

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
MEK - ONE LOGISTICS LIMITED

Incorporate this.....day of..... 2014

DRAWN BY:
MOHAMED EIDHA AWADH
(SUBSCRIBER),
P.O. BOX 5055,
DAR ES SALLAM.

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DAR ES SALLAM.

THE UNITED REPUBLIC OF TANZANIA



Certificate of Incorporation

No 106088

I hereby certify that

MEK - ONE LOGISTICS LIMITED

is this day incorporated under the Companies

Act, 2002 and that Company is Limited.

GIVEN under my hand at Dar es Salaam

this.....20th.....day ofFEBRUARY.....Two

Thousand and Fourteen .

.....
Asst. Registrar of Companies

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
MEK-ONE LOGISTICS LIMITED

1. The name of the Company is "MEK-ONE LOGISTICS 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 carry on the business of clearing and forwarding agents, Transporters, car rentals management consultants, travel agents, cab operators hires of trucks lorries, cars minibuses, buses transportation of goods within Tanzania or neighboring countries.
 - b) To carry on the business of Transporters Transportation of Petroleum product, Braking Bulk, loose cargo, containers within Tanzania and neighboring countries ie DRC, Zambia, Malawi, Sudan, Kenya Rwanda Burundi and Zimbabwe operate and maintain motor vehicle of all kind.
 - c) To carry on the business of general supplier, selling, distribution of all electronics products of any description, mobile phones and its accessories, printers and Publishers, periodicals, maps, guides, news paper sellers, foreign correspondents and advertising Agents, exporters and importers, sell, hire, manufacturer, barter trade and deal in property goods, produce articles and merchandise of all kinds and to transact and every description of agency commission commercial, industrial manufacturers, mercantile, insurance and financial business and manufacturers representatives, consultancy services.
 - d) To carry on the business of tendering, export of agricultural products, plants, import, manufacture, sell and deal in fruits and/or vegetables in the form of juices, concentrates, nectars, pulps, piece/and or slices, jams, marmalades, pickles, chutney, oil, animal and poultry feeds.
 - e) To carry on all or any of the business of stationeries, printers, lithographers, stereotype, electrotypes, engraves, photo lithographers, typesetting, machine operators, die sinkers, envelope makers, box

makers, flat and box file makers, cardboard manufacturers, advertising agents designers and secretarial services.

- f) To carry business of Import of Brand new tyres, and tubes Motor Vehicles Spares, Industrial Machines Spares, Generators, and Heavy duty trucks spares.
- g) To carry on the business of engineering, importers, exporters, manufacturers and dealers in hardware and electrical goods and all or any other commodities and things which may be conveniently used or manufactured in conjunction with any of the above or similar business of manufacturers or which shall be capable of being used for the purpose of any business herein mentioned or likely to be required by customers or any business.
- h) To carry on the business of minerals, petrol service station and deal in petrol, diesel, oil, kerosene, mineral oil, Crude oil, lubricating oil, grease and/or fuel oil of all kinds and all other kind of mineral and petroleum products as importers, dealer of distributors and servicing and repairing of vehicles of all types generally.
- i) To transact any and every description of agency, commission, commercial, industrial, manufacturing, mercantile and financial business, and to carry on the business of shipping agents, commission agents, customs agents, provisional merchants, stockiest, importers, retail's and wholesalers, transporters of passengers and goods, motorcars, omnibuses and coach proprietors and carriers, boat owners, ship owners, amusement carriers and job masters.
- j) To cultivate, grow, buy, prepare any kind of fruit such as pineapple, orange, lime, lemon, grapefruit, passion fruit, guava and all types of fruits and vegetables and to dispose of, sell and deal in any such product either in its raw form or its processed form. To construct steamship, ships trawlers, catchers, carriers, drifters, fishing boats or other vessels whatsoever cold storage premises warehouses, sheds and other building requisite useful for the business of the company.

