



FORM 19B



READ INSTRUCTIONS BEFORE COMPLETING

AMENDED RETURN YEAR(S)

If, the return for the year above was registered in error, please indicate the reason(s) for amendment in this box:

**THE COMPANIES ACT OF JAMAICA
ANNUAL RETURN FOR COMPANIES LIMITED
BY GUARANTEE WITHOUT A SHARE CAPITAL**

*(Pursuant to sections 121, 123 & 124
of the Companies Act 2004)*

COMPLETE THIS FORM IN BLOCK CAPITALS
ONLY WITHIN THE PRESCRIBED FIELDS.
PUT "N/A" IN FIELDS THAT DO NOT APPLY.

| | | | |
|--|----------------------------|---------------------------|---------------|
| 1A. NAME OF COMPANY | FLOWERS FOUNDATION LIMITED | | |
| 1B. COMPANY REGISTRATION NUMBER | 65464 | | |
| 1C. COMPANY TAXPAYER REGISTRATION NUMBER | 001-564-568 | | |
| 1D. COMPANY TELEPHONE NUMBER | 876 396-0763 | 1E. COMPANY EMAIL ADDRESS | ffl@gmail.com |

2. PERIOD FOR WHICH ANNUAL RETURN IS MADE UP

| (I). START | Day | Month | Year | (II). END | Day | Month | Year |
|------------|-----|-------|------|-----------|-----|-------|------|
| | 01 | 01 | 2020 | | 01 | 01 | 2021 |

3A. LOCATION OF REGISTERED OFFICE

| | |
|--------------------|-------------------|
| STREET OR DISTRICT | 123 HILLVIEW ROAD |
| TOWN | DEWS PARK |
| POST OFFICE | KINGSTON 20 |
| PARISH | ST ANDREW |

3B. MAILING ADDRESS (if different from the registered office address)

| | |
|--------------------|---------------|
| STREET OR DISTRICT | SAME AS ABOVE |
| TOWN | |
| POST OFFICE | |
| PARISH | |

| | |
|---|---|
| 4. HAS THERE BEEN A CHANGE IN THE REGISTERED OFFICE ADDRESS DURING THE PERIOD FOR WHICH THE ANNUAL RETURN IS MADE UP? <i>(If yes, notice must be given to the Registrar using a Form 17)</i> | YES <input checked="" type="checkbox"/> NO |
| 5. IS/ARE THE REGISTER OF MEMBERS/DIRECTORS' SHAREHOLDINGS / DEBENTURE HOLDINGS / DIRECTORS' SERVICE CONTRACTS LOCATED AT AN ADDRESS DIFFERENT FROM THE REGISTERED OFFICE <i>(If yes, this information must be presented in a schedule and attached to this form)</i> | YES <input checked="" type="checkbox"/> NO |
| 6. HAS THERE BEEN AN INCREASE IN THE REGISTERED NUMBER OF MEMBERS DURING THE PERIOD FOR WHICH THE ANNUAL RETURN IS MADE UP? <i>(If yes, notice must be given to the Registrar using a Form 5)</i> | YES <input checked="" type="checkbox"/> NO |
| 7. PLEASE INDICATE THE TOTAL AMOUNT OF INDEBTEDNESS OF THE COMPANY, IF ANY \$ <u>NIL</u> | This information relates only to charges which are required to be filed with the Companies Office of Jamaica. |



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8A. HAS THERE BEEN ANY CHANGE IN DIRECTORSHIP (REMOVALS/APPOINTMENTS) DURING THE PERIOD FOR WHICH THE ANNUAL RETURN IS MADE UP?

(If yes, notice must be given to the Registrar using a Form 23)

YES NO

8B. PARTICULARS OF DIRECTORS AS AT THE DATE OF THIS ANNUAL RETURN

DIRECTOR 1 This person is a nominee director/shareholder

| | | | | | |
|---|-------------------------------|-------------------|--------------------------|-------------|--|
| FULL NAME: (First then last) | DAVIA FLOWERS | | | | ITEM 8B: Item 8B should be completed with the particulars of the Directors as of the period reflected at Item 2. |
| FORMER NAME(S) (IF ANY) (For Individuals) | | | | | |
| FULL ADDRESS OR REGISTERED OFFICE ADDRESS: | STREET/DISTRICT: | 123 HILLVIEW ROAD | | | |
| | TOWN: | DEWS PARK | POST OFFICE/POSTAL CODE: | KINGSTON 20 | |
| | PARISH/COUNTY/STATE/PROVINCE: | ST ANDREW | COUNTRY: | JAMAICA | |

