

**INSTRUCTIONS FOR COMPLETING  
THE PAPER VERSION OF THE  
INCORPORATION APPLICATION  
AND THE NOTICE OF ARTICLES**

Step 4 of the package on “Steps to Incorporating an Unlimited Liability Company in British Columbia” recommends that you complete a paper version of the Incorporation Application before you file the electronic version of the form using Corporate Online.



**BC Registry  
Services**

**INCORPORATION APPLICATION  
FORM 1U  
BC UNLIMITED LIABILITY COMPANY**

Sections 10 & 51.11 *Business Corporations Act*

Telephone: 1 877 526-1526

[www.bcregistryservices.gov.bc.ca](http://www.bcregistryservices.gov.bc.ca)

**DO NOT MAIL THIS FORM to the BC Registry Services unless you are instructed to do so by registry staff. The Regulation under the *Business Corporations Act* requires the electronic version of this form to be filed on the Internet at [www.corporateonline.gov.bc.ca](http://www.corporateonline.gov.bc.ca)**

***Freedom of Information and Protection of Privacy Act (FOIPPA):***  
Personal information provided on this form is collected, used and disclosed under the authority of the *FOIPPA* and the *Business Corporations Act* for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Executive Coordinator of the BC Registry Services at 1 877 526-1526, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

**A** NAME OF COMPANY – Choose *one* of the following:

- The name \_\_\_\_\_ is the name reserved for the company to be incorporated. The name reservation number is \_\_\_\_\_, *OR*
- The company is to be incorporated with a name created by adding “B.C. Unlimited Liability Company ” after the incorporation number of the company.

**This is the name of the company as approved and reserved by the Corporate Registry and the name reservation number provided as a result of that approval. For more information see Step 1 in the “Steps to Incorporating an Unlimited Liability Company in British Columbia” package.**

**OR,**

**You can choose to use the incorporation number following by “B.C. Unlimited Liability Company” as the company’s name. For example, the company’s name would be 123456 B.C. Unlimited Liability Company. The Corporate Registry assigns the company its incorporation number upon completion of the online filing of the Incorporation Application.**

**B INCORPORATION EFFECTIVE DATE** – Choose **one** of the following:

The incorporation is to take effect at the time that this application is filed with the registrar.

The incorporation is to take effect at 12:01a.m. Pacific Time on  being a date that is not more than ten days after the date of the filing of this application.

The incorporation is to take effect at  a.m. or  p.m. Pacific Time on  being a date and time that is not more than ten days after the date of the filing of this application.

**You have the option to specify the date and time of the incorporation. The date cannot be more than 10 days in the future.**

**The option to specify a future date and time requires a non-refundable additional fee of \$100. This option is typically used for the convenience of frequent users of the Corporate Online system.**

**C INCORPORATOR NAME(S) AND MAILING ADDRESS(ES)**

If an incorporator is a corporation or firm, enter the full name of the corporation or firm. Attach an additional sheet if more space is required.

CORPORATION OR FIRM NAME

LAST NAME			FIRST NAME			MIDDLE NAME		
MAILING ADDRESS				PROVINCE/STATE	COUNTRY	POSTAL CODE/ZIP CODE		
CORPORATION OR FIRM NAME								

LAST NAME			FIRST NAME			MIDDLE NAME		
MAILING ADDRESS				PROVINCE/STATE	COUNTRY	POSTAL CODE/ZIP CODE		
CORPORATION OR FIRM NAME								

LAST NAME			FIRST NAME			MIDDLE NAME		
MAILING ADDRESS				PROVINCE/STATE	COUNTRY	POSTAL CODE/ZIP CODE		
CORPORATION OR FIRM NAME								

**Refer to Step Two of the incorporation package. Enter the name and mailing address of each incorporator. This/these name(s) must be the same as the name(s) of the persons(s) on the incorporation agreement.**

**D COMPLETING PARTY** – The completing party must be an individual, not a corporation or a firm.

LAST NAME

FIRST NAME

MIDDLE NAME

The completing party is the individual who electronically files the Incorporation Application on Corporate Online.

