

THE COMPANIES ORDINANCE [CAP 212]

COMPANY LIMITED BY SHARES

Memorandum
AND
Articles of Association
OF

ROMEO GREEN VIEW HOTELS LIMITED

Incorporated this _____ day of _____ 1987

now
DRAWN BY:

A. L. KIMARIO
PROMOTER
P.O. BOX 70508
DAR ES SALAAM.

THE COMPANIES ORDINANCE (CAP . 212)

COMPANY LIMITED BY SHARES

M E M O R A N D U M

AND

ARTICLES OF ASSOCIATION

OF

ROMBO GREEN VIEW HOTELS LIMITED

Incorporated this

day of

1987

DRAWN BY:-

THE COMPANIES ORDINANCE (CAP.394)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ROMBO GREEN VIEW HOTELS LIMITED

1. The name of the Company is "ROMBO GREEN VIEW HOTELS 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 purchase or otherwise to acquire and take over the whole or any part of the undertaking and business carried on under the name and style of ROMBO GREEN VIEW GUEST HOUSE and all or any of the property rights and liabilities thereof and all import and export rights relating to the said business and benefits in subsisting contracts of the said firm ROMBO GREEN VIEW GUEST HOUSE.
 - b) To carry on the business of proprietors and managers of hotels, restaurants, cafes, inns, road houses, motels, holiday camps, caravan sites, apartment-house keepers, refresh and tea-rooms, milk and snack bars, tavern, beer house, lodging house keepers, discottleques, cinema, catering services and other activities which the Company shall think fit and profitable.
 - c) To fit up and furnish any property for the purpose of letting the same to visitors or guests whether in single rooms, suits chalets, caravan, movable structures cottage or otherwise; to buy, sell (both to, persons residing in the company's premises and to non-residents) import, produce, manufacture or otherwise deal in food and food products, meat, groceries, fruits, confectioneries, wine, spirits beer and alcoholic beverages, tobacco, cigarettes, druggist supplies, beverages, linen, furnitures and furnishings and other articles required in the said business.
 - d) To carry on the business of launderers, cleaners, dry cleaners and to carry on the business of repairing all articles sent for cleaning. To carry on the business of wholesale and for retail merchants, commission agents, brokers, factors, manufacturers representative (whether local or otherwise) proprietors of multiple shops, variety chain stores, specialist merchants, supermarkets, tailors, silk makers, and suppliers of clothing, lingerie and trimming of every kind, corset makers, furriers general f drappers, herberdashers, milliners, hosiers, gloves, lace makers and dealers, department store owners, costumier, robe, dress and mantle makers, leather dressers and merchants, leather boots and shoe makers, dealers in fabrics and materials of all kinds, ribbons, fans, perfumes, cosmetic and flowers whether artificial or natural) house furnishers, upholsterers and dealers in and hirers, repairs, cleaners, stores and warehousers of furniture, carpets, linolums and other floor coverings.

- (e) To carry on business in Tanzania and elsewhere the buying selling, letting on hire, hire purchase, or easy payment systems and manufacturing and contractors of and dealers in motor-cars, taxicabs, automobiles, tramcars, chars-a-bancs, motor lorries, vans wagon of all kinds and descriptions, cycles motor cycles, coaches, carriages, and all other vehicles of kinds whatsoever, whether manufacturing or otherwise.
- (f) To act as agents for any company or companies engaged in life-insurance fire insurance, marine insurance, insurance of motor cars lorries machinery and other things, insurance of owners and users of vehicles and other insurance of all kinds.
- (g) To carry on the business of importers, dealers and distributors of kerosene, petrol, motor spirit, mineral oil crude oil, petroleum, lubricating oil grease and all other kinds of mineral and petroleum products.
- (h) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (i) To establish depots and agencies in different parts of the world for the purpose of carrying on any or all of the business of the Company.
- (j) To carry on the business of general merchants, general store-keepers, universal providers, importers, exporters and wholesale and/or retail traders of or otherwise dealers of an in cotton, silk, and woolen goods and textile fabrics of all kinds.
- (k) To enter into any arrangement and contracts with Government or Authorities supreme, municipal, local or otherwise or any corporations, companies or persons having objects that may seem conducive to the Company's object or any of them and to obtain from any such Government Authority, Corporation, Company, or persons any characters, contract, decrees, rights, privileges and concessions.
- (l) To purchase, take on lease, option or lince, exchange or otherwise acquire in any part of the world, prospecting rights and contracts, leases, options, mineral properties, either absolutely or conditionally.
- (m) To borrow or a raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debenture stock, certificates or other securities, perpetual or otherwise charged upon all or any other Company's rights and property (present and future) including any uncalled capital or without any such security and to purchase, redeem, or pay off any such security or loan.