- k) To carry on the business as Real Estate Developers of immovable property of all kinds, and whether urban or rural construct, exact and maintain either by the company or by any other person, firm or company building structures, houses, flats shops hotels factories, godown, sewers roads and all other works erection to alter develop and improve land and other property. To carry on the business of general and common carriers by land, water, railway, aircraft, shipping and forwarding agents, haulage contractors and warehousemen, proprietors and hirers of vehicles of all kinds howsoever propelled for use on land or water or in air including minibuses, motorcars, motor vans, taxis, motor lorries, motor cycles of every description.
- l) To carry on all business of dealing in marketing, manufacturing, importing, stockiest, buying, selling whether in wholesale or retail of various categories of goods and merchandise, establish business enterprises whether small scale, industries and generally deal in all kinds of general merchants and to import and all either by - merchandise, cotton waste and machinery bearings of all description.
- m) To carry on business of animal husbandry butchery, poultry, agro mechanics hatchery, pest control and fumigation, flour milling, soap manufacturing, carpentry, forestry, confectioners, manure and artificial fertilizers, exporters of horticulture seeds and seedling, hoteliers and guesthouses.
- n) To carry on the business of wholesale and retails shops of any kind.
- o) To manufacture, buy, sell, improve, treat, preserve, fine aerate, mineralizes, bottle, can and otherwise deal in mineral, aerated waters, juice and other liquids of every description.
- p) To carry on the business or trade and deal in the export of all wild like bird, live animals, live game and generally any kind of pets for sale and export within the country, neighboring countries and other foreign

countries and improve prepare for export, import, deal and trade in carvings, paintings, curios, game skins potters, leather and leather goods, clothes batiks, wattle barks, cooking oils, charcoal, corn flower, clothes, cheese, and commodities from by-products of milk.

- q) To carry on and deal in the business of Pharmaceuticals, medical preparation chemicals, Animal feeds, manufacturing, making and assembling, of machine equipment, plants, Vessels, devices of all descriptions using modern technology appropriate and applicable.
- r) To engage in, conduct in and between any and all the regions and districts in Tanzania neighboring countries and other foreign countries as agents or otherwise, the business of General trucking, forwarding, cartage, storage, warehousing, consolidating distributing Warfare, constructing loading, unloading and stevedore business and to conduct as general brokerage commission and customs house, brokerage commission and customs house, brokerage service business.
- s) To carry on the business of whole sale and retails shops of any kind, zoo owner and to inspect quality of any kind material and protecting environment pollution.
- t) To carry on the business of motor vehicle garage and repairing and servicing of all types of vehicles and machinery and the business as dealers, wholesalers, retailers, distributors, agents, importers and exporters of hardware, motor vehicles, bicycles and its spares, agriculture and industrial machinery and spares, electrical machinery, accessories and spares of all kinds.
- u) To acquire, take-over, promote, establish and carry on all or any of the business of seed crushers and manufactures and processors of Soya beans, linseeds, cottonseeds, groundnuts, simsim, sunflowers and any other seeds and cakes, oil extractors by crushing, chemicals or any

other process from the a fore-mentioned plants or other natural and oil substance and to prepare, manufacture, mill and render marketable any such oil and to sell, dispose of and deal in any such oil either in its prepared, manufactured or raw state.

- v) To carry on the business of imports of motor vehicles, spare parts, electrical goods of various kinds, machinery, computers, calculators, metals, refrigerators, air-conditioners, cookers, textiles, building materials, industrial gingery spares, agricultural machinery, etc.
- w) 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, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which this company is authorized to carry on, or engage in or any business or transaction which company is authorized to carry on, or indirectly to benefit this company and to lend money to, guarantee the contracts of, or otherwise assist, any such person, firm of company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, reissue with or without guarantee, or otherwise deal with the same.
- x) To produce the registration of the company in the laws of any place outside Tanzania.
- y) To purchase, sell, subscribe for underwrite, or otherwise acquire and hold shares, stocks or other interest in, or obligations of any other company or corporation.
- z) To carry on the businesses of Transporters, Transportation of Petroleum Product Braking Bulk , Loose Cargo, Container within Tanzania and Neighboring country ei. DRC, Zambia, Malawi, Sudan Kenya Uganda, Rwanda, Burundi and Zimbabwe. Car rentals, Management consultants, travel agents, clearing and forwarding agents, cab operators, or hirers of tracks, Lorries, cars, minibuses, buses, self or chauffeurs driven for transportation of passengers and goods within Tanzania or Neighboring countries, and to operate and maintain motor vehicles of all kinds

- aa) To draw, make, accept, endorse, discount, negotiate, execute and issue, buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments, amalgamate or enter into partnership or any joint venture or profit sharing arrangement with, and to co-operative in any way with or assist or subsidize any company, firm or person.
- bb) 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 performance of the contracts, or obligations of and the payment and repayment of the capital and principal of, and divides, interest or premiums payable on any 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
- cc) To sell, lease, grant licenses, easements and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the company or any part There of for such consideration as may thought fit and, in particular, for stock, shares or securities of any other company, whether fully or partly paid up.
- dd) To acquire any such shares, stocks, debentures, debenture stock, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise, and to subscribe for the same, either conditionally or other and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by, or incidental to, the ownership thereof.

