

THE COMPANIES ACT, 2002
(CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

PARACHICHI FRESH PRODUCT LIMITED

Incorporated this.....day of.....2020

DRAWN BY:
STEPHEN MAINA GITHIGA (SUBSCRIBER)

P.O.BOX 10087

DAR ES SALAAM.

TANZANIA.

THE COMPANIES ACT, 2002 (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

PARACHICHI FRESH PRODUCTS LIMITED

1. The name of the Company is **PARACHICHI FRESH PRODUCTS 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 business of large scale farming as well as retailers , whole sellers, exporters, importers, dealers, managers, agents of and in horticultural produce, flowers, fruits, vegetables, crops, and all kinds of foodstuffs and to supply the same to any person firm or company upon such agreements or arrangements as may be deemed necessary or expedient.
 - b) To contract and enter into any agreement or arrangement with any other person, firm or company for the purchase of horticultural produce, flowers, fruits, vegetables, crops, and all kinds of foodstuffs to contract and enter into any agreement or arrangement with any person, firm of companies for purposes of selling or marketing of any products of the company either within or outside the country.
 - c) To carry on the business of general suppliers of office materials, and dealers in products or commodities of all kinds of plant equipment, hardware, electrical components, motor vehicle spares, furniture, office and service supplies including but not limited to water supply and services of whatever nature which can be bought, supplied or dealt with by the Company.
 - d) To carry on the business of farming, agriculture, horticulture and floriculture and to cultivate develop and manage any land of the Company and to submit to any process for the purpose of preparing for market any produce or products of farming, agriculture, horticulture and floriculture and to buy, sell, import, export, market, trade

and deal in any such or other produce or products of farming, agriculture, horticulture and floriculture and generally to own, lease, manage and run farms

- e) To carry on the business of general suppliers of different materials, and dealers in products or commodities of all kinds of equipment, hardware, electrical components, motor vehicle and its spares including but not limited to water supply, modern farming tools, new fishing tools and services of whatever in not limited to agricultural, fishery or forestry and animal keeping sector which can be bought, supplied or dealt with by the Company.
- f) To acquire by purchase, lease or hire any machinery, equipment or implements necessary for the manufacturing, improving, processing, treating, preserving, horticultural produce, flowers, fruit, vegetables, crops and all kinds of foodstuffs.
- g) To carry on business as traders, general merchants, suppliers, wholesalers and retailers, exporters and to buy, sell, hire, let, manufacture, prepare for market, school and professional training equipments, barter trader exchange and generally deal in all types of properties whether movable or immovable, goods, agricultural products, articles and merchandise of all kinds and to transact in any and every description of mercantile, insurance and financial.
- h) To transact and carry on business as manufacturers, importers and exporters of all sorts of fruits, food, foodstuffs, canned fruits, chocolates, candies, jams, preserves, jellies, peppermints, juice, syrups, beverages, waters, wines, cordials, restorative and drinks of all kinds.
- i) To undertake all activities and transactions concerning clearing and forwarding and all other activities incidental thereto.
- j) To carry out fishing activities and selling of fishing materials as well as engaging in transport activities either within or outside the country.
- k) To engaging with different clients on creation of better packaging of different products not limited to agricultural and fishery products.

- l) To acquire land or lease and carry out mining prospecting activities, and erect machinery thereof and establish mine, including mine works and render marketable the products, purchase or take on lease or otherwise acquire any mines, works, and other real and personal property pertaining to the goodwill of the business of mining industry.
- m) To act as a general consultant on different issues relating to agriculture not limited to human consumption products like maize beans and rice but also other products like trees and also animal foods, to act as a consultancy in fishery business and also animal keeping.
- n) To undertake feasibility studies and carry out research, planning and/or project write ups in all matters related to and the establishment, upgrading, stabilizing, consolidation of business establishments, both for retail and wholesale, as the case may be, and to carry out designs and facility layouts for such business units. To establish and carry out business in any or all of the aforesaid establishments for the benefit of the company.
- o) To carry on the business of food service hotel, restaurant, café, tavern, beer house and lodging accommodation, catering services, holiday camp, auto court, and motel and apartment houses.
- p) To carry out the business of appliance services, building materials, electrical and its accessories not limited to timber, pipes, plumbing, metal and steel fabrication and to produce such products and render marketable of such products, and to sell, dispose of and deal in any such building materials used in construction industry.
- q) To carry on the business of agency and brokerage, 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.

