

**THE COMPANIES ACT, 2002**

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**COMPANY LIMITED BY SHARES**

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**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**PILGRAM GROUP INTERNATIONAL LIMITED**

Incorporated at .....this .....day of .....2022

Drawn by:

JULIANA BENEDICT MATABA (Subscriber)  
P.O. Box 10904  
DAR ES SALAAM

# THE COMPANIES ACT 2002

## COMPANY LIMITED BY SHARES

### MEMORANDUM OF ASSOCIATION

OF

#### PILGRAM GROUP INTERNATIONAL LIMITED

1. The name of the company is "PILGRAM GROUP INTERNATIONAL LIMITED"
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:-
  - (a) To carry on the business of entertainment; live music band, music production, music artist managing, video production, and still pictures production, slot machine games, event planning, sound system letting services all matter incidental thereto.
  - (b) To carry on activities of modeling and all matters related thereto.
  - (c) To provide trained manpower for entertainment on contractual basis to various organizations bot in public and private sector, business establishments.
  - (d) To carry of the service of promotion, entertainment; sporting and cultural activities; provision of television, broadband, wireless and online entertainment information services; provision of television, broadband, wireless and online computer games; provision of television, broadband, wireless and online entertainment multimedia programs; production, distribution, projecting and rental of television programs, videos, motion picture films, pre-recorded audio and video tapes, cassettes, discs, records, CDs, DVDs and all other types of carriers; production and arrangement of radio and television programs; information relating to entertainment or education provided via television, broadband, wireless and online; providing television, broadband, wireless and online electronic publications (not downloadable).
  - (e) To carry on the business as travel agents, tourist agents, package tour operators, daily passenger service operators, travelling agents and contractors, forwarding and general agents, aircraft and ship owners and charterers and to facilitate travelling by air, road and sea and to provide

facilities of all kind for tourists and travellers by means of booking of tickets, circular ticket, sleeping car or berths, reserve places, lodging accommodation, guides, safe deposits, inquiry bureaus, libraries, reading rooms, baggage transport and otherwise.

- (f) To carry on all the business of hotels, restaurants, holiday camps, guest houses, rest rooms, resorts, canteens, kitchens, food courts, micro-breweries, shops, stores, mobile food counters, eating houses, kiosks, outlets, cafeterias, dine in facility, take away and/or delivery based services, caterers, cafes, taverns, pubs, bars, beer houses, refreshment rooms and lodging or apartments of house keepers, service apartments, night clubs, casinos, discotheques, swimming pools, health clubs, baths, dressing rooms, licensed victuallers, wine, beer and spirits merchants, exporters, importers, and manufacturers of aerated mineral and artificial water and other drinks, purveyors, caterers of public amusement generally and all business incidental thereto, whether as owners, co-owners, joint ventures, operators, franchisees, franchisers and/or any other business mode
- (g) To carry on the business as travel agents, tourist and cargo carriers by road, sea or by any other mode of transport and to carry on all other allied business and activities pertaining to the travelling and tourist business.
- (h) To carry on the business of acquire by purchase, lease or otherwise any premises for the construction and/or establishment of a safe deposit vault and to maintain therein fire proof and burglar proof strong rooms, safes and other receptacles for purpose of safe custody or deposit of securities and valuables and to carry on the business of letting on hire the safe deposit lockers to such persons and on such terms and conditions as the Company may deem it.
- (i) To carry on the business of Software designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centers or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centers using owned /hired or third party infrastructure and equipment, providing solutions/ Packages/ services through applications services provider mode via internet or otherwise, to undertake IT enabled services like call Centre Management, Medical and legal transcription, data processing, Back office processing, data warehousing and database management.

