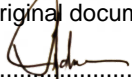


I certify that this is a true copy of the said original document



Jeffrey T. S. Johnson  
Attorney-at-Law  
Tel: 246-820-0066  
October 29, 2025



COMPANIES ACT OF BARBADOS  
(Sections 66 & 74)

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

1. **Name of Company** : GEMRAC CONSULTING + MANAGEMENT Corp.
2. **The directors of the company as of this date are:**

Name	Residential Address	Occupation	Details of office
MEGUEL ALPHONZO NEWTON	WEED ACRES IVY ROAD Saint Michael Barbados	Managing Director	NA
CAROL-ANN PATRICIA NEWTON	WEED ACRES IVY ROAD Saint Michael Barbados	Director	NA

**DOCUMENT DETAILS**

SR. No.	Document Name	Description of Document	Status	Date and time
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**SIGNATORY DETAILS**

Full Name	Designation	Signature	Date of Signature
UMAR FAHEEM DAVIS	Incorporator	Electronically signed	18 Dec,2023

**I declare that:**

- I am the person identified in this submission;
- I am authorised by law to sign and submit this form; and
- I have read and understood the questions required by this form and my responses/answers herein are true and correct to the best of my knowledge and belief.

Pursuant to Section 432 of the Companies Act, the submission of any report, return, notice or document that contains an untrue statement of a material fact or omits to state a material fact required is guilty of an offence and an liable on summary conviction to a fine of BDS\$20,000.00 or to imprisonment to a term of two years, or to both.

**REGISTERED**  
**CORPORATE AFFAIRS AND INTELLECTUAL PROPERTY OFFICE**

I certify that this is a true copy of the said original document

Jeffrey T. S. Johnson  
Attorney-at-Law  
Tel: 246-820-0066  
October 29, 2025



COMPANIES ACT OF BARBADOS

FORM 33

REQUEST FOR NAME SEARCH AND NAME RESERVATION



1. Name, Address, telephone number of person making request :

**Name:** Umar Faheem Davis

**Address :** #2 Heddings Circle Heddings , Saint Philip Barbados BB18090

**Mobile Number:** 2468513750

2. Proposed name or name in order of preferences :

(a) GEMRAC CONSULTING + MANAGEMENT Corp.

(b) GEMRAC CONSULTING AND MANAGEMENT Corp.

(c) GEMRAC CONSULTING & MANAGEMENT Corp.

3. Main Business Activity description which company carries on or proposes to carry on:

(1) Consultant

(2) Other(Business Type Not Listed)

**Description:** Property holding and project management.

4. Main Types of business company carries on or proposes to carry on:

IT Consulting and project management.

5. Derivation of Name(s):

Coined

6. First name available to be reserved:

Yes

7. Name is for:


Name reservation for new Company

New Company

8. If for a change of name, state present name of company



I certify that this is a true copy of the said original document

  
Jeffrey T. S. Johnson  
Attorney-at-Law  
Tel: 246-820-0066  
October 29, 2025

FORM 33



COMPANIES ACT OF BARBADOS

**REQUEST FOR NAME SEARCH AND NAME RESERVATION**

9. If for an amalgamation, state names of amalgamating companies:

**For Ministry Use Only**

Name Reserved Until (Specify Date)

For Director

1. 13-03-2024
- 2.
- 3.

See attached letter if name not reserved  
Request Received By:

Date Received: 13-12-2023

**DOCUMENT DETAILS**

SR. No.	Document Name	Description of Document	Status	Date and time
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**SIGNATORY DETAILS**

Full Name	Designation	Signature	Date of Signature
UMAR FAHEEM DAVIS	Applicant	Electronically signed	13 Dec,2023

**REGISTERED**  
**CORPORATE AFFAIRS AND INTELLECTUAL PROPERTY OFFICE**

I certify that this is a true copy of the said original document



.....  
Jeffrey T. S. Johnson  
Attorney-at-Law  
Tel: 246-820-0066  
October 29, 2025

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 :**

GEMRAC CONSULTING + MANAGEMENT Corp.

