

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION

OF

MAGAMBA ECO FOREST LODGE LIMITED

Incorporated this *day of* *2010*

DRAWN BY:
HARMEET GREWAL
SUBSCRIBER
P.O. BOX 1321
DAR ES SALAAM

THE UNITED REPUBLIC OF TANZANIA



CERTIFICATE OF INCORPORATION
NO.

MAGAMBA ECO FOREST LODGE 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 Ten

Registrar of Companies

THE COMPANIES ACT
NO. 12 OF 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF

MAGAMBA ECO FOREST LODGE LIMITED

1. The name of the company is: **MAGAMBA ECO FOREST LODGE 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 arrange before hand and organize for tour guiding services , budget and luxury, camping safaris, camping equipments, lodge safaris, hotels, Road safaris and excursions, ticketing, Airlines and charters, cinematic, ornithological, safari game hunting, car hire, machinery equipment, fishing and other safaris and expeditions of all kinds, mountain climbing, walking safaris, photographic safaris, invite travel agents and editors of various newspapers and magazine, and cultural tourism, to establish, maintain and operate aircraft services of all kinds to carry on the business of carriers by air or otherwise of passengers, mail goods merchandise and valuable of all kinds, to engage in aerial survey photography and mapping and aerial advertising and to enter into contracts with any person, corporation or government as to the interchange of traffic the carriage of goods and passengers or for any other purpose advantageous to the Company.
 - b) To carry on business of travel agency; car hire and safaris tours operators, ticket bookings, site seeing expedition, light and big game hunting, walking safaris, side fishing, general yachting and seafaring services, buying and selling motor vehicles, transport agents, transportation of goods, and passengers by air, sea, land, import and export, gift shops, boutiques, entertainment and all artist work, safari outfitters, safari contractors, and guides, for hunting trophy dealers, travel and tourist and other travelers by way of promoting and facilitating conveniences of all kinds such as reserved places, baggage deposit, courier services, sleeping card enquiry bureau, hotel and lodging accommodation, guides, motor vehicles hire, airplane and motor boats character and otherwise facilitating tourist movements and accommodation, photographic safaris lodges and hotel, tourism and all related business and to promote tourism in Tanzania and elsewhere all over the world.
 - c) To carry on the business as owners, operators, managers, Hotel bookings, lessors, and keepers of exclusive hunting and tourist clubs,

games lodges, game lookouts, night clubs, bars, stop over, mini zoos, game and sanctuaries, tented camps, catering, restaurants, cafes, holiday camps, casinos and camping sites for tourists, Inn, motels, banking, bureau de change, travelers or otherwise.

- d) To carry on the business of light and big game professional hunters, extrememists, exports of trophies, stuffed animals and generally to carry on the business of tourists consultants, live birds and other animals trappers, mini-zoo keepers and exporters of birds and other kinds of pets and animals either for medical practical purposes or otherwise.
- e) To carry on the business of conversation of Wild animals of National Park, Game Reserves in Tanzania. Critically end angered spices e.g wild dogs, Rhinos, chettah endangered.
- (z) To be commercial computer programmers and generally to be computer acquisition consultants, to design and offer computer training services, and to operate schools and training centers, to be suppliers and manufactures representatives of all kinds of computers and telecommunication systems, to be general importers, exports, distributors, installers and service's of all kinds of photocopiers, fax and telex machines, general telephone apparels and generally to be telecommunication experts and consultants, to carry on the business of repairs of computers, all kinds of computer systems and its accessories, electronic items and all kinds of electrical instruments.
- f) To carry on the business of importers, exporters, buying selling, dealers in hardware, building materials, sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipment's agricultural implements and equipment's spares of every description, plumbers, decorators, steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof tresses.
- g) To carry on business as designers of African culture outfit, materials of all types for women made from, textiles, leather , animal skins, hides trunks; bags of all kinds made from cultural materials, leather, animal skin, hides, and all other cultural materials.
- h) To carry on the business of exports and imports of all agricultural products and all livestock goods, catering, running canteens, hotels, motels, take away food and fast food, caterers for public amusements, guest house, clubs, cater for all entertainments, supply of food stuffs, groceries, livestock's poultry, market gardeners, horticulturists and dairymen fish and fish products, timber and timber products, stationeries, printing services, office equipments, secretarial services, spare parts, building materials, hardware, electrical goods, cosmetics, oils, paints, spirits and varnishes, plastics, metal and mineral products and all general merchandise.