- (j) To carry on the business of dealing and maintenance of computer hardware, computer systems and assemble data processors, program designs and to buy, sell or otherwise deal in such hardware and software packages and all types of tabulating machine, accounting machines, calculators, computerized telecommunication systems and network, their components, spare parts, equipments and devices and to carry on the business of establishing, running and managing institutions, school, and academics for imparting education in computer technology, offering equipment, solutions and services for networking and network management, data centre management and in providing consultancy services in all above mentioned areas.
- (k) To lend and advance money or give credit on any terms or mode and with or without security to any individuals firm, body corporate or any other entity and to enter into guarantees, contracts of indemnity and surety ship of all kinds, to receive money on deposits or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company upon such terms and conditions as the company may think fit.
- (l) To carry on the business of lend or advance money to builders and other persons on securities of all description whether real or personal and to grant loans upon mortgage of any lands, buildings and hereditaments of whatever tenure for the improvement thereof or otherwise.
- (m) To carry on the business of aggregation & selling of produce and or products of members derived from Agriculture (cereals, pulses, millets, fibers), Horticulture (fruits, flowers, vegetables), Sericulture, Apiculture, Pisciculture (inland), & from allied activities such as Dairy Farming (milk & milk products), Sheep & Goat rearing, (wool, meat), Poultry Farming (eggs, meat), all value added products from the above at remunerative prices and also selling quality inputs needed for farming such as Seeds, Bio-fertilizers, Bio-growth promoters, Bio-pesticides, agricultural implements and equipments, other production requirements, livestock feed (cattle feed, poultry feed), supplementary feed ingredients, tarpaulins, solar powered systems for production & domestic needs of members at competitive prices.
- (n) To carry on the business of growers, agriculturist, producers, processors, manufacturers, importers, exporters; traders, dealers, packers, stockiest, agents of wheat, gram, pulses and other agricultural produce and crushing, extracting oils from the seeds.
- (o) To carry on the business as manufacturers, processors, importers, exporters, traders, packers and to treat, process, purchase, sell, market,

repack or otherwise deal in horticulture, vegetable, fruit and fruit products and food processing and fruit juices and essences, vegetable juices and essences and drinks thereof; milk products, condensed milk powder, milk cream, cheese, butter, oil and all types of flowers, flower products and flower essences and to carry on the business of farmers, dairymen, milk contractors and dairy farmers.

- (p) To carry on the business of booking and reserving accommodation, seats, compartment and berths on railway, steamers, motorships, boats, aeroplanes, omnibus and motor bus, package tour operators, and to issue tickets for same, to provide necessary services for passport & visa, to provide for guides, to take on hire or own taxies, motor cars, omnibus, motor bus, steamers, barges, aeroplanes and all kinds of vehicles.
- (q) To act as financial consultants, management consultants and to provide advice, service, consultancy in various fields, general administrative, secretarial, commercial, financial, legal, economic, labour, industrial, public relations, scientific, technical, direct and indirect taxation and other levies, statistical, accountancy, quality control and data processing.
- (r) To carry on the business of builders, contractors, constructors, developers, purchasers, sellers, property brokers, designers, architects, decorators or otherwise deal in houses, land, buildings, flats, apartments, offices, godowns, shops, farm houses, holiday resorts, shopping cum residential complexes, sheds or any other property.
- (s) To carry on the business of booking and reserving accommodation, seats, compartment and berths on railway, steamers, motorships, boats, aeroplanes, omnibus and motor bus, package tour operators, and to issue tickets for same, to provide necessary services for passport & visa, to provide for guides, to take on hire or own taxies, motor cars, omnibus, motor bus, steamers, barges, aeroplanes and all kinds of vehicles.
- (t) To carry on business of builders and contractors for construction or demolition work of any kind and electrical, heating and constructional engineers.
- (u) To purchase or otherwise acquire, sell or deal in all types of movable or immovable properties, lands, houses, offices, workshops, buildings and premises for development, investment or for resale.
- (v) To carry out the business as distillers, manufacturers, producers, importers, exporters, agents, brokers, suppliers, wholesalers of all types of spirits.

