

**THE COMPANIES ACT, 2002
(CAP 212)**

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

VIO AND COMPANY LIMITED

Incorporated this day of 2012

DRAWN BY:
REBECCA MTURI,
(SUBSCRIBER),
P.O. BOX 4590,
DAR ES SALAAM.
TANZANIA

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

VIO AND COMPANY LIMITED

TANZANIA
Stamp Duty Shs 250/-
Receipt No 1367577
24/10/12
Asst. Registrar of Companies

TANZANIA
Stamp Duty Shs 250/-
PAID ON ORIGINAL
Receipt No 1367577
24/10/12
Stamp Duty Office

1. The name of the company is "VIO COMPANY LIMITED"
2. The registration office of company will be situated in Tanzania
3. The objects for which the company is formed are:-
 - (a) To carry on the business management advisory business promotion, general auctioneer, debt collections, project appraisal, training and consultancy locally and international in all matter relation to trade, collateral management and auditing, commission agents, valuation, and brokers, and business of transportation of passenger, goods parcels, cargo, curries services, tour operator, car hire and all kind of tour arrangements .
 - (b) To carry on the business of professional builders, contractors, road contractors, bridge constructors, plumbers, Decorators, painters, fumigators, founder smiths, electrical, mechanical, ventilating and sanitary and construction engineers, to sell, buy and deal in building material, machinery plants and tools. floor and train mills proprietors, butcher and dealers in stone, sand, lime brick, concret bricks, cement, timber corrugation iron sheets hardware's and other building requisite, screws, nuts, bolts, padlocks of every nature and accessories, bricks and tiles and terra-cotta makers, job masters carriers, licensed victurallers and house and estate agents .
 - (c) To act as investment company, holding company, finance company and to deal in all types of investment whatsoever. To hold and own shares, land, buildings, commercial buildings, invest in securities, bond share, debentures, options, warrant, convertible stock, promissory notes, bills of exchange, loans, bills, shipping documents ships, aircraft, propelling vehicles and all types of property whatsoever

- (h) To construct executive carry out support, maintain, equip ménage improve work operate control administer and/or superintend public and/private works and conveniences railways roads tramways aerodromes airports airway dock harbors piers bridges wharves canal wells shafts filter beds water-works reservoirs hydraulic works viaduct improvements sewerage drainage sanitary water gas electrical light teleplaces of recreation racecourse baths washhouse and public buildings and all works and conveniences of public utility and/or all other works and works and conveniences of which any seem directly or indirectly conducive to any of these objects or to the construction execution carrying out support maintenance equipment management improvement working operation control administration and/or superintendence of the same
- (i) To carry on the business traders, general merchants, wholesalers and retailers, exporters and importers, commissioning agents and manufactures, representation and to buy, sell, hire, manufacture, barter, trade and deal in property goods, produce articles and merchandise of all kinds and to transact any and every description of agency, commission, distribution, marketing, commercial, industrial, manufacturing, merchantile, insurance and financial business
- (j) To acquire by purchase, lease, exchange or otherwise, land buildings, share and hereditaments of any tenure or description situate anywhere in the united republic of Tanzania, and any estate or interest there in, and any right over or connected with land so situate, and to lease, sell, dispose of the same or otherwise turn the same to accounts as may seem expedient, and in particular by preparing building sites, and by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining offices, shops, buildings, works and conveniences of all kinds, and by consolidating or connecting or sub-dividing properties, and by leasing and disposing of the same, to pay for any property so acquired in cash, shares or debentures, debentures bonds, or by the passing of mortgages on any of the company's property and or in any other manner. To carry on the business of geological survey, exploration in mining minerals, such as Tanzanite, precious stones, gemstones, diamond, gold, silver and all minerals available in Tanzania, to become master brokers
- (k) To acquire, take over promote, establish, engage in and carry on the business of farmers, planters, harvesters, sprayers, seed growers, glazers, breeders of and dealers of livestock, market gardeners, arboriculturists, agriculturalists, horticulturalist, floriculturists, dairymen, vegetable oil extraction, poultry and bee-keepers and any other business in connection with arboriculture, agriculture, horticulture, floriculture, irrigation farming, dairy farming, transport agriculture and minerals sector as an importer, exporter, distributors, wholesaler and retails of all type of agricultural equipment.

