

THE COMPANIES ACT, No. 12 OF 2002

COMPANY LIMITED BY SHARES

Memorandum

and

Articles of Association

Of

ONA SAFARI LIMITED

Incorporated this day of, 2013

DRAWN BY;

DUNCAN JOEL OOLA & CO. ADVOCATES,
KKKT BUILDING, 2ND FLOOR,
INDIA STREET,
P.O.BOX 1520,
ARUSHA

THE UNITED REPUBLIC OF TANZANIA



CERTIFICATE OF INCORPORATION

NO.....

I HEREBY CERTIFY THAT

ONA SAFARI LIMITED

Is this day incorporated under the Companies Act, No.12 OF 2002
And
that the Company is a Private Company Limited by Shares.

GIVEN under my HAND at Dar es Salaam this day of

..... Two Thousand and Thirteen.

.....
Asst. Registrar of Companies

TANZANIA

5000/-

33988 6/5/13

[Signature]
Duty Officer

THE COMPANIES ACT, No.12 OF 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ONA SAFARI LIMITED

TANZANIA

Stamp Duty Shs 2500/- Paid

Receipt No 33988 6/5/13

[Signature]
Asst. Registrar of Companies

1. The name of the company is ONA SARAFI LIMITED.
2. The registered office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the Company is established are:-
 - a) To carry on business as a general commercial Company in which it shall carry on trade or business whatsoever and have power to do all such things as are incidental or conducive to the carrying on of any trade or business.
 - b) To carry on the business of travel agents and tour operators photographic and mountain climbing, safaris and expeditions.
 - c) To establish and operate tented lodges and camps to accommodate tourists in Tanzania and within East Africa and to carry on the business of tour operators on its own or in conjunction with, or in partnership with any person or company whether local or foreign, and to ferry tourists local and foreign from one place to another, locally and in the neighbouring countries.
 - d) To promote tourism in Tanzania and elsewhere in Africa; to carry on business as hotel managers, travel and tourist agents and contractors, and to promote and facilitate travelling, and to provide for tourists and travellers facilities of every description and in particular providing booking for travellers or circular tickets, sleeping cars or berths, hotel and lodging accommodations, guides, safe deposits, inquiry bureau and baggage transport, and arranging and operating tours.
 - e) To carry on business of hotel, road house motel, holiday camp caravan sites, restaurant, café, tavern, beer-house,

refreshment room, lodging house keepers and licensed victuallers and fit up and furnish any property for the purpose of letting the same to visitors / guests whether in single or double rooms, suits, chalets, caravans movable structures, cottages or otherwise.

- f) To carry on the business or businesses whether together or separately of proprietors and operators of hotel, lodges motel amusement and game parks and as promoters, organizers and managers of all kinds of entertainments, sports, recreations and amusements, whether indoor or outdoor, including funfairs, exhibitions, side shows and television performances, stage and variety shows, pyrotechnic, aerial and spectacular displays, dancing skating, circuses and other forms and types of the like.
- g) To borrow or raise and secure the payment of money for the purposes of or in connection with the Company's business, and to mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company and to issue at premium or discount, or for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures, mortgage debentures and debenture stock, payable to bearer or otherwise, and either permanent, or redeemable or repayable and collaterally or further to secure any securities of the Company by a trust deed or other assurance, and to issue and deposit any securities of the Company by a trust deed or other assurance, and to issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company.
- h) To receive money on deposit, with or without allowance or interest thereon.
- i) To procure the Company to be registered, incorporated or otherwise constituted if necessary or advisable according to the law of any foreign Country.
- j) To amalgamate or enter into partnership or any agreement whether perpetual or terminable, for sharing profits, union of interest joint adventure, reciprocal concessions or co-

operation with any person, firm, society, association or group of persons, carrying on or engaged in or a but to carry on or engage in or (in the case of a Company) formed to carry on or engage in any business or transaction within the objects of this Company or any business transaction or course of action which may seem to the Company capable of being conducted so as directly or indirectly to benefit the Company or to prevent or minimise apprehended loss, damage or cost to the Company or to such person, firm, society, association or group of persons, purchase, subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in or securities of, or to lend money, to guarantee the contracts of, subsidise or otherwise assist any such person, firm, society, association or group of persons, and to sell, hold, re-issue with or without guarantee or otherwise deal with such shares, stock or securities.

- k) To lend and advance money or give credit to such persons and on such terms as may be deemed expedient and in particular to customers and others having dealings with the company and to give guarantees or become surety for any such person.
- l) To raise or borrow money or to secure the payment of money and of any interest thereon in such manner and on such terms as may be deemed expedient, and in particular issue at par or at a premium or discount debentures or debentures stock either perpetual or terminable, or by bonds, mortgages or any other form of security over or upon all or any of the undertaking, property or rights of the company both present and future including its uncalled capital, or without any such security.
- m) To receive money on deposit with or without allowance of interest thereon.
- n) To join with any other company or companies in the issue of a joint debenture or joint debentures, to secure the performance of any of the joint or several obligations of this Company and all or any or such other companies.
- o) To accept stock or shares in or the debentures, mortgage debentures or other securities of any other Company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.