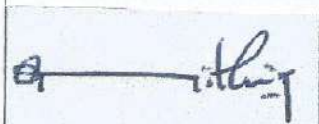
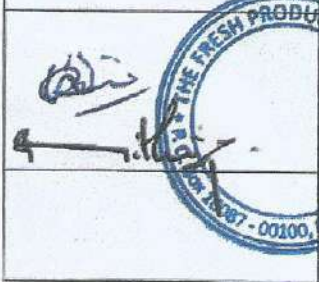

r) To carry on the business of production of natural and processed juices and supply of such juices in meetings and other events of similar or varied nature requiring such supply such as congregations' ,public gatherings, but not limited to only such events.

s) To undertake and supply office stationeries, computer accessories and consumables, printing materials and promotional items, service of computers and air conditions.

4. The liability of the members is limited.

5. The Share Capital of the Company is Tanzanian Shillings Ten Million (Tshs.10, 000,000/=) divided into One Hundred (1000) Ordinary shares of Shillings Ten Thousands (TShs.10, 000/-) each.

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

Names, Addresses of Subscribers	Number of Shares	Signature of Subscribers
STEPHEN MAINA GITHIGA. P. O. BOX 10087 NAIROBI-KENYA	100	
THE FRESH PRODUCTS LIMITED LUCY WAIRIMU GITHIGA (DIRECTOR) STEPHEN MAINA GITHIGA(DIRECTOR) P. O. BOX 10087 NAIROBI-KENYA	500	 
RESERVED	400	

DATED at Dar es Salaam this th 12 day of March 2020.

WITNESS to the above signatures:

Name: EMMAUEL R. MBOGA

Signature: [Handwritten Signature]
Postal Address: 3750
DORIS SALAM
Qualification ADVOCATE



THE COMPANIES ACT, 2002 [CAP. 212]

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
PARACHICHI FRESH PRODUCTS LIMITED

PRELIMINARY

1. In these Articles and Regulations, unless inconsistent with the subject or context:-
“The Act” means the Companies Act, 2002 Chapter 212 of the Laws of Tanzania.
When any provision of the Act is referred to, the reference is that provision as modified by any law for the time being in force.
Unless the context otherwise requires, the expression defined in the Act or any statutory modification thereof in force at the date at which these Regulations become binding on the company, shall have the meanings so defined.
“The Board” means the Board of Directors for the time being of the Company.
“Dividend” includes bonus.
“Member” means the registered holder of a share or shares in the Company.
“The Seal” means the Common Seal of the Company.
“Secretary” means any person appointed to perform the duties of the Secretary of the Company.
Any words denoting the singular shall include the plural and vice versa, and words denoting the masculine gender shall include the feminine gender and the words denoting persons shall include bodies corporate societies, and the like.
2. The Regulations contained in Table A of the First Schedule to the Companies Act (hereinafter called Table A) shall 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 in addition to substitution former modification of the provisions of Table A the following shall be the regulations of the Company:-

PRIVATE COMPANY

3. 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 having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty. PROVIDED THAT where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this Articles be treated as a single member.
- (c) An invitation to the public to subscribe for any shares or debenture of the Company is prohibited.
- (d) The Company shall not have power to issue share warrants to the bearer.

CAPITAL

- 4. The Share Capital of the Company is Tanzanian Shillings Ten Million (Tshs.10,000,000/=) divided into One Hundred (1000) Ordinary shares of Shillings Ten Thousands (TShs.10,000/-) each.
- 5. Without prejudice to any special rights previously conferred on the holder of shares or class of shares, any share in the company may be issued any existing with such preferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the company may from time to time by ordinary resolution determine.
- 6. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

CERTIFICATE

7. Every person whose name is registered as a member in the register of members shall, without payment, be entitled to a certificate under the Seal of the Company specifying the share or shares held by him and the amount paid up thereon provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.

PROHIBITION OF DEALING IN COMPANY SHARES

8. The Company shall not give, whether directly or indirectly, or whether by means of a loan guarantee, the provision of security otherwise financial assistance for the purpose of or in connection with the purchase or subscription made or to be made by any person for any shares in the company or its holding Company (if any) nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding company (if any) but nothing in this Article shall prohibit transactions mentioned in the proviso to section 61(1) of the Act.

LIEN

9. The Company shall have first and paramount lien on every share for any money's (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company's lien, if any, on a share shall extend to all dividends payable thereon.