DIRECTOR 2 This person is a nominee director/shareholder

| | | | | | |
|---|-------------------------------|-------------------|--------------------------|-------------|--|
| FULL NAME: (First then last) | MARK FLOWERS | | | | ITEM 8B: Item 8B should be completed with the particulars of the Directors as of the period reflected at Item 2. |
| FORMER NAME(S) (IF ANY) (For Individuals) | | | | | |
| FULL ADDRESS OR REGISTERED OFFICE ADDRESS: | STREET/DISTRICT: | 123 HILLVIEW ROAD | | | |
| | TOWN: | DEWS PARK | POST OFFICE/POSTAL CODE: | KINGSTON 20 | |
| | PARISH/COUNTY/STATE/PROVINCE: | ST ANDREW | COUNTRY: | JAMAICA | |

DIRECTOR 3 This person is a nominee director/shareholder

| | | | | | |
|---|-------------------------------|-----------------------|--------------------------|-------|--|
| FULL NAME: (First then last) | JESSICA REID | | | | ITEM 8B: Item 8B should be completed with the particulars of the Directors as of the period reflected at Item 2. |
| FORMER NAME(S) (IF ANY) (For Individuals) | | | | | |
| FULL ADDRESS OR REGISTERED OFFICE ADDRESS: | STREET/DISTRICT: | 13928 FARMINGTON BLVD | | | |
| | TOWN: | TRENTON | POST OFFICE/POSTAL CODE: | 33625 | |
| | PARISH/COUNTY/STATE/PROVINCE: | NEW JERSEY | COUNTRY: | USA | |



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DIRECTOR 4 This person is a nominee director/shareholder

| | | | | |
|--|-----------------------------------|--|--------------------------------|--|
| FULL NAME: (First then last) | | | | |
| FORMER NAME(S) (IF ANY) (For Individuals) | | | | |
| FULL ADDRESS OR REGISTERED OFFICE ADDRESS: | STREET/DISTRICT: | | | |
| | TOWN: | | POST OFFICE/POSTAL CODE: | |
| | PARISH/COUNTY/ STATE/PROVINCE: | | COUNTRY: | |

DIRECTOR 5 This person is a nominee director/shareholder

| | | | | |
|--|-----------------------------------|--|--------------------------------|--|
| FULL NAME: (First then last) | | | | |
| FORMER NAME(S) (IF ANY) (For Individuals) | | | | |
| FULL ADDRESS OR REGISTERED OFFICE ADDRESS: | STREET/DISTRICT: | | | |
| | TOWN: | | POST OFFICE/POSTAL CODE: | |
| | PARISH/COUNTY/ STATE/PROVINCE: | | COUNTRY: | |

_____ Continuation page(s) attached

ITEM 9A: Item 9A should be completed by selecting "Yes" if there has been a change of Company Secretary during the period reflected at Item 2. If there were no changes, "No" should be selected.

ITEM 9B: should be completed with the particulars of the Company Secretary as of the date reflected at item 2(ii).

9A. HAS THERE BEEN ANY CHANGE OF COMPANY SECRETARY DURING THE PERIOD FOR WHICH THE ANNUAL RETURN IS MADE UP? YES NO

(If yes, notice must be given to the Registrar using a Form 20)

9B. PARTICULARS OF COMPANY SECRETARY AS AT THE DATE OF THIS ANNUAL RETURN

Please ensure that the notice of appointment of the Secretary has been filed with the Companies Office of Jamaica

| NAME (For individuals: FIRST LAST) | FULL ADDRESS (or where a Secretary is a company, the registered office) | OCCUPATION (for individuals) |
|---------------------------------------|---|---------------------------------|
| LISA SMITH | 123 HILLVIEW ROAD, DEWS PARK, KGN 20, ST ANDREW | ADMINISTRATIVE ASSISTANT |



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10. LIST OF MEMBERS WHO ARE NATURAL INDIVIDUALS

This list shall include all **natural individuals** who are **members of the company** during the period for which the Annual Return is made up. Members are those natural persons whose names have been entered in the company's Register of Members. In a company without shares, these persons will also tend to be subscribers.

ITEM 10: requires the company to state all the members who are natural individuals. This means all the members who are actual human beings. For example, if a company has two members, one is John Brown, a mechanic and the other is ABC Limited, only John Brown would be listed at item 10.