- ee) To issue debentures, debenture stock, bonds, obligations and securities of all kinds and to frame constitute and secure the same, as may seem expedient, with full power to make the same transferable by delivery or by instrument of transfer or otherwise, and either perpetual or terminable, and either redeemable or otherwise, and to charge or secure the same by trust deed or otherwise on the undertaking of the company or upon any specific property and rights, present and future, of the company (including, if thought fit, uncalled capital) or otherwise howsoever.
- ff) To carry on the business of meal manufacturers, grain, seed, cake, corn, hay-straw and Fodder merchants, varnish and paint makers, candle and steering makers and Manufacturers of lard and margarine hydrogenated oils, glycerin and inks of all kinds.
- gg) To carry on the business of manufacturers and distributors of cattle, poultry feed and feeding and fattening preparation of every description, makers and manufacturers of artificial manure and fertilizers of every description, manufacturers of soaps of all kinds and be wholesalers and retail dealers thereof, flax, cotton oil, cake, corn, merchants and any branch or subsidiary business commonly carried in connection therewith and to carry on the business as agents, consultants or representatives of overseas or local manufacturers, industrialists or other like organization in any type of goods, products or commodities.
- hh) To carry on the business of hotel, catering, bakers, of all kinds of bread, flour, Biscuits confectionery, juice, squash, packing and farinaceous compounds and materials of every description and to construct, acquire hire, hold, work, let and sell, mills, factories bake houses, houses, shops, buildings, machinery and appliances.


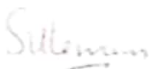
- ii) To invest and deal with moneys of the company not immediately required upon each security and in such manner as may from time to time be determined.
- jj) To purchase, lease, or otherwise acquire, and to hold, sell, improve, develop, exchange, mortgage or otherwise dispose of any lands, buildings, machinery or plants, mills, factories, warehouses or any here deterrments.
- kk) 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 by granting prizes, rewards and donations.
- ll) To enter into arrangements with any Government or authorities (supreme, municipal, local or otherwise) or any corporations, companies or persons having objects that may seem conducive to the companies objects or any of them, and to obtain from any such government. Authority, corporation, company or person, any charters, contracts, decrees, rights, privileges and concessions which the company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights privileges and concession
- mm) To promote any other company for the purpose of acquiring all or any of the property, and undertaking, or any of the liabilities of this company, or of undertaking any business or operation which may appear likely to assist or benefit this company, or to enhance the value of the property or business of this company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of each company as aforesaid.

- nn) To lend and advance money or give credit to such persons, firm or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the company, and to give guarantee to become surety for any persons, firms or companies for the due payment of money for the performance of any obligations or liabilities.
- oo) To receive money or deposit or loan and borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures, or debenture stock (Perpetual or otherwise) and to secure the repayment of money borrowed, raised or owing by mortgage) charge or lien upon all or any of the property or assets of the company (both present and future) including its uncalled capital and also by a similar mortgage charge.

The word "COMPANY" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated, or unincorporated, and whether domiciled in East Africa or elsewhere and the intention is that the objects specified in each paragraph of this clause shall except otherwise expressed in such paragraph be independent main objects and shall in no wise be limited or restricted by a reference to or inference from the terms of any other paragraph or the name of the Company

- 4. The liability of the member is limited.
- 5. The initial capital of the Company is Tshs. 1,000,000,000/= divided into 1000 shares of Shillings 1,000,000/= each and the Company shall have the power to divide the original or any increase capital into several classes and to attach there to any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

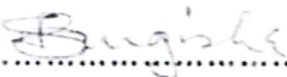
We the several persons whose names and addresses are subscribed are desirous of being formed into a company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set apposite our respective names:

	NAME, ADDRESS AND DESCRIPTIONS OF SUBSCRIBER	NUMBER OF SHARES TAKEN	SIGNATURE
1.	MOHAMED EDHA AWADH P.O. BOX 5055 DAR ES SALAAM	90	
2.	SULEIMAN MOHAMED AWADH P.O. BOX 7022-00300 NAIROBI KENYA	10	

DATED at Dar es Salaam this 17th day February, 2014

Witness to the above signatures:

Name: S. B. MUGISHA

Signature: 

Postal Address: Box 15354 Dsm

Qualifications: Advocate

