

THE COMPANIES ACT, 2002  
COMPANY LIMITED BY SHARES

MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
**FIRST VISION (T) LIMITED**

Incorporated this .....day.....2014

DRAWING BY:  
Mary Nicholas Chacha  
P. O. Box 77567  
DAR ES SALAAM

TANZANIA  
Stamp Duty 5000/-  
49868 12/12/14  
[Signature]

TANZANIA  
Stamp Duty 2500/-  
49868 12/12/14  
[Signature]

THE COMPANIES ACT, 2002  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF  
**FIRST VISION (T) LIMITED**

1. The name of the Company " FIRST VISION (T) LIMITED"
2. The Registered office of the Company will be situated in Tanzania
3. The objects for which the Company is established in Tanzania
  - a) To engage in and carry on business as business management consultants in all aspect of business and corporate management and to provide legal advice and offer professional training inn management and business.
  - b) The carry on business as manufacture, blender, general merchants, storekeepers, universal providers, distributors, importer, exporters and material of any types, nature and every description.
  - c) To provide consultancy services in the field of land surveying , architecture, estate management, mechanical, civil, structural, electrical engineering quantity surveying , property valuation, valuation of land and machinery , all kinds of fixed and movable assets, stocks, shares, business, joint venture.
  - d) To carry on the business of clearing and forwarding agents , commission agents, transporters, freighters, haulers customs bonded warehouse and go down keepers, cargo and travel agents, insurance agents, tourist agents, manufacturers representative, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen engineers, electricians, motor cars ,cabs omnibus, lorries, oil tank and coach proprietors and transporters, civil transport contractor and transporters by any means of conveyance of people and goods in Tanzania and the neighboring countries and in such other places or place as may from time determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders.
  - e) To carry on all or any of the business of stationers, printers, lithographers, stereotypes, electrotypes, engravers, photographic, printer, photo lithographers, typesetting machines operators, die sinker, envelope makers, book binders, account book manufactures, machine ruler numerical printers, paper makers, paper baffles and account book makers, box makers, flax and box file makers, cardboard manufactures ,type founders, of dealers in playing, visiting , railways, festival invitation, dealers in or manufacture or any other articles or tings or character similar or analogous to the foregoing or any of them or any of them or connected therewith and to deal in the manufacture of and sell by wholesale or retail of school chalks and secretarial services.
  - f) To engage in and or otherwise carry on the business of civil works, constructions, buildings renovations, office petitioner, decorators, maintainers, of dilapidated buildings, plumbers, furniture manufacturers, suppliers and exporters, residential and office fu

- g) To carry on all their respective branches all or any of the business of builders masonry and general construction contractors and haulers and among other to construct, execute, carry out equip, improve, work and advertise railways, roadways, tramways, docks, harbors, wharves, canals, water sewage, drainage and other sanitary works, water, gas, mechanic, electric and other supply works, houses buildings and erections of every kind and carry on any other business in connection with the above mentioned business.
- h) To carry out all kinds of land surveying, including Cadastral, Topographical, Hydrographical, Construction surveys of roads, highways, bridges, waterways, electrical transmission lines, shafts, tunnels, docks, irrigation surveys and all other undertakings in land surveys in general.
- i) To be general hardware and building material supplies, dealers in all kinds of concrete prefabricated articles, suppliers of cement blocks, roofing tiles, paving slabs, terrazzo chippings, quarry such a as sand, aggregates stones and generally to be quarry products such as sand, aggregates. Stones, and generally to be quarry masters and stone blusters, precious stones off all kinds, types and description whatsoever.
- j) To own, build schools and support education programs in establishment of schools from kindergarten, primary, secondary, colleges and technical vocational colleges for the betterment and enhance of skills and knowledge among the orphans, widows, disabled and other people who are in need.
- k) To provide education in Environmental Development and protection in Tanzania, sanitation and other environmental matters, and promote all kind of education that will help each individual his earliest years to develop his full human potential by giving him training in environmental and health awareness, and educate and offer exposure services to orphans and widow.
- 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 business or in the manufacture or maintenance of such vehicles, machinery, equipment and plants.
- m) To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger by road, 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.
- n) To build, construct, alter, improve, enlarge, repair, maintain, develop, demolish, remove or replace and to work, manage, carry out or control works of all descriptions, including but not limited to offices, factories, mills, warehouses, shops, stores, garages and other building, roads, machinery and plants, which may, in the opinion of the Directors of the Company, be likely to advance directly or indirectly the Company's interest; to clear sites for the same; to contribute to, subsidies or otherwise assist in the building, construction, alteration, repair, improvement, enlargement, maintenance, development, demolition, removal, replacement, working, management, carrying out or control, to carry business of buying and selling building materials, Hardware's, electrical goods and household items.
- o) To carry on business in Tanzania or elsewhere, business as dealers in import and export, buy sell of rice, wheat, maize, barley and other grain, flax, sisal, cotton, coffee, tobacco, tea, sugar, citrus,

