

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

Memorandum

AND

Article of Association

OF

UKHOZI ISLAND SAFARI LODGE (PTY) COMPANY LIMITED

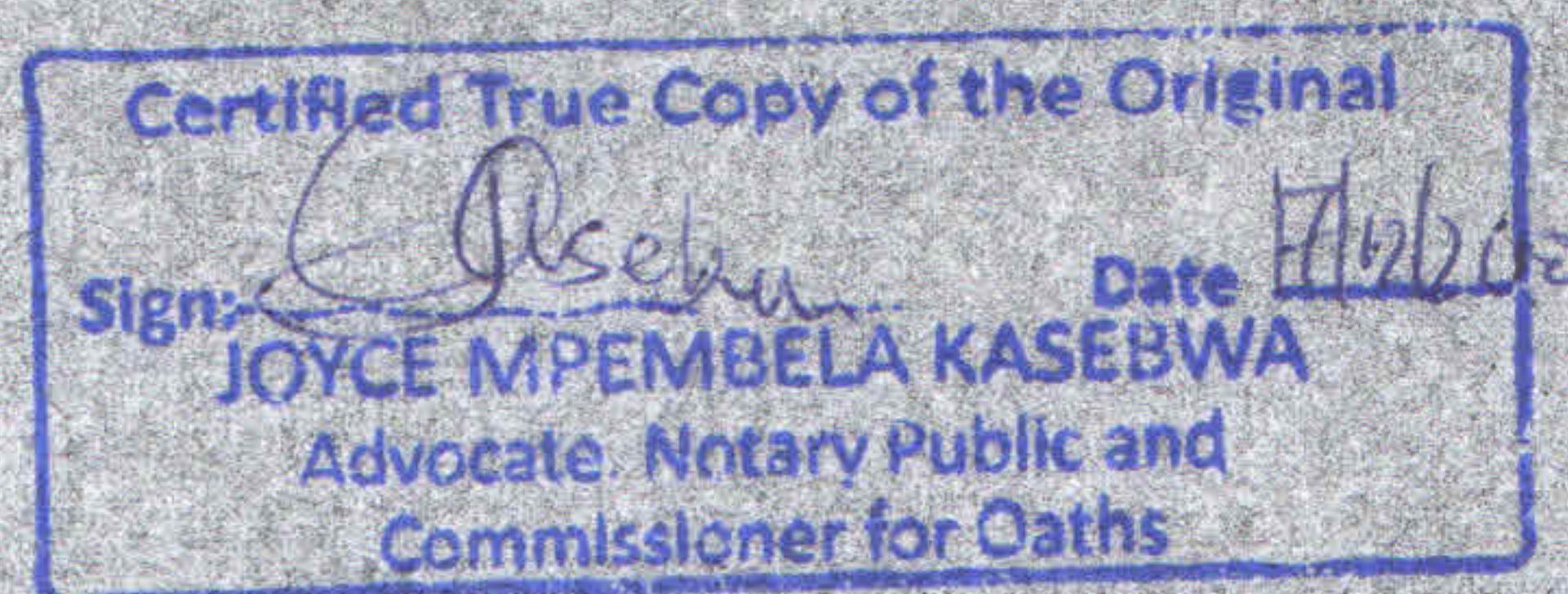
Incorporated this..... Day of2020.

DRAWN BY:

MUSTAFA .S. AHMED

P.O.BOX 1315

IRINGA.



THE COMPANIES ACT (ACT NO. 12 OF 2002)

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

UKHOZI ISLAND SAFARI LODGE (PTY) COMPANY LIMITED

1. The name of the Company is **UKHOZI ISLAND SAFARI LODGE (PTY) COMPANY LIMITED**
2. The Registered Office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the company is established are:-
 - a) To carry on the trade and business in tourism by inviting tourists to Tanzania and East Africa and arranging group safaris to National Parks, Game Reserves, Conservation Areas and other protected and historical sites.
 - b) To advertise Tanzania as a whole to the rest of the world.
 - c) To export cultural artifacts, carvings, antiques, gems, etc to other parts of the world.
 - d) To facilitate tours and safaris for tourists to discover and experience adventures.
 - e) To organize tourists from America, Europe, Australia, Asia, the rest of Africa and even locals to trek the slave trade route and mountains in Tanzania.
 - f) To carry out the trade of hiring motor vehicles.

