

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

Memorandum

and

Articles of Association

of

AZ NAS SECURITY LIMITED

Incorporated this day of2015

Drawn by:
MR HEMED ABBAS FARAHANI,
(Subscriber)
P.O Box 12360,
Dar es Salaam.

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF

AZ NAS SECURITY LIMITED

1. The name of the company "A Z NAS SECURITY 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 and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns.
 - (b) To carry on the business as general food processors packers and suppliers, to be general suppliers of hard foods stuffs and agricultural crops, to be grain millers and food mixers to be general exporters of fresh fruits vegetables and flowers, to act as agents of buying and selling all kinds of motor vehicles, General supplies, buying and selling building hardware of every description, electrical appliances, lease.
 - (c) To carry on the business of exploration of mining drilling of mining, purchases of mining, sales of mining take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes- and effects supposed to contain minerals, diamonds, Gypsum, or other precious stones, and any interest therein, and to explore, mine, work, excise develop and turn to account mines and mining rights and any undertaking connected therewith
 - (d) To carry on business of mining support, petroleum support, power generation and transmission support, telecommunication support, education support, medical and health support, pharmaceutical support, agriculture support and marine support.
 - (e) To carry on the business engineering, general civil works, renovations, office decorators, maintainers of dilapidated buildings, designers of building roads, structure maintenance, architects and quantity surveyors, mechanical engineering, electrical engineering, electronics engineering, sanitary engineering, electrical engineering tramways, docks, harbours, shavers, canals, water courses, irrigations, reclamations, sewage, drainage and other sanitary works, water, gas, warehousemen, plants appliance and fittings, tiles, pipe, earthen, cement concrete workers, plumbers, decorators, and tile terracotta, makers, job masters, carries, licensed victuallers and house and estate agents building and earth moving equipment.
 - (f) To build, construct, alter, improve, enlarge, repair, maintain, develop, demolish, remove or replace and to work, manage, carry out or control works of all descriptions, including but not limited to offices, factories, mills, warehouses, shops, stores, garages and other buildings, roads, machinery and plants, which may, in the opinion of the Directors of the Company, be likely to advance directly or indirectly the Company's interests; to clear sites for the same; to contribute to, subsidies or otherwise assist in the building, construction, alteration, repair, improvement, enlargement, maintenance, development, demolition, removal, replacement, working, management, carrying out or control.

TANZANIA

Stamp Duty No. 5000k

59520/3/11/2015
Stamp Duty Officer

TANZANIA

Stamp Duty Paid 2500k

Receipt No. 59520/3/11/2015
Asst. Registrar of Companies

- (g) To carry on the business of importers, and manufacturing of ceramic and porcelean building materials including round Iron bars, cement, iron sheet , aluminium and metal products. Motor vehicles other general merchants, general store-keepers, universal providers, wholesale and/or retail traders, dealers of piece wood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, wines, spirits, liquors, chemical, surgical, option, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds
- (h) To carry on the business of importers, and manufacturing of ceramic and porcelean building materials including round Iron bars, cement, iron sheet , aluminium and metal products. Motor vehicles other general merchants, general store-keepers, universal providers, wholesale and/or retail traders, dealers of piece wood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, wines, spirits, liquors, chemical, surgical, option, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds
- (i) To carry on the business of importers, and manufacturing of ceramic and porcelean building materials including round Iron bars, cement, iron sheet , aluminium and metal products. Motor vehicles other general merchants, general store-keepers, universal providers, wholesale and/or retail traders, dealers of piece wood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, wines, spirits, liquors, chemical, surgical, option, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds
- (j) To carry on business of transporters of passengers, goods, packages merchandise, wares, luggage, personal effects and also acts as agents for railways, shipping, chartering and transporting corporations, road contractors, cargo, superintendents, warehousemen, government, parastatal transport contractors and deal with clearing and forwarding dispatching sea, and land cargo to various parts or destinations in the world network
- (k) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, haulers, customs bonded warehouse and godown keepers, cargo and travel agents, insurance agents, tourist agents and manufacturers' representatives.
- (l) To carry on the business of importers, and manufacturing of ceramic and porcelean building materials including round Iron bars, cement, iron sheet , aluminium and metal products. Motor vehicles other general merchants, general store-keepers, universal providers, wholesale and/or retail traders, dealers of piece wood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, wines, spirits, liquors, chemical, surgical, option, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds.

