

**THE COMPANIES ACT
(ACT. NO. 12 OF 2002)**

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

JUNEY INCORPORATION LIMITED

INCORPORATED THISDAY OF2013

**Prepared by:
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(Subscriber)
P.O. Box 6426,
DAR ES SALAAM,
TANZANIA.**

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(ACT NO. 12 OF 2002)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

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OF

JUNEY INCORPORATION LIMITED

Name of
Company;

1. The name of the Company is **JUNEY INCORPORATION LIMITED.**

Registered
Office;

2. The Registered office of the Company will be situated in the United Republic of Tanzania.

Objectives of
the Company;

3. The objectives for which the company is established are:

- i) To carry on business of merchants, traders, dealers and suppliers wholesale or retail, of all kinds of agricultural implements, machinery and to buy, sell, repair, convert, alter, let hire and deal in any of the foregoing goods, hardware, iron mongrel, tools, machinery and commodities, plant and machinery.
- ii) To buy, sell, distribute as owners/agents and dispose all types of pharmaceuticals, both for human and veterinary and to buy and sell dental and surgical equipments, ambulance vehicles, and to engage in, manage, run clinics, dispensaries and pharmacies anywhere in the country.
- iii) To engage in and carry out the business of livestock dealers, breeders, hatcheries, fatters, cheese mongers, buyers, sellers, importers exporters processor of animal and animal products, slaughtering, dressing preparing cuts for retail and catering, packing, providing cold storage, preparing sausages, minced meat, salami, butter, fable delicacies, hides, hooves, horns, pasteurizing, bottling, preserving and include in livestock business of any kind.
- iv) To carry on the business of agricultural, crops, production, crops processing, storage, distribution and sales of each products, to deal with the business of animals husbandry, live animals supply of meat, food, hide and skins fats with all others products of cattle and chickens.
- v) To import, export, re-export and sell, locally and outside the country all kinds of commodities and goods being industrial and agricultural products for industrial and agricultural purpose on retail and wholesale basis and to be commission agents, representatives and distributors for any firm, public institution, company, corporation, public or private, local or foreign.
- vi) To carry on business as dealers, buyers, sellers, importers, exporters, manufacturers, stores, processors, blenders, of agricultural and industrial chemicals, veterinary drugs, vaccines, animal health products, natural drug extractors, pharmaceutical, chemicals, phosphorus chemicals for water treatments suppliers and stores.

- vii) To carry on or otherwise to engage in the business of selling pharmaceuticals, laboratory equipments, organize market survey into the demand and supply of medicine and medical equipments, surgical instruments and any type of equipment which may be used to enhance the foregoing objects, medicines and medical equipments to provide accommodation for treatment and maintain various clinics for the purpose of enhancing health care, establish, maintain, manage hospitals, nursing and convalescent homes.
- viii) To carry on the business of clearing and forwarding agents, commission agents, customer agents, transporters, freighters, haulers, customs bonded warehouse and goods own keepers, court brokers, Insurance and stock assurance, insurance broker, Management, stock exchange and stock exchange brokers, shipping agents, cargo and travel agents, road, water agents, airport handling, courier services, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, trucks, cabs, omnibus, oil tank and coach proprietors and transporters, civil transport contractors and transporters by any other means of conveyance of people and goods in Tanzania and the neighboring countries and in such other place or places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders and related transactions whatsoever.
- ix) To own, operate and hire transport facilities including trucks, lorries, saloon cars, taxis, for the express or implied purpose of carrying or ferrying cargo, bus passengers, tourists and to act as transport and general road contractors and consultants, tour operators, travel agents, clearing and forwarding agents and to own, lease or hire godowns, warehouses, bonded warehouses, goods sheds and such like facilities for the purpose of storing, preserving, packing, and repacking goods, cargo and such other articles and, good whatsoever to facilitate transportation, and general delivery thereof to customers, clients and owners.
- x) To carry on the business of transportation, cargo and travel agents, customs agents, manufacturers representatives, clearing and forwarding agents, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters by any other means of conveyance of people and goods in Tanzania and the neighboring countries and in such other or places as may from time to time determined by the Company.
- xi) To carry on all or any of the business of shipping, transport, carriage, and haulage contractors, owners and charter of ships, road vehicles, aircraft and boat of all 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 undertake to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, services and deal with and in road vehicles, aircraft and vessels of every supplies therefore and conduct any such business within country or any other state in Africa or Europe or Asia and or any foreign country.

- xii) To carry on the business of clearing and forwarding agents, commission agents, customer agents, transporters, freighters, haulers, customs bonded warehouse and goods own keepers, court brokers, Insurance and assurance, insurance broker, Management, stock exchange and stock exchange brokers, shipping agents, cargo and travel agents, road, water agents, airport handling, courier services, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, trucks, cabs, omnibus oil tank and coach proprietors and transporters, civil transport contractors and transporters by any other means of conveyance of people and goods in Tanzania and the neighboring countries and in such other place or places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders and related transactions whatsoever.
- xiii) To carry on business of social services, hospital services, dispensary, medical centers, laboratory, sell, buy, pharmaceutical, international nursery schools, local kindergarten, secondary schools, ordinary or and advanced levels, general insurance motor, fire, accident life and medical insurance together with other kinds of insurance.
- xiv) To engage in and or otherwise carry on the business as exporters of timber and or products, logs articles made out of wood, live birds, live animals, hides and skins, fish, prawns and lobsters, cereals, beeswax, canned beef, canned fruits, meerschaum products, aluminum products, gemstones, small scale gold, galvanized products, handicrafts, cooking oils, electrical fittings, fishnets, animal feeds, chicken feeds, industrial fasteners, all agricultural and nonagricultural produce be it raw, semi- processed or processed, articles of all kinds, types and description whatsoever.
- xv) To carry on the business of builders, contractors, surveyors, civil, mechanical, electrical, electronics, mining, chemical and structural engineering, queries and lime makers and to build, construct, renovate, repair, decorate, maintain, develop any building, roads, water works, railways, bridges, dams and irrigation reservoirs and carry on any other business which may seem to the company worth being carried on.
- xvi) To engage and otherwise carry on the business of general civil works, electrical engineering, heat ventilation and air-conditioning, fire fighting and protection, road constructions, buildings renovations, office practitioners, decorators, maintainers of dilapidated buildings, plumbing, furniture manufactures suppliers and exporters, residential and office furnishers and generally to be designer and fabricators of all kinds of gadgets whatsoever, to be timber processor, saw millers and suppliers of all kind of timber, to be hardware and building materials suppliers, manufactures of electrical equipments and suppliers of same.
- xvii) 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, garage, and other buildings, roads, machinery and plant, which may in the opinion of the Directors of the Company, be likely to advance directly the company's interests, to clear sites for the same; so contribute to subsidize or otherwise assist in the building contraction,

44. 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.

45. 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 director's report and the auditors shall not less than twenty one days before the date of the meeting be sent to 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 of the joint holders of any debentures.

AUDIT 47. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act. 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 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 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 OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
1. JUMA KOMBO MKOMWA P.O. Box 6426 DAR ES SALAAM	500	<i>Juma</i>
2. NEEMA AMOUR ABDALLAH P.O. Box 6426 DAR ES SALAAM	300	<i>Neema</i>

Dated at Dar es Salaam this 07th day of July 2013

WITNESS to the above signatures:

NAME.....

SIGNATURE.....

ADDRESS:.....

QUALIFICATION:.....