3. **Address of Registered Office.:**

"WEED ACRES" IVY ROAD Saint Michael BARBADOS

4. **Mailing Address:**

"WEED ACRES" IVY ROAD Saint Michael BARBADOS

**SIGNATORY DETAILS**

Full Name	Designation	Signature	Date of Signature
UMAR FAHEEM DAVIS	Incorporator	Electronically signed	18 Dec,2023

**I declare that:**

- I am the person identified in this submission;
- I am authorised by law to sign and submit this form; and
- I have read and understood the questions required by this form and my responses/answers herein are true and correct to the best of my knowledge and belief.

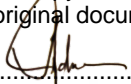
Pursuant to Section 432 of the Companies Act, the submission of any report, return, notice or document that contains an untrue statement of a material fact or omits to state a material fact required is guilty of an offence and an liable on summary conviction to a fine of BDS\$20,000.00 or to imprisonment to a term of two years, or to both.

**REGISTERED**  
**CORPORATE AFFAIRS AND INTELLECTUAL PROPERTY OFFICE**

# EXHIBIT “A”



I certify that this is a true copy of the said original document

  
Jeffrey T. S. Johnson  
Attorney-at-Law  
Tel: 246-820-0066  
October 29, 2025



COMPANIES ACT OF BARBADOS  
(Section 5)  
ARTICLES OF INCORPORATION (Form 1)

<b>REGISTERED</b>
<b>SIGNATURE</b> 
<b>DATE</b> 2023/12/18
<b>CORPORATE AFFAIRS AND INTELLECTUAL PROPERTY OFFICE</b>

1. **Name of Company**

GEMRAC CONSULTING + MANAGEMENT Corp.

2. **The classes and any maximum number of shares that the Company is authorized to issue**

<b>Type of Shares</b>	Common Shares
<b>Name of class of shares</b>	Common Shares
<b>Maximum no. of shares</b>	Unlimited
<b>Are these shares redeemable</b>	
<b>Price / formula for calculation of price</b>	
<b>Rights &amp; privileges attached to the share</b>	The rights of the holders are equal in all respects as follows:(a) the right to vote at any meeting of shareholders;(b) the right to receive any dividend declared by the company;(c) the right to receive the remaining property of the company on dissolution.
<b>Any other additional rights &amp; privilege attached</b>	

3. **Restriction if any on share transfers**

4. **Number (or minimum and maximum number) of Directors**

Minimum : 1, Maximum : 10

5. **Restrictions if any on the business the company may carry on**

No

6. **Other provisions if any**

Any invitation to the public to subscribe for shares or debentures of the Company is prohibited.

<b>REGISTERED</b> <b>CORPORATE AFFAIRS AND INTELLECTUAL PROPERTY OFFICE</b>
--



### SIGNATORY DETAILS

Full Name	Designation	Signature	Date of Signature
UMAR FAHEEM DAVIS	Incorporator	Electronically signed	18 Dec,2023

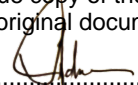
**I declare that:**

- I am the person identified in this submission;
- I am authorised by law to sign and submit this form; and
- I have read and understood the questions required by this form and my responses/answers herein are true and correct to the best of my knowledge and belief.

Pursuant to Section 432 of the Companies Act, the submission of any report, return, notice or document that contains an untrue statement of a material fact or omits to state a material fact required is guilty of an offence and an liable on summary conviction to a fine of BDS\$20,000.00 or to imprisonment to a term of two years, or to both.

**REGISTERED**  
**CORPORATE AFFAIRS AND INTELLECTUAL PROPERTY OFFICE**

I certify that this is a true copy of the said original document

  
.....  
Jeffrey T. S. Johnson  
Attorney-at-Law  
Tel: 246-820-0066  
October 29, 2025

**GEMRAC MANAGEMENT + CONSULTING CORP.**

**ORGANIZATIONAL RESOLUTIONS**

The undersigned, being the Board of Directors of **GEMRAC MANAGEMENT + CONSULTING CORP.** (the "Company"), acting pursuant to the Companies Act Cap. 308 of the Laws of Barbados, hereby adopts the following resolutions by Written Consent in lieu of Meeting.