- i) To carry on the business of property managers, real estate agents and realty administrators of buildings, services of letting or valuation, builders contractors, for construction works, renovation, decoration and demolition and to purchase otherwise acquire land for houses, offices, workshops and building premises.
- j) To acquire, take over, promote, establish, engage in and carry the business of professional of farmers, irrigation , planters, harvesters, sprayers, seed growers, glaziers breeders of and dealers of livestock, floriculturist, market farmers, arboriculturists agriculturalists, horticulturists, dairymen, vegetable oil extractors, poultry and bee keepers and any other businesses in connection with floriculture, arboriculture agriculture and horticulture.
- k) To carry the business of electricians, mechanical engineers and manufacturer, workers and dealers in electrical apparatus and goods and manufacturer or hire or apparatus or goods in which the application of electricity or any kind of power, or any power that can be used in substitute therefore, is or may be useful, convenient or ornamental, or any other business of a like nature.
- l) To deal in office and domestic cleaning services, gardening, compound maintenance and sanitary services, granting loan to petty traders.
- m) To undertake and carry on business as brokers for life, fire and marine insurance and logistics, employer's liability and workmen's compensation, insurance, accident, disease, sickness, burglary, robbery and theft insurance, survivorship insurance against failure of issue, fidelity insurance, transit insurance, weather insurance motor vehicle insurance, boiler insurance and general insurance, business of every description.
- n) To engage and carry on the Business of professional tours, safari, hunters, transport and car hire operators, travel agents, to arrange safari hunting expeditions game tours sight seeing tours, package tours and other kind or passenger transport for the purpose of the meeting the demand of the general public and large comprehensive rate and to undertake visits and wildlife sanctuaries, natural habits, place of scenic beauty, places of historical values mainland of Tanzania and neighboring countries.
- o) To carry on the business as courier services, general traders, suppliers, merchants, importers, exporters, stockists, wholesalers, retailers and dealers in all types of spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, electrical goods, hardware, building materials, timber, fishing gears, groceries, computers, office equipments, cooking oils, salts, foodstuffs, cosmetics, oils, paints, spirits sheets, hinges,

screws, iron mongery, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.

- p) To engage and or carry on the business of constructions, civil engineering, general works, buildings, road renovations, office practitioners, decoratories, cleaning premises, streets, road, fumigation, maintainers of dilapidated buildings, transportation of construction equipments, plumbing, furniture manufactures, suppliers and exporters, residential and office furnishers.
- q) To carry on and deal in the business of gold, Gemstones, Goldsmith, exporters of Gold and Gemstones, processors and manufacturers of Jewelers, gold product, polishers and cutter of Diamonds and Gemstones and other Jewelleries. To search for, prospect, win, get, quarry, mine, crush, work, preshape, facet, polish or otherwise prepare for marketing precious sand semi-precious stones including diamonds, gemstones, Tanzanite's and valuable and base minerals and metal and mineral substitutes of all kinds including aluminum, manganese and petroleum and to buy, sell, market, import, export, and deal in the same and to carry on any other operations which may seem conducive to any of the Company's objects.
- r) To carry on business as transporters of passengers, goods, package merchandise, wares, luggage, personal effects and also act as agents for railways, shipping, chartering and transporting, corporations, road constructors, cargo, superintendents, warehousemen, government, parastatal, transport contractors and deal with clearing and forwarding dispatching of sea, air and land cargo to various parts or destinations in the world network.
- s) To carry on the business of general provisions, general traders, store keepers and in particular to buy, sell, manufacture and deal in goods, stores, consumable articles, chattels and effects of all kinds both wholesale and retail and to transact every kind of agency business.
- t) To carry on the business of fumigators, vacuum cleaners, steam cleaners, carpet cleaners, window shop, officer, club hotel, theatre cleaners vermin and insects destroyers and generally to undertake cleaning and fumigation of any kind.
- u) To carry on business as transported of passengers, goods, package, merchandise, wares luggage, personal effects and also act as agent for railways, shipping, chartering and transport, corporations, road contractors, cargo super tents, warehousemen, government, parastatal, transport contractors and deal with clearing and forwarding dispatching of sea, air and cargo to various parts destinations in the work network.
- v) To carry on or otherwise engage in the business of providing drilling services and general services in water and environment issues, general

