

THE COMPANIES ORDINANCE
(CAP.212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

OF

MARERA SAFARI LODGE & TOURS (T) LIMITED

Incorporated this day of2002

Presented by:

Mr. Hilary Ferdinand Daffi
(Subscriber)
P. O. Box 1525
Arusha
Tanzania

I hereby Certify foregoing to be
a true copy of the original

DUNCAN J. OOLA
ADVOCATE
ARUSHA Date: 7/3/06

TANZANIA

Stamp Duty Shs. 1200/-
PAID ON ORIGINAL

Receipt No. 697304 of 11-3-02

Stamp Duty Officer

THE COMPANIES ORDINANCE (CAP. 212)

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

MARERA SAFARI LODGE & TOURS (T) LIMITED

TANZANIA

Stamp Duty Shs. 600/- Paid

Receipt No. 697304 of 11-3-02

Asst. Registrar of Companies

1. The name of the Company is "MARERA SAFARI LODGE & TOURS (T) 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 touring hunting, capture and export of live animals, game cropping, abattoirs, taxindermery factory by processing and marketing animal product/ trophies, mountain climbing expeditions, baloon safaris, air charters, fishing expeditions, food safaris, scientific expeditions, tourist tented camps, hotels and lodge, safari parks, game farms, zoos, aviaries and aquaria.
 - (b) To manufacture, buy, sell, import, export or otherwise deal in equipment; material and goods necessary or expedient for effective performance of its functions. To participate in or undertake on a commercial basis any enterprises related to or connected with wildlife. And to carry out and/ or to promote or sponsor research in any aspect of the wildlife and the marketing of trophies, animal meat and other animal products, and to do the business of travel agency and tourist agency and all activities incidental to the objects of the company.
 - (c) To acquire any such shares, stock, debentures, debentures stock, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise and whether or not fully paid up and to subscribe for the same subject to such terms and conditions (if nay) as may be thought fit.
 - (d) To exercise and enforce all rights conferred by or incident to the ownership of any such shares, stock obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive supervisory and consultant services for or n relation to any company in which the company is interested upon such terms as may be thought fit.

I hereby Certify foregoing to be a true copy of the original

DUNCAN J. OOJA
ADVOCATE
ARUSHA Dated 1/8/06

- (e) To carry on any other business of a similar nature or any business which in the opinion of the Directors be conveniently carried on by the Company.
- (f) To join or become a member of any company, association or club which may insure against any losses, damages, risks and liabilities of all kinds that may affect the Company on the mutual principle or otherwise and to contribute to the losses, damages, risks, liabilities and expenses undertaken or incurred by any such company, association or club.
- (g) To acquire and take over the whole or any part of the business, property and liabilities of any person or persons, firm or corporation, carrying on any business that the Company is authorized to carry on, or possess any property or rights suitable for the purposes of the Company.
- (h) To take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any other Company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (i) To take on lease or in exchange, to acquire by purchase or otherwise movable and immovable property in the United Republic of Tanzania or elsewhere, patents, licenses, rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- (j) To borrow or raise or secure the payment of money by mortgage of the property of the Company, movable or immovable, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purpose aforesaid to charge all or any of the Company's property or assets, present and future, including its uncalled capital and collateral or further to secure any securities of the Company by trust, deed or other assurance.
- (k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (l) To support or subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees or may be connected with any town or place where the Company carries on business, to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits, or charitable aid to any persons who are or have been Directors of or who are or have been employed by or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependants of such persons, to make payments towards insurance, and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) and any scheme for the provision of housing for the benefit of any such persons, and of their wives, widows, children and other relatives and dependants.
- (m) To lend money on any terms that may be thought fit, and particularly to customers of other persons or corporations having dealings with the Company, and to employees, and to give any guarantees that may be deemed expedient.
- (n) To invest any money of the Company not required for the purposes of its business in such investments or securities as may be thought expedient, and to invest

moneys on mortgage of movable property and to borrow or raise or secure money by mortgage of the Company's movable or immovable property.