- (w) To carry out distillation and manufacturing of ethanol, methanol, butanol and all types of ethyl spirits for both industrial and clinical and/or medical services.
- (x) To produce, manufacture, refine, prepare, process, purchase, sell, import, export or generally deal in bricks, sand, stone, marble, tiles, refractories, china wares, sanitary materials, pipes, tubes, tubular structures, cement, paints, adhesive, sheets, roofing, glass, furniture, fittings, electrical goods, water supply or storage equipment, floor polish, door closures, concrete mixtures, elevators, paints, hardware, pipe, fittings, lubricant oils, building materials, forest products and any other building or decorative materials made of cement, stone, timber, teak, board, fiber, paper, glass, rubber, plastic or other natural or synthetic substance or chemical.
- (y) To carry out business as wholesaler, retailers, distributors, supplier, stockiest, dealers, godown keepers, C&F Agents, delcredere agents, marketers, merchandiser of all kinds of alcoholic spirits, including, Foreign liquor, country liquor, beer, wine, rum, brandy Liquor, foods, Beverages, Wines and Others similar products, such as brandy, whisky, rum, gin, beer etc., whether made of natural or synthetic materials etc.
- (z) To Carry out business as manufacturers, suppliers, Importers, exporters, agents of bottles, cartons, labels and other packing materials to be used for the purpose of pursuing the main objects mentioned at paragraphs a,b,c,d and e above.
- (aa) To carry out the business of dealers, stockists, distributors and agents and to act as exporters and importer of brewers and maltster and to deal in mineral water soft and hard drink, spirit, wine merchants and items made from agriculture-based product.
- (bb) To set up and carry on the business as breweries, distilleries and manufacturers of and merchants and dealers in beer, wine, whiskies produced from all kind of ingredients of raw materials.
- (cc) To carry on the business of transportation, cargo and travel agents, commission agents, customs agents, insurance agents, tourist agents, manufacturers representatives, clearing and forwarding agents, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors 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 determined by the Company.
- (dd) To carry on the business of transport contractors, road haulage contractors and to own and operate heavy duty vehicles including trucks, trailers and to transport, haul and store goods and general cargo including

manufactured goods, agricultural produce, livestock and all kinds and description of goods whatsoever.

- (ee) To carry on the business of manufacturing, buying, selling, producing, processing, importing, exporting, distributing, trading, supplying, running, managing and dealing in all kinds of food, food products, dairy products, bakery & To carry on all the business of hotels, restaurants, holiday camps, guest houses, rest rooms, resorts, canteens, kitchens, food courts, micro-breweries, shops, stores,
- (ff) To carry on the business of provide the services of mobile food counters, eating houses, kiosks, outlets, cafeterias, dine in facility, take away and/or delivery based services, caterers, cafes, taverns, pubs, bars, beer houses, refreshment rooms and lodging or apartments of house keepers, service apartments, night clubs, casinos, discotheques, swimming pools, health clubs, baths, dressing rooms, licensed victuallers, wine, beer and spirits merchants,
- (gg) To exporters, importers, and manufacturers of aerated mineral and artificial water and other drinks, purveyors, caterers of public amusement generally and all business incidental thereto, whether as owners, co-owners, joint ventures, operators, franchisees, franchisers and/or any other business mode and to carry on the business of manufacturing, buying, selling, producing, processing, importing, exporting, distributing, trading, supplying, running, managing and dealing in all kinds of food, food products, and dairy products.
- (hh) To carry on the business of dealing in marketing, manufacturing, importing, exporting, stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise, and to act as commission agents and manufacturers, representatives in all fields. To establish business enterprises whether small scale, industries and generally deal in all kinds of general merchants and to import, export and all either by merchandise and articles of all description.
- (ii) To carry on the business of general traders, merchants, manufacturers representatives and to buy, sell, hire, manufacture, barter, trade and deal in property, mechanical machine shop, spare parts and machinery of every description, goods and articles and merchandise of all kinds and to transact any and every description of agency, insurance agents, commission, distribution, marketing, commercial, industrial, manufacturing, merchantile, insurance and financial business.

- (j) To carry on the business of importers, exports, general merchants, general store-keepers, universal providers, wholesale and/or retail traders, dealers of weighing scales, inkjet technology, moisture analysis, lab equipment, solar technology, hardware, piece wood, paints, 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.
- (kk) To establish and carry on the business or businesses of manufacturers of, dealers in either wholesale or retail and importers and exporters, and repairers of general merchandise all kinds of leather products, leather, imitation leather, rubber or any other material or substance whatever, all parts thereof and accessories thereto, leather and leather goods, leather, whether real or imitation, rubber or other like material or substance, and to manufacture, prepare for market, buy, sell, or otherwise deal in or with leather, leather goods, imitation leather, rubber, rubber goods, skins, hides and the like for any purpose whether in connection with footwear or not, for which the same now are or may hereafter be adapted, used or applied.
- (ll) To manufacture all kinds and varieties of mechanical appliances, instruments and machines and any and all processes and products essential thereto.
- (mm) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate traveling 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..
- (nn) To carry on the business of big game hunter, trapping and collection of Wild, live birds for sale and export within outside Tanzania, to sell, improved export, and imports, prepare, deal and trade in carvings, painting, curios, export, and provide game sanctuary facilities and to organize of safaris and expeditions. Discover, hunt, shoot, photograph, capture animals, birds, game and fish of all kinds including reptiles, marine products, pottery crafts, crustacean, salt, mangrove sea shells, groceries, vegetables, cereals goods, fruits and all allied products of every description.

- (oo) To engage in and carry out the business of proprietors and managers of food outlet, 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 and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns.
- (pp) 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, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters, civil transport contractor and transporters by any means of conveyance of people and goods in Tanzania and the neighboring 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, fright forwarders.
- (qq) To carry on the business of supplying of stationery, office equipment, writing materials, teaching aids and other educational establishment and as agents, school uniforms and stationers in all their business and to buy and sell stationery, office requirements and equipment, all types of books, sundry goods and to act as general merchants and commission agents of print and bind and manufacture stationers and other requirements.
- (rr) To carry on the business of insurance and assurance, insurance brokers and stock exchange broker, life, fire, marines, accidents, employer liability, third party workmen's compensation, diseases, surveyors and loss adjusters, debt collectors, supervisor-ship, failure of issue, burglary and robbery, theft, fidelity and transit insurance agents of all kind.
- (ss) To establish and carry on the business of ranching and keeping cattle, sheep, pigs, goats, poultry, bee products game, fish, prawns and other livestock of every description, and to sell, breed, export, import, improve, prepare, deal and trade in stock of every description whether live or dead and generally to carry on the business as fisherman, cow-keepers, farmers, millers and market gardeners, and as manufacturers of all kinds. To carry on business as professional hunters, safari contractors, organisers and operators and to equip, organise and arrange hunting, finishing, game and other safaris and expeditions of all kinds and description whatsoever.

- (tt) To carry on the business as general buyers, exporters of agricultural crops, aquaculture and products, such as coffee, tea, sisal, cotton, beans, cashewnuts, cereals, peanuts, cowpeas, yellow gramm green monks and to be general suppliers in local and export markets, to be general bakers and confectioners and generally to be traders and manufacturers of the above.
- (uu) To carry on the business as general food processors, packers, to be general suppliers of foods stuffs and agricultural crops, grain millers, food mixers, general exporters of fresh fruits, vegetables and flowers, to act as agents of buying and selling all kinds of food stuffs, agricultural equipments of every description, and generally to deal in any other business connected therewith.
- (vv) To carry on the business of real estate agents, property managers, and realty administrators of buildings, services of letting or valuation, builders, contractors for construction works, renovation, decoration and demolition and to purchase otherwise acquire land for houses, offices, workshops and building premises.
- (ww) To carry on the business as loss adjusters, industrial and insurance valuers, consultant assessors, engineering automobile assessors and examiners, valuers, surveyors, average adjusters, marine surveyors, mortgage brokers and claims settling agents of insurance companies not registered in the United Republic of Tanzania.
- (xx) To carry on the business of manufacturing, import and export, of Ceramic items, Ceramic designing, Ceramics decorations, Paintings, decorative lamps, flowers and flower verses, Enamel wares, Sanitary wares, Aluminium designing and decorators, Hardware, Building Materials, Roof and Wall Tiles, Glass Wares, Household, Domestic Appliance, Electronics, Electrical Materials, Electrical Fittings.
- (yy) To carry on the business and act as managers of investments and investment company, real estate agents, property managers, developers, valuers, decorators, engineers and to generally be able to carry out activities of any description with regards to land, property and real estate, investment in any type of property, buildings, lands, securities, bonds, shares and any property act as a holding company with subsidiaries and invest in any projects as the company may think fit.
- (zz) To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes- and effects supposed to contain minerals, diamonds, 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.




