

MEMORANDUM
AND
ARTICLES ASSOCIATION
OF
VANILLA ENTERPRISES CO LTD

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
VANILLA ENTERPRISES CO LTD

Incorporated this day of 2007

Drawn by
Bright E. Mollu
/ Subscriber 1/
P.O. BOX 571
SIHINYANGA

THE UNITED REPUBLIC OF TANZANIA

CERTIFICATE OF INCORPORATION

No.

I HEREBY CERTIFY THAT

VANILLA ENTERPRISES CO. LTD

Is this day incorporated under the Companies Act 2002.

And that the Company is Limited

GIVEN under my hand at Dar es Salaam, this day of

Two thousand and seven

Seal: Registrar of Companies

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
VANILLA ENTERPRISES CO. LTD

TANZANIA
Stamp Duty 500/-
Stamp Duty on ORIGINAL
Stamp Duty Others
12-5-07

TANZANIA
Stamp Duty 500/-
Stamp Duty on ORIGINAL
Stamp Duty Others
12-5-07
Registrar of Companies

The name of the Company is VANILLA ENTERPRISES COMPANY LIMITED

The registered office of the Company will be situated in the United Republic of Tanzania.

The objects for which Company is established are:-

- (a) To acquire and take over as a going concern the business now carried on under the name and style of VANILLA ENTERPRISES with all its assets and liabilities of the said business
- (b) To deal in cereals, legumes, grains, all kind of crops, fruit, cotton cakes, vegetables, flowers, seeds, plants, trees and produce of the soil and sell and dispose all of products and by products of such processing harvest, process, oil mill, ginnery, distil, store, preserve, extract, manipulate, milling, distillation, extracting and manipulation and for such purpose to erect and work all such mills machinery, factories, godowns, dams, irrigation, trenches, pumps and other contrivances which may be deemed necessary for the above purposes and prepare for market to sell, dispose of and deal in any such produce either in its prepared processed, manufactured or raw state and either by wholesale, retail or through agents, import and export.
- (c) To carry on the business of transport, cartage and haulage contractors, garage proprietors, owners and charterers, of road vehicles, aircrafts and ships, tugs, barges and boats of every description, lightermen and carriers of goods and passengers by road, rail, water or air. Carmen, cartage contractors and agents, clearing and forwarding agents, stevedores, wharfingers, cargo superintendants, packers, hauliers, warehousemen, storekeepers, engineers, electricians and job masters;
- (d) To construct, erect, maintain and alter any buildings, roads, machinery, plant works necessary or convenient for the purpose of the company.
- (e) To undertake and execute any contracts for work involving the supply or use of any machinery and to carry out any ancillary or other work comprised in such contracts, carrying passengers and goods in Tanzania.

- (f) To carry on the business of importers, exporters, warehousemen, shipping and forwarding agents, packers, carriers and freight contractors, export, buy, sell barter, exchange, store, pack, ship, transport and otherwise, foodstuffs, consumable goods, household goods, and textiles, metals, wood, hardware & building materials, plastics, paper and products, articles and things manufactured there from footwear, electrical apparatus and equipment, machinery, tools and articles, merchandise, commodities and goods of every description;
- (g) To acquire claim titles for minings and to mine as well to deal in quarry such as, sand, gravel stones and stones for supply to the builders;
- (h) To carry on the business as traders, merchants, manufactures representatives, commission agents, drapers, outfitters, haberdashers, millers, dress makers, tailors, wholesale and retail dealers in timber, bricks, leather goods, household furniture, fittings and utensils, ironmonger, ornaments, stationery and fancy goods, drugs, chemicals toilet goods photographic and optical equipment, articles and commodities of personal and household use, building materials and generally in all manufactured goods, materials and products;
- (i) To carry on the business of wholesale and retail grocers, fruiterers, bakers, butchers, meat sales men, butter factors and salesmen, corn and flour merchants and salesmen, poulterers, wine, beer and spirit merchants and general provision merchants;
- (j) To act as agent for any company of companies engaged in life-insurance of motor cars, lorries, machinery and other things insurance of owners and users of vehicles and other insurance of all kinds;
- (k) To carry on the business of importers, dealers and distributors of kerosene, petrol, motor spirit, mineral oil, crude oil petroleum, lubricant oil grease and all other kinds of mineral and petroleum products;
- (l) To establish depots and agencies in different parts of the world for the purpose of carrying on any or all of the business of the Company;
- (m) To carry on the business of general merchants, general store-keepers, universal providers, importers, exporters and wholesale and / or retail traders of or otherwise dealers of an in cotton, seed, and woolen goods and textile fabrics of all kinds;
- (n) To enter into any arrangements and contracts with Government or authorities supreme, municipal, local at otherwise or any corporation, companies or persons having objects that may seem conducive to the company's object or any of them and to obtain from any such government authority,

corporation, company, or persons any characters, contract, decrees, or privileged and concessions;

