

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

Memorandum
And
Articles of Association
Of
MACJARO LIMITED

Certified True Copy of the Original
Signature: [Signature] Date: 12/09/2017
MUSA MUJUS LEOPOLD, Advocate
Notary Public & Commissioner for Oaths

P.O. Box 2216 - ARUSHA
Roll: No: 6860
DUS: 12557677/2002
Email: [Email] 2017@50

Incorporated this 21ST day of NOVEMBER 2017

Drawn by: -
MR. JAMES RICHARD POWELL
SUBSCRIBER
P.O. BOX 282
MOSHI
TANZANIA

TANZANIA
Stamp Duty Shs. 2000/-
PAID ON ORIGINAL
Receipt No. 365687 of 21/11/17
Stamp Duty Officer

THE COMPANIES ACT, 2002

MEMORANDUM OF ASSOCIATION

OF

MACJARO LIMITED

1
TANZANIA
Stamp Duty Shs. 2500/- Paid
Receipt No. 365687 of 21/11/17
Registrar of Companies

1. The name of the Company is "MACJARO LIMITED"
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are: -

Certified True Copy of the Original
Signature: PDL Date: 12/01/17
NDANU PIUS LEOPOLD, Advocate
Notary Public & Commissioner for Oaths

- (a) To cultivate any estates, farms, lands and properties and to develop the resources of the same by draining, clearing, planting, pasturing, waterdrilling, contouring, irrigation, landscaping, green housing, and land reclamation and to engage in the business of agro-industry, including the production and marketing of all types of nurseries, flowers, plants, coffee, tea, cotton, nuts, any or all types of commercial crops and organic vegetables and fruits, as well as all, every or any similar commodity, agriculture, floriculture, horticulture, hydroponics, silviculture, wine-growing, animal husbandry, improving all types of seeds and processing organic manures, as well as any business connected with or incidental to production from land.
- (b) To carry on the business of planters and growers of all kinds of nurseries and cash and commercial crops, flowers, fruits and vegetables both in small and large scale for local and export.
- (c) To establish and operate institute and training centre for organic agriculture and training personnel in all respect of farming activities.
- (d) To provide consultancy services in relation to all agricultural activities.
- (e) To import, export, sell, market, store, transport, pack, process preserve and generally deal in all manners possible with agricultural and food products, agricultural commodities and agricultural inputs, chemicals, machinery, equipment, requisites and necessities of all kinds and descriptions and to act as promoters, agents, and salesmen of the producers and manufacturers of the same.
- (f) To carry on the business of importers, exporters, manufacturers and dealers in all kinds of mercantile goods.
- (g) To carry on the business of general merchants and traders and to buy, sell, manufacture, import, export and deal in goods, both wholesale and retail, merchandise and produce of all kinds and for such purposes to open and keep shops, stores and warehouses and to do all such things either as principal or as agents.

- (h) To carry on the business of importers, exporters, retailers, wholesalers, dealers, sellers, market, store, transport, pack and preserve fresh fruits, vegetables flowers and nuts.
- (i) To carry on the business of auctioneers, house agents, land and estate agents, surveyors, appraisers, valuers, brokers, commission agents, financial agents, insurance clearing and forwarding, tourists, travel, commercial and general agents, and to purchase or otherwise acquire, and to sell, let or otherwise dispose of and deal in real and personal property of every description.
- (j) To acquire, purchase or take over, promote, construct, establish and carry on the business of hoteliers, restaurant, bar, café, motel, holiday camping, safaris lodges, tours operators, hire of vehicles, mountain climbing and other safaris operators, boat tours and fishing, carriers of passengers and goods, souvenir and handcraft shop and to carry on any other business which the Directors of the Company may deem fit in respect of tourist industry.
- (k) To carry on business of restaurant, caterers, refreshment contractors, bakers, confectioners, butchers, greengrocers poulterers, vine, spirit and provision merchants and to carry on any other business which the Directors of the Company may deem fit.
- (l) To acquire, purchase or take over, promote, construct, establish and carry on the business of hoteliers, restaurant, bar, café, motel, holiday camping, safari lodges, tour operators, mountain climbing and other safaris operators, Boat Tours and fishing, souvenir and handcraft shop and to carry of any other business which the Directors of the Company may deem fit.
- (m) To import, export, sell, market, store, transport, pack, process preserve and generally deal in all manners possible with agricultural and food products, agricultural commodities and agricultural inputs, chemicals, machinery, equipment, requisites and necessities of all kinds and descriptions and to act as promoters, agents, and salesmen of the producers and manufacturers of the same.
- (n) To carry on business as distributors of wines and spirits, mineral and aerated water, juices, beer, soft and hard drinks and other liquids of every description.
- (o) To develop and turn to account any land acquired by or in which the Company has interest and particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and planting, paving, draining, farming, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and other.
- (p) To enter into any arrangements with any Government or authorities supreme, municipal, local or otherwise, that may seem conducive to the company's objects

