

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

PARROT HOTEL LIMITED

Incorporated the day of.....2004

Drawn by:

Hassan Hussein
(Subscriber)
P. O. Box 11249
ARUSHA

THE UNITED REPUBLIC OF TANZANIA



Certificate of Incorporation

No.

I hereby certify that

PARROT HOTEL LIMITED

Is this day incorporated under the Companies Ordinance (Cap. 212), and that the Company is Limited

Given under my hand at Dar es Salaam
this:.....day of.....Two thousand and
four.

Seal

Registrar of Companies

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

PARROT HOTEL LIMITED

TANZANIA

Stamp Duty Shs: 5000/-

Receipt No: 20/18/2018/104

Assistant Registrar of Companies

1. The name of the company "PARROT HOTEL LIMITED
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:-
 - (a) To engage in and carry out the business of proprietors and managers of hotels, motels, restaurants, cafes, road houses, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snacks bars, tavern, beer house and lodging housekeepers and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns.
 - (b) To carry on the business of canteen, motels and operate duty free shops. to be importers of spirits, beer, wine, soft drinks, act as general traders, importers and exporters, traders in the wholesale and retail business of goods and merchandise of any description, size and quantity. agents for all business principals establish trading outlets for all types of local and imported goods, engaged in the export of all types of merchandise and to generally carry out retail and wholesale business general traders and to be trading agents.
 - (c) To acquire, erect, alter and furnish any property for the purpose of letting to visitors or guest whether in single rooms, suites, chalets, cottages or otherwise.
 - (d) To carry on the business as general food processors packers and suppliers, to be general suppliers of hard foods stuffs and agricultural crops, to be grain millers and food mixers to be general exporters of fresh fruits vegetables and flowers.
 - (e) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate travelling to organise hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harbouring, transporting, wildlife and marine products of all kind.

rail, water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purposes or as independent undertakings to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, service and deal with and in road vehicles, aircraft and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.

- (l) To carry on the business of garage proprietors and service station for motor vehicles of all kinds, to carry on the safe keeping, cleaning, repairing, refueling, panel beating, spraying and the general care of motor vehicles, aircraft, machinery, equipment and plant whether moved by mechanical power or not, implements, utensils, appliances, apparatus, fuel for internal combustion engines, lubricants, cements, solutions, batteries and accessories and all things capable of being used in connection with the said businesses or in the manufacture or maintenance of such vehicles, machinery, equipment and plant.
- (m) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, hauliers, customs bonded warehouse and godown keepers, cargo and travel agents, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, trucks, cabs, omnibus, oil tank and coach proprietors, and transport contractors and transporters by any other means of conveyance of people and goods in Tanzania and the neighbouring countries and in such other place or places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders.
- (n) To carry on the business of production of audiovisual material, information, advertising, documentary and art films, for television, cinema, education or commercial purposes, archives, NGO's or other industries, or for any other purpose whatsoever.
- (o) To carry on the business of financiers and to finance and negotiate mortgages and loans of every description and to advance and lend money on the security of properties and assets of all kinds and upon such terms as may be arranged; to draw, accept, endorse, discount, buy, sell and deal in bills of exchange promissory notes, bonds, debentures, coupons and other negotiable instruments and securities; to issue on commission, subscribe for, take, acquire and hold, sell, exchange and deal in shares, stocks, debentures, bonds, obligations or securities of any government authority or company; to form, promote, subsidize and assist companies, syndicates and partnerships of all kinds; to give any guarantee for the

payment of money or the kinds; to give any guarantee for the payment of money or the performance of any obligation or undertaking; to purchase and sell book debts and the like and to undertake the collection of the same; to undertake the collection of rents and to carry on all or any of the businesses of moneylenders, hire purchase financiers, merchant bankers, bill discounters, company promoters, marine brokers, financial agents, mortgage and insurance agents and brokers, transfer agents, auctioneers, builders, surveyors, valuers, accountants and tax adjusters, and general consultants and advisers.

- (p) To carry on the business of electrical as contractors, electrical and mechanical engineers and manufacturers, workers and dealers in electrical apparatus and goods and the manufacture or hire of apparatus or goods to which the application of electricity or and kind of power, or any power that can be used as a substitute therefore, is or may be useful convenient or ornamental, or any other business of a like nature.
- (q) To carry on business of deep-sea fishers, fishers, exporters and importers of, and dealers in and factors, brokers and agents for the sale of, fish and fish products of every description; as proprietors and managers of oyster beds, trawlers and fishing boats, as fish curers, fish preparers, fish canners and preservers, oil extractors, manufacturing chemists, fishmongers, provision dealers and general storekeepers, shippers, carriers, shipping agents, carting contractors, motor vehicle owners, riggers, iron and brass founders, and metal and alloy makers, smelters, refiners and workers, engineers, joiners, shipwrights, millwrights and woodworkers -
- To carry on business as dealers and distributors of security alarms and systems, siren, fire alarms, fire getting equipments, fire extinguishers and apparatus, safety devices safes, locks, security devices of all kinds including radios, telephones, electric wires, television radar's, electronic rays and other electrical equipment's, flares, signal rockets, guns, firearms ammunition, explosives, steel helmets, bullet proof vests, armoured glass, armoured cars, armoured plantings, batons and all other types of weapons for self defence, security clocks both mechanical and electrical steel gates, burglar bars fencing and all other matter necessary in connection with such business.
- (s) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements and other rights and interests in immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belong to the company.
- (t) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, casements, rights,

licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.



- (u) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- (v) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with the above business or the general business of the company.
- (w) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (x) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (y) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or through agents, sub-contractors, trustees and otherwise.
- (z) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by other means or in kind or otherwise, and the amount so paid or credited and paid in full or in part.
- (aa) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (bb) To lend money on any terms that may thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient..
- (cc) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
- (dd) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.

That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generis with any particular word or words in the same paragraph.

4. The Liability of the Members is Limited.
5. The capital of the Company is Shillings 1,000,000/= divided into 1,000 shares of Shillings 1,000/= 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 or shares and to attach thereto 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, and Description of Subscribers.	Number of shares taken by each Subscriber.	Signature
MR. HASSAN HUSSEIN P. O. Box 11249 ARUSHA	75	
MR. ABDALLAH RAJABU MSHANA P. O. Box 11249 ARUSHA	25	

Dated at Dsm this 23rd day of JUNE 200.4.

Witness to the above signatures

Name : Emmanuel K. K. K.
 Signature : [Signature]
 Postal Address : P.O. Box 11249 Dsm
 Qualification : Advocate



16. Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.
17. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY

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

WINDING UP

19. With the sanction of a special resolution of the shareholders any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in special or may be vested in Trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

ALTERNATION OR ADDITION

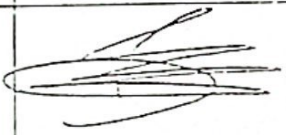

Notwithstanding the provisions of the Ordinance and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.

INDEMNITY

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


ARBITRATION

22. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Articles or the Ordinance, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three (3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
MR. HASSAN HUSSEIN P. O. Box 11249 ARUSHA	75	
MR. ABDALLAH RAJABU MSHANA P. O. Box 11249	25	

Dated at Dsm this 23rd day of JUNE 2004.

Witness to the above signatures

Name : Emmanuel Kibona Kibusi
 Signature : 
 Postal Address : P.O. Box 20675 Dsm
 Qualification : By S&T