fruits, wattle and other plants, trees, fruits, crops and natural produces of any kind or otherwise cultivators, cattle, horse, sheep or dairy, ostrich, or poultry farmers, millers, grazers, market gardeners, seed growers, meat and fruits preservers, brewers, carriers, storekeepers, builders, contractors, merchants, importers and exporters, sawmill proprietors, builders, contractors, merchants, importers and develop any saw mill proprietors, timber merchants and dealers and cultivate and develop any land of the company, and to treat, cure, submit to any process or manufacture and prepare for market (whether on account of the company or others) and produce or products, articles or things whatsoever, to manufacture, manipulate, buy, sell import or export, warehouse, transport by land, water or air and deal in corn, flour, maize and any such produce or products as aforesaid and any other goods, produce, wares, merchandise, articles and things of any kind whatsoever.

- p) To manufacture by, sell, refine, prepare, grow, import and export and deal in provisions of all kinds, both wholesale and retail and whether solid or liquid, and to carry on all or any of the business of manufactures representative, general merchants and commission agents, importers, exporters, merchants and dealers in ironmonger and hardware of all kinds, soft goods, and materials, cotton, textiles, cloth, silk, wool, plastic, leather and articles of personal or household use and consumption, machinery, engines, vehicles, tools, time pieces, instruments, canned goods and manufactured goods generally, and to act as concessionaries, licensees, wholesalers and retailers of and in goods, produce and materials of every description.
- q) To cultivate, grow, buy prepare any kind of fruit such as pineapples, oranges, lime, lemon, grapefruits, passion fruits, guavas, vegetables of all kinds and deal in any such products either in its raw form.
- r) To manufacture, buy sell, improve, treat, preserve, refine aerate, mineralize, bottle, can and otherwise deal in mineral, aerated waters, juice and other liquids of every description.
- s) 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, to act as agents of buying and selling all kinds of motor vehicles, general supplies, buying and selling building hardware of every description, electrical appliances, lease.
- t) To carry on business of services, consultancy, types of information technologies, computer system, conference systems, telecommunication systems security systems, public address systems, data communication and to train, research, install and after sale services of electronic systems, voice and data networks and any other systems or components which the company may think fit, necessary or incidental to this business.
- u) To carry on the business of architectural work and technical drawings on building and contractors, masonry and general construction contractors and were necessary to give consultation on the same.
- v) To provide consultancy on construction, architecture, structural designs and engineering, construction labor management, estate plans and soil testing.
- w) To establish workshops for training of heavy duty construction equipment handling and safety measures, high of construction equipment, construction labor and general advisory services.
- x) To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes and effects supposed to contain minerals, diamonds, or other precious stones, and any interest therein, and to explore, mine, work, excise develop and turn to account mines and mining rights and any undertaking connected therewith.

- y) To carry on the business as exporters, traders, suppliers, general merchants, stockiest, wholesalers, retailers and dealers in business of scrapers, agricultural machinery, implements, equipment and all kinds of industrial projects machinery.
- z) To carry on the business of export and or import of bird, carvings, artworks, woodworks, guiding a aids, artistic and or demonstration tools, business promotion apparatus and or tools, wood and or timber products, forest produce, designers of arts and representations thereof, dealers in carving of all kinds, types and description whatsoever.
- aa) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate traveling to organize hunting, tented camps, fishing and diving expeditions, safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harboring, transporting, wildlife and marine products of all kinds.
- bb) To carry on the business of big game hunter, trapping and collection of wild, live birds for sale and export within outside Tanzania to sell, improved export, and imports, prepare , deal and trade in carvings painting, curios, export, and provide game sanctuary facilities and to organized of safaris and expeditions. Discover, hunt, shoot, photograph, capture animals, birds, game and fish of all kinds including reptiles, marine products, pottery crafts, crustacean, salt, mangrove sea shells, groceries, vegetables, cereals goods, fruits and all allied products of every description.
- cc) To engage in and carry out the business of proprietors and managers of hotels, restaurants, cafes, road houses, motels, 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.
- dd) To carry out the business of providing technical and allied services in the field of welding, metal fabrication, non destructive testing, quality assurances, and to provide consultancy in technical services, oil storage tank erections and all other businesses which can be carried out in connection to the above.
- ee) To carry on all any of the wholesale and/or retail as gemstones merchants, jewelers and/or dealers in and/or buy, sell market import export and/or general deal in all or any kinds of gemstones precious and semi- precious stones, gold silver and precious metals of whatsoever kind or description.
- ff) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements and other rights and interests in immoveable property or any tenure in Tanzania and elsewhere and to let or lease exchange or otherwise dispose of or grant rights over any immovable property, belong to the company.
- gg) 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.
- hh) To accept payment for any property or right sold or otherwise disposed or deal 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.
- ii) 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.
- jj) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.

- kk) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- ll) 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 through agents, sub-contractors, trustees and otherwise.
- mm) To remunerate any person, firm or company rendering service to this company, whether by cash payments or by allotment to him or them of shares or securities of the company credited and paid in full contractors, trustees and otherwise.
- nn) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- oo) To lend money on any terms that may thought fit, and particularly to customers or other person or corporation having dealing with societies and to give any guarantees that may be expedient.
- pp) 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 may think fit.
- qq) To inset 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.
- rr) To distribute among the members in piece any property of the company, or any proceeds of sale or disposal of any property of the company.
- ss) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- tt) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- uu) To obtain any provisional order, ordinance or act of parliament for enabling the company to carry any of it is objects into effect, or for affecting any modification of the company's constitution, or any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the company's interest.
- vv) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- ww) To transact or carry on all kinds of Agency business and in particular in relation to the investment of money, the sale of property, and the collection and receipt of money.
- xx) To do all other things as may be deemed incidental or conducive to the entertainment of the objects or any of them.

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 the paragraph of this clause shall be regarded as in depended objects and accordingly shall in no way be limited or restricted ( except where otherwise expressed in such paragraph) by reference to or inference from the terms of any other paragraph of the name of the company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraph define the objects of the separate and district compound.

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

4. The liability of the Member is limited.
5. The capital of the Company is shillings. 100,000,000/= divided into 10,000 shares of shillings 10,000/= 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 person whose names and address are subscribed are desirous of being 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 respectively names.

S/N	NAMES, ADDRESS AMND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
1	Mary Nicholaus Chacha	6000	
2	Leonard Nibert Nyarufunjo	4000	

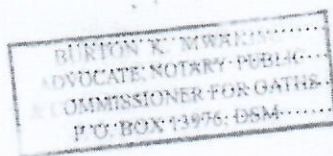
DATED at DAR ES SALAAM this 11<sup>th</sup> day of DECEMBER,.....2014

WITNESS to the above signatures:

Signature

Postal address

Qualification



Stamp Duty Paid  
5000/-  
49868 12/12/14  
*[Signature]*

Stamp Duty Paid  
2500/-  
49868 12/12/14  
*[Signature]*

THE COMPANIES ACT, 2002  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF  
**FIRST VISION (T) LIMITED**

INTERPRETATION

1. In these article  
"The Act" means Company Act;  
"The articles" means the articles 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 holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares.  
"The seal" shall mean the Common Seal of the Company;  
"Secretary" shall mean any person appointed to perform the duties of secretary of Company;  
  
Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithograph 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.

PRIVATE COMPANY

2. The 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 person who have been formerly in the employment to be member of company ) is limited fifty, provided that where two or more person hold one or more shares in the company jointly they shall for the purpose of this regulation be rested as a single member.
  - c) Any invitation to be public to subscribe for any shares or debentures of the company is prohibited.
  - d) The company shall have power to issue share warrants to bearer.

11. No business shall be transacted at any general meeting unless a quorum of members is present at 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.
12. If within half an hour from 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 such other time and place as the directors may determine.
13. 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 chairman of the meeting and if there is only one director and willing to act, he shall be chairman.
14. 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 member present shall choose one of their numbers to be a chairman of the meeting.
15. 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 meeting and general nature of business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment meeting.
16. 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 demanded (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 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 favor of or against such resolution.

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

17. Except as provided in article 18, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be resolution of the meeting at which the poll was demanded.
18. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
19. A poll demanded on the election of chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any question shall be taken 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 preceded with pending the taking of the poll.