MEMBER 1 This person is a nominee director/shareholder

| NAME (For individuals: FIRST LAST) | ADDRESS | NATIONALITY | OCCUPATION |
|---------------------------------------|---|-------------|------------|
| DAVIA FLOWERS | 123 HILLVIEW ROAD, DEWS PARK, KGN 20, ST ANDREW | JAMAICAN | TEACHER |

MEMBER 2 This person is a nominee director/shareholder

| NAME (For individuals: FIRST LAST) | ADDRESS | NATIONALITY | OCCUPATION |
|---------------------------------------|---|-------------|------------|
| MARK FLOWERS | 123 HILLVIEW ROAD, DEWS PARK, KGN 20, ST ANDREW | JAMAICAN | CONTRACTOR |

MEMBER 3 This person is a nominee director/shareholder

| NAME (For individuals: FIRST LAST) | ADDRESS | NATIONALITY | OCCUPATION |
|---------------------------------------|---|-------------|---------------|
| LISA SMITH | 13928 FARMINGTON BLVD, TRENTON NEW JERSEY, USA | AMERICAN | BUSINESSWOMAN |

MEMBER 4 This person is a nominee director/shareholder

| NAME (For individuals: FIRST LAST) | ADDRESS | NATIONALITY | OCCUPATION |
|---------------------------------------|---------|-------------|------------|
| | | | |

_____ Continuation page(s) attached



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11. LIST OF MEMBERS WHO ARE COMPANIES

This list shall include all **companies** who are **members of the company** during the period for which the Annual Return is made up.

Members are those legal persons whose names have been entered in the company's Register of Members. In a company without shares, these persons will also tend to be subscribers.

This person is a nominee director/shareholder

| NAME OF COMPANY 1 | COMPANY REGISTERED OFFICE ADDRESS/OTHER ADDRESS | COUNTRY OF INCORPORATION | DATE OF INCORPORATION: (dd/mm/yyyy) | ITEM 11: Item 11 requires the company to state all the members who are companies or other body corporate. For example, if a company has two members, one is John Brown, a mechanic and the other is ABC Limited, only ABC Limited would be listed at item 11. |
|---|---|--------------------------|--|---|
| N/A | | | | |
| This person is a nominee director/shareholder | | | | |
| NAME OF COMPANY 2 | COMPANY REGISTERED OFFICE ADDRESS/OTHER ADDRESS | COUNTRY OF INCORPORATION | DATE OF INCORPORATION: (dd/mm/yyyy) | |
| | | | | |
| This person is a nominee director/shareholder | | | | |
| NAME OF COMPANY 3 | COMPANY REGISTERED OFFICE ADDRESS/OTHER ADDRESS | COUNTRY OF INCORPORATION | DATE OF INCORPORATION: (dd/mm/yyyy) | |
| | | | | |
| This person is a nominee director/shareholder | | | | |

_____ Continuation page(s) attached

12. DECLARATION OF ACCURACY OF PRESENTED INFORMATION

To the best of my knowledge, information and belief, I hereby certify the contents of this form to be accurate.

| | | | | |
|--|-----------------|----------------------|--|--|
| NAME OF DECLARANT (First then Last) | LISA SMITH | CAPACITY | Director <input type="checkbox"/> Secretary <input checked="" type="checkbox"/> Authorised Official <input type="checkbox"/> | ITEM 12: Item 12 should be signed by a duly appointed Director, Company Secretary or an Authorised Official. Where the document is signed by an Authorised Official, a Notice to the Registrar (Form 5) should be filed to give notice of the appointment of the Authorised Official. Additionally, Item 13 should be dated. (Note, the date should not be prior to the date at item 2(i)) |
| SIGNATURE OF DECLARANT | <i>L. Smith</i> | DATE (DD/MM/YYYY) | 02/01/2021 | |



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13. PARTICULARS OF INDIVIDUAL/COMPANY FILING THE FORM WITH THE COMPANIES OFFICE OF JAMAICA

| | | | | | |
|-----------------|--------------------|-------------------|------------|-------|--|
| FIRST NAME: | LISA | | LAST NAME: | SMITH | ITEM 13: The particulars of the officer who has filed the document should be reflected |
| ADDRESS: | STREET: | 123 HILLVIEW ROAD | | | |
| | TOWN: | DEWS PARK | | | |
| | POST OFFICE: | KINGSTON 20 | | | |
| | PARISH: | ST ANDREW | | | |
| E-MAIL ADDRESS: | ll.smith@yahoo.com | | | | |
| CONTACT NUMBER: | 876 396-0763 | | | | |
| FAX NUMBER: | | | | | |