- (m) *Building contractors undertaking new construction and rehabilitation works; selling, importing and exporting building materials, hardware's-mechanical electronics goods timber goods, sisal etc.*
- (n) *To carry on business as mechanical engineers, machinists, fitters, millwrights, founders, wire, drawers, tube metallurgist, saddlers, galvanizers, Japanese, annealers, electroplaters, and painters.*
- (o) *To engage otherwise carry on the business roads, highway, Dams, ports and railways, to be general building contractors and to construct all kinds of industrial complexes, high and low cost residential houses, office premises and commercial structures, to be landscaper and to renovate, decorate and provide maintenance services to all kinds of building materials, construction building and earth moving equipment.*
- (p) *To carry on the business of building materials, hardware, electrical goods and house holds items, commission agents, electrical goods, bulbs, accumulators, meters, engineers, dynamos, air conditioners, elevators and components parts of there wing and other materials, ironmongers, timber, oils, paints spirits and vanishes, house furnisher, upholsters, furniture, carpets, linoleum and other floor coverings, curtains, cement, corrugated sheets, bolts and nuts and general to deal in tires, batteries and spare of every descriptions.*
- (q) *To carry on the all or any of the business of executing consultation services in the field of civil engineering manufactures of and dealers in and workers in cement, lime, plasters, whiting, clay, gravel, sand, stone, mineral, earth, fuels, artificial stone bricks, tiles, pipes earthenware and chinaware, builders requisites, hardware, building materials, to act by the establishment agencies and sub agencies in Tanzania to secure efficient marketing and distribution of all types of constructional and architectural equipment, import and export of the same, manufacturers representatives, court broker, insurance agency, commission agents, factory, financier.*
- (r) *To carry on the business of dealers in works for smelting, treating, removing and sorting metals and working, manufacturing, purifying, cutting, polishing or otherwise processing metals, Diamonds and Precious stones, minerals, ore and other substances*
- (s) *To carry on the business of generation, distribution, supply, accumulation and employment of electricity. To manufacture and produce and/ or otherwise engage in the manufacture of production of electrical kilowatt hour meters, magnets, electromagnets, power cables, industrial jewels, ammeters, voltmeters and such other type measuring instruments or non electrical, die casting, screws and motors of all types, drill electrical grinders.*
- (t) *To carry on the business of architectural work and technical drawings on building and contractors, masonry and general construction contractors and were necessary to give consultation on the same.*
- (u) *To carry out the business of providing technical and allied services in the field of welding, metal fabrication, non destructive testing, quality assurances, and to provide consultancy in technical*

services, oil storage tank erections and all other businesses which can be carried out in connection to the above.

- (v) To establish workshops for training of heavy-duty construction equipment handling and safety measures, high of construction equipment, construction labour and general advisory services.
- (w) To carry on the business of oil products such as gas, petroleum, diesel and kerosene undertaking consultant services on petroleum and gas products in general and support or otherwise engage in the business of selling petrol in large-scale quantity as whole sellers and retailers.
- (x) To establish workshops for training of heavy-duty power generation equipment, handling and safety measures, high of construction equipment, High electrical equipment, high mechanical equipment, mechanical and electrical labour and general engineering advisory services.
- (y) To carry on business of road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, trucks, cabs, omnibus, oil tank and coach proprietors and transporters, civil transport contractors and transporters by any other means of conveyance of people and goods in Tanzania and the neighbouring countries and in such other place or places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders.
- (z) To carry on the business of, wholesale and/or retail as gemstones merchants, jewellers and/or dealers in and/or buy, sell market import export and/or general deal in all or any kinds of gemstones precious and semi-precious stones, gold silver and precious metals of whatsoever kind or description.
- (aa) To carry on the business used and brand new Air conditioners, refrigerators, washing machines, television and wireless apparatus such as radio receivers and transmitters, electronic instruments, videos, transistors, mobiles, telephones and allied items, watches and clocks, cameras and any house-hold appliances and any equipment used in the generation transmission and receiving of sounds, light and electrical impulses, and components or parts thereof.
- (bb) To amalgamate with, or enter into partnership or into arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person or company carrying on engaged in or about to carry on or engage in any business or Transaction which this Company is authorized to carry on, or engage in any business transaction capable of being conducted so directly or indirectly to benefit this company, and sell, hold, re- issue with or without guarantee, or otherwise deal with the same.
- (cc) To carry on the business of traders, wholesalers, retailers and dealers in all tips of electrical goods, hardware, building materials, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipments, all kinds of industrial projects machinery and equipment, furniture, timber, fishing gears, groceries, computers, office equipments, cooking oils, salts, foodstuffs, oils, paints, spirits sheets, hinges, screws, iron mongers, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- (dd) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any property, moveable or immovable, or any interest therein any and rights or privileges which the Company may think necessary or convenient for the purposes of its business, and in particular

