

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

FALCON ANIMAL FEEDS LIMITED

Incorporated this Day of 2010

Drawn by:

HASSAN ALLY AHMED
(SUBSCRIBER)
P.O. BOX 106227
DAR ES-SALAAM

THE UNITED REPUBLIC OF TANZANIA

Certificate of Incorporation

No.

I hereby certify that

FALCON ANIMAL FEEDS LIMITED

Is this day incorporated under the Companies Act 2002,
and that the Company is Limited

Given under my hand at Dar es Salaam

this day of Two thousand and Ten.

Seal

Registrar of Companies

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
FALCON ANIMAL FEEDS LIMITED

2500/-
204-2010

1. The name of the company **FALCON ANIMAL FEEDS LIMITED**
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:-
 - (a) To acquire and take over as going concern, the business now carried on under the name and style of "FALCON ANIMAL FEEDS" with all its liability and assets.
 - (b) To carry on the business of manufacturers, promoters, processors, millers, importers, exporters of and dealers in animal and poultry feeds, fish meal, bone meal, blood meal, corn meal, mealic meal and feeds of kinds and descriptions.
 - (c) To carry on the business of makers and manufacturers of cattle foods and feeding and fattening preparations of every description makers and manufacturers of artificial manure and fertilizer of every description.
 - (d) To carry on the business as dairymen, milk suppliers, milk packagers in tetrapacks, tins, containers, bottles etc, sellers, importers and exporters of milk whether in liquid or powder form and also to deal and trade in all its allied products such as butter, ghee and ice cream manufacturers, to own and manage a dairy farm, to undertake all ranching activities related to milk and allied productions, to install plant and machinery for milk and all its allied production and produce ordinary milk whether homogenized, pasteurized, evaporated milk etc.

- (e) To carry on the business of poultry industry comprising breeding farms, hatchery, rearing farms, processing plant, feed mill, etc., to buy, sell, and otherwise deal in all kinds of birds, eggs, chickens, feeds and allied products, to own, manage, and run breeding farms, hatchery, rearing farms, processing plant, feed mill etc, to rear, hatch, process, preserve, pack supply, contract in local and foreign markets, the chicks, the eggs, the flesh and other products of the company.
- (f) To carry on the business of farming in its various branches including agricultural commodities, arboricultural, horticultural, to take on lease or otherwise acquire any land, farm or plantation and to develop the said land or farm or plantation by cleaning, draining, fencing, market gardeners, contract ploughing harrowing and other agricultural pursuits under contract or hire or otherwise.
- (g) To cultivate, grow, buy, prepare any kind of fruit such as pineapples, oranges, lemon, grapefruit, passion fruit, guava and all types of fruits and vegetable, to dispose of, sell and deal in any such products either in its raw form or its processed form and manufacturer of spices, yellow gram grain, seed merchant and milers of all types of food and food products, to preserve, process, cure, blend, refine, treat, manufacture and render marketable any such produce, dispose of and deal in any such produce and either by wholesale or retail and to carry on the business as exporters, supplier, distributors, possessors of coffee, instant coffee, raw coffee, sellers, buyers, worldwide traders, dealers in stores, consumable articles general merchant and commodities, such as maize, tea, rice, jute, bags, corn, sugar, beans, wheat, sisal, hides, leather and products, beeswax, honey, simsim, coconut products, green peas, food and cash crop of every kind.
- (h) To carry on all or any of the trade, business of farmers, planters, glaziers, breeders of and dealers in livestock, market gardeners, to acquire by purchase or otherwise ranches, and carry on the trades of diary farmers, poultry farmers, grazers, breeders and rears of cattle, sheep, goats and other live stock pastures, tanners, preserved and potted meat manufacturers, soup makers, canners of meat and other.
- (i) To carry on the business as planters, farmers, dairyman, fruiter, timber merchant, to plant, grow, import, export, manufacture, blend, cure and in any way deal in maize, all kinds of chillies, black pepper, white flour, ghee, oils, lint seeds, copra, coconut, cashew nuts, cotton, kapok, sugar, tea, coffee, cocoa, rice, corn, vegetable, fruits and another produce and all its products and preparations, and to deal in articles of all kinds commonly dealt in by persons carrying on any of such business and to purchase acquire and/ or establish and carry on such business.

