

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

**MEMORANDUM
AND**

ARTICLES OF ASSOCIATION

OF

**D.R.K GENERAL MERCHANTS
LIMITED**

Incorporated this

day of

2013

**DRAWN BY
DEODATUS R. KATABARO
(SUBSCRIBER)
P.O. BOX 229
KARAGWE-KAGERA**

THE UNITED REPUBLIC OF TANZANIA



CERTIFICATE OF INCORPORATION

NO.

I HEREBY CERTIFY THAT

D.R.K GENERAL MERCHANTS LIMITED

Is this day incorporated under the companies Act 2002 and
that the company is Limited

GIVEN under my hand at Dar es Salaam, day of
Two Thousand and Thirteen

Registrar of Companies

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

D.R.K. GENERAL MERCHANTS LIMITED

1. The name of the company "D.R.K GENERAL MERCHANTS 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 and take over as a going concern, the business carried on under the name and style of **D.R.K. GENERAL MERCHANTS** with all its assets and liabilities.
 - (b) To acquire, take over, promote, establish, engage in and carry on the business of professional farmers, planters, harvesters, sprayers, seed maize growers, coffee growers, sellers, buyers, general merchandise and commodities, coffee, instant coffee, raw coffee, cocoa, green peas, foods and cash crops, maize, tea, rice, beans, wheat, tobacco, leather products leather goods, glaziers, breeders of and dealers in livestock, market gardeners, arboriculturists, agriculturists, aquaculture, horticulturists and dairymen, vegetable oils extracts, poultry and beekeepers, and any other trade or businesses in connection with floriculture, arboriculture, agriculture or horticulture.
 - (c) To carry on the industry and business of milling, producing, repackaging, importing, exporting, marketing of sembe, edible oils, cooking fats, margarine and bye-products thereof, to carry on the business of Flour mills, milling, packing all kinds of spices, salt, chemicals including industrial chemicals and all products. To extract, process, refine, distil, conserve, manufacture and generally deal in, and all kinds of soaps, detergents, soap chips, all kinds of oil, fatty acids, oleaginous and fatty substances, all kinds of unguents and ingredients and all products of the same or any of the said substances.
 - (d) To carry on the business as Importers, Exporters, distributors, assemblers, buyers, sellers, and agents of all kinds of new, trailers, spare parts, motor vehicles, motor Cycles, whether heavy or light duty, motor cycles, forklifts, tractors etc. and to buy, sell car accessories and deal in automobile spare parts, industrial hardware, machinery parts,

tyres and tubes batteries, battery solutions, oil and lubricants and all other spares and accessories in wholesale and retail and to provide service and repairs of trailers, motor vehicles and motor cycles of all description associated and connected thereto in this type of business.

- (e) To carry on the business as general merchants, traders, consumers, suppliers, importers, exporters, stockists, wholesalers, retailers and dealers in all types of electrical goods, hardware, building materials, sanitary – ware, wall papers, roofing tiles, flooring tiles, 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, timber, decorators, steel fabrication, machine hop, nickel plating, electric plating, making steel windows, doors, frames, and roof tresses, fishing gears, groceries, computers, office equipments, cooking oils, salts, foodstuffs, cosmetics, oils, paints, spirits sheets, hinges, screws, iron mongery, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- (f) To carry on the business of supplying of stationery, office equipment, writing materials, teaching aids and other educational establishment and as agents, school uniforms and stationers in all their business and to buy and sell stationery, office requirements and equipment, all types of books, sundry goods and to act as general merchants and commission agents of print and bind and manufacture stationers and other requirements.
- (g) To carry on the business of running supermarkets, shopping malls, retail shops, wholesale outlets, act as importers, exporters, clearing agents, stockist, processors, warehousemen, agents, dealers, and to generally deal in all hypes of consumer goods, maize flour, hardware goods, and building and property maintains, groceries..
- (h) To engage in and otherwise carry on the business of production of livestock and agricultural inputs, planting, growing, buying, marketing and selling of agricultural crops, fruits, horticultural products and livestock products of all kinds and descriptions, and carry on business as importers and exporters of every kind of livestock and agricultural products and other produce of the soil, and to prepare, preserve, process, cure, blend, refine, treat and render marketable any such produce either in prepared, manufactured, raw or other state.
- (i) To engage in mobilizing and advising livestock keepers and agricultural farmers for more production. To acquire land by purchasing , lease or otherwise for livestock and agricultural use of or any other investments purposes and carry on the business of cultivating, planting, growing and developing forests plantations including teak, pine trees, and any other hard and soft woods and engage in the business of logging, lumbering, wood processing, production of furniture and produce, sell, buy, import and export forest products of all kinds and description.