- v) To distribute among the members of the company in kind and property, undertaking and assets of the company either together or in portions for such considerations as the company may think fit.
- w) To carry on any other business which may seem to the company capable of being conveniently carried on in connection with any of the above or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.
- x) To carry on, develop extend and turn to account any estate, trade, or business whatsoever which can in the opinion of the company, be advantageously or conveniently carried on by the company by way of extension or in connection with its business or is calculated directly or indirectly to develop any branch of the company's business or to increase the value of or turn in account any of the company's assets, property or rights.
- y) To do all or any of the above things in Tanzania or any part of the world and either as principals or agents, trustees or otherwise and to do all other things as may be necessary incidental or inclusive to the attainment of the above objects or any one or more of them.
- z) Any other business not specified above but commensurate with Fostering of the objects of the company;


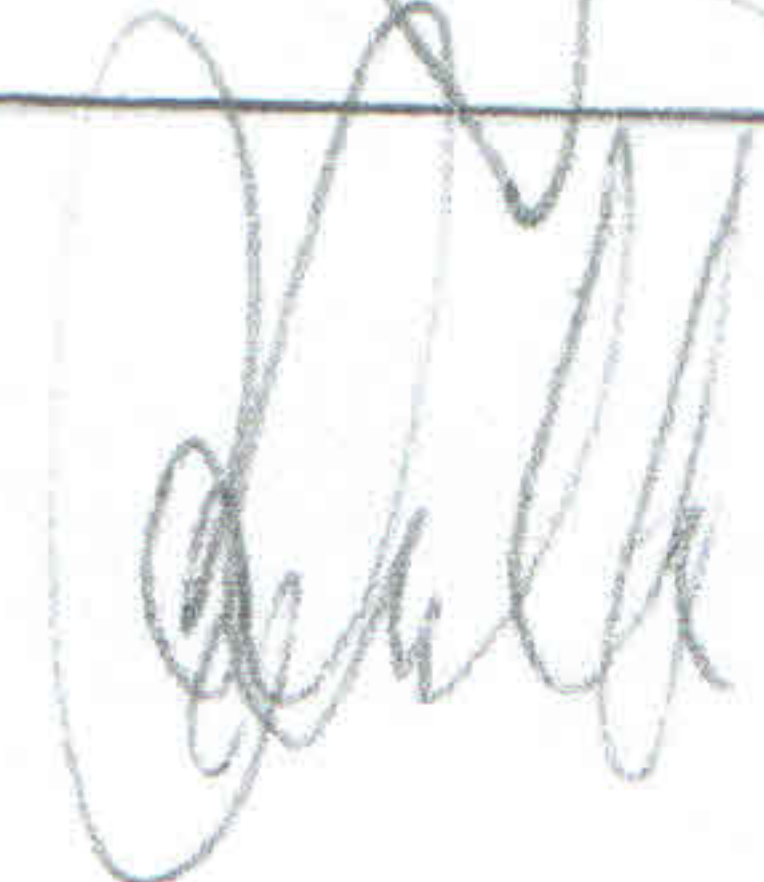

AND IT IS HEREBY DECLARED that the word "**COMPANY**" in this clause shall be deemed to include any partnership or other body or persons, whether incorporated, or unincorporated, and whether domiciled in East Africa or elsewhere and the intention is that the objects specified in each paragraph of this clause shall except where otherwise expresses in such paragraph or the name of the company.

4. The liability of members is limited.

5. The initial share capital of the company is Tanzania Shillings Five Hundred Million (500,000,000/=) divided into one hundred shares (1000) of five hundred thousand

Shillings (500,000/=) each. The company shall have all the powers to increase its capital and to divide shares in its capital for the time being into several classes of stock or shares and to attain 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 respectfully agree to take the number of shares in the capital of the company set Opposite our respective names.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES OF SUBSCRIBER
1. ROLAND PAUL VINCENT P.O.BOX 1315 IRINGA TANZANIA	80	
2. CAROLINE GRACE WILLMORE P.O.BOX 1315 IRINGA TANZANIA	15	
3. NANETTE CATHERINE VINCENT P.O.BOX 1315 IRINGA TANZANIA	5	