- (j) To carry on all their respective branches all or any of the business of builders masonry and general construction contractors and haulers and among other things to construct, execute, carry out, equip, improve, work and advertise railways, roadways, tramways, docks, harbours, wharves, canals, water-courses, reservoirs, embankments, irrigations, reclamations, sewage, drainage and other sanitary works, water, gas, mechanic, electric and other supply works, houses buildings and erections of every kind and to carry on any other business in connection with the above mentioned business.
- (k) To acquire, take over, promote, establish, engage in and carry the business of profession of farmers, planters, harvesters, sprayers, seed growers, glaziers breeders of and dealers of livestock, marker gardeners, arboriculturists, agriculturalists, horticulturists, floriculturists, dairymen, vegetable oil extractors, poultry and bee-keepers and any other business in connection with floriculture, arboriculture agriculture and horticulture.
- (l) To carry and promote and trade or business of farm and agricultural inputs, implements, tools, packaging materials and deal in the livestock and or the veterinary health-care products to farmers and stockist, to buy, sell, supply, distribute whether in retail or wholesale fertilizer, insecticides, fungicides, growth stimulants, agro seeds, farm implements and tools, animals feeds, veterinary drugs and any related goods and import and export agriculture and food technology, industries and equipment, manufacture and semi processed products in Tanzania and other parts of the world.
- (m) To carry on the business as general suppliers of all sorts and types of goods and services to individuals, offices, industries, shops, schools, factories, hospitals, army, military, ministries and all other government offices, universities and all other places where the services of a supplier are needed.
- (n) To carry on the business as general suppliers, importers, exporters, traders, merchants, stockists, wholesalers, retailers and dealers in all types of electrical goods, hardware, building material, timber, fishing gears, groceries, computers, office equipments, stationeries, cooking oils, salts, foodstuffs, cosmetics, oils, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, paints, spirits sheets, hinges, screws, iron mongery, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- (o) To carry on the business of importers, exporters, buying selling, dealers in hardware, building materials, sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipment's agricultural implements and equipment's spares of every description, plumbers, fittings, decorators, steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof tresses.

- (p) To deal in all kinds of electrical works including repairs, maintenance, electrical accessories, electrical installations, professional advice and general counselling.
- (q) To carry on the business in Tanzania or in any part of the world all or any of the business of buying, selling, exchange, merchandising and generally dealing electrical equipment machinery, accessories; spare parts related to electrical works, tools and running electrical workshops.
- (r) To carry on the business of dealing in marketing, manufacturing, importing, exporting, stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise, and to act as commission agents and manufacturers, representatives in all fields. To establish business enterprises whether small scale, industries and generally deal in all kinds of general merchants and to import, export and all either by merchandise and articles of all description.
- (s) To carry on the business of marketing, services, consultancy and selling of all types of information technologies, computer systems, conference systems, telecommunication systems, security systems, public address systems, data communication and to train, research, install and after sale services of electronic systems, voice and data networks and any other systems or components which the company may think fit, necessary or incidental to this business.
- (t) To carry on the business as principals, agents or manufactures, representatives of importing, exporting, buying, selling, distributing of new and used motor vehicles, cars, trucks, lorries or other vehicles, motor vehicles spares and parts of all descriptions, railway, fuel and other oils, petroleum of all kinds, tyres and tubes, batteries, battery solution and other spares, accessories, motor cycles, bicycles, tractors, mining equipments, fishing gears, agricultural and industrial machinery and equipments, new and second hand spare parts and accessories and generally to deal in all types of motor spare parts and industrial and agricultural machinery and parts, electronic goods and accessories thereof.
- (u) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, hauliers, customs bonded warehouse and godown keepers, cargo and travel agents, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters, civil transport contractors and transporters by any other means of conveyance of people and goods in Tanzania and the neighbouring counties and in such other place or places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders

- (v) To carry on the business of establishing and running supermarkets, department stores, shopping malls, provision stores, groceries and shops of all kinds and description and generally to deal with such activities.
- (w) To carry on the business of household, domestic appliance and electrical goods, audio visual goods, electronic items, building material, hardwares, foodstuff, agricultural products and merchandise of every nature, kind and description whatsoever as a dealer, wholesaler, retailer, distributor, importer, exporter and after sales service and repairing.
- (x) To carry on the business of wholesalers, retailers, general traders, suppliers, merchants, importers, exporters, stockists and dealers in all types of clothes, textile materials, tie and dye, boutique, shoes, caps, bags, selling second hand clothing, dresses of types and description whatsoever.
- (y) To carry on the trade or business of bonded warehousemen, removers, stores, packers and carriers of personal property of every description, cleaning and forwarding agents and to issue warrants to persons warehousing goods with the company, and to lend money upon the security of goods.
- (z) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate traveling to organize hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harbouring, transporting, wildlife and marine products of all kind.
- (aa) To act as investment company, holding company, finance company and to deal in all types of investment whatsoever. To hold and own shares, land, buildings, shopping malls, residential houses, commercial buildings, invest in securities, bond share debentures, options, warrants, convertible stock, promissory notes, bills of exchange, loans, bills, shipping documents, ships, aircraft, self propelling vehicles and all types of property whatsoever.
- (bb) To carry on the business of general carriers and traders of goods, mails, passengers, cattle, and public or private conveyors by land, water or air, haulers, haulage contractors, railway, shipping and forwarding agents, truckers, warehousemen, wharfingers, vehicles, lorry proprietors, bonded Carmen, common Carmen and agents, for transport of every description.

- (cc) To act as agents for the management, improvement, development, purchase and sale of property and as agents for the purchase and sale of all manufactured goods, materials, provisions, and agricultural and other produce and for the investment, loan payment, transmission and collection of money and generally to transact and execute all kinds of agency business.
- (dd) To carry of commercial consultants, planners and advisers to any company, corporation, undertaking, firm or individual in the conduct of commercial, industrial, financial and any other business undertaking, and to study and advise on conditions and make recommendations and prepare schemes designed to increase productivity.
- (ee) To carry on all or any business of publishing, printing, distributing and selling of business, management, industrial, scientific, academic, communications, financial, agricultural, social and environmental information technology periodicals, brochures and books and any other reading materials.
- (ff) To carry on the business of importers, exporters, buying selling, dealers in building materials, hardware sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipment's agricultural implements and equipment's spares of every description, plumbers, decorators, steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof tresses.
- (gg) To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants easements, options, claims, properties, cassettes and effects supposed to contain minerals, diamonds, or other precious stones, and any interest therein, and to explore, mine, work, excise develop and turn to account mines and mining rights and any undertaking connected therewith.
- (hh) To carry on business of deep-sea fishers, fishers, exporters and importers of, and dealers in and factors, brokers and agents for the sale of, fish and fish products of every description; as proprietors and managers of oyster beds, trawlers and fishing boats, as fish curers, fish prepares, fish canners and preservers, oil extractors, manufacturing chemists, fishmongers, provision dealers and general storekeepers, shippers, carriers, shipping agents, carting contractors, motor vehicle owners, lightermen, iron and brass founders, and metal and alloy makers, smelters, refines and workers, engineers, joiners, shipwrights, millwrights and woodworkers.

