission if the exemption at paragraph 3(f) of the Companies (Beneficial Ownership) (Exemptions) Order 2013 (SD 235/2013) applies:

Name: .....







## Isle of Man Companies Act

The first Companies Act in the Isle of Man was enacted in 1865, following the United Kingdom companies' legislation in 1862. However, current legislation is based on the Companies Act 1931, which was based on the United Kingdom Companies Act 1929, and which it followed virtually word for word. Subsequent amending legislation, however, has modified the original act considerably.

Subsequent acts amending the Companies Act 1931 have been passed as follows:

- a. Companies Act, 1961
- b. Companies Act, 1968
- c. Companies Act, 1974
- d. Companies Act, 1982
- e. Companies Act, 1986
- f. Companies Act, 1992
- g. Single Member Companies Act, 1993

Companies may be:

- a. Limited by shares
- b. Limited by guarantee
- c. Limited by guarantee and having a share capital
- d. Having a share capital with unlimited liability

Companies limited by shares are formed with an authorised share capital. The standard authorised capital on formation is usually £2,000 divided into 2,000 shares of £1 each. This attracts the minimum capital duty, which is paid on formation.

Companies limited by guarantee have no predetermined capital, and thus no shares. Members are elected and can resign and membership is not transferable. Members are usually required to pay a non-returnable entry subscription on election, and the subscription capital forms the basic capital of the company.

Companies limited by guarantee and having shares may have members who hold shares, and members who do not.

Companies having a share capital with unlimited liability have a share capital in exactly the same way as a company limited by shares, but there is no limit to the liability of members. Such companies are not dissimilar to civil law partnerships.

### 2006 Act Company

Setting up and operating a limited company carries many obligations and understanding the different types of company which are available and the responsibilities which inevitably go hand in hand when forming and operating a company are important first steps towards company incorporation. The information contained on this website is intended to provide you with a brief introduction to these first steps and should be read in conjunction with the relevant legislation. Also available is Guide to Isle of Man Trust, Partnerships and LLCs.

### Limited Liability

Limited liability status is designed to assist economic development by encouraging business and promoting investment by providing the owners of a company with protection against loss of personal assets if the business being undertaken through it should fail.

There are five types of company available:



### **Limited by Shares:**

A Company limited by shares is probably the most popular type of trading company formed today with the liability of its members limited to the amount unpaid on shares they hold. The nominal capital of the company is not required to be stated for incorporation purposes, only that listed within section 5 of the Act is required.

### **Limited by Guarantee:**

Companies limited by guarantee have no predetermined capital and thus no shares. Members' liability is limited to the amount they have agreed to contribute to the company's assets if it is wound up. Essentially used as a mutual company for charitable, quasi-charitable, non-profit or social purposes, this form of company can be utilised to great effect for tax planning purposes by means of pledged payment to the collateral of the company

### **Limited by Shares and by Guarantee:**

This type of company is commonly known as a "Hybrid company", combining the features of both companies limited by shares and companies limited by guarantee. Members consist of those whose liability is limited to the amount unpaid on shares which they hold, and those whose liability is limited to the amount they have agreed to contribute to the company's assets if it is wound up. The flexibility provided by this form of company structure has led to its increasing use as a 'Foundation', a popular alternative to the discretionary trust and for proprietary purposes.

### **Unlimited with or without Shares:**

Such companies are not dissimilar to civil law partnerships and their use is now usually limited to complex situations where extreme flexibility of capital structuring is required or where corporate personality only is needed.

### **Company Suffixes**

All IOM companies are given a unique reference number when they are incorporated or registered. Each company type has a distinctive suffix to distinguish it. When you search by company number remember to include the appropriate suffix at the end of the number. If you do not include a suffix the system will report finding 'no matches'. The following suffixes can be used: -

C = Isle of Man Company

F = Foreign Company

L = Limited Liability Company

B = Business Name

V = 2006 Company

### **A Foreign Company**

A foreign company is defined by Part II of the 1931 Companies Act as any company incorporated outside of the Isle of Man which establishes a branch or a permanent place of business in the Isle of Man.

To register, a foreign company must lodge the following documents with the Companies Registry:

- a. A certified copy of the charter, statutes, or memorandum and articles of association, or other document comprising the constitution of the company, and, if such document is not in English, a certified translation thereof.
- b. A list of the directors and secretaries of the company containing the same information as would be required for a company incorporated in the Isle of Man.



- c. The name and address of a person resident in the Isle of Man authorised to accept on behalf of the company service of process and any other notices required to be served on the company.