14. ADDITIONAL PARTICULARS OF DIRECTORS LISTED AT ITEM 8B.

| NAME OF DIRECTOR | TAXPAYER REGISTRATION NUMBER <small>(WHERE THERE IS NONE, USE OTHER GOVERNMENT ID NUMBER, VOTER'S ID NUMBER, PASSPORT NUMBER OR DRIVER'S LICENSE NUMBER)</small> | EMAIL | CONTACT NUMBER | ITEM 14: requires additional particulars of the Directors listed at Item 8A. |
|------------------|---|------------------------|----------------|--|
| DAVIA FLOWERS | 125-648-874 | d.flowers@gmail.com | 876 396-0763 | |
| MARK FLOWERS | 132-611-422 | mark.flowers@gmail.com | 876 396-0763 | |
| JESSICA REID | A734053 (PASSPORT) | jreid@yahoo.com | 759-854-5555 | |
| | | | | |
| | | | | |
| | | | | |



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15. PARTICULARS OF COMPANY SECRETARY LISTED AT ITEM 9B.

| NAME OF SECRETARY | TAXPAYER REGISTRATION NUMBER <small>(WHERE THERE IS NONE, USE OTHER GOVERNMENT ID NUMBER, VOTER'S ID NUMBER, PASSPORT NUMBER OR DRIVER'S LICENSE NUMBER)</small> | EMAIL | CONTACT NUMBER | ITEM 15: requires additional particulars for the Company Secretary listed at Item 9A. |
|-------------------|---|--------------------|----------------|---|
| LISA SMITH | 148-876-247 | ll.smith@yahoo.com | 876 396-0763 | |

16. ADDITIONAL PARTICULARS OF INDIVIDUAL MEMBERS AT ITEM 10

| NAME OF INDIVIDUAL MEMBER <small>(first then last)</small> | TAXPAYER REGISTRATION NUMBER <small>(WHERE THERE IS NONE, USE OTHER GOVERNMENT ID NUMBER, VOTER'S ID NUMBER, PASSPORT NUMBER OR DRIVER'S LICENSE NUMBER)</small> | DATE OF BIRTH <small>(dd/mm/yyyy)</small> | ITEM 16: The Companies (Amendment) Act 2021 and the Companies Amendment rules 2021 both require additional personal information on members and beneficial owners. Item 16 must be completed to satisfy the requirements of these laws. |
|---|---|--|--|
| 1. DAVIA FLOWERS | 125-648-874 | 07/10/1980 | |
| 2. MARK FLOWERS | 132-611-422 | 18/02/1985 | |
| 3. JESSICA REID | A734053 (PASSPORT) | 15/11/1994 | |
| 4. | | | |
| 5. | | | |



FORM 19B



READ INSTRUCTIONS BEFORE COMPLETING

THE COMPANIES ACT OF JAMAICA ANNUAL RETURN FOR COMPANIES WITH SHARES FORM 19B

INSTRUCTIONS

GENERAL

This document is required to be filed at the Companies Office of Jamaica and must conform to the requirements under the Companies Act of Jamaica and subsequent Amendments made thereto. Where any provision required to be set out is too long for the space provided in the form, a schedule may be appended to the form. This schedule must be labeled appropriately, for example, 'Schedule A' or 'Schedule B' and where alphanumeric characters are used to label a schedule(s), same must be done in ascending order

ITEMS 1A - F

ITEM 1A: The full name of the company should be stated at item 1A. The name here must be consistent with the name stated on its Certificate of Incorporation or most recent Change of Name Certificate applicable to the period of the Annual Return.

ITEM 1B: Item 1B requires the company registration number. This is the number assigned to the company at the time of registration at the COJ.

ITEM 1C: Item 1C should be completed with the company's TRN. This is the nine-digit number assigned to the company by the Tax Administration Jamaica.

ITEM 1D and 1E: Item 1D and 1E are not mandatory, however, if provided must be completed in full. For example, item 1D must reflect a legitimate 10-digit telephone number and item 1E must contain the relevant domain ending, such as 'gmail.com' or 'yahoo.com'.

