
THE COMPANIES ACT (CAP .212) 2002

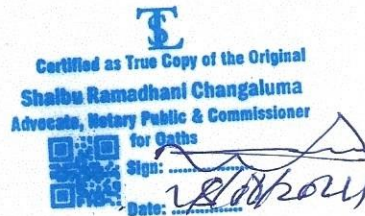
COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES
OF ASSOCIATION

OF

HILLSIDE AND SAFARI TOURS COMPANY LIMITED

INCORPORATED THIS ____ DAY OF ____ 2023



DRAWN BY:

DRAWN BY:

SAID KISYERI CHAMBIRI (Subscriber)
P.O. BOX 140, MARA, TANZANIA

THE COMPANIES ACT (CAP. 212) OF 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

HILLSIDE AND SAFARI TOURS COMPANY LIMITED

1. The name of the Company is **HILLSIDE AND SAFARI TOURS COMPANY 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 business on travel agency activities
 - b. To carry business on the other reservation service and related
 - c. To carry on the business of combined office administrative service activities
 - d. To carry on business of other business support service activities
 - e. To carry on business of computer programming.
 - f. To carry on other telecommunication activities;
 - g. To carry on business of Technology Development on business analysis.
 - h. To carry on business of business intelligence
 - i. To carry on business of business of data analysis
 - j. To carry on business of data / information management
 - k. To carry on business of computer networking
 - l. To carry on business research and development
 - m. To carry on business security technology development
 - n. To carry on business of systems integrations
 - o. To carry of web development
 - p. To promote, form, subsidize and establish any companies or corporations;

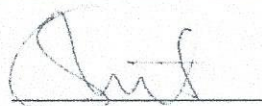
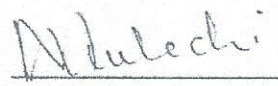
- q. To borrow, raise or secure the payment of the money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, deeds of bond and security, bonds or mortgages charged upon all or any of the property of the Company (both present and future), including its uncalled capital for the time being;
- r. To carry on the profession and/or business of and/or act as Consultants in Tanzania and/or elsewhere and to carry out and do all such acts and things are normally and properly and/or may be usefully carried out and done in connection with the said profession and/or business
- s. To do all or any of the above things in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents or otherwise and either alone or in conjunction with others;

4. LIABILITY

The liability of the Members is limited.

5. CAPITAL

The Share Capital of the Company is Tanzania Shillings One billion (Tshs. 1,000,000,000/=) only, divided into Ten Thousand (10,000) ordinary shares each of Tanzania shillings one hundred thousand (Tshs. 100,000/=) only, subject and to the rights attached to any class of shares for the time being carrying special rights whether as part of the original or any special, qualified preferred or deferred rights and privileges, or conditions as to capital dividends, rights deferred rights and privileges, or conditions as to capital dividends, rights of voting or other matters but so as that any such rights privileges or conditions SHALL NOT be altered or modified except in accordance with the Articles of Association of the Company for the time being in force **NOW THEREFORE WE**, the several persons whose names and addresses are hereafter described, are desirous of being formed into a Company in pursuance of this Memorandum of Association and have respectively agreed to take the number of shares in the capital of the Company as set out opposite to our respective names: -

SN	NAMES, POSTAL ADDRESS AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF EACH SUBSCRIBER
1.	SAID KISYERI CHAMBIRI P.O.BOX 140 MARA, TANZANIA.	3000	
2.	MARY ELIAS MWIHECHI P.O.BOX 140 MARA, TANZANIA	2000	

DATED AT Long-Island THIS 23 DAY OF 01 2023

SIGNED BEFORE ME:


SIGNATURE: 

NAME: Victor Muboni

POSTAL ADDRESS: 6476, P.O. Box 140

QUALIFICATION: Advocate




Certified as True Copy of the Original
Shaibu Ramadhani Changaluma
Advocate, Notary Public & Commissioner
for Oaths



Sign: 
Date: 12/08/2024

THE COMPANIES ACT (CAP. 212) OF 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

HILLSIDE AND SAFARI TOURS COMPANY LIMITED

PRELIMINARY

Preliminary

1. In these Articles:

- “The Act” means the Companies Act (CAP 212 of 2002) or any replacement or amendment thereof.
- “The SEAL” means the Common Seal of the Company.
- “The Register” means the Register of members of the Company
- “The Secretary” means any person appointed to perform the Duties of the Secretary of the Company.
- “The Director” a director for the time being of the Company
- “Board” the board of Directors of the Company
- “The Dividend” means the Dividend declared by the Company and includes bonus.

