

THE COMPANIES ACT  
(CAP.212 OF THE LAWS 2002)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF  
BE-LIV-IT COMPANY LIMITED

(Incorporate this \_\_\_\_\_ day of \_\_\_\_\_ 2018)

*DRAWN By*  
*Lusako Paskali Mwaikasu*  
(Subscriber).  
P. o. Box 901  
Mwanza- Tanzania

CERTIFIED AS A TRUE COPY OF THE ORIGINAL  
12/11/2021 *Amos S*  
SILAS JOHN  
ADVOCATE, NOTARY PUBLIC & COMMISSIONER FOR OATHS  
P. O. Box 1596, MWANZA.

THE COMPANIES ACT (CAP.212 R. E.2002)

MEMORANDUM OF ASSOCIATION  
OF  
BE-LIV-IT COMPANY LIMITED

The name of the Company is **BE-LIV-IT COMPANY LIMITED.**

1. The registered office of the Company will be situated in Tanzania.
2. The objects for which the Company is established are:
  - a) To provide health services to every patient.
  - b) To carry on educational programs for human development
  - c) To carry on business of pharmacy, wholesale and retail pharmaceutical chemists and druggists and of the dispensing of medicines and the business of chemists and druggists and dealers in surgical instruments appliances artificial limbs, eyes and other aids for the relief of defects body of sign or hearing and to make and deal in all requisites for hospitals parties and individual dealers in proprietary articles of all kinds and electrical, chemical, photographic, surgical and scientific apparatus and materials such as consumables and disposables, medical and laboratory equipment.
  - d) To carry on and deal with the business of pharmaceuticals, chemicals, manufacturing and assembling of consumables and disposable hospital equipments, machines, plants, vessels devices of all description using modern technology applicable to human healthy and agricultural industry.
  - e) To deal in all business of acquiring land for the purpose of construction of buildings, hotels and restaurants, halls, meeting places and camping site and furnishing any property for the purpose of letting it to visitors or agents, whether in single rooms, suites, chateaus, caravans, movable structures, cottages or otherwise:
  - f) To deal with the business of poultry by establishing large poultry projects in the country for production of chicken, eggs etc. and establish trade centers for supply of the chicken eggs to the food facilities of the company and as well as supplying these products to other hotels, restaurants and entities and to import and export poultry facilities and the chicken and eggs in the outside the country, to deal with the business of poultry foods and medicines and import these materials into the country carried out by the company.

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- g) To carry on all or any of the business of wholesale and retail butchers, meat purveyors, pock butchers, tripe dressers and dealers, finer of lard, poultry, rabbit and game dealers, ice manufactures and merchants, refrigerating stone keepers, farmers, dairymen, milk contractor, grocers, dairy farmers, millers and dealers in milk, cream, cheese eggs, butter general farm produce and provisions, and food stuffs of all kinds;
- h) To purchase own or otherwise acquire lands real property, easements right and other property, real or personal for purpose of and conducive to manufacturing of starch including faming, cultivation of cassava, maize, potato, cereal crops and other agricultural crops which are suitable for the manufacture and production of starch and its derivatives.
- i) To carry on all or any of business of clothes, stationeries, printers, computer, laptop, lithographers, typesetting machine operators, envelop makers, binders accounts book manufacturers, flat, spring and box file maker, cardboard manufactures, photographers, manufacture of and dealers in playing, festival invitation, business and complimentary and fancy cards, agents of payment of stamps and other duties, advertising agents, designers, booksellers, publishers and other duties advertng agents designers, booksellers, publisher and dealers in materials used in the manufacture of papers, cabinet makers, file rack makers and dealers in or manufactures of any others articles of things of connected therewith and to deal the manufacture of or selling by wholesale or retail school equipments and books and to deal types of secretarial services.
- j) To carry business of petrol services stations and deal in petrol, diesel, kerosene, mineral oil, grease and lubricants to all kind and all other kinds of mineral and petroleum products.
- k) To carry on the business of insurance agents, banking, commission agents, brokers, auctioneers, clearing and forwarding.
- l) To carry on the business and provide security services on commercial basis to clients in areas as the company may from time to time determine, security guard in offices, residential and commercial premises, warehouses and all kinds of security services.
- m) To carry on all the business of manufactures or dealers or work is in cement, lime, plaster, sandstones, minerals, earth, fuels, bricks, tiles, pottery, earth ware hard wares, builder, requisites of all kinds and as quarry owners.
- n) To carry on the business of bakers, manufactures or dealers in bread, flour, biscuits, juice and squash packing or canning and to construct, acquire, hire hold or and sell mills, factories, bake houses, shops, buildings machinery and appliances suitable for such baking manufacturing and dealing.