- (aaa) To carry on the business of marketing, services, consultancy and selling of all types of information technologies, computer systems, conference systems, telecommunication systems, security systems, public address systems, data communication and to train, research, install and after sale services of electronic systems, voice and data networks and any other systems or components which the company may think fit, necessary or incidental to this business.
- (bbb) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, easements, rights, licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- (ccc) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (ddd) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or through agents, sub-contractors, trustees and otherwise.

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 capital of the Company is Shillings 1,000,000/= divided into 10,000 shares of Shillings 100/= each.


The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

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

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
MIGUEL DUVON PILGRAM PILGRAM GROUP/NYSW JAZZ LOUNGE 111 SW 6 <sup>TH</sup> STREET STE. 106 FT. LAUDERDALE, FL. 33301 UNITED STATES	5500	
ROSLYN A PARKER 1201 SE 2 <sup>ND</sup> COURT#114 FORT LAUDERDALE FLORIDA 33301 UNITED STATES	1000	
JULIANA BENEDICT MATABA P.O. BOX 10904 DAR ES SALAAM	1000	

Dated at DAR ES SALAAM this 17<sup>TH</sup> day of MAY 2022

Witness to the above signatures:

Name : EMMANUEL WILLIAM KESSIDY  
 Signature :   
 Postal Address : P.O. BOX 71393  
 Qualification : COMMISSIONER FOR OATHS



**THE COMPANIES ACT 2002**  
**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**PILGRAM GROUP INTERNATIONAL LIMITED**

**PRELIMINARY**

1. In these regulations:-
  - a. "The Act" means the Companies Act 2002 of the Laws of Tanzania.
  - b) 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.
  - c) 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.
  - d) 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.
  - e) 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.
  
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 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 treated 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

- 3. The Directors may in their direction and without assigning any reason there of refuse to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
- 4. 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 who 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.

**5. 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.

**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 persons shall be the first Directors of the company:-
    - 1. MIGUEL DUVON PILGRAM
    - 2. ROSLYN A. PARKER
    - 3. JULIANA BENEDICT MATABA
7. The shareholding qualification for Directors may be fixed by the company in General Meeting, and unless 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 purposes of the Company which may exceed the issued share capital of the company.

### **BORROWING POWERS**

11. 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.

17. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors 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.

#### **ALTERNATION 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.


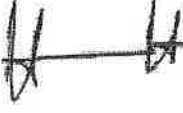
#### **INDEMNITY**

21. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the Company shall 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 judgement 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
MIGUEL DUVON PILGRAM PILGRAM GROUP/NYSW JAZZ LOUNGE 111 SW 6 <sup>TH</sup> STREET STE. 106 FT. LAUDERDALE, FL. 33301 UNITED STATES	5500	
ROSLYN A PARKER 1201 SE 2 <sup>ND</sup> COURT#114 FORT LAUDERDALE FLORIDA 33301 UNITED STATES	1000	Roslyn Pal
JULIANA BENEDICT MATABA P.O. BOX 10904 DAR ES SALAAM	1000	

Dated at DAR ES SALAAM this 17<sup>th</sup> day of MAY.....2022

Witness to the above signatures:

Name : EMMANUEL KESSE  
Signature :   
Postal Address : P.O. BOX 3139  
Qualification : Commissioner for

