

TANZANIA
Stamp Duty Sls 2502/E
PAID ON ORIGINAL
41021 of 23/1/14
Stamp Duty Officer

THE COMPANIES ACT No.12 OF 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

LODGE CREATIONS LIMITED

TANZANIA
Stamp Duty Sls 2502/E
PAID ON ORIGINAL
41021 of 23/1/14
Stamp Duty Officer

1. The **name** of the company is **LODGE CREATIONS 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:
 - (1) To carry on business as a general commercial company
 - a) to carry on trade or business whatsoever
 - b) the company has power to do all such things as are incidental or conducive to the carrying on of any trade or business.
 - (2) To carry on the business of developing, maintaining and operating construction and development of lodges and hotels either individually or as joint venture with any other company/firm/individual/consultant whether local or foreign.
 - (3) To carry on the business of developing, fitting, maintaining and operating of pre-fabricated houses/buildings.
 - (4) To carry on the business as builders, property developers, Civil, mechanical and Labour contractors, building and erection engineers of prefabricated and precast houses.
 - (5) To carry on the business of manufacturing, treatment, process, prepare, refine, import and export, purchase and sell of all kinds of timber and timber products.



contribute to the expenses of, and otherwise assist persons or companies prospecting, acquiring, settling on, building on, mining or otherwise developing any lands and properties or desirous of doing so;

- (35) To carry on the business of a holding company and to acquire by purchase, or exchange, subscription or otherwise and to hold the whole or any part of the securities and interests of and in any companies for the time being engaged, concerned or interested in any industry, trade or business and to promote the beneficial co-operation of any such companies as well with another as with the company and to exercise in respect of such investments and holdings all the rights, powers and privileges of ownership including the right to vote thereon.

LIABILITY


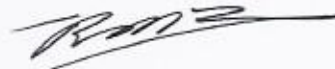

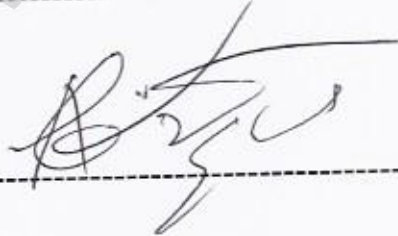
4. The liability of the members is **Limited**.

CAPITAL


5. The share Capital of the Company is **Tanzania Shillings One Million (T.Shs 1,000,000.00)** divided into **One Thousand (1,000)** shares of **Tanzania Shillings One Thousand (T.Shs 1,000.00)** each, with power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions, and so that unless the condition of issue shall otherwise expressly declared, every issue of shares, whether declared to be preference or otherwise, shall be subject to the powers herein before contained.



We, the several persons, whose names and addresses are subscribed below, 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:

Name and Addresses of Subscribers	Number of shares taken by the Subscriber	Signatures of Subscribers
RONALD WILLIAM BARNES-WEBB, P.O. BOX 15019, ARUSHA, TANZANIA.	333	
RAYMOND MARTIN THERON, P.O BOX 15019, ARUSHA, TANZANIA.	333	
GEORG STEPHANUS VAN ZYL, P.O BOX 15019 ARUSHA, TANZANIA.	333	
ABBAS SAIDI KIPINGU, P.O BOX 15019 ARUSHA, TANZANIA.	1	

WITNESS to the above signature

Full Name : JUSTUS JOSHUA
 Signature : 
 Postal Address : P.O. BOX Public & Commissioner For Oaths
 Designation : ADVOCATE ARUSHA

Dated At Arusha this 22nd day of January 2014

THE COMPANIES ACT NO. 12 OF 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

LODGE CREATIONS LIMITED

PRELIMINARY

TANZANIA
Stamp Duty She 500/-
PAID ON ORIGINAL
Receipt No. 41021 of 23/1/14
Stamp Duty Officer

TANZANIA
Stamp Duty She 2500/-
Receipt No. 41021 of 23/1/14
Asst. Registrar

1. In these Regulations:

"the Act" means the Companies 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 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" means the common seal of the company;

"secretary" means the secretary of the company or any person appointed to perform the duties of the secretary of the company.

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

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

2. The regulations contained in Part 1 of Table A shall apply save for regulation 22.

3. The Company is private company and accordingly:



- (a) The right to transfer shares is restricted in the 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 Company is prohibited.
 - (d) The Company shall not have power to issue share warrants to bearer.
4. The share Capital of the Company is **Tanzania Shillings One Million (T.Shs 1,000,000.00)** divided into **One Thousand (1,000)** shares of **Tanzania Shillings One Thousand (T.Shs 1,000.00)** each.
5. The directors may, in their absolute discretion and without assigning any reason thereof, decline to register any transfer or any share, whether or not it is a fully paid share.

SHARE CAPITAL AND VARIATION OF RIGHTS

6. Subject to the provisions of the Act, and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise as the company may by Ordinary Resolution determine.
7. Subject to the provisions of section 61 of the Act, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, or at the option of the company are liable, to be redeemed on such terms and in such manner as the company before the issue of the shares may by Special Resolution determine.
8. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separated general meeting of the



72. 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 if the previous determination was received by the company at its registered office (or at such other place at which the instrument or proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

73. Any corporation which is member of the company may by a resolution of its directors or other governing body authorize such person as it thinks fit to acts as its representative at any meeting of the Company or any class of members 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

74. The number of the directors and the names of the first director 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. The first Directors of the company shall be;

- (i) Ronald William Barnes-Webb**
- (ii) Raymond Martin Theron**
- (iii) Georg Stephanus Van Zyl**
- (iv) Abbas Saidi Kipingu**

The shareholding qualification for directors may be fixed by the company in a general meeting and unless and until so fixed no qualification shall be required.

POWERS AND DUTIES OF DIRECTORS

75. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors, who may exercise all the powers of the company. No alteration of



123. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending or delivering it, in any manner authorized by the articles, addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Tanzania supplied for the purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred.
124. A member present, either in person or by proxy, at any meeting of the company or of the holders of any class of shares in the company shall be deemed to have received purpose for which it was called.




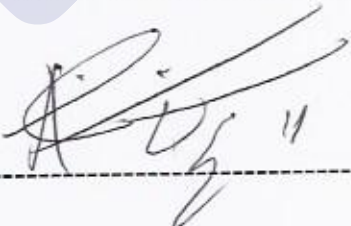
WINDING UP

125. If the company is wound up the liquidator may, with sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members in specie the whole or any part of the assets of the company and may, for that purpose, set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or any part of the members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like sanction, shall determine, but no member shall be compelled to accept any shares or other securities upon which there is a liability.

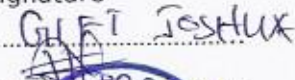
INDEMNITY

126. Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 481 of the Act in which relief is granted to him by the court from liability for negligence default, breach of duty or breach of trust in relation to the affairs of the company.



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ABBAS SAIDI KIPINGU, P.O BOX 15019 ARUSHA, TANZANIA.	1	

WITNESS to the above signature

Full Name : GLETT JESHLUX
 Signature : 
 Postal Address : P.O. BOX Advocate
 Designation : ADVOCATE
 Dated At Arusha this 20th day of January 2014

