

**THE UNITED REPUBLIC OF TANZANIA
THE COMPANIES ACT(CAP 212)
COMPANY LIMITED BY SHARES**

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
BUILD AFRICA HOLDINGS LIMITED**

INCORPERATED THIS

DAY OF

2014

**Drawn By:
Richard Ngwahi (Subscriber)
P.O Box 8948,
DAR ES SALAAM.
Tel: +255 784 647 036**

5000 THE COMPANIES ACT (CAP.212)
47912 16/10/01 COMPANY LIMITED BY SHARE
MEMORANDUM OF ASSOCIATION
OF
BUILD AFRICA HOLDINGS LIMITED

25001
47912 16/10/01

1. The name of the company shall be BUILD AFRICA HOLDINGS LIMITED.
2. The Registered office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the Company is established are:
 - (a) To carry on the business of manufacturing of all kinds of building materials which include, but not limited to face bricks and bricks allied products, tiles, prefabricated material, lime, plaster, iron, wood, timber, glass, plastics, water tanks and steel products, metals, concrete, artificial stone, marble, etc;
 - (b) To carry on the business of purchasing and selling building and construction materials;
 - (c) To carry on the business of consultancy work in construction and building related works;
 - (d) To carry on the business of exporting and importing construction and building or related material
 - (e) To act as agent for any company engaged in construction or building or purchase and sales of construction or building materials and related business;
4. The liability of the members is limited.
5. The share capital of the company is Tanzania Shilling Ten Billion (10,000,000,000) divided into ten billion (10,000,000,000) ordinary shares of Tanzania shillings one (1.00) each and the company shall have the power to increase its capital for the time being into several classes of stock or shares and to attach there to respectively such preferential, deferred or accordance with the Articles of Association of the company

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

Signature of Subscribers	Full Names and Addresses of Subscribers	Occupations of Subscriber	Number (in words) of Shares taken By each Subscriber
<i>Seleli</i>	Lucas Seleli, P. O Box 428 Nzega, Tabora	DIRECTOR	One hundred twenty five thousand
<i>Ayahu</i>	Abel Lyaku, P.O Box 10661, Palapye, Botswana,	DIRECTOR	One hundred twenty five thousand
<i>Ngwahi</i>	Richard Ngwahi, P.O Box 8948 Dar Es Salaam	DIRECTOR	One hundred twenty five thousand
<i>Deonice</i>	Leonce Anthony, P.O Box 78306 Dar es Salam	DIRECTOR	One hundred twenty five thousand
<i>Shimba</i>	Peter Shimba, P.O Box 12615, Dar Es Salaam	DIRECTOR	One hundred twenty five thousand
<i>Ayahu</i>	Josiah Lyaku, P.O Box 435, Arusha.	DIRECTOR	One hundred twenty five thousand
<i>Lubele</i>	John Lubele, P.O Box 422 Geita.	DIRECTOR	One hundred twenty five thousand
<i>Mw</i>	Shauri Robert, P.O Box 11811 Arusha	DIRECTOR	One hundred twenty five thousand
TOTAL SHARES TAKEN			One Million

Dated at DAR ES SALAAM On This 16TH Day Of OCTOBER 2014

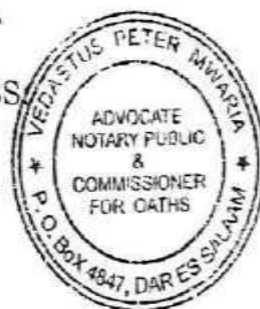
WITNESS TO THE ABOVE SIGNATURES

SIGNATURE: *[Signature]*

FULL NAMES OF THE WITNESS

OCCUPATION:

ADDRESS:



50000
4992 16/10/14
James

THE COMPANIES ACT. (CAP. 212)
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

25000
4992 16/10/14
A

OF
BUILD AFRICA HOLDINGS LIMITED

The regulation of table 'A' in the First Schedule to the Companies Act hereinafter called table 'A' shall apply to this Company as its Articles of Association.

DIRECTORS

- 1. a) Until otherwise determined by the company in the general meeting, the Directors shall be not less than TWO and not more than EIGHT.
- b) The following persons shall be the first Directors to the company

Signature of Subscribers	Full Name and Addresses of Subscribers	Occupation of Subscribers
<i>Leleli</i>	Lucas Seleli, P. O Box 428 Nzega, Tabora	DIRECTOR
<i>Ayahu</i>	Abel Lyaku, P.O Box 10661, Palapye, Botswana,	DIRECTOR
<i>Richard Ngwahi</i>	Richard Ngwahi, P.O Box 8948 Dar es Salaam	DIRECTOR
<i>Leonce Anthony</i>	Leonce Anthony, P.O Box 78306 Dar es Salaam	DIRECTOR
<i>Peter Shimba</i>	Peter Shimba, P.O Box 12615, Dar Es Salaam	DIRECTOR
<i>Josiah Lyaku</i>	Josiah Lyaku, P.O. Box 435, Dar Es Salaam.	DIRECTOR
<i>John Lubele</i>	John Lubele, P.O Box 422 Geita.	DIRECTOR
<i>Shauri Robert</i>	Shauri Robert, P.O Box 11811 Arusha	DIRECTOR

DATED at DAR ES SALAAM On this 16th Day of NOVEMBER 2014

WITNESS TO THE ABOVE SIGNATURES

SIGNATURE: *W. W. W. W.*

FULL NAMES OF THE WITNESS:

OCCUPATION:

ADDRESS:

