



SAMOA

Company No.: **R75203**

INTERNATIONAL COMPANIES ACT 1988
(Section 16(2))

CERTIFICATE OF REGISTRATION FOR REDOMICILED COMPANY

It is hereby certified that pursuant to the provisions of Section 16(2) of the International Companies Act 1988

MOUNT KILIMANJARO SAFARI CLUB, INC.

has this day been registered as being continued in Samoa and is deemed to be an international company, incorporated under the said International Companies Act 1988 and domiciled in Samoa.

Given under my hand and seal at Apia this 24th day of August 2016.

C. MALUA

DEPUTY REGISTRAR OF INTERNATIONAL
AND FOREIGN COMPANIES



This Certificate of Registration shall remain valid until the company is struck off and dissolved, pursuant to the provisions of the International Companies Act 1988.

An annual renewal fee is due and payable by the company on the 30th day of November of every year following registration.

IC No. :

SAMOA
International Companies Act 1988

MEMORANDUM AND ARTICLES OF
ASSOCIATION
OF

MOUNT KILIMANJARO SAFARI CLUB, INC.



Originally incorporated in BVI on the 25th day of August, 1992

Continued in Samoa on the 24th day of August 2016

Company No. :
Lodged by : Offshore Incorporation (Samoa) Limited

Form No.: ICA/26
Lodged on 24/8/16


REGISTRAR

SAMOA

INTERNATIONAL COMPANIES ACT 1988
(Section 81 (2) and (3))

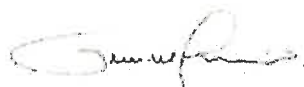
NOTICE OF SITUATION OF REGISTERED OFFICE

Name of company: MOUNT KILIMANJARO SAFARI CLUB, INC.

Pursuant to the provisions of Section 81 of the International Companies Act 1988 NOTICE is hereby given that as from the 24th day of August, 2016 the registered office of the above named International Company is at Offshore Chambers, PO Box 217, Apia, Samoa, and that Offshore Incorporations (Samoa) Limited is appointed the resident agent.

Dated this 24th day of August, 2016

For and on behalf of
Offshore Incorporations (Samoa) Limited



Resident Agent

TRANSFER OF REGISTERED SHARES

- 15. Subject to the provisions relating to the transfer of shares set forth in the Articles of Association annexed hereto ("the Articles of Association"), registered shares in the Company may be transferred subject to the prior or subsequent approval of the Company as evidenced by a resolution of directors or by a resolution of members.

SHARE WARRANTS

- 16. The Company shall not have power to issue share warrants to bearer.

FOREIGN LANGUAGES


- 17. Where the name of the Company, or its Memorandum and Articles of Association, is expressed in more than one language, either language shall apply and contracts and other documents may be expressed and signed on behalf of the company in a single language and any such choice of language shall be valid and binding on the Company. Where appropriate and where required by law, certified translations into the English Language in accordance with the provisions of Section 216 of the Act shall be prepared and executed.

AMENDMENT OF MEMORANDUM OF ASSOCIATION

- 18. The Company may amend its Memorandum of Association by a resolution of members or by a resolution of directors.

DEFINITIONS

- 19. The meanings of words in these Articles of Continuance are as defined in the Articles of Association.
- 20. Upon registration of these Articles of Continuance the Company shall continue as an International Company under the provisions of Section 16 of the International Companies Act, 1988 of Samoa, and the Company's existing Memorandum and Articles of Association shall cease to be of any effect, and the memorandum and Articles of Association of the Company attached hereto shall be effective forth-with as the new Memorandum of Association and Articles of Association of the Company.

SIGNED ON BEHALF OF THE BOARD OF DIRECTORS by	
NAME	SIGNATURE OR SEAL
OFFSHORE INCORPORATIONS (SAMOA) LIMITED	For and on behalf of OFFSHORE INCORPORATIONS (SAMOA) LIMITED 
Dated this 24 th day of August 2016	(Sd.) Authorised Signatory

TRANSFER OF REGISTERED SHARES

14. Subject to the provisions relating to the transfer of shares set forth in the Articles of Association annexed hereto ("the Articles of Association"), registered shares in the Company may be transferred subject to the prior or subsequent approval of the Company as evidenced by a resolution of directors or by a resolution of members.

SHARE WARRANTS

15. The Company shall not have power to issue share warrants to bearer.

FOREIGN LANGUAGES

16. Where the name of the Company, or its Memorandum and Articles of Association, is expressed in more than one language, either language shall apply and contracts and other documents may be expressed and signed on behalf of the company in a single language and any such choice of language shall be valid and binding on the Company. Where appropriate and where required by law, certified translations into the English Language in accordance with the provisions of Section 216 of the Act shall be prepared and executed.

AMENDMENT OF MEMORANDUM OF ASSOCIATION

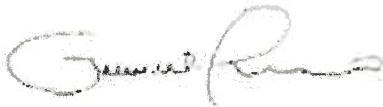
17. The Company may amend its Memorandum of Association by a resolution of members or by a resolution of directors.

DEFINITIONS

18. The meanings of words in this Memorandum of Association are as defined in the Articles of Association.

We, Offshore Incorporations (Samoa) Limited of Offshore Chambers, P.O. Box 217, Apia, Samoa for the purpose of continuing the Company as a Samoa International Company under the laws of Samoa hereby sign this Memorandum of Association on the 24th August 2016 for and on behalf of the director(s) and shareholder(s) of the Company.

