

TANZANIA  
Stamp Duty Office  
23172810  
Stamp Duty Office

**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**BOBBY TOURS & SAFARIS LIMITED**

23172810  
Stamp Duty Office

1. The name of the company is **BOBBY TOURS & SAFARIS LIMITED**.
2. The registered office of the Company will be situated in the United Republic of Tanzania, Mainland.
3. The objects for which the Company is established are: -
  - a) To acquire and take over as a going concern the business carried now under the name and style of **BOBBY TOURS & SAFARIS** with all its assets and liabilities.
  - b) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote and facilitate travelling, to organise hunting expeditions, 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.
  - c) To carry on the business of running and operating hunting blocks, to offer camps and run, own camping sites, hire/sell hunting and camping gear, promoters of tourism, safari organizers and outfitters to all parts of the world, domestic and international travel agents, tour operators, and to carry on all other business which can conveniently be carried in conjunction with the above business.
  - d) To carry on the business of big game hunter, trapping and collection of wild, live birds for sale and export within and 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 safaris and expeditions. Discover, hunt, shoot, photograph, capture animals, birds, game and fish of all kinds including reptiles,

- e) To carry on the business of proprietors, and managers of hotels restaurants, cafes, roadhouses, cafes, motels, holiday camps, caravan sites, taxis, cabs apartments housekeepers, refreshments and tea rooms, milk and snack bars, taverns and lodging house keepers and undertake contracting agreements and tenders on distribution and supply of foodstuffs, vegetables, cooking oils, fish, meat, salts, sugar fruits and also to market, distribution and supply of foodstuffs, vegetables, cooking oils, fish, meat, salts sugar, fruits and also to market, distribute and export the same.
- f) To carry on the business of insurance, travel and tours as principals and or agents, brokers, on behalf of any individual, corporation, or institution both local and foreign.
- g) To carry on all or any of the business of merchants dealers in brick, timber, hardware, and other buildings requisites, builders merchants, brick and tile, terracotta makers, marble manufactures, masons, electrical and general engineering, metal founders, shipwrights, wharfingers etc.
- h) To carry on the business of builders, contractors for construction works, renovation, decoration or demotion and to purchase otherwise acquire land for houses, offices, workshops and building premises.
- i) To engage and or carry on the business of road constructions, engineering, general civil works, buildings, renovations, office partitioners, decoratories, maintainers of dilapidated buildings, plumbing, furniture manufactures, suppliers and exporters, residential and office furnishers and general to be designers and fabricators of all kinds of gadgets whatsoever, to be timber processors, sawmillers and suppliers of all kinds of timber, to be hardware and building materials suppliers, manufactures of electrical equipments and suppliers of same.
- j) To carry on the business of Architechial work and technical drawings on building and contractors, masonry and general construction contractors and were necessary to give consultation on the same.
- k) To provide consultancy on construction, architecture, structural designs and engineering, construction labour management ,estate plans and soil testing.

land for houses, offices, workshops and building premises.

- m) To establish workshops for training of heavy duty construction equipment handling and safety measures, high of construction equipment, construction labor and general advisory services.
- n) To carry on business of import, export, marketing, distribution, purchase, and sale of agricultural, industrial, technological, marine, and animal products of every description.
- o) To carry on the business of transport, car hire service, tourist agent, cargo and travel agents, electricians, motor cars, cabs omnibus, lorries, oil tank, and coach proprietors and transport by any other means of conveyance of people of and goods in Tanzania, and elsewhere, commission agents, clearing and forwarding agents, customs agents, insurance, customs agents, customs, insurance agents, manufacturers, representative, shipping agents, road contractors, cargo superintendents, packers, from time to time determined by the company, and exporters, importers, merchants, traders, representatives, commission and general agents, of all merchandise.
- p) To carry on the business of stationery, office equipments, printing publishing, visual seminars, and workshops, secretarial services computer and computer programs, radios, television sets video and video cassettes, educational materials, photocopies telecommunication equipments, telex and telefax, sports goods, gift, commission agents, general consultants, in trade building consultants, promoters of trade and commerce, clearing and forwarding agents, transporters of goods and passengers, importers of motor vehicles spare parts, electrical goods and all types of electronic goods.
- q) To carry on the business of manufacturers or dealers in cement, lime, plasters, whiting, sandstone, minerals, earths, fuels, artificial stones bricks, pottery, earthenware, hardware, hardware, and builders, requisites and conveniences of all kinds and as quarry, owners, building general contractors, of all kinds and carriers, importers, and exporters, wholesalers, retailers, factors, manufacturers, agents, and representatives, commission agents, franchise, holders, auctioneers, broilers and to buy, sell hire, barter, pledge, exchange trade, and deal in goods, produce, articles and merchandise of all and every description.
- r) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable, to lend money to and guarantee the

on stock, shares and securities of any company, firm, or person, whether having objects similar to those of this company or not, and to give all kinds of indemnities.