- (o) To purchase, take on lease, option or licence, exchange or otherwise acquire in any part of the world, prospecting rights and contracts, leases, options mineral properties, licences or authorities of and over mines, land and mines, land and mineral or other properties either absolutely or conditionally;
- (p) To borrow or raise or secure the payment of money in such manner as the company shall think fit, and in particular by the issue of debenture stock, certificates or other securities, perpetual or others charged upon all or any other company's rights and property (present and future) including any uncalled capital or without any such security and to purchase, redeem, or pay off any such security or loan;
- (q) To enter into partnership or into any arrangement of sharing profits, union or interest, cooperation, joint venture, reciprocal, concession, or otherwise with any person firm or company carrying on or engaged in or about to carry on or engage in any business or transaction with this company is authorized to carry on, or engage in or any business or transaction, capable being conducted so as directly or indirectly to benefit the company. And the lend money to, guarantee the contract of or otherwise assist, any such persons, firm or company and to take or otherwise acquire shares and security or any such company, and sell hold, reissue with or without guarantee or otherwise deal with the same;
- (r) To promote any other company for the purpose of acquiring all or any of the property and undertaking or any of the liabilities of this company, or of undertaking any business or operation which appear likely to assist or benefit this company, or to enhance the value of the property or business of this company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of each company as a foresaid;
- (s) To lend and advance money or give credit to such persons, firms or companies and on such terms as seem expedient, and in particular to customers and others having dealing with the company, and to give guarantee to become surety for any persons, firms or companies for the due payment of moneys for the performance of any obligations or liabilities;
- (t) To carry on the business of saw mills and the preparation of timber for market and the manufacture of and dealing in all articles made of or principally made of wood;
- (u) To draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading warrants, debentures and other negotiable or transferable instruments;

- (v) To invest and deal with moneys of the company not immediately required upon such securities and in such manners as the company may from time to time determine;
- (w) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of the shares in the company's capital, or any debentures or other securities of the conduct of its business;
- (x) To distribute any part of the property of the company in specie among the members;
- (y) To lend and advance money and give credit to such persons or companies as may seem expedient and in particular to members of the company and to guarantee the performance of contracts by such persons;
- (z) To draw, make, accept, endorse, discount, execute, and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments;
- (aa) To do all or any of the above things in any part of the world as principals, agents, contractors, trustee, or otherwise along or in conjunction with others;
- (bb) To pay the expenses of and preliminary and incidental to the promotion, establishment and registration of the company or of any other company promoted, formed, established or registered by the company and all brokerage discount and other expenses lawfully payable which may at any time and from time to time be deemed expedient for taking, placing or underwriting all or any of the shares or debentures or other obligations of the company so promoted, formed, established or registered by the company.
- (cc) To obtain all powers and authorities necessary to carry out or extend any of the above objects;

The objects set forth in any sub-clause of this clause shall not except when the context expressly so required be in anywise limited or restricted by reference or inference from time the terms of any sub-clause or by the company. None of sub-clause or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the company shall have full powers to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business undertaking, property or acts proposed to be transacted, acquired, deal with or performed to not fall within the objects of the first sub-clause of this clause.

AND it is hereby declared that word "COMPANY" in this clause shall be deemed to include any partnership or other body of persons, whether

incorporated or unincorporated, and whether domiciled in East Africa or elsewhere and the intention is that objects specified in each paragraph of this clause shall except where otherwise expressed in such paragraph be independent main objects and shall in wise be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the company.

4. The liability of the members is limited.

The initial capital of the company is T.shs 1,000,000,000.00 divided into 1,000 shares of shilling 1,000,000/= each of the company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restriction or conditions.

We, the several persons whose names and addresses are subscribed here of 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	Signatures of subscribers
BRIGHT ELIAS MOLLEL	130	Sign: <i>[Signature]</i>
TILDA BRIGHT MOLLEL	100	Sign: <i>[Signature]</i>
BRIAN BRIGHT MOLLEL	30	Sign: <i>[Signature]</i>
VANILLA BRIGHT MOLLEL	20	Sign: <i>[Signature]</i>
CAMILIA BRIGHT MOLLEL	20	Sign: <i>[Signature]</i>

DATED AT SILVANIA THIS 6th DAY OF September 2007

WITNESS TO THE ABOVE SIGNATURES:-

Signature: *[Signature]*

Postal Address: BOX 262
SILVANIA



Qualification: ADVOCATE

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
VANILLA ENTERPRISES CO. LTD

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 as modified by any law for the time being in force.

Unless the context otherwise requires, the expression defined in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company, shall have the 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, cooperative 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 the manner hereinafter prescribed.

(b) The number of members of the Company (exclusive of persons who are in the employment of the company and of person who having been formerly in the employment of the company were while in such employment and have continued after the determination of such employment to be members of the company) is limited to fifty; provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulations be treated as a single member.