**E MAILING ADDRESS OF COMPLETING PARTY**

PROVINCE/STATE

COUNTRY

POSTAL CODE/ZIP CODE

Enter the name and address of the completing party (the individual who electronically files the Incorporation Application on Corporate Online).

**F COMPLETING PARTY STATEMENT**

FIRST NAME

MIDDLE NAME

LAST NAME

I, \_\_\_\_\_  
the completing party, have examined the Articles and Incorporation Agreement applicable to the company that is to be incorporated by the filing of this Incorporation Application and confirm that:

- (a) the Articles and Incorporation Agreement both contain a signature line for each person identified as an incorporator in the Incorporation Application with the name of that person set out legibly under the signature line,
- (b) an original signature has been placed on each of those signature lines, and
- (c) I have no reason to believe that the signature placed on a signature line is not the signature of the person whose name is set out under that signature line.

NAME OF COMPLETING PARTY

SIGNATURE OF COMPLETING PARTY

DATE SIGNED

YYYY / MM / DD

X

The completing party is the individual who has the responsibility to examine the company's articles and incorporation agreement to confirm both contain an original signature for each person identified as the incorporators in the Incorporation Application.

The completing party is also the individual who files the Incorporation Application electronically on Corporate Online. As the completing party, you will be asked to tick a box, as part of the electronic filing, to confirm that you have completed the responsibilities outlined above.

The signature block only needs to be completed if you are mailing the application to the preferred service provider for the Corporate Registry.

## NOTICE OF ARTICLES

### B.C. UNLIMITED LIABILITY COMPANY STATEMENT

The shareholders of this company are jointly and severally liable to satisfy the debts and liabilities of this company to the extent provided in section 51.3 of the *Business Corporations Act*.

#### A NAME OF COMPANY

Set out the name of the company as set out in Item A of the Incorporation Application.

Enter the same name you entered in Item A of the application portion of this form, i.e., the name reserved for the company or leave this item blank if you want the name of the company to be its incorporation number following by "B.C. Unlimited Liability Company". The incorporation number will be assigned to the company when you file the Incorporation Application on Corporate Online.

#### B TRANSLATION OF COMPANY NAME

Set out every translation of the company name that the company intends to use outside of Canada.

A translation of company name will not be applicable to most companies. Leave this area blank on the form and also leave the field blank on the applicable screen when filing the form online.

A translation of a company name is only applicable if the company plans to use its name in a language other than French or English outside Canada.

#### C DIRECTOR NAME(S) AND ADDRESS(ES)

Set out the full name, delivery address and mailing address (if different) of every director of the company. The director may select to provide either (a) the delivery address and, if different, the mailing address for the office at which the individual can usually be served with records between 9 a.m. and 4 p.m. on business days or (b) the delivery address and, if different, the mailing address of the individual's residence. The delivery address must not be a post office box. Attach an additional sheet if more space is required.

LAST NAME

FIRST NAME

MIDDLE NAME

DELIVERY ADDRESS

PROVINCE/STATE

COUNTRY

POSTAL CODE/ZIP CODE

MAILING ADDRESS

PROVINCE/STATE

COUNTRY

POSTAL CODE/ZIP CODE

Every company must have at least one director. For a small company, the incorporator, the completing party and the director could be all the same individual.

The director must enter his or her last name, first name and any middle name. He or she must provide both a delivery address where records can be physically served and a postal address where records can be mailed.

The delivery address and the postal address can be for either:

- a) the office at which the director can usually be served with records between 9 a.m. and 4 p.m. on business days or,
- b) the director's residence.

**D REGISTERED OFFICE ADDRESSES**

DELIVERY ADDRESS OF THE COMPANY'S REGISTERED OFFICE

PROVINCE POSTAL CODE

BC

MAILING ADDRESS OF THE COMPANY'S REGISTERED OFFICE

PROVINCE POSTAL CODE

BC

Typically, the registered office and the records office of the company are at the same location. This could be your primary place of business, your residence or if you choose to have a lawyer maintain your company records, your lawyer's delivery and mailing address.

The registered office delivery address is a physical location where the company can be served any legal notices. The delivery address must be for a location in British Columbia that is accessible to the public between 9 a.m. and 4 p.m. on business days for the delivery of records or notices. The address must not be a post office box.