CALLS ON SHARES

10. The directors may, subject to the provision of these Articles, and to any conditions of allotment, from time to time, make such calls upon the shareholders in respect of all monies unpaid on their shares, as they think fit.

TRANSFER OF SHARES

11. All transfers of shares may be effected by transfer in writing in the usual common form under hand only.
12. The instrument of transfer of a share shall be signed by or on behalf of the transferee, and transferee and the transfer shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereon.

13. The Directors may, in their absolute discretion, and without specifying any ground, refuse to reregister a transfer of any share to any person whom in their opinion is undesirable to the interests of the Company for the any reasons whatsoever to admit to membership. No transfer shall be registered if by reason thereof the number of member would exceed the limit herein before prescribed.
14. The Directors may refuse to register any transfer of a share where the Company has a lien on the share.

TRANSMISSION OF SHARES

15. In case of death of a shareholder the survivors or survivor where the deceased was a joint holder, and the executors or administrators of the deceased where he was or sole or only surviving holder, shall be the only persons recognized by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share solely or jointly held by him.
16. Subject to any provisions of the Articles, if the person becoming so entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence as to this title being produced as may from time to time be required by the Directors, and subject as hereinafter provided, be registered himself as a holder of the share or elect to have some person nominated by him registered as the transferee thereof.
17. Subject to any other provisions of the Articles, if the person becoming so entitled shall elect to be registered himself, he shall deliver or send to the company notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered he shall testify his election by executing to his nominee a transfer of such share. All the limitations, restrictions and provisions of these Articles, relating to the rights to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer executed by such member.

FORFEITURE OF SHARES

18. If any member fails to pay the whole or any part of any call on or before the day appointed for the payment thereof the Directors may at any time thereafter during such time as the call, or any part thereof, remains unpaid, serve a notice on him requiring him to pay such call, or such part thereof as remains unpaid together with any accrued interest, and any expenses incurred by the Company by reason of such non-payment.
19. The notice shall name a further day (not being less than fourteen days from the date of the notice) on or before which such call, or any part thereof as aforesaid, are to be paid. It shall also name the place where payment is to be made, and shall state that in the event of non-payment, at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.
20. If the requirements of any such notice as aforesaid are not complied with, and share in respect of which such notice has been given may at anytime thereafter, before payment of all calls, interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect.
21. A forfeiture of shares under the preceding Article shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
22. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture were presently payable by him to the Company in respect of the shares, but his liability shall cease if and when the Company receive payment in full of the nominal amount of the share.
23. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any such which, by the time of issue of a share, becomes payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same had been payable b been payable by virtue of a call dully made and notified.

INCREASE OF CAPITAL

24. The Company may from time to time by Ordinary Resolution increase the share capital by such sums, to be divided into shares of such amount, as the resolution shall prescribe.
25. The Company, by the resolution increasing the capital may direct that the new shares or any of them be offered in the instance either at par or at a premium of (subject to the provisions of section 60 of the Act) at a discount to all the holders for the time being of shares held by them respectively or may make any other provisions as to the issue of the new shares. In default of any such direction or so far as the same shall not extend the new shares shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons and on such terms as it shall think fit.
26. Unless otherwise stated in the terms of the issue of the new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture, and otherwise as the original share capital.

ALTERATION OF CAPITAL

27. The Company may, by ordinary resolution:-
 - (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; or
 - (b) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless, to the provision of section 64(1) (d) of the Act.
 - (c) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of its capital by the amount of shares so cancelled.

28. The Company may by special resolution reduce its share capital and any capital redemption fund in any manner and with and subject to any incident authorised and consent required by law.

BORROWING POWERS

29. The Directors may exercise all the powers of the Company to raise or borrow for the purpose of the Company's business such sum or sum of money as they think fit and they may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge its undertaking, or charge upon the whole or any part of the property and assets of the company, present and future, including its uncalled or unissued capital or by the issue, at such price as they may think fit, of the company, present and future, including its uncalled or unissued capital or by the issue, at such price as they may think fit, of bonds, debentures, debenture stock, and other securities, either charged upon the whole or any part of the property and assets of the company, or not charged, whether outright or as security for any debt, liability, or obligation of the Company or of any third party, or in such other way as the Directors may think expedient.

