

THE COMPANIES ACT 2002.

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

HEEGAN LOGISTICS COMPANY LIMITED.

Incorporated thisday2016

DRAWN BY:
AMINA ELM I AINAN.
(SUBSCRIBER)
P. O. BOX 7350,
DAR ES SALAAM.

THE UNITED REPUBLIC OF TANZANIA

Certificate of Incorporation

No.

HEREBY CERTIFY THAT **HEEGAN LOGISTICS COMPANY LIMITED** is this day incorporated under the companies Act 2002 and that the Company is Limited given under my hand atthis day of2016.

Signed.....
ASSISTANT REGISTRAR OF COMPANIES

SEAL

TANZANIA
Stamp Duty Shs. 5000/-
PAID - ORIGINAL
Receipt No. 65706A 20/5/16
Stamp Duty Officer

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF

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Asst. Registrar of Companies

HEEGAN LOGISTICS COMPANY LIMITED.

- I. The name of the Company is **HEEGAN LOGISTICS COMPANY LIMITED.**
- II. The registered office of the Company will be situated in the United Republic of Tanzania.
- III. The objects for which the Company is incorporated are:
 - a) To carry on the business of acting as Transporters by representing in specific territories to the market, all kinds of transportation inland and transit outside of the country; and to act as agent of transportation and related services.
 - b) To establish and carry on the business of representing airlines transportation as General sales agents in specific territories, to market passengers and cargo transportation; Airport Handling services, air transport services, managing premium lounges and to provide training and continuous development programs in the aviation/road transportation and shipping industry.
 - c) To carry on the business of transportation, rent a car on self drive, chartered drive, travel bureau, to organize and conduct trips, holidays and excursions of all kinds in any part of the world, to provide hotels and lodging accommodation and to act as agents of railways, shippers, carriers, theatre and cinema proprietors, and as sellers and deals in any tickets issued by them and to act as bankers and exchangers of money and issue travelers cheques, and act as traveling agents, commission agents and technical consultants.
 - d) To purchase or otherwise acquire vehicles so as to ensure the business have enough vehicles to satisfy the market requirements. This is to include purchase outside the United Republic of Tanzania and local if available.
 - e) To act as agent for any company or companies engaged in business or businesses similar or otherwise related to or connected with the business of the company.

- f) To carry on business of importers, exporters, wholesalers, retailers, general merchants of software, diskettes, flash disks, electronics, computers, printers, generators, house holds, clearing and forwarding agents and general merchandise.
- g) To carry on the business of all kinds of exports and imports marketing surrounding neighboring countries, and create marking for Tanzania products and manufacture goods for earning foreign exchange for the country.
- h) To acquire and undertake the whole or any part of the business, good will, and assets of any persons, from or company carrying on or proposing to carry on any of the business which this company is authorized to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person firm or company or to acquire an interest in amalgamate with, or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance with any such person firm or company and to give or accept by way of consideration for any acts or things aforesaid or property acquired, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock or securities so received.
- i) To carry on the business of Importers and Exporters, dealers in hirers, repairers storing, warehousing of hardware sanitary ware, electrical goods electronic gadgets, Motor Spares and Motor Accessories, Cycle Bicycle and Motor Cycles of all sorts and Spares and Accessories for them.
- j) To carry on the business of Petrol Station and Motor Engineers to construct erect and carry on Motor Garages, Workshop Motor Coach Stations, Petrol Stations with all usual and convenient building Petrol and Oil Pumps Plant Machinery Articles and shipping assistance at port.
- k) To establish deposits and agencies in different parts of the world for the purpose of carrying on any or all of the business of the company.
- l) To carry on the business of General Merchants, General Store-keepers universal providers, Importers Exporters and Wholesales and/or retail traders of or otherwise dealers of an in Cotton, Silk and Woolens Goods and Textiles Fabrics of all kinds.
- m) To acquire by purchase exchange or otherwise, either in deemed or registered, whether in possession or in reversion, and whether vested or contingent, any lands, houses, buildings, tenements and pre:nises of any tenure, whether subject or not to any charge or encumbrances, and to hold or sell, let, alienate, mortgage, charge or otherwise deal with all or any of such lands, tenements, buildings or premises and to grant easements, profits a pre-order or any other rights in, over, or under the said lands and to acquire such rights in, over, or under any adjoining properly.

