

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

Memorandum

And

Articles of Association

Of

**BRANDS FISHERIES & FARMERS TRADE CENTRE
TANZANIA LIMITED**

Incorporated this _____ day of _____ 2009

DRAWN BY:-

**ATHUMANI HAMISI ATHUMAN BANDUNDU
(SUBSCRIBER)
P.O. BOX 1131
DAR ES SALAAM.**

THE UNITED REPUBLIC OF TANZANIA

CERTIFICATE OF INCORPORATION

NO.

**BRANDS FISHERIES & FARMERS TRADE CENTRE
TANZANIA LIMITED**

is this day incorporated under the Companies Act, 2002 and that the Company is Limited.

GIVEN under MY HAND at Dar es Salaam this _____ day of _____
Two Thousand and Nine.



Asst. Registrar of Companies

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THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

BRANDS FISHERIES & FARMERS TRADE CENTRE
TANZANIA LIMITED

TANZANIA
Stamp Duty Shs. 5000
PAID ON ORIGINAL
Receipt No. 1874/25/8109
Stamp Duty Office

TANZANIA
Stamp Duty Shs. 2500
Stamp Duty Office
Receipt No. 1874/25/8109
Asst. Registrar of Companies

1. The name of the Company is "BRANDS FISHERIES & FARMERS TRADE CENTRE TANZANIA LIMITED.
2. The registered office of the Company shall be situated in the United Republic of Tanzania.
3. The objects for which the Company is established are:-
 - (a) To act, as industrial fisheries, Agricultures modernizations, Communication Trade, Motor vehicles services, petroleum trade, mining, minerals, shipping agents, manufacturers representative, transporters by rail, road and water, transport agents advertising agents, wholesalers and retailers.
 - (b) To engage in the carry on the business of general merchants and commission agents, freighters, haulers and godown keepers, dealers in petrol, lubricants and petroleum products, garage and service proprietors.
 - (c) To carry on the business of distributors, exporters, owners, proprietors, of general merchandise, machines equipment and facilities, components parts and to provide the company in any way deemed fit in the interest of the Company.
 - (d) To engage in business of fishing, processing and selling fish and fish products to both internal and external markets.
 - (e) To carry on the business of dealing in supplying, distribution and selling of machinery and equipment used in the fishing activities and fish processing.
 - (f) To carry on the business and trade as exporters of industrial forest and aquatic products, fish and sardines and as importers of industrial products, fishing gear, medicines and drugs, domestic appliance, clothes, leather goods, automobiles and spare parts and agricultural implements and inputs.

- (g) To engage in business of products for minerals, deal in all types of minerals and petroleum products and manufacturers of furniture and fittings.
- (h) To operate filling stations, departmental store, workshops, garages and hotels.
- (i) To establish commercial, industrial and agricultural concerns.
- (j) To tender constancy services of all types.
- (k) To purchase or acquire assets, shares, stocks, debenture, debenture stocks, bonds, mortgage, obligations and other facilities in any firm formed to carry on business, which the company is authorized to carry on by paying therefore in cash or by issue of any shares stocks or obligations of the company.
- (l) To carry on the business of importers and exporters of building materials, facilities equipment and machinery, and to purchase and deal in building and construction.
- (m) To carry on the business as tourist agents and establish hotels, inns, camps, building and conveniences of all for tourists and the public in general including hotel and lodging accommodation, guide and reading rooms and provision of catering services.
- (n) To carry on the business of proprietors of restaurants, hotels refreshments and cold drinks rooms, cafes, milk and to carry on the business of mobile restaurants.
- (o) To act as manufacturer agents, factors, merchants of timber produce, furniture, fishing, canning of goods and cereals, animal products, bread, confectionaries, milking, beverages, soft drinks, hardware materials, clothing, household articles, books, periodicals, stationeries, newspapers, farm implements and electrical goods.
- (p) To carry on the business of importers, dealers and distributors of cigarettes, tealeaves, coffee, kerosene, petroleum products, shoes, sandals, slippers and processors, shoes and other kind of footwear.
- (q) To carry on and otherwise engage in the business of leather tanners, skin and hide suppliers and processors shoes and other kinds of leather products manufactures and dealers and generally to be exporters and distributors of all kinds of leather products.
- (r) To carry on any other business which may seem to the company capable of being conveniently carried on or in connection with the above or calculated directly or indirectly to enhance the value of render profitable any of the company's property or rights.