- (j) To carry out the business of proprietors and managers of night club, restaurant, lodges, marquees, hotels, cafes, road houses, motels, hotel management, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snacks bars, tavern, beer house and lodging housekeepers and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns, also to provide variety of services and products to guest, tourist and hoteliers related to activities of marine parks and reserves along the coast and any other place.
- (k) Training livestock keepers and agricultural farmers in the modern ways of livestock and agricultural production.
- (l) To acquire land by purchasing, lease or otherwise for livestock and agricultural use and other investments purposes, and develop the land into livestock farming or animal fattening farms, paddy rice farms, wheat farms, cotton farm, sesame seed farms, aloe Vera plantations, oil palm plantations, coconut plantations, cashew nuts plantations, and into any other crop farms and plantations and engage in livestock processing to produce export quality meat and other various livestock products, and engage in agro-processing to produce export quality rice, cotton lint, edible oils, all kinds of flours, cashew nuts, beekeeping, bio-fuels, and any other product from the farms, the plantations and from any other crop.
- (m) To carry on the business of agricultural, training, consultants in matters pertaining to agricultural, engineering, machines, installation and operation, promotion of agricultural development and dairy farming preparation of feasibility studies, project planning and carry on business of agricultural pesticides, chemical and packing materials for sea, road and air freight and labeling for export, distributors and services of heavy engineering and for machinery.
- (n) To be consultancy, professional schools operators, runners, educational skills providers, pre-secondary school, secondary school, super curriculum designers and or creators, operators of secondary and high schools, international schools and exchange program centers, academy, technical schools, colleges and or Universities, supper consultants in school management and training college skills, social science and all businesses and trades incidental, analogous similar thereto, required to be or capable of being carried on in conjunction therewith.
- (o) To buy, sell, export, import, produce, retail, wholesale, manufacture industrial and deal in food and food products, wheat flour, maize flour, rice, oil consumer, sugar, meat, fish, fruits, confectionery, other beverages, whether alcoholic or not, tobacco, To carry on the business of agricultural by using tractors of crops such as all types of cereals such as maize, rice, rice, paddy, chemists and druggists suppliers, linen, furniture,

furnishings and other articles required by visitors to the company's premises and others.

- (p) To carry on business of mining of all kinds precious stones, foodstuffs, beverages of all description, precious items, gemstones, jewellery, rare items, dress materials and clothing and all any types of goods, merchandises stock or item of any number, size, magnitude, description and type whatsoever and operate, plague, mortgage, lease, character, sub-character sell and build refuge, lighter, barges and all other vessels and craft of any kind whatsoever including aircraft and any purchase assignment exchange, general trading, transfer or any part of undertaking and all general merchandise.
- (q) To carry on the business of mining all kinds of minerals, gemstones, and gold, diamonds dealers in mines and prospectus make research, prospecting, sale and exporters of all dealership, including marketing and promotion of gold mines and other mines, mineral contractor and/or exchanges, take on lease or otherwise acquire any mines, mining licences or rights protected areas, copper, ores, lead, emeralds, diamonds, rubies, and other precious and semi-precious stones, mineral products and substance from which the company may consider advantages for its objects and to search, prospect for examine, explore, excavator, quarry, dredge, sell, export gold, diamonds, ores, emeralds, rubies and substances from the earth and extract, reduce, wash, crush, refine, treat, smelt, amalgamate, manipulated and or otherwise treat gold, ores, metals, emeralds, rubies and other precious and semi-precious stones or other valuable substances there from or prepare, render and make them fit for markets locally or internationally level.
- (r) 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 kaolin, 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.
- (s) To install operate, maintain and exploit public teleshop, system and to carry on business as sellers, buyers, importers, exporters, distributors and dealers in all kinds of mobile telephone, telecommunication equipment, material, apparatus and accessories relating to telecommunication, and to install, repair, maintain, service and generally deal in such equipment; and dealers generally in products or equipment relating to cellular telephone systems, telecommunication visual communication, paging, voice feed back automatic lettering, including all apparatus, accessories, appliance and things used in connection therewith belong to the company or procured by the company or belonging to the customers of the company.