- n) To erect and construct house building or work of every description on any land of the company, or upon any other lands or property, and to pull down, rebuild, enlarge, alter and improve existing houses, buildings or works thereon, to convert and appropriate any such land into and for roads, streets, squares, gardens, pleasure ground to deal with and improve the property of the company and any to let on lease any premises or parts thereof and to provide such facilities for the occupiers or tenants thereof as are commonly provided in residential house and flats, or in business offices or hotels.
- o) To purchase and sell for any share or shares, interest or interests therein, and to transact on commission or otherwise the general business of a land agent.
- p) To undertake or direct the management of the property, buildings, lands and estates (of any tenure or kind) of any persons, whether members of the company or not, in the capacity of stewards or receivers or otherwise.
- q) To combine with any company or companies for development of business opportunities in any field. To manufacture any elements associated with the operations of the Company.
- r) To act as formulators and vendors of franchise agreements for any proprietary operation relating to any companies operations.
- s) To carry out transportation of goods and personnel in accordance with the requirements of the company.
- t) To carry on the business of agriculturist, to plant, grow, import-export, manufacture, blend cure and in any way deal in maize, wheat, flour, gee, oils, linseeds, copra, coconuts, cashew nuts, cotton, kapok, sugar, tea, coffee, cocoa, rice, corn, vegetables, fruits and another produce and all its products and preparations and to carry on business as planters, farmers, dairymen, fritters, timber merchants, and to deal in articles of all kinds commonly dealt in by persons carrying on any of such business and purchase acquire and/or establish and carry on such business.
- u) To carry on the business of transporters, clearing and forwarding, warehousing, road haulage, chartering, air charter/freight container operators, marine and/or general insurance brokers, farmers, stock framers, cattle reamers, dairymen, livestock and poultry breeders.

- v) To carry heavy vehicles like buses, vans, mini buses, campers, pick-ups etc. for commutation of passengers and members of the public at large, transportation of members of the staff, employees, working personnel, laborers of stall parastatal organization, private and public bodies, companies, hotels and other industrial, social cultural, education and economical organizations.
- w) To carry on the business of interior decorations, plumbing, electrical, general contractors, building maintenance, real estate agents and to acquire and hold property and lease it and to act as agents and to undertake and perform sub-contractors work and to carry on the business of buying, selling, import and export of building materials, electronic products, electrical appliances and equipment's and to deal in any type of business in connection with the above, etc.
- x) To carry on the business as exporters, importers, general traders, suppliers of all types of equipment's for the manufacture of juice, water, milk and its allied products and to repair and service all these equipment's.
- y) To employ any individual, firm or corporation or manage, in whole or in part, the affairs of the company and to employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concern and undertaking and generally of any assets, property or rights.
- z) To carry on the business of Hotwires, Industrial miners of every description and to invest in any other industry or industries and to carry on its business or businesses thereof in these respects also which the company may deem fit.
- aa) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the company may approve and to become security for any persons, firms or companies.
- bb) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage, charge, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

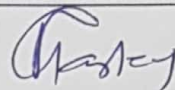
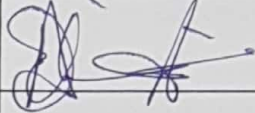
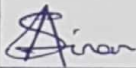

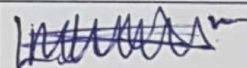

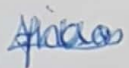
- cc) To draw, make, accept, endorse, discount negotiate execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other or negotiable transferable instruments.
- dd) To act as agents or brokers and as trustees for any persons, firm or company and to undertake and perform sub-contract and also to act in any of the business of the Company through or by means of agents, brokers, sub-contractors or other.
- ee) To sell or otherwise dispose off the whole or any part of the business or property of the Company, either together or in options, for such consideration as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same.
- ff) To invest and deal with the moneys of the company not immediately required in such manner as any from time to time be determined and to hold, sell or otherwise deal with any investments made.
- gg) To procure the Company to be registered or recognized in any part of the world.
- hh) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.
- ii) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in each sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or any other name of the company. None of such sub-clause on the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the company shall have full power to exercise all or any of the objects conferred by any provided in each of the said sub-clauses if each sub-clause contained the objects of a separate company.