- p) To establish agencies and local boards in Tanzania and elsewhere, and to regulate and discontinue the same.
- q) To seek for and secure openings for the employment of capital in any part of the world, and with a view thereto to prospect, inquire, examine, explore and test and to employ and to dispatch expeditions, commissioners, experts and other agents.
- r) To acquire from any sovereign state or authority supreme, local or otherwise any concessions, grants, decrees, rights or privileges whatsoever which may seem to the Company capable of being turned to account and to work, develop, carry out exercise and turn to account the same.
- s) To capitalize if and when deemed advisable the whole or part of the undivided profits of the Company and/or moneys standing to the credit of the Company's reserve fund and to distribute such sum either as bonus or in any other manner and either by way of shares credited as dully paid up or in such other manner as may seem expedient and whether amongst holders of shares in the Company or others.
- t) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company, or which the Company shall consider to be preliminary, including therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery.
- u) Upon any issue of shares, debentures or other securities of the Company, to employ brokers, commission agents and underwriters and to provide for the remuneration of such persons for their services by payment in cash, or by issue of shares, debentures or other securities of the Company, or by the granting of options to take the same, or in any other manner allowed by law.
- v) To aid pecuniary or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.

- w) To enter into any arrangements with any governments or authorities supreme, municipal, local or otherwise, that may seem conducive to the Company's objects, or any of them and to obtain from any such government or authority, any rights, privileges and concessions which the Company may think desirable to obtain, and to work, develop, carry out, exercise, turn to account and comply with any such arrangements, rights, privileges and concessions and to subsidize any such authorities.
- x) To act as agents or brokers and as trustees for any persons, firm, or Company, and to undertake and perform sub-contracts, and also to act in any of the business of the Company through or by means of agents, brokers sub-contractors or others.
- y) To sell, dispose of, or transfer the business, property and undertaking of the Company, or any part thereof, for any consideration which the Company may see fit to accept, and to sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.
- z) To accept stock or share in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for sale made to or debt owing from any such company.
- aa) To distribute in specie or otherwise as may be resolved any assets of the Company among its members, and particularly the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liabilities of the company.
- bb) To promote the establishment, carrying on and development of trades and businesses of all kinds in any territories in which the Company is interested and to subsidize, grant special rights to, or otherwise assist, support, protect and encourage all persons and companies engaged or proposing to engage therein.
- cc) To do all or any of the things aforesaid, either alone or in conjunction with others, and either as principal or agent, and either by the Company itself or by sub-contractors or agents

or otherwise and either in the United Republic of Tanzania or elsewhere.

- dd) To join, subscribe to, establish and support and aid in the establishment and support of the society or association (including co-operative societies) established for the purpose of assisting all or any of the objects of this Company.
- ee) Generally to do such things as may appear to be incidental or conducive to the attainment of any of the above objects of the company.


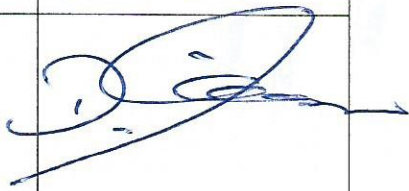
4. LIABILITY

The liability of the members is Limited by shares.

5. CAPITAL

The share capital of the Company is Tanzania Shillings Twenty Millions (TZS 20,000,000/=) divided into One Thousands (1000) shares of Tanzania Shillings Ten thousands (TZS 20,000/=) each, with power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions, and so that unless the condition of issue shall otherwise expressly declared, every issue of shares, whether declared to be preference or otherwise, shall be subject to the powers herein before contained.

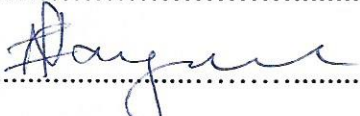
We, the several persons, whose names and addresses are subscribed below, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names:

Names and Address of the Subscribers	Number of Shares taken by each Subscriber	Percentage of Shares of each Subscriber	Signature
JULIUS MKODO, P.O. Box 11059, Arusha	600	60%	
DIRK WIEDAU Lenhartzstr. 15 20249 Hamburg Germany	400	40%	

Dated at Arusha this 04 day of MAY, 2013.

WITNESS to the above signature

Full Name : FADHILI T. NANGAWE

Signature :  **FADHILI T. NANGAWE**
ADVOCATE, NOTARY PUBLIC &
COMMISSIONER FOR OATHS
P.O. BOX 4046
ARUSHA

Postal Address : 4046 ARUSHA

Designation **ADVOCATE & COMMISSIONER FOR OATHS**