any land or buildings, and to pay for such properties, rights and privileges, either in cash or in stock or shares of the Company or partly in cash and partly in stock or shares or otherwise.

- (ee) To carry on the business of traders, suppliers, general merchants, importers, exporters, stockiest, wholesalers, retailers and dealers in all types of electrical goods, hardware, building materials, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipments, all kinds of industrial projects machinery and equipment, furniture, timber, fishing gears, groceries, computers, office equipments, cooking oils, salts, foodstuffs, oils, paints, spirits sheets, hinges, screws, iron mongers, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- (ff) To carry on the business of importers, exporters, general merchants, general store-keepers, universal providers, wholesale and/or retail traders, dealers of piece wood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and
- (gg) To carry on business of exports, and imports of used clothes, used shoes used motor vehicles, used motorcycles, carvings, painting, curios, and provide game sanctuary facilities.
- (hh) To carry on the business of Power Generators, electrical engineers, electricians, electrical Contractors, manufactures contractors, Suppliers and Dealers in electrical and such other appliances, cable wire lines, dry cells, accumulators, lamps, fittings and works and generate, accumulate, distribute and supply electricity for the purpose of light and heat, motive power and for all other such purposes for which electrical energy can be employed and be manufactured, also carry on business of consultancy of power generation and transmission support
- (ii) To carry on all or supply of stationery, printer, consumable, lithographers, stereotypes, electrotypes, engraves, photographic printers, typesetting machine operates, die sinkers, envelope makers, book binders, manufacturers of and dealers in playing, visiting, railway festival invitation, business complimentary and fancy cards and valentine, agents for payments of stamps and other duties, advertising agents, designers, draftsmen, wholesale or retail of school chalks, and secretarial services.
- (jj) To carry on business mating, growing of wines, selling of wines, import and export of wines, beers and spirits and engaging in the production of beers, distribution and selling as agent or sub agent of Beers industries.
- (kk) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate travelling to organize hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harbouring, transporting, wildlife and marine products of all kind.
- (ll) To carry on business tourist hotels, restaurants, bars, apartments and operating sanctuaries, owning hunting game parks, and providing all ancillary services related to tourism industry but not limited to game hunting, safari guides, mountains climbing, guiding, photographic and expeditions, motor cars and aero plane charters, hold brokings and any other related services
- (mm) To carry on business of commercial farming of all kinds of food and cash crops for local as well as foreign markets.

- (nn) To engage in and carry out the business of proprietors and managers of hotels, restaurants, cafes, road houses, motels, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snacks bars, tavern, beer house and lodging housekeepers.
- (oo) To carry on business of exports, and imports of used clothes, used shoes used motor vehicles, used motorcycles, carvings, painting, curios, and provide game sanctuary facilities.
- (pp) To carry on the business as importer of used household appliances, wholesalers of used household appliances, retailers of house hold appliance.
- (qq) To carry on business of supply of office equipment, office furniture's, office decorations and office sanitary products.
- (rr) To carry on business of consumption provisions, textiles, groceries, medicines, drugs, wines, spirits, liquors, chemical, surgical, option, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds.
- (ss) To enter into the arrangements and contracts with the government or Authorities or any Corporations, company's objective or any of them and to obtain from any such Government authority, Corporation, Company or persons any characters contracts, decrees, rights, privileges and concessions.
- (tt) To carry on business of printing services, auctioneer, land and estates agents, appraisers, values, brokers, commission agents, and general agents and purchase or otherwise to acquire and to sell, let or otherwise dispose off and deal in real and personal property of every description.
- (uu) To carry on business of pharmacy, hospitals, cosmetics, Health insurance services, massaging, gymnastic business, fumigations, Irrigation, Harvesting, seed plant, Environmental care and clean-ness. Imports and exports of medicines in all kind of medicines ranging from Plant and animal medicines, Hospital, chemistry, wholesale and/or retail business of selling medicine.
- (vv) To carry on business of environmental restoration, establishment of vegetation by the hydraulic seeding method and environmental landscaping but not limited to supply and installation of all bio-engineering products and commodities.
- (ww) To carry on business of finance leasing, bill of lading leasing, Air way bill leasing, and so many other types of leasing.
- (xx) To carry on the business as exporters, traders, suppliers, general merchants, wholesalers, retailers and dealers in business of scrapers, agricultural machinery, implements, equipment and all kinds of industrial projects machinery.
- (yy) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, haulers, customs bonded warehouse and godown keepers, cargo and travel agents, insurance agents, tourist agents and manufacturers' representatives.
- (zz) To carry on business of printing services, auctioneer, land and estates agents, appraisers, values, brokers, commission agents, and general agents and purchase or otherwise to acquire