Dated this 21ST day of AUGUST 2020

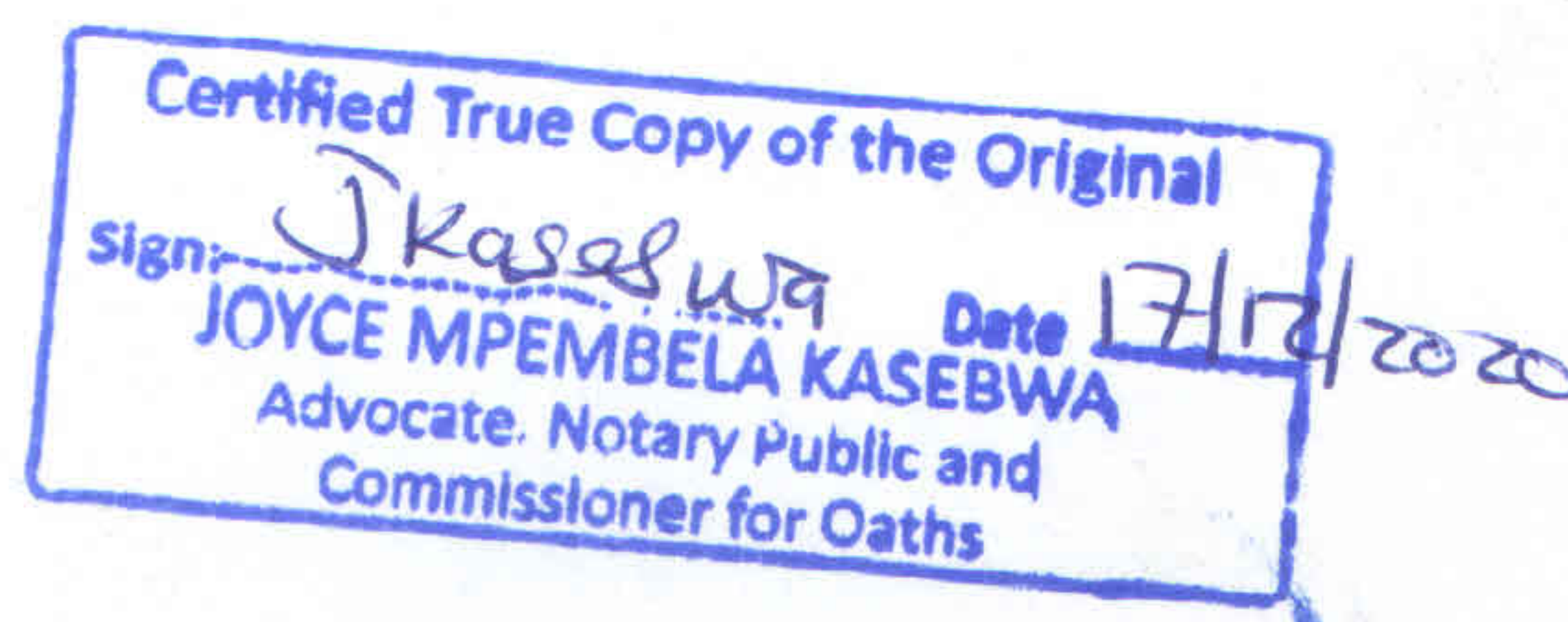
Witness to the above signatures:

Name: MUSSA M. MHAGAMA

Address: P.O. BOX 773, NJOMBE

Occupation: ADVOCATE

Signature: 



determination was received by the company at its registered office (or at such other place at which the instrument of proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