**ADOPTION OF BY-LAW:**

**BE IT RESOLVED:** That the Board of Directors, pursuant to Section 61 of the Companies Act, 1982, hereby makes and enacts By-Law No:1 as presented and reviewed, as the by-Laws of the Company.

**BE IT RESOLVED:** That any one director of the Company be authorized and directed to sign By-Law No: 1 of the Company and to affix the seal of the Company thereto.

**OFFICERS:**

**BE IT RESOLVED:** That the Board of Directors shall determine at a later date the officers of the Company.

**SEAL:**

**BE IT RESOLVED:** That the seal, an impression of which is annexed hereto and marked Exhibit "A", be adopted as the Seal of the Company.

**AUDITORS:**

**BE IT RESOLVED:** That the Board of Directors shall determine at a later date the auditor/s of the Company.

**REGISTERED OFFICE:**

**BE IT RESOLVED:** That the registered office of the Company be situated at "WEED ACRES", IVY ROAD, Saint Michael, BARBADOS

**BANKERS:**

**BE IT RESOLVED:** That the Company shall designate a banker at a later date.

**FORM OF SHARE CERTIFICATE:**

**BE IT RESOLVED:** That the form of certificate for shares of the Company, a copy of which is annexed hereto and marked as Exhibit "B" is hereby approved and adopted.

**BE IT FURTHER RESOLVED:** That the corporate records of the Company be kept at the Registered Office as required in accordance with Section 170 of the Companies Act.

**ALLOTMENT OF COMMON SHARES:**

**BE IT RESOLVED:** That Common Shares be allotted to:

Meguel Alphonzo Newton, with residential address at "WEED ACRES", IVY ROAD, ST. MICHAEL, BARBADOS

Carol-Ann Patricia Newton, with residential address at "WEED ACRES", IVY ROAD, ST. MICHAEL, BARBADOS

**ISSUE OF COMMON SHARES:**

**BE IT RESOLVED:** That upon receipt of full payment of the subscription amounts being duly acknowledged (the said subscription amounts being held by the shareholders for the account of the Company, pending the opening of bank accounts in the name of the Company), that the Company be authorized to issue the following Common Shares:

CERTIFICATE	NAME OF SHAREHOLDER	NUMBER OF SHARES	STATED CAPITAL - BDS\$
1	Meguel Alphonzo Newton	500	\$500.00
2	Carol-Ann Patricia Newton	500	\$500.00

**FISCAL YEAR:**


**BE IT RESOLVED:** That the fiscal year of the Company shall determine on the 31<sup>st</sup> day of December 2024, and thereafter on the 31<sup>st</sup> of December, in each year or on such other date as the Directors may from time to time by resolution determine.

**IN WITNESS WHEREOF,** this executed consent is effective this 18<sup>TH</sup> day of December 2023.



---

Meguel Alphonzo Newton



---

CAROL-ANN P. NEWTON

I certify that this is a true copy of the said original document



Jeffrey T. S. Johnson  
Attorney-at-Law  
Tel: 246-820-0066  
October 29, 2025



Form 1

COMPANY NO. 52215

*COMPANIES ACT OF BARBADOS*  
**CERTIFICATE OF INCORPORATION**

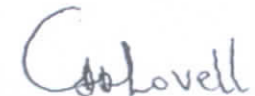
**GEMRAC CONSULTING + MANAGEMENT Corp.**

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.



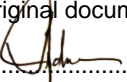
Scan to verify



Carla Lovell  
Legal Officer, (Ag)

18 December, 2023  
Date of Incorporation

I certify that this is a true copy of the said original document

  
.....  
Jeffrey T. S. Johnson  
Attorney-at-Law  
Tel: 246-820-0066  
October 29, 2025



## Tax Registration Approved

---

**GEMRAC CONSULTING + MANAGEMENT Corp. 1000274720762**

Thank you for using TAMIS.

This notification is in regard to your Case Reference No. **REG106478**.

Your registration application for **GEMRAC CONSULTING + MANAGEMENT Corp.** has been approved and assigned the Tax Identification Number (TIN) **1000274720762**.

We invite you to access your account at <https://tamis.bra.gov.bb> to continue managing your tax obligation(s) and interacting with the Barbados Revenue Authority.

Regards,

Taxpayer Services – Barbados Revenue Authority

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Email: [tamis@bra.gov.bb](mailto:tamis@bra.gov.bb)

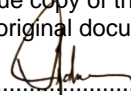
TAMIS website: <https://tamis.bra.gov.bb>

BRA website: <https://www.bra.gov.bb/>

Phone: (246) 535-8200



I certify that this is a true copy of the said original document

  
.....  
Jeffrey T. S. Johnson  
Attorney-at-Law  
Tel: 246-820-0066  
October 29, 2025

## COMMON SHARES SUBSCRIPTION AGREEMENT

**THIS COMMON SHARES SUBSCRIPTION AGREEMENT** is made as of the 18<sup>th</sup> day of December, 2023.

**BETWEEN:** **Carol-Ann Patricia Newton**, a Barbadian citizen, bearer of passport number R531907, with residential address at "WEED ACRES", IVY ROAD, SAINT MICHAEL, Barbados. (the "**Subscriber**")

**AND:** **GEMRAC CONSULTING + MANAGEMENT CORP.** a Regular Barbados Company established under the laws of Barbados as company number **52215**, with its registered office address at "WEED ACRES", IVY ROAD, SAINT MICHAEL, Barbados (the "**Company**").

### WHEREAS:

1. The Company has been formed pursuant to the Companies Act, Cap. 308 of the laws of Barbados (the "**Companies Act**").
2. The authorized capital of the Company consists of 1,000 shares designated as Common Shares.
3. It is intended that the Subscriber subscribed for **Five Hundred (500)** Common Shares of the issued and outstanding capital of the Company.

**IT IS HEREBY AGREED** as follows:

### SUBSCRIPTION FOR SHARES

1. The Subscriber hereby subscribes for and agrees to take **Five Hundred (500)** Common Shares in the capital of the Company, and tenders herewith the subscription amount of **Five Hundred Dollars (BDS 500.00)** (the "**Subscription Amount**"), in full payment of the aggregate subscription price for such shares.

### TENDER AND PAYMENT OF SUBSCRIPTION AMOUNT

2. The Company acknowledges that the Subscriber will make payment of such Subscription Amount in a bank account of the Company or by such other method, provided the Company is satisfied that the subscribed shares have been fully paid for prior to the issuance of a valid certificate in the name of the Subscriber by the Company.

### ISSUE OF SHARES

3. In consideration of the Subscription Amount, the Company pursuant to a resolution of the Board of Directors, shall issue to the Subscriber on payment in full therefor, **Five Hundred (500)** Common Shares in the capital of the Company, to be issued as fully paid and non-assessable, and as

evidence thereof shall issue a shares certificate representing such shares in the name of the Subscriber.

**COUNTERPARTS**

- 4. This Agreement may be executed in counterpart. Each counterpart is to be read as an original document and all such counterparts are to be deemed as representing the same document.
- 5. A telecopied transmission of this Agreement by any person named below shall be sufficient to establish the signature of that person and to constitute the authority in writing of such person.

**IN WITNESS WHEREOF**, the parties have executed this Agreement on the date first before written.

**SIGNED by** )  
**CAROL-ANN PATRICIA NEWTON** )

)   
\_\_\_\_\_

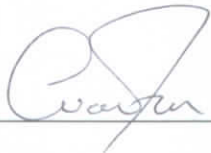
In the presence of:

  
\_\_\_\_\_

**JUSTICE OF THE PEACE**


SHAREEF ABDUL-KAREEM  
JUSTICE OF THE PEACE  
OFFICE #2  
#25, 10th AVENUE  
BELLEVILLE  
ST. MICHAEL, BARBADOS

**SIGNED by** )  
**On behalf of** )  
**GEMRAC CONSULTING + MANAGEMENT**  
**CORP.** )

)   
\_\_\_\_\_

BY: CAROL-ANN PATRICIA NEWTON  
Title: Director

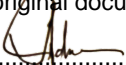
In the presence of:

  
\_\_\_\_\_

**JUSTICE OF THE PEACE**

SHAREEF ABDUL-KAREEM  
JUSTICE OF THE PEACE  
OFFICE #2  
#25, 10th AVENUE  
BELLEVILLE  
ST. MICHAEL, BARBADOS

I certify that this is a true copy of the said original document

  
Jeffrey T. S. Johnson  
Attorney-at-Law  
Tel: 246-820-0066  
October 29, 2025

CERTIFICATE NUMBER

2

ISSUED SHARES

500

INCORPORATED UNDER THE LAWS OF BARBADOS

## GEMRAC CONSULTING + MANAGEMENT CORP.

THE CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES DESIGNATED AS COMMON SHARES

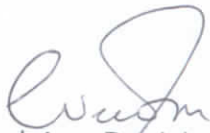
*This Certifies that*

### CAROL-ANN PATRICIA NEWTON

*Is the registered holder of 500 Common Shares.*

*Transferable only on the books of the company by the holder hereof in person or by an Attorney  
Upon surrender of this Certificate.*

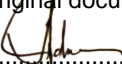
*Given under the common seal of the said Company  
This 18<sup>th</sup> day of December, 2023*



Carol-Ann Patricia Newton  
Title: Director



I certify that this is a true copy of the said original document

  
.....  
Jeffrey T. S. Johnson  
Attorney-at-Law  
Tel: 246-820-0066  
October 29, 2025

## COMMON SHARES SUBSCRIPTION AGREEMENT

**THIS COMMON SHARES SUBSCRIPTION AGREEMENT** is made as of the 18<sup>th</sup> day of December, 2023.

**BETWEEN:** **Meguel Alphonzo Newton**, a Barbadian citizen, bearer of passport number R317171, with residential address at "WEED ACRES", IVY ROAD, SAINT MICHAEL, Barbados. (the "**Subscriber**")

**AND:** **GEMRAC CONSULTING + MANAGEMENT CORP.** a Regular Barbados Company established under the laws of Barbados as company number **52215**, with its registered office address at "WEED ACRES", IVY ROAD, SAINT MICHAEL, Barbados (the "**Company**").

### WHEREAS:

1. The Company has been formed pursuant to the Companies Act, Cap. 308 of the laws of Barbados (the "**Companies Act**").
2. The authorized capital of the Company consists of 1,000 shares designated as Common Shares.
3. It is intended that the Subscriber subscribed for **Five Hundred (500)** Common Shares of the issued and outstanding capital of the Company.

**IT IS HEREBY AGREED** as follows:

### SUBSCRIPTION FOR SHARES

1. The Subscriber hereby subscribes for and agrees to take **Five Hundred (500)** Common Shares in the capital of the Company, and tenders herewith the subscription amount of **Five Hundred Dollars (BDS 500.00)** (the "**Subscription Amount**"), in full payment of the aggregate subscription price for such shares.

### TENDER AND PAYMENT OF SUBSCRIPTION AMOUNT

2. The Company acknowledges that the Subscriber will make payment of such Subscription Amount in a bank account of the Company or by such other method, provided the Company is satisfied that the subscribed shares have been fully paid for prior to the issuance of a valid certificate in the name of the Subscriber by the Company.

### ISSUE OF SHARES

3. In consideration of the Subscription Amount, the Company pursuant to a resolution of the Board of Directors, shall issue to the Subscriber on payment in full therefor, **Five Hundred (500)** Common Shares in the capital of the Company, to be issued as fully paid and non-assessable, and as


evidence thereof shall issue a shares certificate representing such shares in the name of the Subscriber.

**COUNTERPARTS**

- 4. This Agreement may be executed in counterpart. Each counterpart is to be read as an original document and all such counterparts are to be deemed as representing the same document.
- 5. A telecopied transmission of this Agreement by any person named below shall be sufficient to establish the signature of that person and to constitute the authority in writing of such person.