and to sell, let or otherwise dispose off and deal in real and personal property of every description.

- (aaa) To carry on the business of importers, exporters, general merchants, general store-keepers, universal providers, wholesale and/or retail traders, dealers of piece wood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, wines, spirits, liquors, chemical, surgical, optical, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds.
- (bbb) To carry on business of selling computers, software development, data processing machines, tapes, cards, memory equipment, supply of stationery, consumable, lithographers, stereotypes, electrotypes, engravers, photographic printers, typesetting machine operators, die sinkers, envelope makers, book binders, manufacturers of and dealers in playing, visiting, business complimentary and fancy cards and valentine, agents for payments of stamps and other duties, advertising agents, designers, draftsmen.
- (ccc) To carry on business of software development, web designing, consultancy and selling of all types of information Technologies, Computer systems, computer accessories, conference systems, Data communication, Networking, training, research, install and after sale and service of electronic systems, voice services and repair of various electronics equipments, Data security and Data networks in any other systems or components which the company may think fit, necessary or incidental to this business.
- (ddd) To engage in business of music production, distribution of music, import and export of music systems, DVD and CD and engage in the contract with artisan for audio and video shooting production.
- (eee) To carry on business of Internet café, Internet service provider, Photo Studio, secretarial bureau, wedding planning and decorations.
- (fff) To carry on business of leasing activity such office equipment leasing, vehicles leasing, house leasing, flower both artificial and natural flowers leasing. Wedding planning leasing, sanitary equipments and materials leasing Wedding decorations leasing.
- (ggg) To carry on business of printing services, auctioneer, land and estates agents, appraisers, values, brokers, commission agents, and general agents and purchase or otherwise to acquire and to sell, let or otherwise dispose off and deal in real and personal property of every description.
- (hhh) To carry on any other business may seem to the company, capable of being conveniently carries on in the connection with the above or calculated directly enhance the value of or render profit to any of the company's property or rights. To subscribe for purchase or otherwise acquire and invest and deal with the money of the company in any manner.
- (iii) To purchase, take or lease or in exchange, hire or otherwise acquire any movable or immovable property of any kind or any other or any interest therein and any right or privilege with the director of the company may think necessary or convenient for the purposed of or in connection with the company's business or in which may enhance the value of any property of the company.

- (jij) To borrow or raise secure the payment of money in such manner as the company shall think fit, and in particular by issue of debenture stock, certificates or other securities, perpetual or other wise charged upon all or any other company's rights and properly (Present and future) including and uncanceled capital or without any such to carry on business of security and to purchase, redeem, or pay off any such security or loan and carry on business of security services.
- (kkk) To promote another company for the purpose of acquiring all or any of the property and liabilities of this company, or for any other purpose, which may seem direct
- (lll) To sell or dispose of the undertaking and property of the company of any part thereof, of such consideration as the company may think fit, and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this company.
- (mmm) To carry on as the holding company and or otherwise engage in the business of importers, buyers, sellers, distributors and suppliers of all kinds of motor vehicles, automotive spares, accessories, components, tools, building material and construction equipment, petroleum products, fish equipment, agricultural machinery, agricultural and animal husbandry.
- (nnn) To carry on business of massaging, gymnastic business and cosmetics store.
- (ooo) To carry on the business of big game hunter, trapping and collection of Wild, live birds for sale and export within and outside Tanzania.
- (ppp) To carry on business of import Arts and craft store, Home appliances and decorations.
- (qqq) To carry on business of providing food and catering services to individuals, private and public institutions and to industrial and business concerns.
- (rrr) To remunerate any person, firm or company rendering services to this company, whether by cash payment or by allotment to him or them of shares or securities of the company credited and paid in full or part, otherwise.
- (sss) To carry out the businesses of making, selling, hiring out, buying, installing, maintaining, repairing and working, telephones, telegraphs, radios, television sets, video and tape recorders, recording instruments and electronic, electrical and mechanical apparatus, equipment and fittings of all kinds.
- (ttt) To carry any other trade or business, whatever which can in the opinion of the board of Directors be advantageously, carried on by the Company in connection with the above business or the general business of the company.
- (uuu) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (vvv) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things. Lend money on any terms that may think fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.