IV. The liability of the Members is limited.

V. The initial share capital of the company is Tshs. 1,000,000,000/= divided into 10,000 shares of Tshs. 100,000/= each and the company shall have power to attach there to any preferential, deferred, qualified or other special rights, privileges, restriction or conditions.

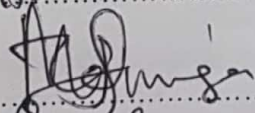
We, the several persons whose names and addresses are subscribed are desirous of being formed into a company, in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

NAMES, ADDRESS & DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
1. Amina Elmi Ainan P. O. BOX 7350 Dar Es Salaam.	1250	
2. Abdillahi Elmi Ainan P.O. Box 7350 Dar Es Salaam.	1250	
3. Samafilan Ainan Abdillahi P.O. Box 7350 Dar Es Salaam.	500	
4. Warsan Ainan Abdllahi P.O. Box 7350 Dar Es Salaam.	500	
5. Hanad Abillah E. Ainan P.O. Box 7350 Dar Es Salaam.	500	
6. Houfanne Abdillah E. Ainan P.O. Box 7350 Dar Es Salaam.	500	
7. Filsan Abdillah E. Ainan P. O. Box 7350 Dar Es Salaam	500	

DATED at Dar Es Salaam this 18th day of May 2016

WITNESS TO THE ABOVE SIGNATURES:

NAME : THOBELAS KAVISHE JOHN

SIGNATURE : 

POSTAL ADDRESS: P.O. Box 63213 Dar Es Salaam

ADVOCATE



TANZANIA

Stamp Duty Shs. 5000

PAID ON ORIGINAL

Receipt No. 65769 of 20/5/16

Stamp Duty Officer

TANZANIA

Stamp Duty Shs. 5000/- Paid

Receipt No. 65769 of 20/5/16

Asst. Registrar of Companies

THE COMPANIES ACT 2002
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF
HEEGAN LOGISTICS COMPANY LIMITED.

PRELIMINARY:

1. In these regulations:

"The Act" means the companies Act 2002 of the law of Tanzania.

When any provision of the Act is referred to the reference is that provision as modified by any law of 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, partnerships, firms, co-operative societies etc.

The regulations 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 Table 'A' the former shall prevail; and in addition to substitution for the modification of the provisions of Table 'A' the following shall be the regulations of the company.

PRIVATE COMPANY:

2. The company is a private company and accordingly:-
 - (a) The right to transfer shares is restricted in manner hereinafter prescribed.
 - (b) The number of members of the company (exclusive of persons who are in the employment of the company 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 regulation be treated as a single members. Any invitation to the public to subscriber for any shares debenture of the company is prohibited.
 - (c) 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 shares to any person whom it shall in their opinion be undesirable for any reasons 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 shares 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 the company as his agent for the sale or such shares to any member 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 Clause (b) above, the Board shall forthwith give notice to such of the shareholders other than the shareholders desiring sell or transfer the said shares, stating the number and price of such shares 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 shares.
 - (d) At the expiration of such 21 days notice the Board shall apportion such shares amongst the shareholders (if more than one) who shall express their desire to purchase the same and as far as may be prorata according to the number of shares already held by them respectively, or if there be only one such shareholder, the whole of such shares shall be sold to him, provided that 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 of 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 the single shareholder who shall have agreed to purchase the same.

5. GENERAL MEETINGS: NOTICE OF GENERAL MEETINGS AND PROCEEDINGS AT GENERAL MEETINGS:

The Regulation of Companies Act shall apply subject to the following variations:-

- (a) A general meeting, ordinary or extra ordinary 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 & CHAIRMAN:

- (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 right to appoint number of Directors by a shareholder would be proportional to the percentage of his share-holding.
- (c) The person holding majority of shares or his nominees would be the chairman of the Board of Directors.
- (d) The chairman of the Board of Directors would have a casting vote in case of a tie.
- (e) The following persons shall be the first Directors of the company:-
 - 1. Amina Elmi Ainan
 - 2. Hanad Ainan E. Abdillahi.