The registered office mailing address is where the company will receive its mail, including the annual report filing reminder and any notice of dissolution from the Corporate Registry should the company fail to file its annual reports for two consecutive years.

**E RECORDS OFFICE ADDRESSES**

DELIVERY ADDRESS OF THE COMPANY'S RECORDS OFFICE

PROVINCE POSTAL CODE

BC

MAILING ADDRESS OF THE COMPANY'S RECORDS OFFICE

PROVINCE POSTAL CODE

BC

The records office delivery address is the location where all the records of the company are kept. The delivery address must be for a location in British Columbia that is accessible to the public between 9 a.m. and 4 p.m. on business days for inspection of records. The address must not be a post office box.

The records office mailing address is a postal address for the above location.

**F AUTHORIZED SHARE STRUCTURE**

An unlimited liability company must set out on the face of each share certificate issued by it the following statement:

The shareholders of this company are jointly and severally liable to satisfy the debts and liabilities of this company to the extent provided in section 51.3 of the *Business Corporations Act*.

Identifying name of class or series of shares	Maximum number of shares of this class or series of shares that the company is authorized to issue, or indicate there is no maximum number.		Kind of shares of this class or series of shares.			Are there special rights or restrictions attached to the shares of this class or series of shares?	
	THERE IS NO MAXIMUM (✓)	MAXIMUM NUMBER OF SHARES AUTHORIZED	WITHOUT PAR VALUE (✓)	WITH A PAR VALUE OF (\$)	Type of currency	YES (✓)	NO (✓)
<b>Common</b>		<b>10,000</b>	<b>✓</b>				<b>✓</b>

An incorporated business can issue shares, which represent ownership interest in the company and give the shareholder a say in how the company is being run. For most small companies starting out, a simple share structure with just one class of shares (and no series) is typical.

See sample above for a typical share structure with just one class of shares.

If there is more than one class of shares, each class must be assigned an identifying name such as Class A, Class B, etc.

An unlimited liability company must set out on the face of each share certificate issued by it the following statement:  
The shareholders of this company are jointly and severally liable to satisfy the debts and liabilities of this company to the extent provided in section 51.3 of the *Business Corporations Act*.

Important information about the company's share structure:

The staff at the Corporate Registry cannot provide advice on how to set up your company's share structure. If you do not understand what an authorized share structure is or what its purpose is or believe you need a more complex share structure, you should seek professional advice or purchase an incorporation guide for detailed information and instructions on establishing an authorized share structure.

Refer to the "Introduction" section of the incorporation package for information on where to obtain more information on incorporating a company.



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A NAME OF COMPANY - Choose one of the following:

- The name \_\_\_\_\_ is the name reserved for the company to be incorporated. The name reservation number is \_\_\_\_\_, OR
The company is to be incorporated with a name created by adding "B.C. Unlimited Liability Company" after the incorporation number of the company.

B INCORPORATION EFFECTIVE DATE - Choose one of the following:

- The incorporation is to take effect at the time that this application is filed with the registrar.
The incorporation is to take effect at 12:01a.m. Pacific Time on \_\_\_\_\_ being a date that is not more than ten days after the date of the filing of this application.
The incorporation is to take effect at \_\_\_\_\_ a.m. or \_\_\_\_\_ p.m. Pacific Time on \_\_\_\_\_ being a date and time that is not more than ten days after the date of the filing of this application.

C INCORPORATOR NAME(S) AND MAILING ADDRESS(ES)

If an incorporator is a corporation or firm, enter the full name of the corporation or firm. Attach an additional sheet if more space is required.