civil and construction works. To carry on the business and undertaking of general drilling activities and Dam Construction in all aspects.

- w) To carry on the business as principals, agents or manufacturers, representatives of importing, exporting, buying, selling, distributing of motor vehicles, cars, trucks, lorries or other vehicles, motor vehicles spares and parts of all descriptions, fuel and other oils, petroleum of all kinds, tyres and tubes, batteries, battery solution and other spares, accessories, motor cycles, bicycles, tractors, mining equipments, fishing gears, agricultural and industrial machinery and equipments, new and second hand spare parts and accessories and generally to deal in all types of motor spare parts and industrial and agricultural machinery and parts, electronic goods and accessories thereof.
- x) To promote establish and carry on the business of group and individual our operators, car rental, self driven, local and international agency hunting safari, and game reserve, air charter, transporters, carriers of passengers and goods hires of motors, cars motor vans, motor lorries, motor cycles, motor omnibus, motor boats, air craft, and carries of any other type of description which can be used to promote the business of tour operators.
- (y) To engage and or otherwise carry on the business in general dealers o computer, hardware and software's, to be sellers and distributors of all kinds of computer hardware and software's, Training materials packages, to provide general computer services,
- (bb)To carry on the trades or business of Internet Café, telephones, telegraph cable and wireless communications company and to establish, work, manage, sell, hire out, and maintain telephone exchanges, cable communications, telegraph offices and radio and television receiving and transmitting stations and any other systems for communications whether consisting of sounds, visual images, electrical impulses or otherwise either alone or in any combination.
- (cc)To carry on Business of Training on matter related to Hotel Management, Tourism management and related activities that the Director may decide are beneficial to the Company.
- (dd)To appropriate any part or parts of the property of the company for of and to build or let shops, offices and other places of business and to use or lease any part of the property of the company not required for the purposes aforesaid for any purpose for which it maybe conveniently used or let.

To provide or procure the provision by others of every and any service need want or requirement of any business nature required by any persons, firm or company in connection with any business carried on by them.

To improve, manage, develop, turn to account, grant rights or privileges in respect of or otherwise deal with any of the property, rights and privileges of the Company.

Subscribe for, purchase or otherwise acquire and hold shares, stocks, debentures and other securities of any other company and to invest and deal with the monies of the Company in any manner.

To vest any moveable or immovable property, right, privilege or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.


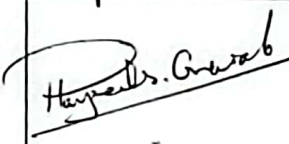

And it is hereby declared that:-

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 corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere.

The object specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, sense as if each of the said paragraphs defined the objects operate company, 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 Tanzania Shillings 500,000,000/= divided into 10,000 shares of Tanzania Shillings 50,000/= 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.

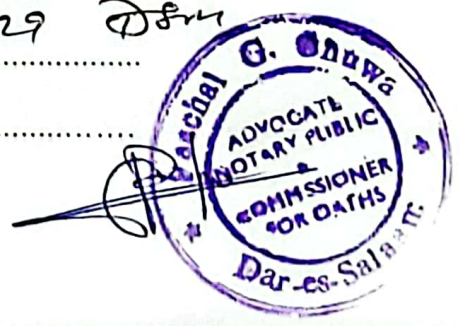
We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
GREWAL SAW MILL LIMITED P.O. BOX 1321 DAR ES SALAAM	25	GREWAL SAWMILLS LIMITED P.O. Box 3 - Tel. 29 LUSHOTO (Tanzania.)
HARMEET GREWAL P.O. BOX 1321 DAR ES SALAAM	20	
HARJEET GREWAL P.O. BOX 1321 DAR ES SALAAM	20	
TIMBER SALES (E.A.) LIMITED P.O. BOX 1321 DAR ES SALAAM	20	TIMBER SALES (E.A.) LTD. P.O. Box 1321 Phone 43122 DAR ES SALAAM ✓
SARABJEET K. GREWAL P.O. BOX 1321 DAR ES SALAAM	15	