Expression referring to writing shall unless the contrary intention appears, construed as including references to printing, lithography 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 upon the Company.

*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 is limited to fifty as further provided for in the Act;
- (c) Any invitation to the public to subscribe for any shares or debenture of the public is prohibited;
- (d) The company shall not have power to issue share warrants to bearer.

SHARE CAPITAL

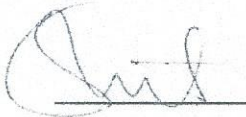
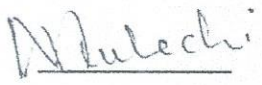
3. The directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.
4. The share capital, number of shares and price of shares of the company shall act as follows;
 - (i) The Share Capital of the Company is Tanzania Shillings one billion (Tshs. 1,000,000,000/=) only, divided into ten Thousand (10,000) ordinary shares each of Tanzania shillings one hundred Thousand (Tshs. 100,000/=) only.
 - (ii) Subject to the provisions, if any, in that behalf of the Memorandum of Association, and without prejudice to any special rights previously conferred on the holders of existing shares, any shares may be issued with such preferred, deferred or other special rights or such restrictions whether in regard to the dividend, voting, return of share capital or otherwise, as the Company may from time to time by special resolution, be issued on the terms that it is or at the option of the Company is liable to be redeemed.
5. The Company may pay to any person a commission consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally or procuring or agreeing to produce subscriptions, whether absolute or conditionally, for any share in the Company; PROVIDED THAT such commission shall not exceed five percent of the price at which such shares are issued, or an amount equivalent to such percentage; and the requirement of Section 56 of the Companies Act shall be observed.

POWER TO ALLOT

6. The Directors are authorised to exercise all powers of the Company to allot relevant securities, but only if the allotment otherwise conforms to the requirements of these Articles. The maximum nominal amount of relevant securities, which may be allotted under this authority, shall be the nominal amount of the unissued share capital at the date of adoption of this Article or such other amount as may from time to time be authorised by the Company in general meeting. The authority conferred on the Directors by this Article shall remain in force for a period of five years from the date of adoption of these Articles but may be revoked, varied or renewed from time to time by the Company in general meeting in accordance with the Act.

*Allotment of
shares*

NOW THEREFORE WE, the several persons whose names and addresses are hereafter described, are desirous of being formed into a Company in pursuance of this Article of Association and have respectively agreed to take the number of shares in the capital of the Company as set out opposite to our respective names.

SN	NAMES, POSTAL ADDRESS AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF EACH SUBSCRIBER
1.	SAID KISYERI CHAMBIRI P.O.BOX 140 DAR ES SALAAM, TANZANIA.	3000	
2.	MARY ELIAS MWIHECHI P.O.BOX 140 MARA, TANZANIA	2000	

DATED AT Dar es Salaam THIS 23 DAY OF Dec 2023

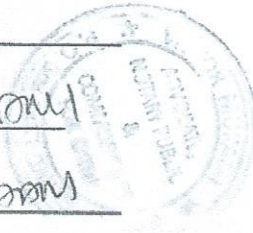
SIGNED BEFORE ME:
SIGNATURE:





NAME: Victor Mwakome

POSTAL ADDRESS: 6996, Dar es Salaam

QUALIFICATION: Advocate




 Certified as True Copy of the Original
Shalbu Ramadhani Changaluma
 Advocate, Notary Public & Commissioner
 for Oaths
 Sign: 
 Date: 22/10/2024