- 1) To amalgamate with, or enter into partnership or into any arrangement for sharing profits, union of interest, cooperation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engage in any business or transaction which this Company is authorised to carry on or engage in any business or transaction capable of being conducted so directly or indirectly to benefit this Company. And to take or otherwise acquire shares and securities of any such Company, and sell, hold re-issue with or without guarantee, or otherwise deal with the same.
- 2) To promote another company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- 3) To sell or dispose of the undertaking and property of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this Company.
- 4) To carry on the business by wholesale or retail of automotive spares and parts of all description, tyres and tubes batteries battery solution and all other spares accessories and goods as may be conveniently sold therewith and all things capable of being used therewith or in the maintenance, repair and manufacture, thereof.
- 5) To carry on the business of saw mills and the preparation of timber for market and the manufacture of and dealing in all articles made of or principally made of wood.
- 6) To construct, erect, maintain and alter any buildings, machinery, plant works necessary or convenient for the purpose of the Company.
- 7) To undertake and execute any contracts for work involving the supply or use of any machinery and to carry out any ancillary or other work comprised in such contracts, carrying passengers and goods in Tanzania.
- 8) Generally to purchase, take on lease or in exchange hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or conveniently for the purpose of its business and in particular any land, buildings easement machinery plant and stock-in-trade.

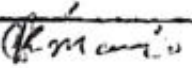
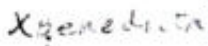
- (v) To purchase or otherwise acquire letters patent, brevets, d'invention concessions, Licences, rights and privileges subjects to royalty or otherwise, and whether exclusive or non-exclusive or limited or any part interest in such letters patent, brevet, d'invention, concessions, licences, inventions, rights and privileges, whether in East Africa or in any other part of the world.
- (w) To take all necessary and proper steps with the authorities, national local, municipa, or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operations for purpose of directly or indirectly carrying out the objects of the company or effecting any modification in to on constitution of the company or furthering the interests of its members, and to oppose any steps taken by any other company or person which may be considered likely directly or indirectly to prejudice the interest of the company or its members.
- (x) To take part in formation, management, supervision or control of the business or operations of any company, and for that purpose to act as Directors, Administrators, Managers, Secreataries or any other capacity and to appoint and remunerate any Directors, Administrators, Managers, Accountants or other experts or agents.
- (y) To procure the Registration of the Company in or under the laws of any place outside Tanzania.
- (z) 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.
- aa) To distribute among the members of the Company in kind any property of the company, and in particular any shares or securities of other Companies belonging to this company.
- bb) To act as agents or brokers 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 principle, agents, trustees, contractors or otherwise, and either alone or jointly with others and wither by or through agents, sub-contractors, trustees or otherwise.
- cc) To do all such other things as are incidental or conclusive to the attainment of the above objects or any of them. And it is hereby declared that the word 'company' in this clause except where used in reference to this company, shall be deemed to include any partnership or other body of persons; whether incorporated or not incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in any wise limited or restricted by reference to or inreference from the terms of any other sub-clause or by the name of the company. None of such sub-clause or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxilliary merely to the objects mentioned in the first sub-clause, but the company shall have full powers to exercise all or any of the powers conferred by any part of this clause and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with are performed do not fall within the objects of the first sub-clause of this clause.

AND it is hereby declared that 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 where otherwise expressed or in such paragraph be independent main objects and shall in wise be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the company.

