

Approved
26/01/2012

THE COMPANIES ACT

FEE PAID Shs. 300000

(Cap. 212)

RECEIPT No. 93995

DATE: 14/11/2011

COMPANY LIMITED BY SHARES

Memorandum

And

Articles of Association

PAID Shs. 150000

RECEIPT No. 93995

DATE: 14/11/2011

Of

SELOUS KINGA LODGE LIMITED

Incorporated this Day of 2012

Drawn By
Ms. Sylvia Makundi (Subscriber)
P. O. Box 71485,
Dar es Salaam Tanzania

FEE PAID Shs. 50000

RECEIPT No. 20120

DATE: 14/11/2011

26/01/2012

[Signature]

**THE COMPANIES ACT NO. 12 OF 2002
A PRIVATE**

**COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
SELOUS KINGA LODGE LIMITED**

TANZANIA
Company Reg. No. 20129
19/11/21
[Signature]

1. The name of the Company is **SELOUS KINGA LODGE LIMITED.**
2. The registered office of the company will be situated in the United Republic of Tanzania.
3. The objectives for which the company is established are:-
 - (a) to operate lodge providing accommodation and hotel services, operator of tented camps, operator of clubs, provide camp site and camping equipment for hire;
 - (b) to operate exotic restaurants, bars, conference centers, motels, holiday camps, leisure centers, caravan cites, apartment houses, to provide entertainment of all kinds, to run refreshment centers, tea and coffee shops; wine, beers and spirits merchants, brewers, distillers, and importers and manufacturers of aerated, mineral and artificial waters and other drinks and as caterers and contractors;
 - (c) to carry on the business of tourist and travel agents, provide tours and safaris, motor vehicles for hire, mountain climbing, hunting safaris, game fishing, travel bureau and booking office, internet/business bureau, curio shops, letting out vessels and boats and any other business of a tourist agent.

- (d) To establish and provide all kinds of facilities and amenities for customers and others and in particular club rooms, reading and writing rooms, internet cafes, business offices, games and sports accommodation changing rooms, lockers and safe deposits, telephones, stores and shops.
- (e) to operate bureau de change, forwarding and general agents, aircraft and ship owners and charterers, agents for operators of air, sea land or inland waterway carriage undertakings, road transport owners and hirers, teachers of languages, promoters and managers of clubs and societies (traveling, social, educational or otherwise) and newspapers and book sellers, foreign correspondents and advertising agents and generally to facilitate traveling, and to provide and promote the provisions of facilities of every description for tourists and travelers, and in particular by means of booking of travel tickets and accommodation and hotel and lodging accommodation and providing guides, safe deposits, inquiry bureau and baggage transport.
- (f) To buy, sell, import, produce, manufacture and deal in food and food products, meat, fish, grocers, fruit, confectionery, wine, spirits, beer and other beverages whether alcoholic or not, tobacco supplies, linen, furniture, furnishings and other articles required by visitors to the company's premises and others.
- (g) To carry on the business as bakers, confectioners, tobacconists, butchers, fishmongers, dairymen, grocers, poulterers' greengrocers and ice cream manufacturers, and to manufacture, buy, sell, refine, prepare, grow, import, export and deal in provisions of all kinds;
- (h) To present produce, manage, conduct and represent at any theater or other venue or place of amusement or entertainment plays, operas, revenues promenade and other concerts musical and ether productions, ballets, exhibitions, variety, bingo and other entertainments, and to apply for all necessary licenses and similar rights.