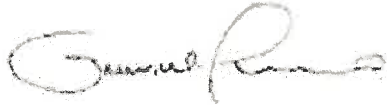
For and on behalf of
OFFSHORE INCORPORATIONS
(SAMOA) LIMITED



(Sd.) Authorised Signatory

We, Offshore Incorporations (Samoa) Limited of Offshore Chambers, P.O. Box 217, Apia, Samoa for the purpose of continuing the Company as a Samoa International Company under the laws of Samoa hereby sign this Articles of Association on the 24th August 2016 for and on behalf of the director(s) and shareholder(s) of the Company.

For and on behalf of
OFFSHORE INCORPORATIONS
(SAMOA) LIMITED



(Sd.) Authorised Signatory

Company No: 68443



COMPANY NAME: MOUNT KILIMANJARO SAFARI CLUB, INC.
INCORPORATED IN BRITISH VIRGIN ISLANDS

**WRITTEN RESOLUTIONS SIGNED BY THE SOLE MEMBER OF THE COMPANY
PURSUANT TO ARTICLES OF ASSOCIATION OF THE COMPANY**

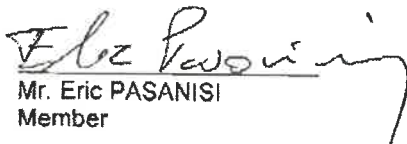
1. RE-DOMICILIATION TO SAMOA

It was proposed that the Company be re-domiciled to Samoa by application to the Registrar of International and Foreign Companies of Samoa (the "Registrar") pursuant to Section 16 of the International Companies Act 1988, as amended (the "Act") for the Company to be registered as having been continued under the Act.

It was resolved that the proposal of re-domiciliation of the Company to Samoa be approved and the directors are instructed to prepare the necessary documentations for submission to the Samoan Registrar of Companies accordingly.

Dated this 1 June 2016

Signed:


Mr. Eric PASANISI
Member

Company No: 68443



COMPANY NAME: MOUNT KILIMANJARO SAFARI CLUB, INC.
INCORPORATED IN BRITISH VIRGIN ISLANDS

**WRITTEN RESOLUTIONS SIGNED BY ALL THE DIRECTORS OF THE COMPANY
PURSUANT TO ARTICLES OF ASSOCIATION OF THE COMPANY**

RE-DOMICILIATION TO SAMOA

Proposed that the Company be re-domiciled to Samoa by application to the Registrar of International and Foreign Companies of Samoa (the "Registrar") pursuant to Section 16 of the International Companies Act 1988, as amended (the "Act") for the Company to be registered as having been continued under the Act.

1. RESOLVED THAT the re-domiciliation of the Company to Samoa and the Articles of Continuance in the form presented and the application form, copies of which are attached hereto and form an integral part of the Resolutions, be approved and that the Articles of Continuance be signed on behalf of the board of directors of the Company by any one of the authorized signatories of MOUNT KILIMANJARO SAFARI CLUB, INC. (Samoa) and the application form be signed by any one of the Directors / Secretary of the Company.
2. RESOLVED THAT contemporaneously with the continuation of the Company in Samoa, the Company revokes its existing Memorandum and Articles of Association and adopts the form of Memorandum and Articles of Association attached hereto in their entirety.
3. RESOLVED THAT Offshore Incorporations (Samoa) Limited be and is hereby authorized to file the Articles of Continuance and to give notice to the Registrar that the Articles of Continuance become effective upon approval of the application by the Registrar.
4. RESOLVED THAT the registered office of the Company will be situated at Offshore Chambers, P.O. Box 217, Apia, Samoa.
5. RESOLVED THAT the resident agent of the Company will be Offshore Incorporations (Samoa) Limited of Offshore Chambers, P.O. Box 217, Apia, Samoa.
6. NOTED THAT a letter of consent to act as Secretary of the Company was tendered by Mcs Directors Limited.

RESOLVED THAT the appointment of the aforementioned as Secretary be and is hereby approved and confirmed with effect from the date of continuation.

Dated this 1 June 2016

Signed:


Mr. Eric PASANISI


Mr. Marnieu DAGUERRE


Mr. Yatin MRAZEK



SAMOA
INTERNATIONAL COMPANIES ACT 1988
[Section 16(1)]

APPLICATION TO RE-DOMICILE COMPANY TO SAMOA
(where no prior approval has been granted)

1. Name of the Company: **MOUNT KILIMANJARO SAFARI CLUB, INC.**
2. Full postal address of the Registered Office of the Company: **P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands**
3. Country where company is presently incorporated and domiciled: **British Virgin Islands**
4. Do the company's Articles of Association or similar document permit the company to transfer its domicile? **Yes**
5. Do the laws of the country where the company is presently incorporated authorize the company to transfer its domicile out of that country's jurisdiction? **Yes.**

Please refer to the following extract from the BVI Business Companies Act of 2004, Part X "Continuation", Article 184 "Continuation under foreign law":

- (1) *Subject to its memorandum or articles, a company for which the Registrar would issue a certificate of good standing pursuant to section 235(1) may, by a resolution of directors or by a resolution of members, continue as a company incorporated under the laws of a jurisdiction outside the Virgin Islands in the manner provided under those laws.*
- (2) *A company that continues as a company incorporated under the laws of jurisdiction outside the Virgin Islands does not cease to be a company incorporated under this Act unless the laws of the jurisdiction outside the Virgin Islands permit the continuation and the company has complied with those laws.*
- (3) *The registered agent of a company that continues as a company incorporated under the laws of a jurisdiction outside the Virgin Islands may file a notice of the company's continuance in the approved form.*
- (4) *If the Registrar is satisfied that the requirements of this Act in respect of the continuation of a company under the laws of a foreign jurisdiction have been complied with, he shall:*
 - a. *issue a certificate of discontinuance of the company in the approved form;*
 - b. *strike the name of the company off the Register of Companies with effect from the date of the certificate of discontinuance; and*