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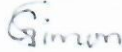
- o) To borrow or raise money in such manner as the Company shall think fit and in particular by the issues of debentures debenture stock perpetual or otherwise and to secure the charge or lien upon the whole or any part of the Company's property or assets whether present or future including its uncalled capital and also by a similar mortgage charge or lien to secure and guarantee the performance by the Company or any obligation or liability it may undertake.
- p) To carry on business as principals or agents for the management bookings sales, reservations, marketing, promotion and related activities for hotel lodge, camps, restaurants and similar establishments and for tours, expeditions, road, rail, air and other transport services in the United Republic of Tanzania and elsewhere.
- q) To carry on business of wholesale in agricultural inputs including insecticides, fertilizers, fungicides, herbicides and veterinary medicines, and dealers in surgical instrument appliances and to make and deal in all requisites of veterinary clinics.
- r) To be seed crushers and manufactures and processors of soy beans, cotton seeds, groundnuts sunflowers and other seeds and cakes, oil extractors by crushing chemicals or any other process from the aforementioned plants, extra natural and oil substances to prepare manufacture, mill and render marketable any such oil and to sell, dispose of and deal in any such oil within its prepare manufacture or raw state.
- s) To carry on the business of manufactures and distributors of cattle, poultry and pig feeds and feeding and fattening preparation of every description.
- t) To carry on the business of veterinary surgeons in all its branches, for the treatment of animals including cattle, sheep goats, poultry, all livestock generally and other domestic animals and to dispense medicine perform operations and do all other act and other things necessary for carrying of the business of the veterinary dispensary and general pharmacy.
- u) To amalgamate or enter into partnership or any agreement for sharing of with any person, firm or company carrying on or engaged in or about to carry on engage in any business or any business or transaction capable of being conducted directly or indirectly or indirectly to benefit the company.
- v) To carry on business of timber or wooden and steel furniture carpentry, joinery and steel fabrication, manufacturers, importers, dealers, wholesalers, retailers and or representatives for the above.

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- w) To carry on my business of tourism engineering consultancy and construction and acting as commission agents or any description of tourist agency, tour operator and manufacture representative and deal in property and goods, products articles and merchandise of all kinds and further to transact any and every description of any agency, commission distribution, marketing, bargaining, diplomatic, dual, foreign, general managerial, mercantile, subagents, either exclusively or any other company, local or foreign, parastatal organization, central government municipal authorities, rural authorities, foreign governments or authorities or operations:
- x) To carry on any business which may seem to the company capable of being conveniently carried on in connection with of the business of the company or calculated directly or indirectly to enhance the value of or render profitable any of the company's rights:
- y) To invest and deal with money of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time determine.
- z) To enter in to contracts with any person or company.
- aa) To procure the Company to be registered in any of the world or to take such other steps as may be necessary to give the company as far as possible the same rights and privileges in any part of the world as are possessed by companies or partnership of a like characters elsewhere.
- bb) Generally to do all such things as may appear to be incidental or conducive to the attainment of the above objects or any of them.
- cc) To do all such other things whatsoever, whether of the like or other sorts, which the company considers to be in any way incidental to or conducive with any of the above objects or conducive to the attainment, thereof, or otherwise likely in any respect to be advantageous to the company.
3. The liability of the members is limited.
4. The share capital of the company is Tshs. 5,000,000/= divided in to 100 share of Tshs 50,000/= each with the power for the company to increase or reduce the said capital and to issues any part of its capital original or increased with or without preference, priority, or special privileges or subject to any postponement of rights, or any conditions or restriction.