- (i) To carry on business of carriers of passengers and goods as shipping, chartering, forwarding and transport agents; as stevedores, transport contractors and agents, cargo superintendents, packers and haulers; as warehousemen and proprietors of warehouses; and as coach and other vehicle proprietors and garage proprietors.
- (j) To carry on the business of circus, concert hall, cinema, ballroom, hippodrome, night-club-supper-club and theatre proprietors and agents, box – office keepers, tickets agents, showmen and exhibitors songs and printers, scene, proscenium and general painters and decorators theatrical and musical agents, and caterers for public and private amusements and entertainments of every description.
- (k) To carry on the business of suppliers of all kinds of goods such as computers and computer accessories, electronics appliances and equipment, fabrics, uniforms and clothing of all kinds , foodstuffs, machinery, appliances and equipment of all kinds, to act as manufacturers representatives as well as commission agents, operators of bureau de change, clearing and forwarding agents.
- (l) To undertake the business of buildings and road contractors, to execute general civil works, to subscribe towards the construction, maintenance and improvements of buildings, roads, railways, waterworks, canals, waterways etc.
- (m) To acquire by purchase, exchange or otherwise, either for an estate, any land houses and buildings or premises of any tenure, whether subject or not to any charges or encumbrances and to hold or to sell, let, alienate, mortgage, charge or otherwise deal with all or any of such lands or premises or houses or apartments for residential or office accommodation and commercial purposes

- (n) To present, produce, manage, conduct and represent at any theatre or other venue or place of amusements of entertainment plays, operas, revues, promenade and other concerts, musical and other production, ballets, exhibitions, variety, bingo and other entertainments.
- (o) To purchase or otherwise acquire, and to carry on the business of steamship owners, ship-owners, trailers, fishers, fish curers, fish farming, wholesale and retail fish, merchants, cold storage keepers, warehousemen, processors of fish refuse, glue manufacturers, anchor and chain makers, rope makers, ships' chandler, marine storekeepers, marine parks proprietors, marine environmentalists, boiler makers, ship builders, dry – dock keepers, boat builders, ship and boat repairers, diners, valuers, assessors and all the business usually or conveniently connected with any such business as aforesaid.
- (p) To construct, erect and maintain sewers, roads, streets, waterworks, buildings, houses, flats, petrol stations, garages shops and all other works and installations of any description either on the property of the company or elsewhere and generally to alter and improve the property of the company.
- (q) To construct, rehabilitate, equip and furnish any property for the purpose of selling letting it to visitors or guests, whether in single rooms, suites, chalets, caravans, movable structures, cottages or otherwise.
- (r) To adapt any of the property of the company as and to build or rent, shops, offices and other places of business and to use or lease any part of the property of the company not required for the above purposes or for any other purpose.

- (s) To purchase or otherwise acquire and obtain exclusive and other interests in copyrights and rights of representation and any other rights of or in plays, music, songs, cinematograph, films, video tapes, words, operas, libretti and compositions.
- (t) To carry on the business of importers and exporters of meat and similar food stuffs whether carcass meat or in tins or other containers, and to buy and sale the same in wholesale or retail in Tanzania or elsewhere, and generally to carry on the trade of processors and sellers of meat or meat products.
- (u) To contract slaughterhouses, cold storage premises warehouses, sheds and all other premises required for the above purposes and purchase or rent any interest in land for such purposes.
- (v) To carry on all or any of the businesses of dairymen, cheese yoghurt and butter manufacturers and merchants, poultry and livestock breeders, butchers, bakers, confectioners, refreshment contractors, farmers, groceries and general provision merchants and dealers.
- (w) To sell bread, import, export, prepare, deal and trade in cattle, pigs, poultry, game and live and deal stock of every description, dairy products, sausages, potted or tinned meats, table delicacies and any other commonalities and goods.
- (x) To carry on the business of cultivation of arable and fruits farmers, miners and manufacturers of cereal product and the sale of flour, fruit and all cereal of form products.
- (y) To carry on the business of breeders of every variety of animal, whether as pedigree stock or for the purpose of its sale as meat or poultry hides.
- (z) To carry on the business of poultry farmers, including the erection of purchase of broiler houses and the sale of live and dead poultry and eggs.