GENERAL MEETINGS

30. Subject to the provision of section 133 (1) of the Act, General Meetings shall be held once at least in every calendar year at such time not being more than fifteen months after the holding of the last preceding General Meeting, and at such place as may be determined by the Board. Such General Meetings shall be called "Annual General Meetings", and all other meetings of the Company shall be called "Extraordinary General Meetings"
31. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and they shall, on the request in writing of the holders of not less than one-tenth of the issue capital of the Company upon which all calls or other sums then due have been paid, forthwith proceed to convene an Extraordinary General meeting, and the provisions of Section 134 of the Act shall apply.

If at any time there are not within Tanzania sufficient Directors capable of acting to form a quorum any Director or any two members of the Company may convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS

32. Subject to the provisions of section 135 and 136 (a) of the Act twenty one day's notice at the least exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given, specifying the place, the day, and the hour of meeting and, in case of special business, the general nature of the business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed, or the Company in general meeting, to such persons, as are, under the regulations of the Company, entitled to receive notices from the Company, but with the consent of all the members entitled to receive notice of some particular meeting obtained in writing that such meeting may be convened by such, shorter notice than seven days or without notice and in such manner as those members may think fit.
33. The accidental omission to give notice of a meeting or the non-receipt of a notice of a meeting by any member shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

34. All business shall be deemed special that is transacted at an Extra-Ordinary General Meeting, and all business that is transacted at an Annual General Meeting, with the exception of the declaration and sanctioning a dividend, the consideration of the accounts, balance sheets and the ordinary report of the Directors and Auditors, and other officers in the place of those retiring by rotation, and the appointment and fixing or remuneration of the Auditors.
35. No Business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business, save as herein otherwise provided two members personally present shall be a quorum.
36. Within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, otherwise than pursuant to

Article 11 shall be dissolved; in any other case it shall be adjourned to the same time and place, and if at the adjournment meeting a quorum is not present within half an hour from the time appointed for the meeting the members present be a quorum. It shall not be necessary to give notice of any such adjourned meetings.

37. The Chairman, if any, of the board of Directors, shall preside as Chairman at every General Meeting of the Company. If there is no such Chairman, or if, at any meeting, he is not present within fifteen minutes after the time appointed for the meeting or is unwilling to act as Chairman, the Directors present shall choose one of their number to act, or if one Director be present, or if all Directors present decline to take Chair the members present shall choose one of their number to be chairman.
38. The Chairman may, with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
39. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is before or on the declaration of the result of the show of hands, demanded by a member present in person or by proxy and entitled to vote, and, unless a poll is so demanded, a declaration by the Chairman that the resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority or not carried by a particular majority, or lost, and an entry to that effect in the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
40. A demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question of which a poll has been demanded.

41. 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.

VOTES OF MEMBER

42. On a show of hands every member present in person shall have one vote and for this purpose a person who is present as the representative of a corporation shall be treated as if he was a member present in person and on a poll every member present in person or by proxy shall have one vote for each share of which he is the holder.
43. No member shall be entitled to be present or to vote at any General Meeting, either personally or by proxy, or as proxy for another member, or to exercise any privilege as a member, unless all calls or other sums presently payable by him in respect of shares in the Company have been paid, whether such shares are held by him alone or jointly with any other person or persons.
44. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
45. On a poll votes may be given either personally or by proxy.

DIRECTORS

46. Until otherwise determined by the Company in General meeting the number of Directors shall not be less than two and not more than seven.

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

1. STEPHEN MAINA GITHIGA
2. LUCY WAIRIMU GITHIGA

47. The share holding qualification for Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required.
48. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting.

POWERS OF DIRECTORS

49. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in getting up and registering the Company, and may exercise all such powers of the Company, as are not by the statutes or by these Articles required to be exercised by the Company in General meeting, subject nevertheless to any regulations of these Articles, to the provisions of the statutes, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by extraordinary resolution of the Company in general meeting but no regulations made by prescribed by Extraordinary Resolution of the Company in general meeting but no regulations made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.

DISQUALIFICATION OF DIRECTORS

50. The office of a Director shall ipso facto be vacated:-
 - (a) If he is found to be lunatic or becomes of unsound mind;
 - (b) if he becomes bankrupt or compounds with his creditors;
 - (c) if he absents himself from meetings of the Directors for a continuous period of six months without special leave of absence from the Directors and the Directors resolve that his office be vacated;
 - (d) if, by Extraordinary Resolution, he is removed from office;
 - (e) if by notice in writing to the Company he resigns from office.
 - (f) if, pursuant to any law, he is prohibited from acting as a Director.