- (o) To enter into any partnership or arrangement in the nature of a partnership, co-operation, or union of interests, with any person or persons or corporation engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise which the Company is authorized to carry on or conduct or from which the Company would or might derive any benefit, whether direct or indirect and to amalgamate with any other Company or companies.
- (p) To sell or dispose of the undertaking, property and assets of the Company or any part thereof in such manner, and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock or securities of any other Company, whether promoted by this Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.
- (q) To distribute any of the Company's property among the members in specie or any proceeds of sale or disposal of any property of the Company so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (r) To cause the Company to be registered or recognized outside the United Republic of Tanzania in any foreign country or place and generally to do all or any of the above things in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
- (s) To carry on the business of traders, general merchants, wholesalers and retailers, exporters and importers, commissioning agents and manufacturers representatives, and to buy, sell, hire, manufacture, barter-trade and deal in property, goods, produce, articles and merchandise of all kinds and to transact any and every description of agency, commission, distribution, marketing, commercial, industrial, manufacturing and financial business.
- (t) To carry on the business of manufacturers or dealers in paints, varnishes, painting inks and all other things which can be conveniently manufactured or dealt in by persons carrying on any of the above business whether as principal or agent.
- (u) To undertake and execute any contracts for work involving the supply or use of any furniture and to carry out any ancillary or other works comprised in such contracts and carrying furniture goods, and to carry on business as traders, general merchants, commission agents, and to buy, sell, and deal in property, goods, produce, articles, hardware, and merchandise of all kinds.
- (v) To take over or enter into contracts and to execute the same, or to let the same to sub-contractors; also to become surety for the due execution by any contractors of the works, and to indemnify any persons who may be nominated by the Company to undertake any such suretyships.
- (w) To sell, lease or otherwise dispose of the whole or any part of the property, undertaking and assets of the Company either together, or in portions, for such consideration as the Company may think fit.

- (x) To act as agents or brokers, and as trustee 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.
- (y) To enter into and carry into effect any arrangement for joint working in business, or for sharing of profits or for amalgamation, with any other Company, or any partnership or person, carrying on business within the objects of the Company.
- (z) To promote the professional advancement of Tanzanian expertise through practical and theoretical training in any of the fields related to the work of the Company, by organizing, holding and facilitating training courses and events for affiliated and non-affiliated professionals, both in Tanzania and abroad.
- (aa) To import or buy any equipment required in carrying out the business of the Company, including but not limited to office furniture and machines, vehicles and telecommunication equipment, and to build upon any land acquired by the Company and alter, enlarge or rebuild any property belonging to the Company for purposes of discharging its objects, and generally to own, rent or lease premises as office accommodation in the United Republic of Tanzania and elsewhere for the proper carrying out of the objects of the Company.
- (bb) To purchase, take on lease or in exchange, hire or otherwise acquire any moveable or immoveable property of any kind or any interest therein and any rights or privileges which the Directors of the Company may think necessary or convenient for the purposes of or in connection with the Company's businesses or which may enhance the value of any other property of the Company, and to invest in any moveable or immoveable property, right, privilege or interest acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company with or without any declared trust in favour of the Company.
- (cc) To apply for, purchase or otherwise acquire and protect and renew, in any part of the world, any patents, patent rights, bevels d'invention, copyrights, trade marks, designs, formulae, licenses, concessions and the like, conferring any exclusive or non exclusive or limited right to their use or any secret or any information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem likely, directly or indirectly, to benefit the Company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property rights or information so acquired and to expend money in experimenting upon, testing or improving any such inventions or property.
- (dd) To acquire and undertake the whole or any part of the business, assets and liabilities of any person or Company carrying on or proposing to carry on any business which the Company is authorized to carry on or which can be carried on in conjunction with any business of the Company or which is capable of being conducted so as, directly or indirectly, to benefit the Company or which is possessed or property suitable for the purposes of the Company.
- (ee) To enter, with any government or authority, supreme, municipal, local or otherwise, or any person or Company, into any arrangement that may seem to the Directors of the Company to be conducive to the attainment of the objects of the Company or any of them to obtain from any such government, person, authority, person to Company and rights, privileges, charters, contracts, licenses or

concessions which the Directors of the Company may think it desirable to obtain and to carry out, exercise and comply therewith.