- (aa) To carry on the business of the manufacture and sale of egg powder milk and all other products of farm produce.
- (bb) To construct, equip, maintain and work petrol stations, garages, motor vehicle assembling plants, public transport vehicles, motor coaches or other vehicles appropriate for the carriage of passengers or goods, and to carry on the business of carriers of passengers in public and private vehicles in Tanzania and the neighboring countries, and in such other places as may from time to time be thought fit.
- (cc) To carry on all or any of the business of designers, manufacturers, installers maintainers, repairers of and dealers in electrical and electronic appliances and apparatus of every description and of and in radio television, and telecommunication requisites and supplies, telex and view data receivers and electrical and electronic apparatus, appliances, equipment and stores of all kinds.
- (dd) To carry on the business of supplying and erection of portable environmentally controlled facilities for housing offices, hospitals, schools, shops, community development centers, clinics, restaurants, hotels, bars, health centers, camping sites, mining sites, construction sites, hunting camps, community payphone units, post office units, cold-rooms, and green housing units storage units or facilities for any other purpose connected with the work of builders and contractors.
- (ee) To carry on the business of manufacturing, marketing, assembling and distribution of all types of electronic products apparatus, electrical appliances, equipment and computers, word processors, data processors and software connected with radio and television industry and also sale and maintenance and to manufacture make, design assemble, repair or maintain household electrical appliances, audio and video electronic equipment, or any accessories or other machine instruments parts or devices.

- (ff) To carry on the business of importers and exporters traders of all kind and classes of goods, artists and craftsman articles, art, artifacts, antiques, crafts and merchandise, manufacturers ad distributors, representatives, marketing agents, salesmen and transact all kinds of agency business.
- (gg) To carry on the business of investment company and to acquire any such shares stock, debenture stock, bond, obligations or securities by original subscription, tender, purchase exchange or otherwise and to guarantee the subscription, guarantee the subscription, thereof and to exercise and enforce all rights and powers conferred by or incidental to ownership thereof and to undertake and transact all kinds of trust and agency business and to take part in the management supervision or control of the business of any other company, Association firm, person or authority and to act as the managing agents, agent, secretaries, or other office of any other company, Association firm, person or authority and in connecting therewith to appoint and remunerate Directors, Secretaries, Accountants and other experts or agents.
- (hh) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure or reciprocal concession or for limiting competition with any person or company carrying on or engage in, any business or transaction which the Company is authorized to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (ii) To improve, manage, develop, grant rights or privileges in respect of, or otherwise, deal with all or any part of the property and rights or the Company.
- (jj) To invest in any immovable or movable property, rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.

- (kk) To subscribe for, take or otherwise acquire, and hold shares, stocks debentures, or other securities of any other company.
- (ll) To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies and generally to give guarantees and indemnities.
- (mm) To establish or acquire and carry on or otherwise become interested in any other business or undertaking whatsoever which may, in the opinion of the company be advantageously or conveniently carried on by way of extension of or in connection with any of the businesses of the company or is calculated directly or indirectly to develop any branch of the company's business or to increase the value of or turn to account any of the company's assets property or rights.
- (nn) To apply for, promote and obtain any act of Parliament, charter, privilege, concession, license or authorization of any government, state or municipality, provisional order or license of any authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company.
- (oo) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise or any person or company that may seem conducive to the object of the Company or any of them and to obtain from any rights, privileges charters, contracts, licenses and concessions which the company may think fit or desirable to obtain and to carry out, exercise and comply therewith.

- (pp) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or issue of its capital including brokerage and commissions for obtaining applications for or taking placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (qq) To pay for any rights or property acquired by the company and to remunerate any person or company whether by cash payment or other securities of the Company credited as paid up in full or in part or otherwise.
- (rr) To carry on the business of proprietors, lessees, licensees and managers of theatres, fitness centers, cinemas, sports accommodation, Courts and facilities, studios and other buildings and property and to let and sub let accommodation in them and to provide for the tenants hirers and users of them all or any of the machinery equipment, power, light, heat, gas chattels, effects, materials or desirable for those tenants, hirers and users.
- (ss) To carry on the business involving the manufacture marketing, sale, distribution, use or exploitation of every form of pictorial and sound recording and programmer recordings and apparatus for making the same and to participate in the development and use for commercial purposes of television and radio broadcasting.
- (tt) To carry on the business of buyers, sellers, hirers, importers, exporters and dealers in radio and television receivers and machines of all kinds for the reproduction or display of sound and visual images, electronic and electrical appliances apparatus and fittings, household and domestic appliance, labour saving contrivances and similar articles.
- (uu) To carry on the business of satellite installations, radio, television, satellite mechanical and electrical engineers;