20. 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 effects 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.
21. Every member shall have one vote.
22. A member in respect whose estate a manager has been appointed under section 26 of Mental Diseases Ordinance, may vote, whether on a show of hands or on a poll, by his said manager, and any such manager may, or a poll, vote by proxy.
23. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
24. On a poll votes may be given either personally or by proxy.
25. 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 corporation, either under sea) or under the hand of and officer or attorney duly authorized. A proxy need not be a member of the company.
26. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a materially 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 person 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.
27. An instrument appointing 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 the.....day of.....200....., and at any  
 adjournment thereof.  
 Signed.....day of.....200.....
28. Where it is desired to afford members an opportunity o 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/We.....of.....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 the  
 .....day of .....200.....and at any adjournment thereof.  
 Signed.....day of.....200.....
- This form is to be used in favor of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit. "Strike out which ever is not desire"

29. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll
30. 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 for 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**

31. 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 represents as that corporation could exercise if were an individual member of the company.

#### **DIRECTORS**

32. 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 termination 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.
33. 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.
34. The following person shall be first directors to the Company:-

1. Marry Nicholas Chacha
2. Leonard Norbert Nyarufunjo

#### **BORROWING POWERS**

35. The directors 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 debenture, 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**

36. Subject to the provisions of the Act, the memorandum and the articles and to any directors 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 directors shall invalidate any prior act of the directors, which would otherwise have been valid. The powers given by these articles shall be limited by any special power given to the directors by the articles and meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
37. The directors may by powers of attorney appoint any person to be attorney or agent of the company for purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers

38. All cheques, promissory notes, drafts, bill 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.
39. 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 resolution and proceedings at all meetings of the company, and of the directors, and of committees of directors.

#### DISQUALIFICATION OF DIRECTORS

40. The office of directors 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 director; or
  - d) Becomes of unsound mind; or
  - e) Resigns his office by notice in writing to the company; or
  - f) Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by the Act.
- A director shall 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.
41. 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.
42. 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.
43. 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.
44. 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.
45. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at 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 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.

46. The quorum necessary for the transaction of the business of the directions may be fixed by the directors and unless so fixed shall be two.
47. 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.
48. The directors may appoint one of their numbers to 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.
49. The directors may delegate any of their powers to any committee consisting of one or more directors; any committees so formed shall 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.
50. 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.
51. 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

52. The Secretary shall be appointed by the directors for such term, at such remuneration and upon such condition as they think fit, and any secretary appointed may be removed by them.
53. 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

54. 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.
55. The directors shall cause proper books of account to be kept with respect to:-
- All sums of money received and expended by the company and the matters in respect to which the receipt and expenditure takes place;
  - All sales and purchase of goods by the company; and
  - The assets and liabilities of the company.

Proper 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

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#### THE SEAL

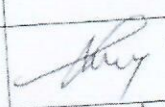
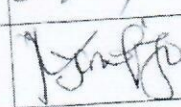
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  - a) All sums of money received and expended by the company and the matters in respect to which the receipt and expenditure takes place;
  - b) All sales and purchase of goods by the company; and
  - c) The assets and liabilities of the company.

Proper 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

56. The books of accounts shall be kept at the registered officer of the company, or subject to section 151 (4) off the Act, at such other place or place as the directors think fit, and shall always be open to the inspection of the directors.
57. 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.
58. The directors shall from time in accordance with section 153 and 250 of the Act, cause to be prepared and to the laid before the company in general meeting such profit and loss accounts, balance sheets group account (if any) and reports as are referred to in those sections.
59. 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 together with a copy of the directors' report and the auditors shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one joints holders of any debentures.

#### AUDIT

60. Auditors shall be appointed and their duties regulated in accordance with section 170 to 179 of the Act
61. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice 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, preparing, 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 company an address within the Tanzania at which notices may be given him shall be entitled to have notice given to him at that address, but otherwise no such member shall be entitled to received any notice from the company.

S/N	NAMES, ADDRESS AMND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
1	Mary Nicholas Chacha	6000	
2	Leonard Nobert Nyarufunjo	4000	

DATED at DAR ES SALAAM this 11<sup>th</sup> day of DECEMBER 2014

Signature *[Handwritten Signature]*

Postal address .....

..... X. MWAKISU ..  
..... STATE NOTARY PUBLIC ..  
..... COMMISSIONER FOR OATHS ..  
P O. BOX 13976, DSM ..

Qualification .....