- s) To receive money on deposit or loan and borrow or raise or secure the payment of money in such a manner as the Directors of the company may think fit and to secure the same or the repayments or performance of any debt, contract, guarantee or other engagements incurred in or be entered into by the company in any way and in particular by the issue of debentures or debenture stock (perpetual or otherwise) or legal and equitable mortgages or charges raised upon all or any of the company's property (both present and future) including its uncalled capital and to purchase, redeem or pay of any such securities.
- t) To invest and deal with monies of the company not immediately required upon such securities and in such a manner as may from time to time to be determined.
- u) To engage in or carry on the business of mineral prospecting, exploration, mining, smelting and processing and distribution of minerals of all kinds both precious and non-precious.
- v) To carry on the business of manufacturing, making and producing all types of industrial starch, animal feeds, from flour, malt, hops, grains meals, yeast, cassava, maize, rice, corn.
- w) To carry on the business of manufacturing, making and producing of every description of starch and its derivatives, including glucose, dextrin, dextrose, isomers and both modified and unmodified starch.
- x) To purchase or otherwise carry on the business of manufacturing, and marketing, dealing or otherwise handling fishnets, fishing gear, spare parts, fishing equipment and all items concerned with fishing.
- y) To construct steamships, ships trawlers, catchers, carriers, drifters fishing boats or other vessels whatsoever, slaughter houses, cold storage premises, warehouses sheds and other building requisite useful for the business of the company.
- z) To enter into any arrangement with any government or authorities (supreme, municipal, local or otherwise), or any corporations companies or persons who may seem conducive to the companies or objects or any

- aa) To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or company carrying in any person, firm or company carrying in any business which the company is authorized to carry on or possess property suitable for the purpose of the company.
- bb) To adopt means of making known the products of the company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works, art or interest, by publication of books and periodicals, and granting prizes, rewards and donations.
- cc) To enter into (partnership or into) any arrangements for sharing profits, union or interests, co-operation, joint venture, reciprocal, concession, or otherwise with any persons, firms or company carrying on or engaged in or about to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this company and to lend money, to guarantee the contracts of, or otherwise assist, and to sell, hold, reissue with or without guarantee, or otherwise deal with the same.
- dd) To draw, make, accept, discount, endorse, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.
- ee) To sell or otherwise dispose of the whole or part of the business or property of the company either together or in portions, for such consideration as the company thinks fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- ff) To purchase or otherwise acquire letters, patents, brevets, d'invention, concessions, licenses, rights and privileges subject to royalty or otherwise, and whether exclusive or non-exclusive or limited, or any part interest in such letters, patents, brevets d'inventions, concessions, licenses, right and privileges, whether in East Africa or any part of the world.
- gg) To take parting formation, management, supervision, to control the business or operations of the company, and for that purpose to act ad directors, administrators, managers, secretaries or any other capacity and to appoint and remunerate any directors, administrators, managers, accountants or other expenses or agents.

or corporation.

- ii) To distribute among members of the company, in kind any property of the company, and in particular and shares or securities of other companies belonging to this company.
  - jj) To act as brokers or agents and as trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above business in any part of the world, and either as principals, agents, trustees, contractors or otherwise and either alone or jointly with others and either by or through agents, sub-contractors, trustees or otherwise.
  - kk) To do all such things as are incidental or conclusive to the attainment of the above objects or any of them.
  - ll) To carry on the business as developers of immovable property of all kinds, and whether urban or rural and to construct, erect, and maintain either by company or by any other person, firm building structures, houses, flats, shops, hotels, factories, godowns, sewers, roads and all other works erections and things of any descriptions whatsoever either upon land acquired by the company or upon other land and generally to alter, develop and improve land and other property.
  - mm) To establish and support, or aid in the establishment and support of associations, institutions, and conveniences, calculated to benefit any of the employees or ex-employees of the company, or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for exhibition, or for any public general or useful object.
  - nn) To amalgamate with any other company having objects altogether or in any part similar with any of the company having objects altogether or in any part similar to those of this country.
  - oo) To distribute any of the property of the company in among members.
4. The Liability of the Members is Limited.
  5. The capital of the Company is Shillings 10,000,000/= divided into 1,000 shares of Shillings 10,000/= each.

shares and to attach thereto respectively such preferential, dererred 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
MUSTAQ YUSUF ABDALLAH P. O. Box 2169 ARUSHA	50	<i>Mustaq</i>
KASSIM MUSTAQ ABDALLAH P. O. Box 2169 ARUSHA	50	<i>Kassim</i>

Dated at *Dsm* this *11<sup>th</sup>* day of *MARCH* 2005

Witness to the above signatures

Name : *H.P. BETHUEL*

Signature : .....

Postal Address : *P.O. Box 2203 Dsm*

Qualification : *ADVOCATE*



**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**BOBBY TOURS & SAFARIS LIMITED**  
**PRELIMINARY**

1. In these regulations:-  
"The Ordinance" means the Companies Ordinance Chapter 212 of the Laws of Tanzania.

When any provision of the Ordinance is referred to, the reference is that provision are as modified by any law for the time being in force.

Unless the context otherwise requires, the expressions defined in the Ordinance or any statutory modification thereof in the force at the date at which these regulations become binding on the company, shall have the meaning so defined.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies corporate, partnership, firms, cooperatives, societies, etc.

The regulations of Table "A" in the first schedule to the Companies Ordinance (hereinafter called Table "A" 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 herein, and the provisions under Table "A" 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 manner hereinafter prescribed.
  - (b) The number of members of the company (exclusive of persons who are in the employment of the Company and of persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited fifty, provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be tested as a single member.

- (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 thereof 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 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

**5. GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.**

Articles 39 to 53 Table 'A' shall apply subject 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 seven in number.
  - (b) The following persons shall be the first Directors of the company:-
    - 1. MUSTAQ YUSUF ABDALLAH
    - 2. KASSIM MUSTAQ ABDALLAH
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.

The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.

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.

#### **S E A L**

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.

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 Ordinance 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

## 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 Ordinance, 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
MUSTAQ YUSUF ABDALLAH P. O. Box 2169 ARUSHA	50	<i>Mustaq</i>
KASSIM MUSTAQ ABDALLAH P. O. Box 2169 ARUSHA	50	<i>Kassim</i>

Dated at Dsm this 11<sup>th</sup> day of MARCH 2005

Witness to the above signatures

Name :

H.P. [Signature]

Signature :

[Signature]

Postal Address :

P.O. Box 2203 Dsm

Qualification :

ADVOCATE