- (vv) To carry on the business as programmer contractors for the purpose of the Broadcasting Act of 1993 Act amending repealing or replacing that Act in whole or in part, and subject to this to supply programs or parts of programs suitable for television and local sound broadcasting whether by the Company or by any other person firm, corporation or authority;
- (ww) To lend money or give credit to any person or company with or without security; to give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company; to secure or undertake in any way the repayment of money lent or advanced to or liabilities incurred by any person or company and otherwise to assist any person or company.
- (xx) To receive money on deposit or loan and to borrow or raise money in such manner as the directors of the Company may think fit and to secure repayment of the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or entered into or to be incurred or entered into by the Company, by the issue of debentures or debenture stock or legal or equitable mortgage or charges over all or any of the Company's property (both present and future) including its uncalled capital or in any other way and to purchase, redeem or pay off any such securities.
- (yy) To open and operate banking accounts and to draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, drafts, cheques, bonds and other negotiable or transferable instruments.

- (zz) To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise and to exercise, carry out and enjoy any charter, license, power, authority, franchise, concession, right or privilege which any government or authority, supreme, municipal, local or otherwise, or any corporation or public body may be empowered to issue, confer or make and to pay for, aid in and contribute towards carrying the same into effect and to appropriate any of the Company's assets, shares, stock, debentures or other securities to defray the necessary costs and expenses thereof.
- (aaa) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension, provident or superannuation funds for the benefit of and to give or procure donations, gratuities, pensions, allowances, benefits and emoluments to any persons who are, or were at any time, in the employment or services of the Company or of any company which is its holding company or subsidiary or which is allied to or associated with the Company or with any such holding company or subsidiary or who are, or were at any time, Directors or Officers of the Company or of any such Company or any such other company as aforesaid is or has been at any time interested and to the wives, widows, families and dependants of any such persons; to establish and subsidize or subscribe to any institutions, associations, clubs or funds considered by the Directors of the Company to be for the benefits or to advance the interest and well-being of the company or of any such persons as aforesaid; to make payments for or towards the insurance of any such persons as aforesaid; to subscribe or guarantee money for charitable or benevolent objects or for any exhibition of for any public, general or useful purpose and to do any of the matters aforesaid either done or in conjunction with any such other company as aforesaid.

- (bbb) To adopt such means of making known the businesses, activities, products, goods and services of and articles dealt in and sold by the Company as may, in the opinion of the Directors of the Company seems expedient.
- (ccc) To establish or promote or concur in establishing or promoting any company, association, syndicate or partnership of any kind to acquire and take over all or any part of the undertaking, property, assets and liabilities of the Company or for any other purpose which may, in the opinion of the Directors of the Company, be likely directly or indirectly, to benefit the Company and to place or guarantee the placing of, underwritten, subscribe for, conditionally or unconditionally, or otherwise acquire all or any of the shares, stock debentures or other securities of any such other company.
- (ddd) To sell, exchange, lease, mortgage, charge or otherwise dispose of the property, assets or undertaking of the Company or any part thereof for such consideration as the Directors of the Company may think fit and, in particular, for shares, stock, debentures or other securities of any other company, whether or not having objects altogether or in part similar to those of the Company.
- (eee) To distribute among the Members, in specie or in kind, any property of the Company or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital shall be made except with any sanction for the time being required by law.
- (fff) To do all or any of the above things in any part of the world and either as principal, agent, trustee, contractor or otherwise and either alone or jointly with others and either by or through agents, trustees sub-contractors or otherwise.

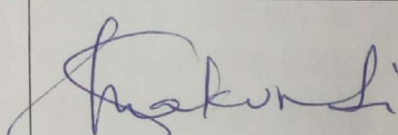
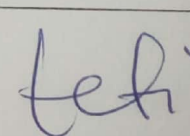
- (ggg) To procure the Company to be registered or recognized in any place outside Tanzania.
- (hhh) To do all such other things as are or may be deemed incidental or conducive to the attainment of any of the objects and the exercise of any of the powers of the Company.

It is hereby declared:-

- (a) that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body or persons whether incorporated or not incorporated and whether domiciled in Tanzania or elsewhere;
 - (b) that the objects specified in each of the paragraphs 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 or 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 paragraphs defined the objects of a separate and distinct company; and
 - (c) 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.