ITEM 2

This section should be completed to reflect the reporting period of the Annual Return. For the first Annual Return being filed since incorporation, the start date should be the incorporation date of the company while the end date may be earlier, but no later than the anniversary of incorporation. For all subsequent Annual Return filings, item 2(i) must reflect the date immediately following the end date of the previous Annual Return while the date at item 2(ii) may be earlier, but no later than the anniversary of end date of the previous Annual Return. For example, if the company was incorporated on August 10, 2018, for the first Annual Return: the start date at item 2(i) would be August 10, 2018 while item 2(ii) would ideally reflect August 10, 2019. For the Annual Return being filed for the next year, the start date at item 2(i) should reflect August 11, 2019 while item 2(ii) would ideally reflect August 10, 2020.

ITEM 3 – 3B

ITEM 3: The registered office address is where all communications and notices may be addressed. The address stated at item 3A should be consistent with the address stated at item 6a on the Company Registration Form (CRF) or on the most recent Notice of Change of Registered Office Address (Form 17) where the effective date of change of address is between the period reflected at item 2 inclusive.

ITEM 3B: m 3B refers to the address where mail and other such correspondence are sent.



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ITEM 4 - 7

ITEM 4: Item 4 requires the company to indicate whether the registered office location of the company has changed within the reporting period. If the company selects 'No', no further action is required. If the company selects 'Yes', then they must complete and file a Form 17.

ITEM 5: Item 5 requires the company to indicate whether certain documents are located at the registered office address of the company, or at another address. Where the documents mentioned at Item 5 are located at another address, 'Yes' must be selected and the company must attach a schedule to this form stating the other location. Where the documents mentioned at Item 5 are located at the same address as the registered office, 'No' must be selected, and no further action is required.

For example, if the company has its registered office address at *1 Grenada Way, Kingston 5*, but keeps its Register of Members at a storage facility at *212 Kingsway Avenue, Kingston 10*, then the company would have to select 'Yes' at Item 5 and attach a schedule which states that the address where it keeps its Register of Members. However, on the other hand, if the company has its registered office address at *1 Grenada Way, Kingston 5*, and keeps its Register of Members there as well, then the company would have to select 'No' at Item 5.

ITEM 6: Item 6 requires the company, to indicate whether its membership has increased during the reporting period. For example, if the company's membership increased from 25 to 26, then 'Yes' should be selected and a Form 5 stating this filed with the COJ.

ITEM 7: Item 7 requires the company to state the dollar value of its indebtedness as at the end date stated at item 2.

ITEM 8A – 8B

ITEM 8A: Item 8A should be completed by selecting "Yes" if there have been changes in the directorship during the period reflected at Item 2. If there were no changes, "No" should be selected.

ITEM 8B: Item 8B should be completed with the particulars of the Directors as of the period reflected at Item 2.

ITEM 9A – 9B

ITEM 9A: Item 9A should be completed by selecting "Yes" if there has been a change of Company Secretary during the period reflected at Item 2. If there were no changes, "No" should be selected.

ITEM 9B: Item 9B should be completed with the particulars of the Company Secretary as of the date reflected at item 2(ii).

ITEM 10 – 11

ITEM 10: Item 10 requires the company to state all the members who are natural individuals. This means all the members who are actual human beings. For example, if a company has two members, one is John Brown, a mechanic and the other is ABC Limited, only John Brown would be listed at item 10.

ITEM 11: Item 11 requires the company to state all the members who are companies or other body corporate. For example, if a company has two members, one is John Brown, a mechanic and the other is ABC Limited, only ABC Limited would be listed at item 11.



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ITEM 12

ITEM 12: Item 12 should be signed by a duly appointed Director, Company Secretary or an Authorised Official. Where the document is signed by an Authorised Official, a Notice to the Registrar (Form 5) should be filed to give notice of the appointment of the Authorised Official. Additionally, Item 13 should be dated. (Note, the date should not be prior to the date at item 2(ii)).

ITEM 13

ITEM 13: Item 13 The particulars of the officer who has filed the document should be reflected.

ITEM 14

ITEM 14: Item 14 requires additional particulars of the Directors listed at Item 8A.

ITEM 15

ITEM 15: Item 15 requires additional particulars for the Company Secretary listed at Item 9A.

ITEM 16

The Companies (Amendment) Act 2021 and the Companies Amendment rules 2021 both require additional personal information on members and beneficial owners. Item 16 must completed to satisfy the requirements of these laws.