Date at Dsm this 15 day of July 2010

Witness to the above signatures

Name : MATHIAS C. FERNANDES
 Signature : 
 Postal Address : P.O. Box 41029 Dsm
 Qualification : DIRECTOR



THE COMPANIES ACT NO. 12 OF 2002
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
MAGAMBA ECO FOREST LODGE LIMITED

INTERPRETATION

1. In these articles:-

"the Act" means the Companies Act;

"the articles" means the act 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;

"the seal" means any person appointed to perform the duties of the secretary of the company;

"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, photograph, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, 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 members with which the company proposes 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 one annual general meeting of the company and that of the next.

Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place, as the directors shall appoint.

5. All general meetings other than annual general meetings shall be called extraordinary general meetings.
6. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 133 of the Act. If at any time there are not within the Tanzania sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by the directors.

NOTICE OF GENERAL MEETINGS

7. Every general meeting shall be called by twenty-one clear days' notice in writing at the least. The notice shall specify the place, the day and hour of meeting and, in case of special business, the general nature of that business:

Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it so agreed:-

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representation not less than ninety – five percent of the total voting rights at that meeting of all the members.
8. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non

receipt to notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
10. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; two persons, entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation, shall be a quorum.
11. If within half an hour from the time appointed for the meeting quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.
12. The Chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their number to be chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.
13. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be a chairman of the meeting.
14. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice of the adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

15. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands demand:-
- (a) by the chairman; or
 - (b) by at least (three) members present in person or by proxy; or
 - (c) by any member or members present in person or by proxy and representing not less than one – tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to the effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may, before the poll is taken, be withdrawn

16. Except as provided in article 18, if a poll is duly demand it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demand.
17. In the case of an equality of votes, whether on a shoe of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
18. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time as the chairman of the meeting directs, and any business other than upon which a poll has been demanded may be proceeded with pending the taking of the poll.
19. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held, and consist of several instruments in the like form each executed by or on behalf of one or more member.

VOTE OF MEMBERS

20. Every member shall have one vote.
21. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Ordinance, may vote, whether

on a show of hands or on a poll, by his said manager, and any such manager may, on a poll, vote by proxy.

22. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
23. On a poll votes may be given either personally or by proxy.
24. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under sea) or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.
25. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the Territory as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting of adjourned meeting at which the per son named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
26. An instrument appointing a proxy shall be in the following form or a form as near hereto as circumstances admit:-

"..... Limited
I/We of, being a member/
members
of the above - named company, hereby appoint
.....
, of
or failing him of, as my/our
proxy to vote for
me/us on my/or behalf at the {annual or extraordinary, as the case
maybe} general meeting of the
company to be held on theday of2010., and
at any adjournment thereof.
Signed this day of,2010....."

27. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

".....Limited.

I/Weof Being a member/members of the above named company, hereby appoint of of or failing him of, as my/our proxy to vote for me/us on my/our behalf at the {annual or extraordinary, as the case may be} general meeting of the company to be held on theday of.....2010....., and at any adjournment thereof. Signed thisday of.....2010.....

This form is to be used* in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out which ever is not desire"

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
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.

CORPORATIONS ACTING BY REPRESENTATION 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 thinks 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 names 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.

1. HARMEET GREWAL
2. HARJEET GREWAL
3. SARABJEET K. GREWAL

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 properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

BORROWING POWERS

33. The director may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property, 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 any third party.