7. SPECIAL DIRECTORS FOR DEBENTURE HOLDERS:

- a) Subject as hereinafter provided the Directors may grant, for such period and upon such terms as they think fit, to holders of any debenture, debenture stock or other obligations of the company or to the trustees of any trust deed securing the same, the right from time to time to appoint any person as special Director (but so that not more than three special Directors shall be in office at any one time) to determine the period for which any person so appointed will hold office and to remove any special Directors from his office.

- b) Any right so granted shall lapse, and any special Director appointed pursuant hereto shall automatically vacate his office upon the debentures, debenture stock or other obligations, in respect of which the right was granted, being redeemed paid or satisfied or otherwise discharged.
 - c) A special Director shall not be required to hold any share qualifications or be subject to retirement by rotation. A special Director shall not be taken into account in determination the retirement by rotation of Directors or reckoning the maximum number of Directors, but, in all other respects, a special Director shall be subject to the terms and conditions existing with reference to other Directors, and shall be entitle to receive notice of all meetings of the Directors and to attend, speak and vote at such meetings.
 - d) Every appointment, determination or removal made pursuant to a right granted under this regulation shall be made by notice in writing, signed by or on behalf of the person entitled to make the same; every such notice shall be delivered or sent to the secretary or to the registered office of the company, and shall take from the time of receipt.
- 8. The shareholding qualification for Directors may be fixed by the company in general meeting and unless and until so fixed no qualifications shall be required.
 - 9. A Resolution in writing signed by all the Directors then in Tanzania shall be as valid effectual as if it had been passed at a meeting of Directors duly called and constituted.
 - 10. The quorum of Directors for transacting business shall unless otherwise fixed by the Directors be two.
 - 11. The Directors may from time to time borrow to raise any money for the purpose of the company which may exceed the issued share capital of the company.

BORROWING POWER:

- 12. The Director may raise or borrow for the purpose of the company's business such sum or sums of moneys as they think fit and they may secure the repayment of or raise such or sums as aforesaid by mortgagee or charge upon the whole or any part of the property and assets of the company present and future, including its uncalled and unused capital or by the issued, at such price as they may think fit, or bonds or debentures, either charged upon the whole part of the property and assets of the company or not charged or in such other way as the Directors may think expedient.

ALTERNATE DIRECTORS

- 13. Each Director shall have the power to nominate other person to act as alternate Director in his place, at any meeting of the Directors at which he is unable to be present, and at his discretion to remove such alternate. Director, and on such appointment being made the alternate Director shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors of the company, and each alternate Director, whilst acting in the place of an absent Director, shall exercise and discharge all the duties of the Director he represents, but shall look to such.

Director solely for his remuneration as alternate Director. Any Director of the company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Directors for appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the company, and shall also be considered as two Directors for the purpose of making a quorum of Directors when such quorum shall exceed two. Any person appointed as an alternate Director shall vacate his office as such alternate Director if and when the Director by whom he has been appointed vacates his office as Director or removes him by written notice to the company. Every instrument appointing or removing alternate Director pursuant to this Articles shall be delivered to and retained by the company taking effect on the date of acknowledgment.

SECRETARY:

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

WINDING UP:







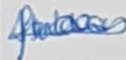
15. With the sanction of a special Resolution of the Shareholder any part of the assets of the company including any shares in other companies may be divided between the Members of the company in special or may be vested in Trustees for the benefit of such members and liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

INDEMNITY:

16. 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 in connection with any application in which relief is granted to him by the Court.

ALTERATION OR ADDITIONS:

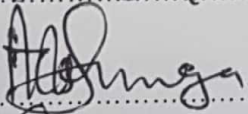
17. Subject to the provision of the Act and to those contained in the Memorandum of Association of the company may by special Resolution make alterations or additions to its Articles of Association and any such alteration or additions so made shall be as valid and effectual as if originally contained in these Articles and be subject in like manner to alteration by special Resolution.

NAMES, ADDRESS & DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
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6. Houfanne Abdillahi E. Ainan P.O. Box 7350 Dar Es Salaam.	500	
7. Filsan Abdillahi E. Ainan P. O. Box 7350 Dar Es Salaam.	500	

DATED at Dar Es Salaam this 18th day of May 2016.

WITNESS TO THE ABOVE SIGNATURES:

NAME : THOBAS KAVISHE JOHN

SIGNATURE : 

POSTAL ADDRESS: P.O. Box 63213 Dar Es Salaam

QUALIFICATION : ADVOCATE

