

THE COMPANIES ORDINANCE  
(CAP 212)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

GREATLAKES FREIGHT LTD

Incorporated this ..... Day of .....

*DRAWN BY:*  
*ABDALLAH AHMED MBARAK*  
*(SUBSCRIBER)*  
*P.O. BOX 12117*  
*DAR ES SALAAM.*

TANZANIA

Stamp Duty Shs. 5000/-  
PAID ON ORIGINAL  
No. 4823/14  
Stamp Duty Office

THE COMPANIES ORDINANCE (CAP .212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF  
GREATLAKES FREIGHT LTD

TANZANIA  
Stamp Duty Shs. 2000/-  
Receipt No. 823/14 of 2  
Asst. Registrar of Companies

1. The name of the company is GREATLAKES FREIGHT LTD
2. The Registered office of the Company will be situated in the United Republic of Tanzania
3. The objectives for which the company is established is:




To carry on distribution of conveyer components and engineering plastics.

- a) To carry on the business as traders, suppliers, general merchants, wholesalers, retailers and dealers in all types of foodstuffs, cooking oils, cosmetics, agricultural machinery, implements, equipment, spare parts, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, and all kinds of industrial projects machinery and equipment, building materials hardware, timber, electrical goods and computers.
- b) To carry on the business of iron foundries, mechanical and electrical engineers, manufactures of agricultural implements and other machinery, tool makers, metal workers, boiler makers, millwrights, machinists, smiths, woodworkers and builders.
- c) To carry out the business of transport to cargo, passengers, animals for public and private clients and running of trucks, buses, cars and vehicles of all kinds. To carry out the business of carriers by land, water, railway and air.
- d) To carry on the business of transport contractors, transport managers, transport management, consultant, safari and Tours operators, air chattering, ship charters and traveler agents, and booking office and to act as a customer's clearing agents, general Merchants wholesalers or retailers or, both, commission agents, importers and exporters of timber, coffee cashew nuts, sisal and sisal products, garments, gemstone, leather and leather products, livestock's wildlife of all and every description.
- e) To carry on the business of transport, clearing and forwarding agency, local and transit cargo, travel agents, car hire, taxi and cab operators, tour and safaris operators, carriers of both goods and passengers, charters, bus coach owners, ship chandlers, brokers, Insurance agents, shippers commission agents, proprietors of hotels, restaurants, lodgings, camps, motels, cafes, snacks, refreshments tours cattle dearer, meat sellers, butcheries, furniture makers, garage proprietors, mechanical engineers, all businesses and traders incidental analogues or similar there to or required to be or capable of being performed in conduction therewith
- f) To carry on business as general traders, general merchants, suppliers, wholesalers or retailers of both commission agents, exporters and importers and to buy sell hire let, manufacture, prepare for market, batter trade exchange and generally deal in all types of properties whether movable or immovable, goods produce of soil, articles and merchandise of all kinds and to transact any and every description of merchandise and finance.

- uu) To carry on development, extend and to run account, profit of any trade, business or operation whatsoever which can in the opinion of the company be advantageous or conveniently be of extension of or in connection with all or any of the trade, business and operations which the company is authorized to carry on or to operate directly or indirectly to any branch of the company's assets, property or rights.
- vv) To carry on any matter hereby authorized in any part of the world either alone or in conjunction with or as by or through benefactors, trustees and agents.
- ww) To carry on the business of wholesalers retailers in textiles, clothing, shoes, furniture and leather products and any other type of merchandise, to purchase, acquire, takeover, promote, establish and carry on the business of manufacturers dealers, distributors, representatives and agents of goods, chattels and products made out of natural or artificial raw materials and to treat prepare, render marketable buy, sell and dispose of any such products either in their raw or manufactured state.
4. The liability of members is limited
5. The share of capital of the Company is fifty four million divided into 10800 share of five thousand Shillings each.

If upon the winding up or dissolution of the company there remains after the satisfaction of all its debts and liabilities any property, whatever, the same shall not be paid or distributed among the members of the Company, but shall be given or transferred to some other Charitable institutions or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company by law, such institutions to be determined by the members of the Company at or before the time of dissolution and in so far as effect cannot be given to such provision here to some other charitable object

We, the several persons, whose names addresses and descriptions are subscribed are desirous of being formed into a company is pursuance of this Memorandum of Association and we respective agree become founder members and Directors of the Company.

