

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

MIDMAN ENTERPRISE LIMITED

.....

Incorporated this

day of

2019

.....

DRAWN BY

JENIPHER M. MINJA

(SUBSCRIBER)

P.O BOX 7593

MWANZA.

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

MIDMAN ENTERPRISE LIMITED

1. The name of the company is "MIDMAN ENTERPRISE LIMITED"
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:-
 - (a). 3520 - Manufacture of gas; distribution of gaseous fuels through mains
 - (b). 4923 - Freight transport by road
 - (c). 5320 - Courier activities
 - (d). 4730 - Retail sale of automotive fuel in specialized stores
 - (e). 4721 - Retail sale of food in specialized stores
 - (f). 4752 - Retail sale of hardware, paints and glass in specialized stores
 - (g). 4753 - Retail sale of carpets, rugs, wall and floor coverings in specialized stores
 - (h). 4759 - Retail sale of electrical household appliances, furniture, lighting equipment and other household articles in specialized stores
 - (i). 4772 - Retail sale of pharmaceutical and medical goods, cosmetic and toilet articles in specialized stores
 - (j). 4530 - Sale of motor vehicle parts and accessories
 - (k). 4540 - Sale, maintenance and repair of motorcycles and related parts and accessories
 - (l). 6820 - Real estate activities on a fee or contract basis
 - (m). 6499 - Other financial service activities, except insurance and pension funding activities, n.e.c.
 - (n). 8219 - Photocopying, document preparation and other specialized office support activities
 - (o). 8620 - Medical and dental practice activities
4. The Liability of the Members is Limited.

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.

5. The capital of the Company is Shillings 5,000,000/= divided into 1,000 shares of Shillings 5,000/= 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
MIDLIGHT MATHAYO MINJA P. O. BOX 7593 MWANZA.	900	<i>Munishi</i>
JENIPHER MAKEHOPE MINJA P. O. BOX 7593 MWANZA.	100	<i>Munishi</i>

Dated at...MWANZA ...this.....23RD day of ..September.... 2019

Witness to the above signatures

Name : LINUS ESTOMIHI MUNISHI
 Signature : 
 Postal Address : P.O.BOX 4026 MWANZA
 Qualification : COMMISSIONER FOR OATHS



THE COMPANIES ACT NO. 12 OF 2007
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

MIDMAN ENTERPRISE LIMITED

TABLE A EXCLUDE

1. The regulations in Table A in the First Schedule to the Company Act 2002 shall not apply to the Company, except so far as the same are repeated or contained in these Articles.

INTERPRETATION

In these Articles, unless the subject or context otherwise requires, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof:

WORDS AND MEANINGS

“Articles”: these Articles of Association as originally framed or as altered from time to time by Special Resolution;

“A Shareholder”: any holder from time to time of the Shares;

“The Directors”: the directors for the time being of the Company present at a duly convened meeting of the directors at which a quorum is present;

“The Office”: the registered office for the time being of the Company;

“The Act”: the Companies Act 2002 and every statutory modification and re-enactment thereof for the time being in force;

2. The Company is a Private Company and accordingly; no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

The Company may pay to any person a commission in consideration of his subscribing or agreeing to subscribe, whether absolute or conditional, for any shares in the Company: provided that such commission shall not exceed 10 per cent of the price at which such shares are issued, or an amount

than one proxy to attend on the same occasion nor may a proxy vote except on a poll.

68. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a naturally certified copy of that power or authority shall be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting, or adjourned meeting, or taking of the poll at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
69. An instrument appointing a proxy may be in the following form, or in any other form which the directors shall approve:-

.....Limited

"I.....of, act. being a member of the Limited, hereby appoint of, act. as my proxy to vote for me and on my behalf at the ordinary {or extraordinary, as the case may be} general meeting of the Company to be held on theday of..... and at any adjourned meeting thereof".

Signed
of.....200.....

this.....day

Signature of Member

70. 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

71. The first directors shall be not less than two in number and shall be appointed by the subscribers to the Memorandum of Association. Unless and until otherwise determined by the Company by ordinary resolution the number of directors shall not be less than two.
72. The names of the first directors of the Company are as follows:
1. MIDLIGTH MATHAYO MINJA
 2. JENIPHER MAKEHOPE MINJA
73. (1) The remuneration of the directors shall from time to time be determined by the Company in general meeting.

99. No dividends shall be paid otherwise than out of profits.
100. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid on the shares, but if and so long as nothing is paid up on any of shares in the Company dividends may be declared and paid according to the amount of the shares. No amount paid on a share in advance of call shall, while carrying interest, be treated for purpose of this article as paid on the share.
101. The directors may, before recommending and dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for meeting contingencies, or for equalizing dividends, or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the directors may from time to time think fit.
102. If several persons are registered as joint holders of any share any one of them may give effectual receipts for any dividends payable on the share.
103. No dividend shall bear interest against the Company.

ACCOUNTS

104. The directors shall cause proper books of accounts to be kept with respect to:-


All sums of money received and expended by the Company, and the matters in respect of which the receipt and expenditure takes place.

All sales and purchases of goods by the Company; and The Assets and liabilities of the Company. Proper books of account means such books as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.
105. The books of accounts shall be kept at the registered office of the Company, or at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
106. The directors shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorized by the directors or by the Company in general meeting.

MIDLIGHT MATHAYO MINJA P. O. BOX 7593 MWANZA.	900	<i>Mathayi</i>
JENIPHER MAKEHOPE MINJA P. O. BOX 7593 MWANZA.	100	<i>Makehope</i>

Dated at...MWANZA ...this.....23RD day of..September.... 2019

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