True Copy of the
 Date... 12/07/2019
 ANU PIUS LEOPOLD, Advc
 Nery Public & Commissioner for C

or any of them, and to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

- (q) To obtain any provisional Order, Ordinance or Act of Parliament for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution or for 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 interests.
- (r) To procure the company to be registered, incorporated or otherwise constituted if necessary or advisable according to the law of any foreign country.
- (s) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the company.
- (t) To amalgamate or enter into partnership or any agreement whether perpetual or terminable, for sharing profits, union of interest joint adventure, reciprocal concessions or co-operation with any persons, firm, society, association or group of persons, carrying on or engaged in or about to carry (in the case of a company) formed to carry on or engage in any business or transaction within the objects of this Company or any business transaction or course of action which may seem to the Company capable of being conducted so as directly or indirectly to benefit the company or to prevent or minimize apprehended loss, damage or cost to the Company or to such person, firm, society, association or group of person, purchase, subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in or securities of, or to lend money, to guarantee the contracts of subsidiaries or otherwise assist any such person, firm, society, association or group of persons, and to sell, hold, re-issue with or without guarantee or otherwise deal with such shares, stock or securities.
- (u) To sell exchange let, develop, dispose of, transfer of otherwise deal with the undertaking of the company or any part thereof upon such terms and for such consideration as the company may think fit.
- (v) To improve, manage, develop, exchange, mortgage, let on rent or in consideration of a share of profits, either in money or kind or otherwise grant, licence, easements and other rights of and over and in any manner dispose of, turn to profit or deal with all or any part of the property and rights of the company.
- (w) To establish, promote and otherwise assist any company or companies for the purpose of acquiring all or any part of the property of furthering any of the objects of this company.
- (x) To issue or guarantee the issue of or the payment of interest on the shares, debentures, debenture stock or other securities or obligations of any company.
- (y) To invest the moneys of the company not immediately required in such manner, other than in the shares of this company, as may from time to time be determined.

True Copy of the
 Sign: PPD Date: 12/09/2019
NOANU PIUS LEOPOLD, Advocate
Notary Public & Commissioner for Oaths

containing the notice, and to have been effected at the expiration of (seventy-two) hours after the letter containing the same was posted. A member whose registered address is not within the Tanzania and who gives to the company an address within the Tanzania at which notices may be given him shall be entitled to receive any notice from the company.

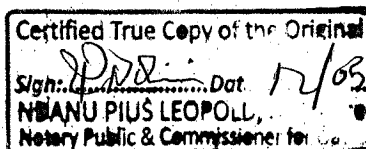
121. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.
122. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending or delivering it, in any manner authorised by the articles, addressed to them by name, or by the title of representatives of decrease, or trustee of the bankrupt, or by any like description, at the address, if any, within the Tanzania supplied for the purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred.
123. A member present, either in person or by proxy, at any meeting of the company or of the holders of any class of shares in the company shall be deemed to have received notice for the purpose for which it was called.

WINDING UP


124. If the company is wound up the liquidator may, with sanction of a special resolution of the company and any other sanction required by the Act divide amongst the members in specie the whole or any part of the assets of the company and may, for that purpose, set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members, as the liquidator, with the like sanction, shall determine, but no member shall be compelled to accept any shares or other securities upon which there is a liability.

INDEMNITY

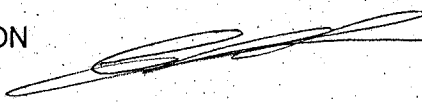
125. Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 481 of the Act in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

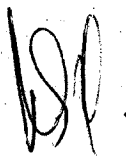


No.	NAMES AND ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
-----	---------------------------------------	---	---------------------------------

1.	MBOSHO COFFEE COMPANY LIMITED P.O.BOX 282 MOSHI TANZANIA	100	
----	---	-----	---

MRS. ELIZABETH ANNE DEACON
DIRECTOR

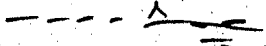


2.	JAMES RICHARD POWELL P. O. BOX 282 MOSHI TANZANIA	50	
----	--	----	--

Total shares taken 150

Dated the 28th Day of October 2017

Witness to the above Signatures: -


Melibooob M. Sadiq F.C.P.A. F.T.A.A.
 Certified Public Accountant in
 Public Practice
 P. O. Box 822, MOSHI

Certified True Copy of the Original
 Sign: PPD Date: 12/09/2017
NDANU PIUS LEOPOLD, Advocate
 Notary Public & Commissioner for Oaths