NAME, ADDRESS & DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
ABDALLAH AHMED MBARAK P.O. BOX 12117 D'SALAAM.	3600	
SALMIN AHMED MBARAK P.O. BOX 12117 D'SALAAM.	3600	
SABRI AHMED MBARAK P.O. BOX 12117 D'SALAAM.	3600	

Dated at Dar es Salaam. *this 21<sup>st</sup> day of December* ..... 2005

WITNESS to the above signature:

SIGNATURE:..... *ESM/sala* .....

POSTAL ADDRESS: *P.O. Box 31792, Dar es Salaam* .....

QUALIFICATION:..... *Advocate* .....



TANZANIA  
Stamp Duty Shs. 5000/= PAID ON ORIGINAL  
Receipt No. 80314 of 23/12/05  
Stamp Duty Office

THE COMPANIES ORDINANCE ( CAP.212)  
COMPANY LIMITED BY SHARES.  
ARTICLES OF ASSOCIATION  
OF  
GREATLAKES FREIGHT LTD  
PRELIMINARY

TANZANIA  
Stamp Duty Shs. 2500/= PAID  
Receipt No. 80314 of 23/12/05  
Stamp Duty Office

1. In these regulations:  
"The Ordinance" mean the Companies Ordinance Chapter 212 of the Laws of United Republic of Tanzania.

When any provision of the Ordinances referred to the reference in that provision as modified by law of the time being in force.

Unless the context otherwise requires the expressions 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.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies, corporate, partnership, firms, co-operative societies, etc.

The regulations in Table "A" in the First Schedule to the Companies Ordinance, (hereinafter called "A") shall apply to the company save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under Table "A": the former shall prevail, and in addition to the substitution for the modification of the provisions of Table "A" the following shall be the regulations of the company.

PRIVATE COMPANY

2. The Company is a private company and accordingly:-
- (a) The right to transfer shares is restricted in manner here in after prescribed
  - (b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of the persons who having been formerly in the employment of the Company were in such employment to be members of the Company) is limited to fifty; provided that where two or more persons holding one or more shares in the Company jointly they shall for purpose of this regulation be treated as a single member
  - (c). Any invitation to the public to subscribed for any shares or debentures of the Company is prohibited
  - (d). The Company shall not have power to issue share warrants to bearer.
  - (e). The Directors may in their discretion and without assigning any reason thereof refuse

**GENERAL MEETING: NOTICE OF GENERAL MEETING AND  
PROCEEDING AT GENERAL MEETING:**




3. Articles 39 to 53 of able 'A' shall apply subject the following variations:-,
- (a) A general meeting, ordinary or extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
  - (b) Two members, present either personal or by proxy shall form a quorum
  - (c) Any ordinary resolution of the company determined without any general meeting and evidence by writing under the hands of majority of the Directors and the members other Company holding One hundred per cent the issued of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the Company.

4. **DIRECTORS:**

- (a) Until otherwise determined by the Company in general meeting the Directors shall be not less than two and not more than Seven in number.
  - (b) The following shall be the first directors of the Company:
    - 1. **ABDALLAH AHAMED MBARAK**
    - 2. **SALMIN AHMED MBARAK**
    - 3. **SABRI AHMED MBARAK**
5. The shareholding qualifications for Directors may be fixed by the company in General in General Meeting, and unless and until so fixed no qualification shall be required.
6. The quorum of Directors for transacting business shall, unless otherwise, fixed by the Directors, be two.
7. A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted
8. The Directors may from time to time, borrow or raise any money for the purposes of the company which may exceed the issued share capital of the company.

**THE MANAGING DIRECTOR**

9. The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period and on such terms as they think fit and may at any time revoke such appointment; the appointment of managing Director shall be automatically determined if the person appointed to such office shall cease from any cause to be a director. A Managing Director shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way or partly in another) as the directors may determine.
- The Directors may entrust to and confer upon a Managing Director any of the power exercisable by them upon such terms and conditions and with such restrictions as they think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any such powers.
- The Directors shall provide for the safe custody of the seal; which shall only be used by authority of the directors of or a committee of the

NAME, ADDRESS & DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
ABDALLAH AHMED MBARAK P.O. BOX 12117 D'SALAAM.	3600	
SALMIN AHMED MBARAK P.O. BOX 12117 D'SALAAM.	3600	
SABRI AHMED MBARAK P.O. BOX 12117 D'SALAAM.	3600	

Dated at Dar es Salaam... *this 21st day of December* ..... 2005

WITNESS to the above signature:

SIGNATURE:..... *ES/qual*

POSTAL ADDRESS:..... *P.O. Box 31712, Dar es Salaam*

QUALIFICATION:..... *Advocate*



14 