

TANZANIA
Stamp Duty S80/-
Stamp Duty Paid on ORIGINAL
Receipt No. 22129557 of 11-1-05
Stamp Duty Office

THE COMPANIES ORDINANCES (CAP. 212)
COMPANY LIMITED BY SHARES

OF

EAGLE & HAWK TRADING COMPANY LIMITED

TANZANIA
Stamp Duty S80/-
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1. The name of the company is **EAGLE & HAWK TRADING COMPANY LIMITED**
2. The registered office of the Company will be in Tanzania.
3. The objects for which the company is established are:-
 - (a) To carry on the business of general importers and exporters of all kind of merchandise, industrial, agricultural and automobile equipments, parts and accessories, hardware and implements.
 - (b) To carry on the business of commercial and industrial consultants, manufacturers representatives, marketing agents, commission agents, and procurement agencies for all commodities including plants and machineries, transport tourisms and all types of services and advertising.
 - (c) To buy, sell, hire, manufacture barter trade and deal in property, goods produce articles and merchandise of all kinds and to transact any and every description of agency, insurance and financial business and to carry on business as traders, general merchants, whole salaries and retailers exporters and importers.
 - (d) To carry on the business of manufacturers and buyers, sellers of and dealers in woodworks, supply of al kind of woods, timber, venneers, plywood, mouldings, plastic and metal goods and products of all kinds, hardboards, libre-board, paper strings, ropes, shellac, french polish, goots of all kinds, grind-stones, pins, screws, hinges, nuts, bolts, nails, feasteners, hardware and similar goods.
 - (e) To carry on the business of costumes, robbers dress and mantle makers, curtain makers, tailors, silk makers, makers and suppliers of clothing, hinges of every kinds, general drapers, Race makers, makers of boots and shoes.

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Stamping

- (q) To draw, accept and make and endorse, discount and negotiate, bills of exchange and promissory notes and other negotiable instruments.
- (r) To invest the moneys of the company not immediately required in such manner other than in the shares of the company as from time to time as may be determined.
- (s) To acquire by subscription, purchase or otherwise and to accept and take, hold and sell, shares or stocks in any company, society or undertaking the objects of which shall either in whole or in part, be similar to those of the company, or such as may be likely to promote or advance the interest of this company.
- (t) To carry the business of mines and mining in all the branches and for that purpose to peg, purchase, take on lease, easements options, claims, lands, mines mining leases and effects supposed to contain precious or semi precious stones, valuable minerals and base minerals and metals and turn into account mines and mining rights and any undertaking connected therewith.
- (u) To search for, prospect, win, get quarry mines, cut, polish, shape or otherwise prepare for market precious and semi precious stones and valuable minerals.
- (v) To borrow or raise or secure the payment of money bank overdraft, by mortgage, or by the issue of debenture stock, perpetual or otherwise, or in such other manner as the company's.
- (w) To carry on the business of agriculture/Industrial, dealing in agriculture or forestry products, processing, farming breeding, breeding of crocodiles, poultry farming, diary farming, keeping ranches, live stock of all kinds.
- (x) To carry on the business of fishing, marine products, to export fish and marine products, to buy and sale fish and marine products, to purchase and take over as a going concern or otherwise all or any of the liabilities, assets, rights interests, undertaking and properties of or in anyway connected with business of fishing.
- (y) To carry on the business of bees keeping, honey production and bees wax production, to carry on with the business of exporters of honey, bees wax and wax products, buying and selling honey and bees wax.

TRANSACTIONS 500/-
Stamp Duty 11-1-05
PART OF ORDINANCE No. 22555
Stamp Duty 11-1-05

THE COMPANIES ORDINANCES (CAP. 212)
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
EAGLE & HAWK TRADING COMPANY LIMITED

Stamp Duty 2500/-
Stamp Duty 11-1-05
Receipt No. 22555
Stamp Duty 11-1-05

PRELIMINARY

1. The regulation contained and incorporated in TABLE "A" in the first schedule to the COMPANIES ORDINANCE (CAP. 212) shall, except as hereinafter provided apply to the Company.

In these regulations, and in any article adopting the same, "the ordinance" means the "Company ordinance".

When any provision of the ordinance is referred to, the reference is to that provision as modified by any law for the time being in force.

Unless the context otherwise requires, expression defined in the Ordinance or any statutory modification thereof in force at the date at which these regulations become binding on the Company, shall have the meaning so defined.

PRIVATE COMPANY

2. The company is a private Company and accordingly:-

- (a) The numbers of members of the Company (excluding persons who are in the employment of the company and persons who having been formerly in the employment of the Company, were while in such employment to be members of the Company) is limited to fifty, provided that where two or more persons hold one or more shares in the company jointly, they shall, for the purposes of this Article, be treated as single member.
- (b) Any limitation to the public to subscribe for any shares or debentures of the Company is prohibited
- (c) The company shall not have power to issue share warrants to bearer.