- (t) To do all kinds of business relating to telecommunication, information technology, and to act as consultants and training carry on business as managers or advisors in information management, applications development, data telecommunication and networks technology and those purpose to promote, arrange, organize, conduct and facilitate information and communication technology in Tanzania elsewhere and to promote, arrange facilitate and operate information technology activities in all its diverse areas and all such facilities advantages and conveniences as may be considered necessary or incidental thereto, to do activities as development of consumer-made and instructional software, educational managerial and control software products for small, medium and large clients
- (u) To carry on the business of civil engineering works, electrical engineering consultancy and mechanical engineering works, construction for silos, feed lots, fish ponds, cattle dips, spray races, cattle troughs water tanks of all types, water dams, road makers, public contractors, cattle weighbridges, water pumping units, wind mills, sink boreholes, (deep and shallow) laying water pipes, surveying and setting stock routes shelters of all kinds and building of all types and to carry on the business of land use developers, town planners and designers.
- (v) To conduct market research, to manufacture, buy, sell, import, export, alter, maintain, services, repair and otherwise deal in instruments, substances, used materials, television, music system, decoder, saterite, dishes, fridge, materials, machinery, apparatus, appliances and things of all kinds used or capable of being used in connection with any of the activities of the Company or likely to be required by the customers of the Company or which, may be conveniently dealt with in by the Company with any of its objects.
- (w) To carry business of buying, selling, importing and export of goods, Raw cashew nut and commodities of all kinds manufactured and produced locally and abroad, produced by the company or others act as general merchants and traders, both wholesale and retail and for such purposes, to open and maintain shops, stores, and act as agents, domestic, site and industrial fumigation and deal in the sale, acquisition and dispose of pesticides, for medical purposes, surgical, medical and veterinary apparatus and instruments chemical and sanitary preparations, herbicides, fungicides and insecticide preparations.
- (x) To carry business of property developers and real estate developers and to act as promoters, designers, planners, developers, builders, constructors, renovators, decorators, landscapers, owner, buyers, sellers, lessors and lessees of residential house, public houses, office blocks, apartments, housing estates, shopping malls, arcades, entertainment houses, leisure center parks, factories, industrial buildings, warehouses, depots, godowns, diary farms, planning and construction of drainage systems.

- (y) To carry on business of transport, cargo and travel agents, commission agents, customs agents, insurance agents, tourists agents, manufacturers representatives, clearing and forwarding agents, shipping agents, road contractors, cargo superintendents, packers machinery, haulage specialists, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transport by any other means of conveyance of people and goods neighboring countries and such other places as may from the time determined by the company, export of agricultural products and importers and exporters traders, commission and general agents, or otherwise deal in electrical goods, produce articles and general merchandise.
- (z) To provide consultancy on environmental impact studies on construction, architecture, structural designs and engineering, construction labour management, estate plans and soil testing.
- (aa) To establish workshops for training overhaul and repair of agricultural, plant and heavy duty construction machinery and equipment handling and safety measures, high of construction equipment, construction labour and general advisory services.
- (bb) 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.
- (cc) 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.
- (dd) To carry on the business as exporters, traders, suppliers, general merchants, stockists, wholesalers, retailers and dealers in business of scrapers, agricultural machinery, implements, equipment and all kinds of industrial projects machinery.
- (ee) To carry on the business of big game hunter, trapping and collection of Wild, live birds for sale and export within outside Tanzania, to sell, improved export, and imports, prepare, deal and trade in carvings, painting, curios, export, and provide game sanctuary facilities and to organize of safaris and expeditions. Discover, hunt, shoot, photograph, capture animals, birds, game and fish of all kinds including reptiles, marine

products, pottery crafts, crustacean, salt, mangrove sea shells, groceries, vegetables, cereals goods, fruits and all allied products of every description.