(l) To carry on the business of transportation, cargo and travel agents, commission agents, customs agents, manufactures representative, clearing and forwarding agents, roads contractor, cargo superintendent, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tanks and coach proprietors and transporters by any other means of conveyance of people and goods in Tanzania and the neighboring countries and in such other place or places as may from time to time determined by the company.



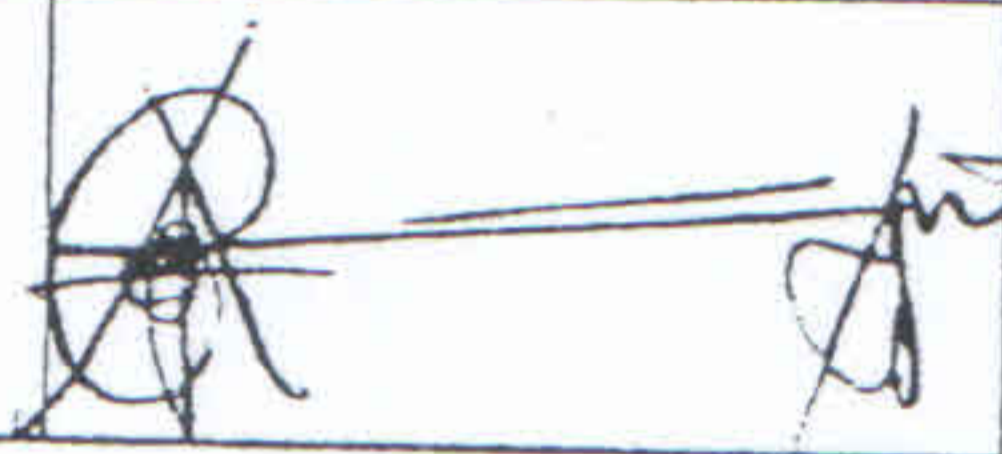
(m) To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the company and to give guarantee to become surety for any persons, firm or companies for the due payment of money for the performance of any obligations or liabilities

And it is hereby declare that the word "company" in this clause except where used in reference of this company, shall be deemed to include any partnership or other body of persons, whether incorporated, and whether domiciled in Tanzania or elsewhere, and that the intension is that each of the objects set forth in any sub- Clause or by the same of the company. None of such sub- clause or the objects herein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause.

4. The Liability of the members is limited

5. The Capital of the company Shs 10,000,000/= divided into 1,000 shares of Shs 10,000/= each. The company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock shares and to attach there to respectively such preferential, deferred 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 OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
Violet Henry Kaberege P.O. Box 6683 Dar-es-salaam	400	
Grace Henry Kaberege P.O. Box 6683 Dar-es-salaam	300	
Clemence Andrea Kambengwa P.O. Box 34771 Dar-es-salaam	300	

DATED AT DA ES SALAAM this... 18th ... day of... OCTOBER, 2012

WITNESS to the above Signature:-

SIGNATURE..... 

POSTAL ADDRESS..... 4590

..... DSM

QUALIFICATION..... ADVOCATE



THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

VIO AND COMPANY LIMITED

PRELIMINARY

1. In this article:-

“The Act” means the Companies Act;

“The Articles” means the articles of the Company;

“clear days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

“Secretary” shall mean any person appointed to perform the duties of secretary of the company

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing lithography, photography, and other models of representing or reproducing words in a visible form Unless the context otherwise required, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the company

MEMBERS

2. The number of member with which the company proposed to be registered is but the directors may from time to time register an increase of members.
3. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the company

GENERAL MEETINGS

4. The company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it, and not more than fifteen months shall elapse between the date of the one annual general meeting of the company and that of the next.