POWERS AND DUTIES OF DIRECTORS

34. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the directors, who may exercise all the powers of the company, shall manage the business 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.
35. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
36. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as they case may be, in such manner as the directors shall from time to time by resolution determine,
37. The directors shall cause minutes to be made in books provided for, the purpose:-
- (a) of all appointments of officers made by the directors;
 - (b) of the names of the directors present at each meeting of the directors and of any committees of the directors;
 - (c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.

DISQUALIFICATION OF DIRECTORS

38. The office of director shall be vacated if the directors:-

- (a) Without the consent of the company in general meeting holds any other office of profit under the company; or
- (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) Cases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or

A director shall not vote in respect of any contract in which he is interested or any matter arising thereat, and if he does so vote shall not be counted.

- 39. The company may by ordinary resolution appoint a person who is willing to act as director to fill a vacancy or be an additional director.
- 40. The directors may appoint a person who is to act to be a director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not at anytime exceed the number fixed by or in accordance with these articles. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re – election.
- 41. The company may by ordinary resolution, of which special notice had been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in the article or any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.
- 42. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under article 40 the company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.
- 43. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any directors who are absent from Tanzania.
- 44. The quorum necessary for the directors may fix the transaction of the business of the directions, and unless so fixed shall be two.

45. The continuing directors may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the act for the purpose of increasing the number of directors to that number, or summoning a general meeting of the company, but for no other purpose.
46. The directors may appoint one of their numbers to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
47. The directors may delegate any of their powers to any committee consisting of one or more directors; any committees so formed shall in the exercise of the powers so to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.
48. All act done by a meeting of the directors or of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and was entitled to vote.
49. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or {as the case may be} a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

SECRETARY

50. The Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
51. A provisions of the Act or these articles 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.

THE SEAL

52. The seal shall only be used by the authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.
53. The directors shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the company and the matters in respect to which the receipt and expenditure takes place;
 - (b) all sales and purchase of goods by the company; and
 - (c) the assets and liabilities of the company.

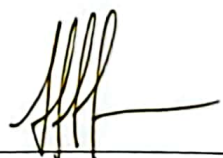


Property books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and air view of the state of the company's affairs and to explain its transactions.

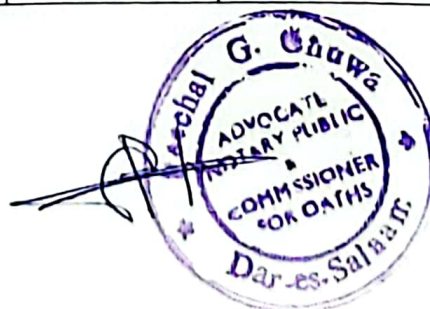
54. The books of account shall be kept at the registered officer of the company, or subject to section 151 (4) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
55. No number shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorized by the directories or by ordinary resolution of the company.
56. The directors shall from time to time in accordance with sections 153,155 and 150 of the Act, cause to be prepared and to be laid before the company in general meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
57. In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting

AUDIT

58. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.

59. Any notice to be given to or by any person pursuant to the act shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice to a member either personally or by sending it by post in a prepared envelope addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy two hours after the letter containing the same was posted. A member whose registered address is not within the Tanzania and who gives to the company an address within the Tanzania at which notices may be given him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
GREWAL SAW MILL LIMITED P.O. BOX 1321 DAR ES SALAAM	25	GREWAL SAW MILL LIMITED P.O. BOX 1321 LUSHOTO (Tanzania)
HARMEET GREWAL P.O. BOX 1321 DAR ES SALAAM	20	
HARJEET GREWAL P.O. BOX 1321 DAR ES SALAAM	20	
TIMBER SALES (E.A.) LIMITED P.O. BOX 1321 DAR ES SALAAM	20	TIMBER SALES (E.A.) LTD. P.O. BOX 1321 Phone 13122 DAR ES SALAAM
SARABJEET K. GREWAL P.O. BOX 1321 DAR ES SALAAM	15	



Dated at Dum this 15th day of July 2010


WITNESS to the above Signatures:-

Signature :

Name :

Postal Address :

Qualification :

~~
MATTHIAS C. FERNANDO
P.O. BUKU 1029,
DIRECTOR~~