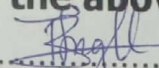
5. The share capital of the Company is Tanzanian Shillings Five Hundred Million (Tshs. 500,000,000/=) divided into 500,000 shares of Tanzanian Shillings One Thousand [Tshs 1000/=] each with power for the Company to increase or reduce such capital and divide any shares in its capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or other rights, privileges, restrictions or conditions and to issue and or any part of such original, increased or reduced capital with or subject to such preferential, deferred, qualified or other rights privileges restrictions conditions.

We, the several persons whose names, addresses, and occupations 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, Postal Addresses and Occupations of Subscribers	Number of shares taken by each Subscriber	Signatures of Subscribers
SYLVIA EXPERY MAKUNDI P. O. BOX 1485 DAR ES SALAAM TANZANIA	288,000	
TETI JOE MZUANDA P. O. BOX 1485 DAR ES SALAAM TANZANIA	192,000	

Date this 11th day of Nov, 2011

IN WITNESS to the above signatures

Signature: 

Postal Address: Box 15865

DSM

Qualification:



THE COMPANIES ACT NO. 12 OF 2002
ARTICLES OF ASSOCIATION OF
SELOUS KINGA LODGE LIMITED
A PRIVATE COMPANY LIMITED BY SHARES

INTERPRETATION AND DEFINITIONS

Company No. 500277424
2020
14/11/21
Assoc. of Companies

1. In these regulations;-

"The Act" means the Companies Act of 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 as defined.

Any word importing the singular shall include the plural and vice versa, and words importing persons shall include bodies corporate, partnerships, firms, cooperative societies, etc.

The regulations of Companies Act shall apply to the Company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions therein, 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.
 - (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 refuses to register the transfer of any sharer to any person whom it shall in their opinion be undesirable for any person 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 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 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. The Companies Act of 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 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.

DIRECTORS

- 6.
- (a) Until otherwise determined by the company in a 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. Sylvia Expery Makundi
 - 2. James Expery Makundi

7. The share holding qualification 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 to 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 the Company's business any sum or sums of 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, or 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**

The office of Director shall be vacated if the Director:-

- (a) becomes bankrupt or
- (b) becomes of unsound mind or
- (c) resigns his office by notice in writing to the company or
- (d) Abstains himself from meetings of the Directors for a period of six consecutive 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 the 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**

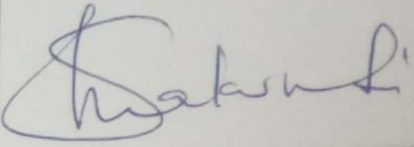
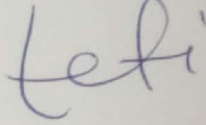
Every Director, Managing Director, Agent, Auditors, Secretary and other officer for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour 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.

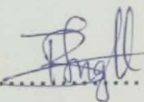
19. **ARBITRATION**

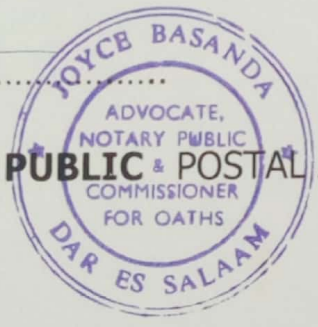
If and whenever any dispute or difference shall arise between the company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights 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 the Arbitration Act [Cap. 15 R.E 2002] or any then existing statutory modifications or re-enactment there of shall apply.

Names, Postal Addresses and Occupations of Subscribers	Number of shares taken by each Subscriber	Signatures of Subscribers
SYLVIA EXPERY MAKUNDI P.O. BOX 1485 DAR ES SALAAM TANZANIA	288,000	
LETI JOE MZUANDA P.O. BOX 1485 DAR ES SALAAM TANZANIA	192,000	

Dated this 11th day of Nov 2011

IN WITNESS TO THE ABOVE SIGNATURES:

SIGNATURE: 



QUALIFICATION **NOTARY PUBLIC** & POSTAL ADDRESS: BOX 15865 DSM