- (s) To establish depots and agencies in different parts of the world for the purposes of carrying on any or all of the business of the company.
- (t) To carry on the business of the general merchants, general storekeepers, universal providers, importers, exporters and whole sale and/or retail traders of or otherwise dealers of and in cotton, silk, woolen goods and textile fabrics of all kinds.
- (u) To enter any arrangements 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 objects or any of them and to obtain from such Government, Authority, Corporation, Company or persons any characters, contracts, decrees, rights, privileges and concession.
- (v) To purchase, take and lease, option or license, exchange or otherwise acquire in any part of the world, prospecting rights and contracts, lease, options, mineral properties, grants, concessions, charters, privileges, licenses or authorities of and over mines, land mineral or other properties either absolutely or conditionally.
- (w) To borrow or raise or secure 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.
- (x) To amalgamate with, or enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person or company carrying on, or engage in, or about to carry on 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, securities of any such company, and sell, hold, reissue with or without guarantee, or otherwise deal with the same.
- (y) To promote another company for the purpose of acquiring all of 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.
- (z) To sell or dispose of the undertaking and property of the company or any part thereof, of 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.
- (aa) To carry on the business of the wholesale or retail trade of automotive spares and parts of all description, tires and tubes, batteries, battery solution and all things and accessories and goods as may be conveniently sold therewith and all things capable of being therewith and or in the maintenance, repair and manufacture thereof.
- (bb) To carry on the business of saw mills and preparation of timber for market and the manufacture of and dealing in all articles made of or principally made of wood.

- cc) To construct, erect, maintain alter any buildings, machinery, plant or to use any Machinery and to carry out any ancillary or other work comprised in such contracts.
- dd) Generally to purchase, take on lease or in exchange or otherwise acquire any real and personal property and any rights or privileges, which the company may think necessary or convenient for the purpose of its business.
- ee) To invest and deal with moneys of the company not immediately required upon such securities and in such manner as the company may from time to time determine.

AND it is hereby declared that the work "**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 else where and the instruction is that the objects specified in each paragraph of this clause shall in no way be limited or restricted by a reference to or inference from the terms of any other paragraph of the name of the company.


- 4. The liability of the company is limited.
- 5. The initial share capital of the company is Tshs. Thirty million(sh. 30,000,000.00) divided into 3000 (three thousand) ordinary shares of Tshs. 10,000/= (ten thousand) each with the power of the company to increase or reduce that said nominal capital and alter the _ nominal _ value of the shares and to convert the shares into stock and issue any part of parts as such original or increases the capital either at per or at premium and with such preferential, deferred, qualified special rights, privileges or conditions as the company may determine.

We the several persons whose names, addresses and descriptions are subscribed below are desirous of being formed into a company in pursuance of this **MEMORANDUM OF ASSOCIATION**, and we respectively agree to take shares in the capital of the company set opposite our respective names.

FULL NAME	POSTAL ADDRESSES/TELEPHONE /OCCUPATION	SHARES	SIGNATURE
1. MR ATHUMANI HAMISI ATHUMANI (PROMOTER)	P.O.Box 1131 KIGOMA – TANZANIA CELL: 0732 145807 BUSINESS MAN	1800	
2. MRS. HAFSA KASSIM MANGAPI (PROMOTER)	P.O. Box 1131 KIGOMA – TANZANIA CELL: 0713 247727 HOUSE WIFE	600	Hafsa
3. HAMISI HILALI MAHUBA (PROMOTER)	P.O. Box 1131 KIGOMA – TANZANIA CELL: 0764 111421 FARMER	600	

Dated at Kigoma this 19TH day of AUGUST ~~DECEMBER~~ 2009 2008

Witness to the above signature:-

Signature 

Postal address P.O. Box 61 KIGOMA Tel 2803628

Qualification ADVOCATE Seal 

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

OF

**BRANDS FISHERIES & FARMERS TRADE CENTRE
TANZANIA LIMITED**

PRELIMINARY:

1. In these Regulations:

"The Act" means the Companies Act;

"The Articles" means the Articles of Association 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 on which it is to take effect;

"The Seal" means the Common Seal of the company;

"Secretary" means the Secretary of the company or any person appointed to perform the duties of the Secretary of the company;

Expressions referred to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photograph, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Regulations become binding on the company.

The Regulations I of Table A in the Schedule to the Companies Act (hereinafter called Table "A" shall not apply to the Company, save for those adopted and or incorporated in these Articles of Association.

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 person 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 that 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 they shall for the purpose of this Regulation be treated as a single Member.

- (c) Any invitation to the public to subscribe for any share or debentures of the Company is prohibited.
- (d) The Company shall not have power to issue shares warrants to bearers.

TRANSFER OF SHARES

3. The directors may in their discretion and without assigning any reason thereof refuse to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to Membership.

4. Subject to Clause 2 and 3 hereof the right to Members to transfer their shares shall be restricted as follows:-

(a) If any member of the Company shall at time desire to sell and transfer any shares registered in such member's name and or in the event of the creation of any further shares by the Company, such shares shall be first offered by the Directors to the existing members of the Company in the proportion of shares held by each member at the time of such desire, transfer or creation of new shares.

(b) Save as hereby otherwise provided no share shall be transferred to any person who is not a member of the Company so long as any member is willing to purchase the same at a fair value.

(c) Every shareholder or trustee in bankruptcy or person who may desire to sell or transfer any such share shall give notice in writing to the Directors that he desire to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as 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.