- (ff) To lend money or give credit to any person or Company with or without security; to give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or Company; to secure or undertake in any way the repayment of money lent or advanced to or liabilities incurred by any person or Company and otherwise to assist any person or Company.
- (gg) To receive money on deposit or loan and to borrow or raise money in such manner as the Directors of the Company may think fit and to secure repayment of the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred entered into or to be incurred or entered into by the Company, by the issue of debentures or debenture stock or legal or equitable mortgages or charges over all or any of the Company's property (both present and future) including its uncalled capital or in any other way and to purchase, redeem or pay off any such securities.
- (hh) To open and operate bank accounts and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, draft, cheques, bonds and other negotiable or transferable instruments, and to pay for any rights or property acquired by the Company and to remunerate any person or Company, by a cash payment or by allotment of shares in the capital of the Company credited as paid up in full or in part, by the issue of debentures or other securities of the Company or in any other lawful manner, and to adopt such means of making known the businesses, activities, products, goods and services of and articles dealt in and sold by the Company as may, in the opinion of the Directors of the Company, seem expedient.
- (ii) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, cooperation, joint venture, reciprocal concession, limiting competition or otherwise, with any person or Company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorized to carry on or engage in or which can be carried on in conjunction with any business of the Company or which is capable of being conducted so as to benefit the Company, directly or indirectly.
- (jj) To do all or any of the above things in any part of the world and either as principal, agent, trustee, contractor or otherwise and either alone or jointly with others and either by or through agents, trustees, sub-contractors and otherwise.
- (kk) To acquire and undertake the whole, or any part of the business, property and liabilities of any person or Company carrying on any business which the Company is authorized to carry on, or possessed of property suitable for the purposes of the Company.
- (ll) To erect, construct, lay down, purchase or otherwise acquire, houses, offices, works, workshops, buildings and premises and any fixed and moveable machinery, tools, implements, patterns, stock-in trade, patents and patent rights or other property of any description necessary or convenient for the Company's business.
- (mm) To sell, mortgage, assign, convey, let on lease, or otherwise dispose from time to time all or any of the concessions, rights, interests, lands, roads and premises, plant, machinery or apparatus, merchandise, stock-in-trade and other property of the Company, or such part or parts thereof as may be considered expedient.

- (nn) To invest money at interest on the security of land of any tenure, buildings, farming stock, shares, securities, merchandise, and any other property, and generally to lend and advance money to any persons, firms or companies, with or without security, and upon such terms and subject to such conditions as may be deemed expedient.
- (oo) To establish or acquire or take part in the management, supervision or control of the business, or operations of any Company or undertaking or otherwise become interested in any Company or undertaking which, in the opinion of the Directors of the Company, may be conveniently or advantageously carried on by way of extension of in connection with any of the businesses of the Company, and for that purpose to appoint and remunerate any Directors, accountants, or other experts or agents.
- (pp) To employ experts, to investigate and examine into the conditions, prospects, value character, and circumstances of any business concerns and undertaking, and generally of any assets, property or rights.
- (qq) To pay out of the funds of the Company all expenses which the Company may lawfully pay for or incidental to the formation, advertisement and registration of or the raising of money for the Company or the issue of its capital including brokerage and underwriting of shares, stocks, debentures, bonds or other securities of the Company.
- (rr) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them and to obtain all powers and authorities necessary to carry out or extend any of the above objects.

AND it is hereby declared that:-

- (i) The objects set forth in any sub-clause of this clause shall not, except when the context expressly so required, be in any way limited or restricted by reference to or inference from the terms of any sub-clause or any name of the Company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause and the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business undertaking, property or acts proposed to be transacted acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause.
- (ii) The word "Company" in this clause, shall be deemed to include any partnership or other body or persons, whether incorporated, and whether domiciled in the United Republic of Tanzania or elsewhere and the intention is that the objects specified in each paragraph of this clause shall except where otherwise expressed in such paragraph, be an independent main object and be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company and may be carried out in as full and ample manner and construed in as wide a sense as if each of the said paragraphs defined the object of a separate and distinct company..

4. The liability of the members of the Company is limited. *Hmf,*
5. The authorized share capital of the Company is ~~two hundred thousand~~ *one Million* Tanzania Shillings (Tshs. 1,000,000) divided into one thousand (1,000) ordinary shares of one thousand Tanzania Shillings (Tshs.1000) each with power to increase or reduce the capital, to consolidate or sub-divide the share into shares of larger or smaller amount and to issue all or any part of the said capital.
6. The Company has power to increase or reduce the said capital and to issue any part of its capital, original or increases with or without any reference, priority or special privilege or subject to any postponement of rights to any conditions or restrictions; and so that unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.
7. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively, any preferential, deferred or special rights, privileges, conditions or restrictions as to divided capital.

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 respectfully agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Postal Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber	Signature of Subscribers
Mr. Hilary Ferdinand Daffi P. O. Box 1525 Arusha	500	<i>Hilary Daffi</i>
Mrs. Wilbruga Hilary Daffi P. O. Box 1525 Arusha	500	<i>Wilbruga Daffi</i>

Dated this *11th* day of *March* 2002

WITNESS to the above signatures: -

Signature: *[Signature]*

Postal Address: *Box 75252, D'salaam*

Qualification: *Advocate*

I hereby Certify foregoing to be a true copy of the original

DUNCAN J. OOLA
ADVOCATE
ARUSHA Dated *7/28/06*