ALTERNATE DIRECTORS

51. Any Director who is unable for any reason whatsoever (like his absence from Tanzania, inability to act as such Director, etc.) to carry out his duties as a Director may with a written approval of the Directors appoint and nominate any person as his alternate to act in his place (for him). Such Alternate Director shall in all other respects be subject to and bound the terms and conditions, rules and regulations, existing with reference to and affecting the Directors in the same manner, as the Director for whom he acts is whom he represents. In the case of an Alternate Director being unable to act during the absence or inability to act as the Director whom he represents he may subject to the like approval of the other Directors appoint a duly qualified person to act in his place.

SECRETARY

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

PROCEEDINGS OF DIRECTORS

53. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall at any time summon a meeting of the Board. The Board shall elect a Chairman to chair the meetings and determine the period for which he is to hold office.
54. The quorum necessary for the transaction of the business of the Board shall be fixed by the Board; otherwise two Directors may form a quorum.

DIVIDENDS

55. The profit of the Company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The Company in General meeting may declare dividends accordingly.
56. No dividend shall be payable except out of the profits of the Company or in excess of the amount recommended by the Board.
57. Where any asset, business or property is bought by the Company as from a past date (whether such date be before or after the incorporation of the Company) upon the terms and the Company, shall as from that date take the profits and bear the losses thereof, such profits or losses as the case may be shall, at the discretion of the Board, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the funds available for dividend, be treated as a profit or loss arising from the business of the Company and available for dividend accordingly. If any shares or Securities are purchased cum-dividend or interest, such dividend or interest when paid may at the discretion of the Directors be treated as revenue and it shall not be obligatory to capitalise the same or any part thereof.

RESERVES

58. The Directors may before recommending any dividends whether preferential or otherwise, carry to reserve out of the profits of the Company such sums as they think proper and may also carry to reserve any premiums, received upon the issue of shares, securities or obligations of the Company. All sums standing to reserve may be applied from time to time, at the discretion of the Directors for meeting depreciation or contingencies or for special dividends, or bonuses, or for equalising dividends or for repairing, improving or maintaining any of the property of the Company, or for such other purpose as the Directors may think conducive to the objects of the Company or any of them, and pending such development as the Directors think fit. The Directors may divide the reserve into such special funds as they think fit, and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided as they think fit. The Directors may also without

placing the same to, reserve carry over any profits, which they may think it not prudent to divide.

ACCOUNTS

59. The Directors shall cause proper books of account to be kept with respect to:-
- (a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - (b) All sales and purchase of goods by the Company; and
 - (c) The assets and liabilities of the Company.
60. The books of accounts shall, be kept at the office or (subject to the provisions of the statutes) at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

THE SEAL

61. The seal shall not be affixed to any instrument except by the authority of a resolution of the Directors and shall be so affixed in the presence of at least one Director and the Secretary or some other person approved by the Directors, both of whom shall sign every instrument to which the seal is so affixed in their presence.

AUDIT

62. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICE

63. Any notice or document may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, envelope or wrapper, addressed to such member at his registered place of address.

WINDING UP

64. 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 specie 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.

INDEMNITY

65. Save and except so far as the provisions of the statutes, the Directors, Auditors and Secretary and other officers for the time being of the Company and the trustees, if any, for the time being acting in relation to any of the officers of the Company shall be indemnified out of its assets against all costs, charges, expenses, losses and liabilities sustained or incurred by him in the conduct of the Company's business or in the discharge of his duties.

ALTERATIONS OR ADDITIONS

66. Subject to the provisions of the ordinance and to those contained in the Memorandum of Association of the Company may by special Resolution make alteration of 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.


NAME, ADDRESS & DESCRIPTION	SUBSCRIPTION	NUMBER OF SHARES	SIGNATURE
STEPHEN MAINA GITHIGA P.O. BOX 10087 NAIROBI-KENYA		100	
THE FRESH PRODUCTS LIMITED LUCY WAIRIMU GITHIGA (DIRECTOR) STEPHEN MAINA GITHIGA (DIRECTOR) P.O. BOX 10087		500	
RESERVED		400	



Dated at Dar es Salaam this 12th day of March, 2020.

Witness to the above signature.

Name EMMANUEL G. MIBUGA

Signature 

Postal Address 3750 DAR ES SALAAM

Qualification ADVOCATE