AND it is hereby declared that: -



The word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere, and that the intention is that each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in no wise limited or restricted by reference to or inference to or inference from the terms of any other paragraph or the name of the company.

The object specified in each of the paragraphs of the paragraph of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph of the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraph define the objects of the separate and distinct compound.

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.

4. The Liability of the Members is Limited.
5. The authorized initial share capital of the Company is TZS.100,000,000; divided into 100 shares of TZS.1,000,000/= each with power of the company to increase or reduce such capital and to divide the shares in the capital for the time being. The Company shall have powers to increase its capital and to divide the shares in its capital for the time being, whether original or increased 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, addresses and descriptions 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 of subscribers
1. NASSER SULEIMAN NASSOR P.O Box 2465 DAR ES SALAAM	50	
2. SHUMBANA NASSOR MOHAMED P.O BOX 3899 ZANZIBAR.	50	

Dated at Dares Salaam this 23rd day of October 2015

Witness to the above signatures

Name:

Signature:

Postal Address

Qualification

Shumbana Nassor Mohamed
Box 42948 DCM
ADVOCATE



THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
AZ NAS SECURITY 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 force at 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

1. 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 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.
 - (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
 - (d) The Company shall not have power to issue share warrants to bearer.

TRANSFER OF SHARES

2. The Directors may in their direction and without assigning any reason thereof refuses to register the transfer of any share to any person who it shall in their opinion is undesirable for any reason whatsoever to admit to membership.

3. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows;

(a) No share shall be transferred to a person who is not a member so long as any member of any person selected by the Directors as one whom it is desirable in the interest of the Company to admit to membership.

(b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every who may desire to sell or transfer any such shares and every personal representatives of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.

(c) Upon price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such share inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

4. **GENERAL MEETINGS: 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 the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

5. **DIRECTORS**

(a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than seven in number.

(b) The following persons shall be the first Directors of the company:-

1. **NASSER SULEIMAN NASSOR**

2. **SHUMBANA NASSOR MOHAMED**

6. The company in General Meeting may fix the shareholding qualification for Directors, and unless and until so fixed no qualification shall be required.

7. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be four.

8. 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.
9. The Directors may from time to time borrow or raise any money for the purposes of the Company, which may exceed the issued share capital of the company.

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.

10. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company present or future including its uncalled capital 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 calls 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 the Company;
 - (d) abstains himself from meetings 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.

ALTERNATE DIRECTORS

16. Any director shall have power to nominate any person to act or 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. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY

17. 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.

ALTERNATION OR ADDITION

18. 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.

ARBITRATION

19. 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 any 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 reasons 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 the 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.

WINDING UP



20. If the company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required divide amongst the members in special or kind the whole or any part of the assets of the company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and
May, determine how such decision shall be carried out as between the members or different classes of members. The liquidator may, with sanction, vest the whole or any part of the assets in trustees up on such trusts for the benefit of the contributors as the liquidator, with the like sanction shall think fit, but so that no member shall be compelled to accept any share or other securities whereon there is any liability.

INDEMNITY

21. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being 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 is in connection with any application in which relief is granted to him by the Court.

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 any 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 reasons 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 the 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.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature of subscribers
1. NASSER SULEIMAN NASSOR P.O Box 2405 DAR ES SALAAM	50	
2. SHUMBANA NASSOR MOHAMED P.O BOX 3988 ZANZIBAR.	50	

Dated at Dar es Salaam this 23rd day of October 2015

Witness to the above signatures

Name: JAM NASSOR

Signature: 

Postal Address: P.O BOX 42948 DEN

Qualification: ADVOCATE