TANZANIA
Stamp Duty Sh. 500/-
Stamp Duty Sh. 500/- ORIGINAL
Stamp Duty Sh. 500/-
Stamp Duty Officer

TANZANIA
Stamp Duty Sh. 250/- paid
Stamp Duty Sh. 250/-
Stamp Duty Sh. 250/-
Stamp Duty Sh. 250/-
Stamp Duty Officer
Stamp Duty Officer of Companies

- (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 discretion and without assigning any reason thereof refuse to register the transfer of any share to any person whom it shall in their opinion be undesirable for any person whatsoever to admit to membership.
- 4. Subject to clause 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 or 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 share and every personal representative 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 any members or members of the company at a price to be agreed upon between the party giving such notice 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 or determined as per clauses (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 the price of such shares 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 21 days notice the Board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase the same and as far as may be pro-rate according to the number of shares already held by them respectively, or if there be one such shareholder, the whole of such shares shall be obliged to take more than the maximum 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 bound upon payment of the said price to transfer the shares to the respective shareholders or to the single shareholder who shall have agreed to purchase the same.

GENERAL MEETINGS:

NOTICE OF GENERAL MEETINGS AND PROCEEDING AT GENERAL MEETINGS

5. Companies Act 2002 shall apply subject 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 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.

DIRECTORS

6. (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 to be Company:
 1. BRIGHT ELIAS MOLLEL
 2. TILDA BRIGHT MOLLEL
 3. BRIAN BRIGHT MOLLEL
 4. VANILLA BRIGHT MOLLEL
 5. CAMILLA BRIGHT MOLLEL
7. The share holding qualification for 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 directors then in Tanzania shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
10. The Directors may from time borrow or raise any moneys for the purpose of the company which may exceed the issued capital of the company.

11. **BORROWING POWER**

The Directors may raise or borrow for the purpose of Company's business any sum or sums for moneys as they think fit and they 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 and future, including its uncalled or unissued capital or by the issue, at such price as they think fit, or bonds or debentures, either charges upon the whole or any part of the property and assets for the company or not charge, or in such other way as the Directors may think expedient.

12. **DISQUALIFICATION OF DIRECTORS**

Due to the Act Directors shall be vacated if the Director

- (a) Become bankrupt
- (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.

13. **SEAL**

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.

14. **ALTERNATE DIRECTORS**

- 14.1 Any Director shall have power to nominate any person, to act or attend as Alternate Director during his absence or 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.
- 14.2 Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

15. **SECRETARY**

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

16. ALTERATION OR ADDITION

Subject to the provisions of the Act, and to those contained in the Memorandum of Association the Company may by special resolution make alterations or additions to the Articles of association and any such alterations or addition so made shall be as valid and effectual as if originally contained in those Articles and be subject like manner to alternation by Special resolution:

17. INDEMNITY

Every Director, Managing Director, Agent, Auditors, 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.

18. WINDING UP

With the sanction of the special resolution of the shareholders any part of 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 Trustee 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.

19. ARBITRATION

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 forth with 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 there of shall apply.

Names, Addresses and Description of Subscribers	Number of shares taken	Signatures of subscribers
BRIGHT ELIAS MOLLEL	130	Sign. <i>[Signature]</i>
TILDA BRIGHT MOLLEL	100	Sign. <i>[Signature]</i>
BRIAN BRIGHT MOLLEL	30	Sign. <i>[Signature]</i>
VANILLA BRIGHT MOLLEL	20	Sign. <i>[Signature]</i>
CAMILLA BRIGHT MOLLEL	20	Sign. <i>[Signature]</i>

DATED AT *Shinyanga* THIS *6th* DAY OF *September* 2007

WITNESS TO THE ABOVE SIGNATURES:-

Signature.....

Postal Address:.....

Qualification:.....



TANZANIA



Certificate of Incorporation

Section 15

No 62199

I HEREBY CERTIFY THAT

VANILLA ENTERPRISES CO. LIMITED =====

is this day incorporated under the Companies Act, 2002 and that the Company is Limited.

Given under my hand at Dar es salaam this 24TH day of **SEPTEMBER**

TWO THOUSAND AND SEVEN

Asst. Registrar of Companies

CTIN: 00266773



TANZANIA REVENUE AUTHORITY

CERTIFICATE OF REGISTRATION FOR TAXPAYER IDENTIFICATION NUMBER (TIN)

(ISSUED UNDER SECTION 133 OF THE INCOME TAX ACT NO. 11 OF 2004)

THIS IS TO CERTIFY THAT

VANILLA ENTERPRISES CO. LTD
.....

has been registered with the Tanzania Revenue
Authority and assigned the Taxpayer
Identification Number

106-055-343
.....

with effect from 27/09/2007


JOANNES N. A. MALLY

OFFICIAL SEAL

COMMISSIONER FOR DOMESTIC REVENUE

NOTE: THE REQUIREMENTS UNDER WHICH THIS CERTIFICATE IS ISSUED ARE STATED OVERLEAF