MEETINGS

CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS

30. Any corporation which is a member of the company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

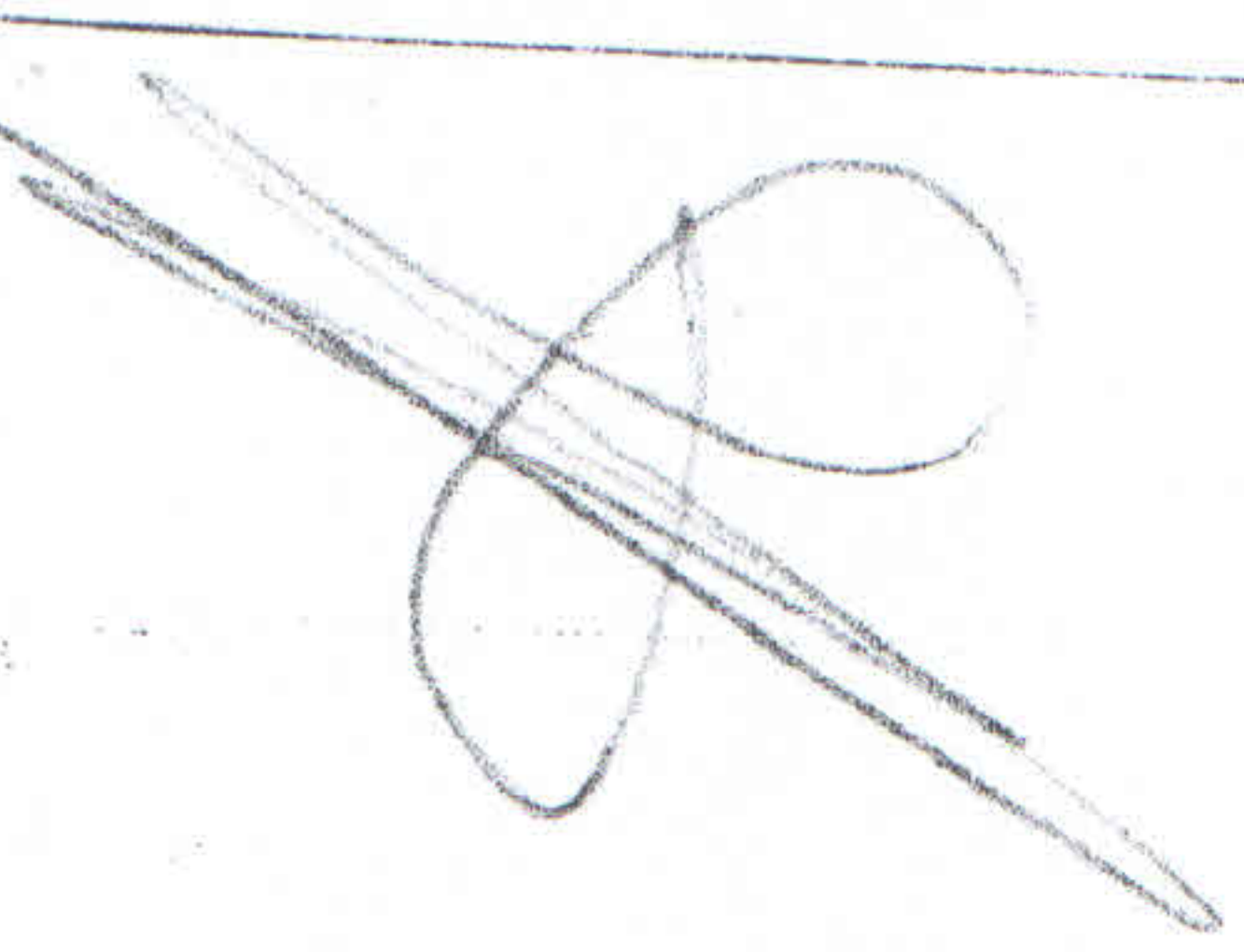


DIRECTORS

31. The Number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination, the signatories to the Memorandum of Association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two.

32. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day-to-day. The directors shall also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

33. The following persons shall be the first Directors of the Company:-

1. ROLAND PAUL VINCENT
2. CAROLINE GRACE WILLMORE
3. NANETTE CATHERINE VINCENT
4. MUSTAFA SILIMU AHMED

Names, Postal Addresses, and Occupations of Subscribers	Number of Shares taken by each Subscriber	Signature & Seal/Rubber Stamp of Subscribers
ROLAND PAUL VINCENT P.O. BOX 1315 IRINGA TANZANIA	80	THE SEAL 
CAROLINE GRACE WILLMORE P.O. BOX 1315 MOSHI TANZANIA	15	
NANETTE CATHERINE VINCENT P.O. BOX 1315 MOSHI TANZANIA	5	

Dated this 21ST day of AUGUST 2020

WITNESS to the above signatures:-

Signature: 

Postal Address: 773, NJOMBE

Qualification: ADVOCATE



Certified True Copy of the Original
 Sign:  Date 17/8/20
JOYCE MPEBELA KASEBWA
 Advocate, Notary Public and
 Commissioner for Oaths