CORPORATION OR FIRM NAME

LAST NAME FIRST NAME MIDDLE NAME

MAILING ADDRESS PROVINCE/STATE COUNTRY POSTAL CODE/ZIP CODE

CORPORATION OR FIRM NAME

LAST NAME FIRST NAME MIDDLE NAME

MAILING ADDRESS PROVINCE/STATE COUNTRY POSTAL CODE/ZIP CODE

CORPORATION OR FIRM NAME

LAST NAME FIRST NAME MIDDLE NAME

MAILING ADDRESS PROVINCE/STATE COUNTRY POSTAL CODE/ZIP CODE

**D COMPLETING PARTY** – The completing party must be an individual, not a corporation or a firm.

LAST NAME

FIRST NAME

MIDDLE NAME

**E MAILING ADDRESS OF COMPLETING PARTY**

PROVINCE/STATE

COUNTRY

POSTAL CODE/ZIP CODE

**F COMPLETING PARTY STATEMENT**

FIRST NAME

MIDDLE NAME

LAST NAME

I, \_\_\_\_\_  
the completing party, have examined the Articles and Incorporation Agreement applicable to the company that is to be incorporated by the filing of this Incorporation Application and confirm that:

- (a) the Articles and Incorporation Agreement both contain a signature line for each person identified as an incorporator in the Incorporation Application with the name of that person set out legibly under the signature line,
- (b) an original signature has been placed on each of those signature lines, and
- (c) I have no reason to believe that the signature placed on a signature line is not the signature of the person whose name is set out under that signature line.

NAME OF COMPLETING PARTY

SIGNATURE OF COMPLETING PARTY

DATE SIGNED

YYYY / MM / DD

X



# NOTICE OF ARTICLES

## B.C. UNLIMITED LIABILITY COMPANY STATEMENT

The shareholders of this company are jointly and severally liable to satisfy the debts and liabilities of this company to the extent provided in section 51.3 of the *Business Corporations Act*.

### A NAME OF COMPANY

Set out the name of the company as set out in Item A of the Incorporation Application.

### B TRANSLATION OF COMPANY NAME

Set out every translation of the company name that the company intends to use outside of Canada.

### C DIRECTOR NAME(S) AND ADDRESS(ES)

Set out the full name, delivery address and mailing address (if different) of every director of the company. The director may select to provide either (a) the delivery address and, if different, the mailing address for the office at which the individual can usually be served with records between 9 a.m. and 4 p.m. on business days or (b) the delivery address and, if different, the mailing address of the individual's residence. The delivery address must not be a post office box. Attach an additional sheet if more space is required.

LAST NAME

FIRST NAME

MIDDLE NAME

DELIVERY ADDRESS

PROVINCE/STATE

COUNTRY

POSTAL CODE/ZIP CODE

MAILING ADDRESS

PROVINCE/STATE

COUNTRY

POSTAL CODE/ZIP CODE

LAST NAME

FIRST NAME

MIDDLE NAME

DELIVERY ADDRESS

PROVINCE/STATE

COUNTRY

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FIRST NAME

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MAILING ADDRESS

PROVINCE/STATE

COUNTRY

POSTAL CODE/ZIP CODE

**D REGISTERED OFFICE ADDRESSES**

DELIVERY ADDRESS OF THE COMPANY'S REGISTERED OFFICE

PROVINCE	POSTAL CODE
<b>BC</b>	

MAILING ADDRESS OF THE COMPANY'S REGISTERED OFFICE

PROVINCE	POSTAL CODE
<b>BC</b>	

**E RECORDS OFFICE ADDRESSES**

DELIVERY ADDRESS OF THE COMPANY'S RECORDS OFFICE

PROVINCE	POSTAL CODE
<b>BC</b>	

MAILING ADDRESS OF THE COMPANY'S RECORDS OFFICE

PROVINCE	POSTAL CODE
<b>BC</b>	

**F AUTHORIZED SHARE STRUCTURE**

An unlimited liability company must set out on the face of each share certificate issued by it the following statement:

The shareholders of this company are jointly and severally liable to satisfy the debts and liabilities of this company to the extent provided in section 51.3 of the *Business Corporations Act*.

Identifying name of class or series of shares	Maximum number of shares of this class or series of shares that the company is authorized to issue, or indicate there is no maximum number.		Kind of shares of this class or series of shares.			Are there special rights or restrictions attached to the shares of this class or series of shares?	
	THERE IS NO MAXIMUM (✓)	MAXIMUM NUMBER OF SHARES AUTHORIZED	WITHOUT PAR VALUE (✓)	WITH A PAR VALUE OF (\$)	Type of currency	YES (✓)	NO (✓)