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8. No part of the funds of the Company shall directly or indirectly be employed in the purchase of, or in loans upon the security of, the Company's shares, but nothing in this regulation shall prohibit transactions mentioned in the proviso to section 46 (1) of the ordinance.
9. The company shall have a lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the company shall also have a lien on all shares (other than fully paid shares) standing registered in the name of single person for all moneys presently payable by him or his estate to the Company, but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereon.
10. The company may sell, in such manner as the directors think fit any shares on which the company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled by reason of his death or bankruptcy.
11. For giving effect to any such sale the directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceeding in reference to the sale.
12. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue shall (subject to a like lien for sums not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

13. The directors may from time to time make calls upon members in respect of any moneys unpaid on their shares provided that no call shall exceed one month, fourth of the nominal amount of the share or be payable at less than one month from the last call; and each member shall (subject to receiving at least fourteen days notice specifying the time or times of payment) pay to the company at the time so specified the amount called on his shares.

the said transferee, do hereby agree to take the said share (or shares) subject to the conditions aforesaid. As witness our hands the _____ day of _____ 20 _____

Witness to the signatures of, etc.”

21. The directors may decline to register any transfer of shares, not being fully paid shares, to a person of whom they do not approve, and also decline to register any transfer of shares on which the company has a lien. The directors may also suspend the registration of transfers during the fourteen days immediately proceeding the ordinary general meeting in each year. The directors may decline to recognise any instruments of transfer unless:-
- (a) a fee not exceeding ten thousand is paid to the company in respect thereof, and
 - (b) the instruments of transfer is accompanied by the certificate of shares to which it relates, and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer.

If the directors refuse to register a transfer of any shares, they shall within two months after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.

22. The legal personal representatives of a deceased sole holders of a share shall be the only persons recognised by the company as having any title to the share. In the case of a share registered in the names of two or more holders, the survivors or survivor, or the legal personal representatives of the deceased survivor, shall be the only persons recognised by the company as having any title to the shares.
23. Any person becoming entitled to a share in consequences of the death or bankruptcy of a member shall, upon such evidence being produced as may from time to time be properly required by the directors, have the right, either to be registered as a member in respect of the share or, instead of being registered himself, to make such transfer of the share as the deceased or bankrupt person could have made; but the directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by the deceased or bankrupt person before the death or bankruptcy.

holders as the case may be direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to the order of such other person entitled or such joint holders as the case may be direct.

98. No dividend shall bear interest against the company.

99. The director shall cause proper books of accounts to be kept with respect to:-

- (i) All sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place.
- (ii) All sales and purchases of goods by the company, and the assets and liabilities of the company.

100. The books of accounts shall be kept at the registered office of the company, or at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

101. The director shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations and accounts and books of the company or any of them shall be open to the inspection of members not being directors and no member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by statute or authorised by the directors or by the company in general meeting.

102. The directors shall from time to time in accordance with section 123 of the ordinance, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheets and reports as are referred to in that section.

103. The profit and loss account shall show, arranged under the most convenient heads, the amount of gross income, distinguishing the several sources from which it has been derived, and the amount of gross expenditure, distinguishing the expenses of the establishment salaries and other like matters. Every item of expenditure fairly chargeable against the year's income shall be brought into account, so that a just balance of profit and loss may be laid before the meeting, and in cases where any item of expenditure which may in fairness be distributed over several years has been incurred in any one year, the whole amount of such item shall be stated, with the addition of the reasons why only a portion of such expenditure is charged against the income of the year.

110. Notice of every general meeting shall be given in some manner hereinbefore authorised to (a) every member except those members who (having no registered address within the Territory) have not supplied to the company an address within the Territory for the giving of notices to them, and also to (b) every person entitled to a share in consequence of the death or bankruptcy of a member, who, but for his death or bankruptcy would be entitled to receive notice of the meeting. No other person shall be entitled to receive notices of general meeting.

BORROWING POWERS

111. The director may raise or borrow for the purpose of the company's business such sums of money as they think fit and may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the company, present and future, including its uncalled capital or by the issue at such price as they may think fit of bonds or debentures, either charged upon the whole or part of the property and assets of the company present and future, including its uncalled or unissued capital, or not so charged or in such other way as the Directors may think expedient.

WINDING UP

112. In a winding up the liquidator may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in a specie among the Members in such proportion and Manner as may be determined by such Resolution provided always that if any such distribution is determined to be made otherwise than in accordance with existing rights of members, every member shall have the same right of dissent and other ancillary right as if such resolution were a Special Resolution passed pursuant to Section 230 of the Ordinance.

INDEMNITY

113. Every director or other officer of the company shall be entitled to be indemnified out of the assets of the company against all losses or liabilities (including any such liability as is mentioned in paragraph (c) of the provisions to section 153 of Ordinance) which may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or incurred by the company in the execution of the duties of his office or in relation thereto. This Article shall only have effect in so far as its provisions are not avoided by the said section.