TANZANIA
Stamp Duty Shs. 2000/-

Stamp Duty Paid
Receipt No. 13675747

24/12/12
K. K. K. K.
Asst. Registrar of Companies

TANZANIA
Stamp Duty Shs. 2000/-

Stamp Duty PAID ON ORIGINAL
Receipt No. 13675747

Stamp Duty Officer
24/12/12
K. K. K. K.

29. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duly authorized representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at its registered office (or at such other place at which the instrument of proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used

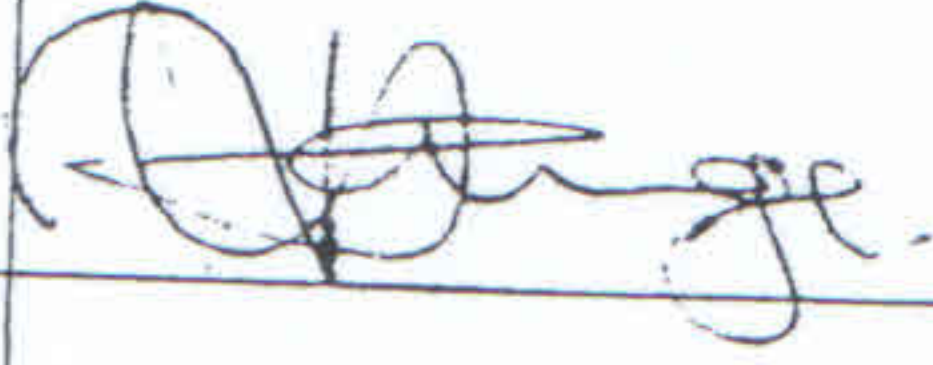

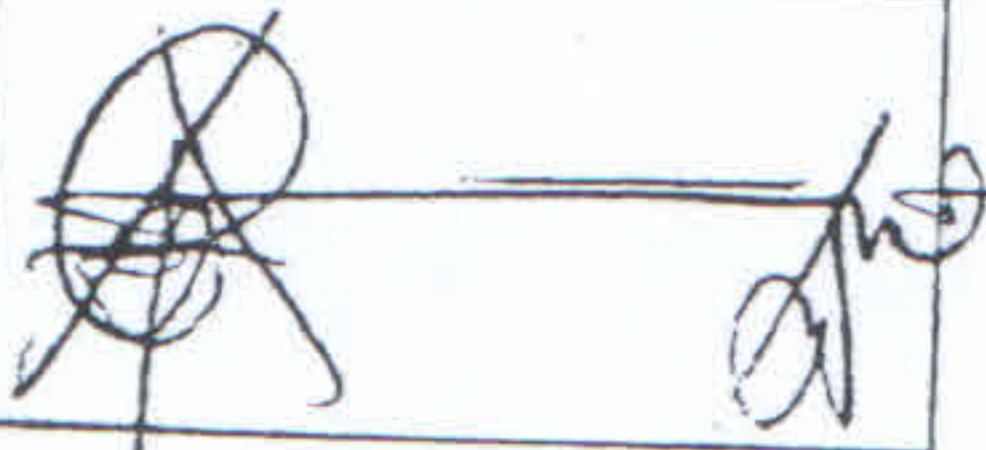
CORPORATION ACTING BY REPRESENTING AT MEETINGS

30. Any corporation which is a member of the company may by resolution of its directors or other governing body authorize such person as it think fit to act as its representative at any meeting of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company

DIRECTORS

31. The number of the directors and the name of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the memorandum of Association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two.
32. The remuneration of the directors shall from time to time be determined by the company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors shall also be paid all traveling, hotel and other expenses property incurred by them in attending and returning from meeting of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company
33. The following persons shall be first Directors to the company:-

1. **VIOLET HENRY KABEREGE**
2. **GRACE HENRY KABEREGE**
3. **CLEMENCE ANDREA KAMBENGWA**

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DATED AT DA ES SALAAM this... 18thday of... OCTOBER...2012

WITNESS to the above Signature:-

SIGNATURE..... 

POSTAL ADDRESS..... 4590

..... DSM

QUALIFICATION..... Advocate