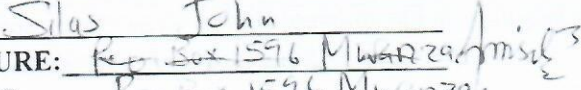
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SILAS JOHN  
ADVOCATE, NOTARY PUBLIC & COMMISSIONER FOR OATHS  
P. O. Box 1596, Mwanza.

WE, the several person whose names and addresses are subscribed below, are desirous of being formed into a company in pursuance of this memorandum or association and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.


Name and address	Number of Shares taken by each subscriber	Signatures of subscribers
LUSAKO PASKALI MWAIKASU P.O.BOX 1370 MWANZA	50	
GLORY SIMON JOSEPH <sup>P.O. Box 901,</sup> MWANZA	50	

DATED this 31<sup>st</sup> day of January 2018

WITNESS TO THE ABOVE SIGNATURES:

NAME: Silas John  
SIGNATURE:   
ADDRESS: P.O. Box 1596 Mwanza  
QUALIFICATION: COMMISSIONER FOR OATHS



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ADVOCATE, NOTARY PUBLIC & COMMISSIONER FOR OATHS  
P. O. Box 1596, MWANZA.

THE COMPANIES ACT 2002  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF  
BE-LIV-IT COMPANY LIMITED  
PRELIMINARY

1. In these regulations:-  
"The Act" means the Companies Act 2002 of the Laws of Tanzania.

When any provision of the Act is referred to, the reference is that provision is as modified by any law for the time being in force

Unless the context otherwise requires, the expressions defined in the Act or any statutory modification thereof in the date at which these regulations become binding on the company, shall have the meaning so defined.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies corporate, partnership, firms, cooperatives, societies, etc.

The regulations of Companies Act shall not 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 the provisions under this regulation the former shall prevail, and in addition to substitution shall be the regulations of the company.

PRIVATE COMPANY

2. 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 have been formerly in the employment of the company were while in such employment to be the member 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 regulation be tested as a single member.

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## 5. OF THE GENERAL MEETING: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS

The regulation of Companies Act shall apply to 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 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 four in number.
- (b) The following person shall be the first Directors of the company:-

1. LUSAKO PASKALI MWAIKASU
2. GLORY SIMON JOSEPH

- 7. The shareholding qualification for Directors may be fixed by the company in General Meeting, 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 purpose of the Company which may exceed the issued share capital of the company.

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ADVOCATE, NOTARY PUBLIC & COMMISSIONER FOR OATHS  
P. O. Box 1598, MWAJANZA.

### 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.

11. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage upon the whole or any part of the property and assets of the Company present or future including its uncalled 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 call 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 Company:
  - (d) Abstains himself from meeting of the directors for a period of six months without special leave of absence from the other Directors.

### SEAL

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.

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ADVOCATE NOTARY PUBLIC & COMMISSIONER FOR QATIS  
P. O. Box 1596, KAWANZA

### ALTERNATE DIRECTORS

16. Any director shall have power to nominate any person to act 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 necessary to transact business of the Directors shall be two 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.

### ALTERATION 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 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 favor or in which he is acquitted or is in connection with any application in which relief is granted to him by the Court.



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## 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 the Articles 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 reason of these Articles or the 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 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.

We, the several persons whose names, addresses and descriptions as subscribed, are desirous of being formed into a company in pursuance of this Article of Association, and we will respectively take the number of shares in the capital of the company set opposite our respective names.

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SILAS SICHIN  
ADVOCATE, NOTARY PUBLIC & COMMISSIONER FOR OATHS  
P. O. Box 1596, Mwanza

Name and Address	Number of Shares taken by subscriber	Signatures of subscriber
LUSAKO PASKALI MWAIKASU P.O. BOX 1370 MWANZA	50	
GLORY SIMON JOSEPH P.O. BOX 901 MWANZA	50	

DATES this 31<sup>st</sup> day of January 2018

WITNESS TO THE ABOVE SIGNATURES:

NAME: Silas John

SIGNATURE: 

ADDRESS: P.O. Box 1596 Mwanza.

QUALIFICATION: COMMISSIONER FOR OATHS



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