The company is also required to inform the Companies Registry if there is any change in:

- a. The charter, statutes, or memorandum and articles of association; or
- b. The directors and secretaries (if any) of the company or the particulars contained in the list of directors and secretaries; or
- c. The names or addresses of the persons authorised to accept service on behalf of the company,

### **LLC - Limited Liability Company**

The concept of a limited liability company was originally conceived in Wyoming, USA and has been introduced into Manx law by the Limited Liability Companies Act 1996 (LLC). The LLC is a separate legal entity with its own legal personality which is distinct from its members, manager and registered agent. The principal characteristics of an LLC are:-

- a. Members' liability is limited to the amount of their capital contribution.
- b. The right to manage the LLC is vested in the members themselves in proportion to their contributions to capital, or a manager may be appointed.
- c. The LLC is treated very similarly to a partnership for taxation purposes, with each member of the LLC paying income tax upon his share of the profits.
- d. The LLC does not have directors or a secretary, but it must have a registered agent on the Isle of Man.

To register an LLC the following should be delivered to the Companies Registry:

- a. Articles of organisation signed by the person forming the company and the first members named in the articles.
- b. A consent form signed by the registered agent, and
- c. A statement of the intended registered office.

The articles of organisation must contain:-

- a. The name of the LLC.
- b. The names and addresses of its members.
- c. The name and address of its registered agent on the Island.
- d. The total amount of cash and a description and the value of other property contributed by the members.
- e. Whether members have agreed to make future contributions and, if so, the intended amount.
- f. Whether or not additional members are to be admitted and, if so, on what terms and conditions.
- g. If required, a right for the members to appoint a manager.
- h. If required, the right for remaining members to continue the business of the LLC in the event of an occurrence which terminates the continued membership of a member in the LLC.
- i. Any further provisions which relate to the internal regulation of the LLC, including making operating agreements.

### **Records and Reports**

Every LLC is required to file details of certain changes with the Companies Registry. Returns must be submitted as provided in the Act relating to:

- a. The location or changes in location of the registered office.
- b. A change of agent or their particulars.
- c. A change to the articles of organisation.
- d. An annual return.
- e. The appointment of a liquidator or receiver.

### **Private and Public Companies**



All Isle of Man companies are designated as either public companies or private companies. Private companies are not permitted to offer their shares or other securities to the general public and are not required to file their annual audited accounts with their annual return.

There are no restrictions on the number of members of a private company, or on the transferability of its shares. However, companies incorporated prior to 1988 may have such restrictions until and unless they adopt new articles of association.

Under the provisions of the Companies Act 1992, public companies must have the suffix 'Public Limited Company', or the abbreviation 'P.L.C.' after their name. Other Companies must bear the suffix 'Limited' or 'Ltd' after their name. Private Companies, which are registered charities, may be permitted, by license, to dispense with the suffix. Isle of Man public companies have for many years been quoted on recognised stock exchanges around the world, and are frequently used for flotation's and loan stock issues.

### **Records and Reports**

Companies also have an ongoing obligation to file details of certain changes with the Companies Registry. Returns must be submitted as provided in the Companies Act.

### **NMV**

The Companies Act 2006 updates and modernises Isle of Man company law by introducing a new simplified corporate vehicle into Isle of Man law. The new corporate vehicle follows the international business company model available in a number of other offshore jurisdictions. The 2006 Act is based on familiar concepts and, whilst it does not contain any novelties as such, it sweeps away a number of the traditional company law formalities, including the concept of authorised share capital, the requirement to hold an Annual General Meeting, the requirement to maintain capital (subject to solvency), the requirement to have a company secretary, the prohibition on financial assistance and the number of compulsory registry filings. The result is a modern, flexible and simplified corporate vehicle that will be attractive to business.

Every company incorporated under the Companies Act 2006 must have a registered agent in the Isle of Man. Only persons holding an appropriate licence issued by the Isle of Man Financial Supervision Commission can act as a registered agent. This requirement ensures that there is a licensed professional on the Isle of Man overseeing the administration of the company.

The Companies Act 2006 is a standalone piece of legislation. Companies incorporated under the 2006 Act are governed solely by its provisions and (save in relation to liquidation and receivership) are not subject to the provisions of the existing Isle of Man Companies Acts 1931-2004. Equally, present and future companies incorporated under the Isle of Man Companies Acts 1931-2004 are not subject to or affected by the terms of the Companies Act 2006. However, the Companies Act 2006 does contain relatively simple procedures to enable a company incorporated under the Companies Acts 1931-2004 to re-register as a company under the Companies Act 2006

A company can be incorporated or continued under the Companies Act 2006 as:

1. a company limited by shares;
2. a company limited by guarantee;
3. a company limited by shares and by guarantee;
4. an unlimited company with shares;
5. an unlimited company without shares;
6. or a protected cell company.

Every company incorporated under the Companies Act 2006 is a legal entity in its own right separate from its members and continues in existence until it is dissolved. In addition, every type of company must at all times have at least one member.