- (ff) To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger by road, rail, water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purposes or as independent undertakings to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, service and deal with and in road vehicles, aircraft and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.
- (gg) To carry on all any of the wholesale and/or retail as gemstones merchants, jewelers and/or dealers in and/or buy, sell market import export and/or general deal in all or any kinds of gemstones precious and semi-precious stones, gold silver and precious metals of whatsoever kind or description.
- (hh) 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.
- (ii) 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 secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- (jj) 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.
- (kk) 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.
- (ll) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (mm) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.

- (nn) 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.
- (oo) 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.
- (pp) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (qq) 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.
- (rr) 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.
- (ss) 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.
- (tt) 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.
- (uu) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (vv) 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.
- (ww) To obtain any provisional order, ordinance or act of Parliament for enabling the Company to carry any of it is 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.
- (xx) 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.

- (yy) 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.
- (zz) To do all other things as may be deemed incidental or conducive to the entertainment of the objects or any of them.

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 the paragraph 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 paragraph 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

AND it is hereby declare that the word "Company" in this clause , except where used in reference of this Company , shall be deemed to include any partnership or other body of persons, whether incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects set forth in any sub-clause or by the same of the company. None of such sub-clause or the objects herein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the firs sub-clause.

4. The Liability of the Members is Limited
5. The capital of the Company is Shillings 10,000,000/= divided into 1,000 shares of Shillings 10,000/= each. The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

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
DEODATUS RWEHUMBIZA KATABARO P. O. Box 229 KARAGWE-KAGERA	400	
RWEGOSHORA ERIC KATABARO P. O. Box 229 KARAGWE-KAGERA	200	

Dated at Afm this 10th day of MARCH 2013

Witness to the above signatures

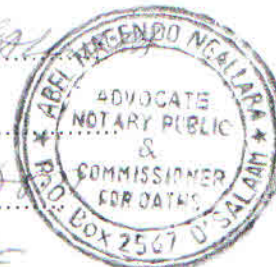
Name :

Signature :

Postal Address :

Qualification :

ABEL MARGENDO NEALLARA
[Signature]
P.O. Box 2567
ADVOCATE



- (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 direction 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 who may desire to sell or transfer any such shares and every personal representatives 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 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 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
 - (b) The following persons shall be the first Directors of the company:-
 - 1. **DEODATUS RWEHUMBIZA KATABARO**
 - 2. **RWEGOSHORA ERIC KATABARO**
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 two.
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.
10. 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.

BORROWING POWERS

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 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. On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.
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.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated if the Director;
 - (a) becomes bankrupt; or
 - (b) is found to be a lunatic or becomes of unsound mind; or
 - (c) resigns his office by notice in writing to the Company;
 - (d) abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

S E A L

15. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

ALTERNATE DIRECTORS

16. Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.

17. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY

18. The Secretary shall be appointed by the Board for such terms at such remuneration and upon such condition as it may think fit, and any Secretary so appointed may be removed by the Board.

WINDING UP

19. With the sanction of a special resolution of the shareholders any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in special or may be vested in Trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

ALTERNATION OR ADDITION

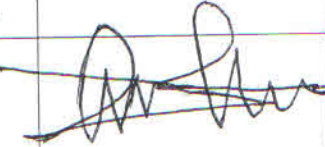

20. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.

INDEMNITY

21. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or is in connection with any application (under Section 481 of the Act) in which relief is granted to him by the Court.

ARBITRATION


22. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Act herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three (3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
DEODATUS RWEHUMBIZA KATABARO P. O. Box 229 KARAGWE-KAGERA	400	
RWEGOSHORA ERIC KATABARO P. O. Box 229 KARAGWE-KAGERA	200	

Dated at ADD this 14th day of MARCH 2013

Witness to the above signatures

Name : ABEL M. KIALLA

Signature : 

Postal Address : P.O. Box 2587

Qualification : ADVOCATE