4. The liability of the members is limited.

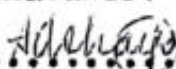
5. The initial capital of the Company is Shs. 2,000,000/= divided into 2000 shares of Shs. 1,000/= each and the Company shall have the power to divided the original or any increase capital into several classes, and to attach thereto any preferential, deferred qualified or other special rights, privileges, restriction 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 respectfully agree to take the number of shares in the capital of the Company set opposite our respective names:

Names, Addresses and Descriptions of Subscribers	Number of Shares taken	Signature
1. A.L. Kimario P.O.Box 70508 <u>DAR ES SALAAM.</u> DIRECTOR	1500 x	
2. Benedicta Kimario P.O.Box 70508 <u>DAR ES SALAAM.</u> DIRECTOR	500	

DATED at Dar es Salaam this. 8TH ... day of ... APRIL ... 198

WITNESS to the above Signatures:

SIGNATURE:  STEPHEN SHAYO
 POSTAL ADDRESS: P.O. Box 5148 DSM
 QUALIFICATIONS: AUDITOR



20/11/22
18/11/22
18/11/22

THE COMPANIES ORDINANCE (CAP.212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ROMBO GREEN VIEW HOTELS 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 as modified by any law for the time being in force.

Unless the context otherwise required, the expression defined in the Ordinance or any statutory modification thereof in force at the date at which these Regulations become binding on the Company shall have the meanings so defined.

Any words importing the singular shall include the plural and vice versa, and the words importing the masculine gender shall include females, and the words importing persons shall include bodies corporate, partnership, firms, Co-operative 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 former modification of the provision of Table 'A' the following 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 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 regulation be treated as a single member.

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- 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 shares warrants to bearer.

TRANSFER OF SHARES

- The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer of any share to person whom 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 shares shall be transferred to a person who is not a member so long as 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 member 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 price of such shares inviting the person to whom notice is sent to state within 21 days from the date of which notice whether he 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-rata according to the number of shares already held by them respectively, or if there be only 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.

NOTICE OF GENERAL MEETINGS AND
PROCEEDINGS AT GENERAL MEETINGS

Articles 50 to 53 Table 'A' shall apply subject to the following variations.

General meetings, ordinary or extraordinary may, with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.

Members, present either personally or by proxy shall form a quorum.

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

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.

The following persons shall be the first Directors of the Company.

1. A. L. KIMARIO
2. BENEDICTA KIMARIO

Shareholding qualification for the Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required.

Quorum of Directors for transacting business shall, unless otherwise fixed by the Directors be two.

Resolution in writing signed by all the Directors then in existence shall be as a valid and effectual as if it were passed at a Meeting of Directors duly called and constituted.

Directors may from time to time borrow or raise any sum for the purpose of the Company which may exceed the share capital of the Company.

11. The Directors may raise or borrow for the purpose of the Company's business such sum or sums of money 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 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 charged, or in such other way as the Directors may think expedient.

ALTERNATE DIRECTORS:

12. Each Director may nominate a person, who shall be approved of in writing by the other Directors, to act as Alternate in his place during his absence from Tanzania or inability to act as such Director. Such Alternate Director shall be subject in all other respects to the terms and conditions existing with reference to the Directors being unable to act during the absence or inability to act as the Director whom he represent he may subject to the like approval of the other Directors appoint a duly qualified person to act in his place.

SECRETARY:

13. The Secretary shall be appointed by the Board for such terms at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board.

WINDING UP

14. With the sanction of a Special Resolution of the Shareholders any of the assets of the Company including any shares in other companies may be divided between the Members of the Company in specie or may be vested in Trustees for the benefit of such member shall be compelled to accept any shares whereupon there is any liability.

INDEMNITY:

15. 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 to defending any proceedings, whether Civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application (under Section 345 of the Ordinance) in which relief is granted to him by the Court.

ALTERATION OR ADDITIONS:

16. Subject to the provisions of the ordinance and those contained in the Memorandum of Association the Company may by special resolution make alterations or additions to its articles of association and any such alteration or addition so made shall be as valid and effectual as if originally contained in these articles and be subject in like manner to alteration by special resolution.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
1. A. L. Kimario P.O. Box 70508 <u>DAR ES SALAAM</u> DIRECTOR	1500	<i>A. L. Kimario</i>
2. BENEDICTA KIMARIO P. O. BOX 70508 <u>DAR ES SALAAM.</u> DIRECTOR	500	<i>Benedicta</i>

DATED AT DAR ES SALAAM this 8TH day of APRIL 1987

WITNESS to the above Signatures:-

Signature:..... *Stephen Shayo* STEPHEN SHAYO

Postal Address:..... P.O. Box 5148
DAR-ES-SALAAM

Qualifications:..... AUDITOR