- (ii) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements and other rights and interests in immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belong to the company.
- (jj) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, casements, rights, licenses secret6 processes, machinery, plants, stock, in trade and real or personal property of any kind.
- (kk) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- (ll) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with the above business or the general business of the company.
- (mm) to act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (nn) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (oo) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or though agents, sub-contractors, trustees and otherwise.
- (pp) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.
- (qq) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (rr) To lend money on any terms that may thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.

- (ss) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
- (tt) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (uu) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.
- (vv) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (ww) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- (xx) To obtain any provisional order, ordinance or act of Parliament for enabling the Company to carry any of its objects into effect, or for affecting any modification of the Company's constitution, or any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the company's interest.
- (yy) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- (zz) To transact or carry on all kinds of Agency business and in particular in relation to the investment of money, the sale of property, and the collection and receipt of money.

To do all other things as may be deemed incidental or conducive to the attainment of the objects or any of them.

To enter into and carry out any arrangement for partnership or joint venture in business with any other persons.

And it is hereby declared that:-




The word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere.

The object specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraphs of the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraph define the objects of the separate and distinct compound.

That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generis with any particular word or words in the same paragraph.

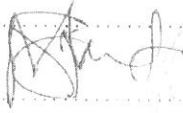
4. The liability of the Members is limited.
5. The initial share capital of the company is Tshs. 200,000,000/= divided into 2,000 shares of Tshs. 100,000/= each and the company shall have power to attach there to any preferential, deferred, qualified or other special rights, privileges, restriction, or conditions.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a company, in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

Names, Addresses, and Description of Subscribers	Number of Shares taken by each Subscriber	Signature
1. HASSAN ALLY AHMED P. O. BOX 106227 DAR-ES-SALAAM.	600	
2. MARIAM ABDALA HUSSEIN P. O. BOX 106227 DAR-ES-SALAAM.	300	
3. ABUBAKAR ALLY AHMED P. O. BOX 23353 DAR-ES-SALAAM.	100	

Dated at DSM this 20th day of APRIL 2010

Witness to the above signatures

Name : _____
 Signature : _____ 
 Postal Address : _____
 Qualification : _____

5000F
0102-4-02-2010
6702-204-2010

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
FALCON ANIMAL FEEDS LIMITED

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0102-4-02-2010
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PRELIMINARY

1. In these regulations:-
"The Act" means the Companies Act 2002 of the Laws of Tanzania.

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

Unless the context otherwise requires, the expressions defined in the Act or any statutory modification thereof in the 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, cooperatives, societies etc.

The regulations of Companies Act shall not 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 this regulation the former shall prevail, and in addition to substitution 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 hereinafter prescribed.

- (b) The number of members of the company (exclusive of persons who are in the employment of the Company and of persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited to fifteen, provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be tested as a single member.
- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (d) The Company shall not have power to issue share warrants to bearer.

TRANSFER OF SHARES

- 3. The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
- 4. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows:
 - (a) No share shall be transferred to a person who is not a member so long as any member of any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.
 - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every personal representative of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.

- (c) Upon price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such share inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

5. **GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS**

The regulation of Companies Act shall apply to 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 less than seven days or without notice.
- (b) Two members, present either personally or by proxy shall form a Quorum.
- (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the company holding three – fourths 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.

6. **DIRECTORS**

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than seven in number.

(b) The following persons shall be the first Directors of the company:-

1. HASSAN ALLY AHMED
2. MARIAM ABDALA HUSSEIN
3. ABUBAKAR ALLY AHMED

7. The shareholding qualification for Directors may be fixed by the company in General Meeting, and unless and until so fixed no qualification shall be required.
8. The quorum of Directors for transacting business shall unless otherwise fixed by the Directors, be one.
9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

BORROWING POWERS

10. The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.

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.

11. The Directors 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 or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

VOTE OF MEMBERS

12. The voting in the general meeting shall be on the basis of share holding and not by show of hands.
13. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.
14. Any conflicts between the article & joint venture agreements. The provision of the J.U. agreement shall prevail.
15. Resolution by circulation of both the board meeting & general meeting.