(d) Upon price of such shares being agreed on or determined as per clause (b) above, the Board shall forthwith give notice to the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of shares. At the expiration of such 21 days notice the Board shall apportion such shares amongst the shareholder, (if more than one) who shall have expressed their desire to purchase the same and as far so may be promoted according to the number of shares already held by them respectively or if there be only one such shareholder, the whole of such shares be sold to him, provided that no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

Upon such apportionment made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall 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.

5. **GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS AT GENERAL MEETING:**

Article 40 to 55 of Table "A" shall apply subject to the following variations:-

- (a) A General Meeting, Ordinary or Extra-ordinary may with the consent in writing of all Members, be convened on a shorter notice than seven days or without notice.
- (b) To Members, present either personally or by proxy shall form a quorum.
- (c) Any ordinary resolution of the Company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and or 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.

VOTE OF MEMBERS

6. Articles 56 to 67 of Table "A" shall apply.

DIRECTORS

- 7. (a) Until otherwise determined by the Company in general meeting the Directors shall not be less than two and not more than seven in number.
- (b) The following persons shall be the first Directors of the Company:-

- 1. **MR. ATHUMANI HAMISI ATHUMANI**
- 2. **MRS. HAFSA KASSIMU**
- 3. **HAMISI HILALI MAHUBA**

- 8. The share holding qualification for Directors may be fixed by the Company in general meeting and unless and until so fixed no qualification shall be required.
- 9. The quorum of Directors for transaction of business shall unless otherwise fixed by Directors, be two.
- 10. A Resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

POWERS OF DIRECTORS

- (a) Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors, who may exercise all the powers of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
- (b) The Directors may by power of attorney appoint any person to be the attorney or agent of the company for such purpose and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
- (c) The Directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party.
- (d) The Company may exercise the powers conferred upon the company by sections 124 to 127 of the Act with regard to the keeping of a branch register, and the directors may (subject to the provisions of those sections) make and vary such regulations as they may think fit respecting the keeping of any such register.

DISQUALIFICATION & REMOVAL OF DIRECTORS

11. The Office of the Director shall be vacated if the director:-
- (a) ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) becomes of unsound mind; or
 - (d) resigns his office by notice in writing to the company; or
 - (e) shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated.

BORROWING POWERS

12. 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 property or any part of the property and assets of the Company, present and future, including its uncalled or un-issued capital or by the issue, at such price as they may think fit, or bonds or debentures, either charged upon the whole or any part of the property and assets for the company, not charged or such other way as the Directors may think expedient.

ALTERNATE DIRECTORS

13. Each Director may nominate a person, who shall be approved 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 of the Company, and such alternate Directors when acting shall exercise and discharge all the duties and functions of the Directors whom he represents and in the case of alternate Director being unable to act during the absence or inability to act as the Director whom he represents he may subject to the like approval of the other Directors appoint a duly qualified person to act in his place.

SECRETARY

14. 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.
15. A provision of the Act or these Regulations requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

DIVIDENDS & RESERVE.

16. Article 103 to 110 of Table "A" shall apply.

ACCOUNTS.

17. Article 111 to 115 of Table "A" shall apply.

WINDING UP


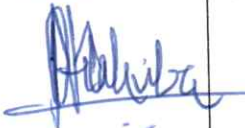
18. With the sanction of Special Resolution of the shareholders any part of the assets of the Company including any shares in other Companies may be divided between the Members of the Company in specie or may be vested in Trustees for the benefit of such Members and the liquidation of the Company may be closed and the Company dissolved but so that no Member shall be compelled to accept any shares where upon there is any liability.

INDEMNITY

19. 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 judgment is given in his favour or in which he is acquitted or in connection with any application (under Section 481 of the Act) in which relief is granted to him by the Court.

ALTERATION OR ADDITIONS


20. Subject to the provision of the Act and those contained in the Memorandum of Association, the Company may by Special Resolution make alterations or addition and the same shall be as valid and effectual as if originally contained in these Articles and be subject in like manner to alteration by Special Resolution.

POSTAL ADDRESSES/TELEPHONE /OCCUPATION	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
1. MR. ATHUMANI HAMISI ATHUMANI P.O.BO 1131 KIGOMA – TANZANIA CELL: 0732 145807/0754 348543 BUSINESS MAN	1800	
2. MRS. HAFSA KASSIM MANGAPI P.O. BOX 1131 KIGOMA – TANZANIA CELL: 0713 247727/ 0752 477617 HOUSE WIFE	600	Hafsa
3. MR. HAMISI HILALI MAHUBA P.O. BOX1131 KIGOMA – TANZANIA CELL: 0764 111421/0716 139601 FARMER	600	

DATED this 18TH day of AUGUST 2009, DECEMBER, 2008

Witness to the above signature:-

NAME (in full) M.M. P. Mutorogore.....

SIGNATURE.....

POSTAL ADDRESS P.O. Box 1131 KIGOMA Tel 2803628.....

QUALIFICATION ADVOCATE..... SEAL