**IN WITNESS WHEREOF**, the parties have executed this Agreement on the date first before written.

**SIGNED by** )  
**MEGUEL ALPHONZO NEWTON** )

)  
)  
  
\_\_\_\_\_

In the presence of:

  
\_\_\_\_\_

**JUSTICE OF THE PEACE**

SHAREEF ABDUL-KAREEM  
JUSTICE OF THE PEACE  
OFFICE #2  
#25, 10th AVENUE  
BELLEVILLE  
ST. MICHAEL, BARBADOS

**SIGNED by** )  
**On behalf of** )  
**GEMRAC CONSULTING + MANAGEMENT** )  
**CORP.** )

)  
)  
  
\_\_\_\_\_

BY:  
Title: Managing Director

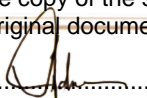
In the presence of:

  
\_\_\_\_\_

**JUSTICE OF THE PEACE**

SHAREEF ABDUL-KAREEM  
JUSTICE OF THE PEACE  
OFFICE #2  
#25, 10th AVENUE  
BELLEVILLE  
ST. MICHAEL, BARBADOS

I certify that this is a true copy of the said original document

  
.....  
Jeffrey T. S. Johnson  
Attorney-at-Law  
Tel: 246-820-0066  
October 29, 2025

CERTIFICATE NUMBER

1

ISSUED SHARES

500

INCORPORATED UNDER THE LAWS OF BARBADOS

# GEMRAC CONSULTING + MANAGEMENT CORP.

THE CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES DESIGNATED AS COMMON SHARES

*This Certifies that*

## MEGUEL ALPHONZO NEWTON

*Is the registered holder of 500 Common Shares.*

*Transferable only on the books of the company by the holder hereof in person or by an Attorney  
Upon surrender of this Certificate.*

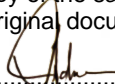
*Given under the common seal of the said Company  
This 18<sup>th</sup> day of December, 2023*



Meguel Alphonzo Newton  
Title: Managing Director



I certify that this is a true  
copy of the said  
original document

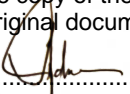
  
.....  
Jeffrey T. S. Johnson  
Attorney-at-Law  
Tel: 246-820-0066  
October 29, 2025

**SHARE REGISTER**  
**GEMRAC CONSULTING + MANAGEMENT CORP.**  
**COMMON SHARES**

DATE ISSUED (dd/mm/yyyy)	NAME OF SHAREHOLDER	LAST KNOWN RESIDENTIAL ADDRESS / REGISTERED OFFICE	CERTIFICATE NO #	NUMBER OF SHARES HELD	SHARE CAPITAL AMOUNT BDS	DETAILS	NOTES
18/12/2023	MEGUEL ALPHONZO NEWTON	WEED ACRES, IVY ROAD, ST. MICHAEL, BARBADOS	1	500	500.00	Subscription	N/A
18/12/2023	CAROL-ANN PATRICIA NEWTON	WEED ACRES, IVY ROAD, ST. MICHAEL, BARBADOS	2	500	500.00	Subscription	N/A



I certify that this is a true copy of the said original document

  
Jeffrey T. S. Johnson  
Attorney-at-Law  
Tel: 246-820-0066  
October 29, 2025

**REGISTER OF DIRECTORS AND OFFICERS**  
**GEMRAC MANAGEMENT + CONSULTING CORP.**

NAME OF DIRECTOR	DATE APPOINTED DD/MM/YYYY	DATE RESIGNED DD/MM/YYYY	NAME OF ALTERNATE DIRECTOR
Meguel Alphonzo Newton	18/12/2023	N/A	N/A
Carol-Ann Patricia Newton	18/12/2023	N/A	N/A

NAME OF OFFICER	DATE APPOINTED DD/MM/YYYY	DATE RESIGNED DD/MM/YYYY	OFFICE HELD
N/A	N/A	N/A	N/A

