

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

LEVITIQUE GENERAL BUSINESS AND TRADING

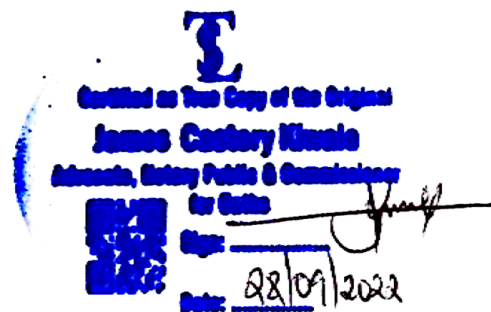
LIMITED

(A PRIVATE COMPANY)

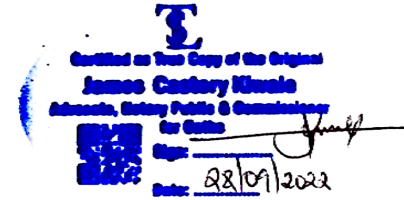
INCORPORATED ON DAY MONTH.....YEAR 2022

DRAWN BY:

MICHEL MIKAMIAMB ZENG (SUBSCRIBER)
P.O BOX 77565
DAR ES SALAAM



THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION



OF

LEVITIQUE GENERAL BUSINESS AND TRADING LIMITED

1. The name of the company is “**LEVITIQUE GENERAL BUSINESS AND TRADING LIMITED**”
2. The Registered office of the company will be situated in Tanzania Mainland.
3. The objectives for which the company established are:
 - (i) To carry on business of consultancy activities.
 - (ii) To carry on business of wholesale of food, beverage and tobacco activities.
 - (iii) To carry on business of photocopying, document preparation and other specialized office support activities.
 - (iv) To carry on business of wholesale of electronic and telecommunications equipment and parts.
 - (v) To carry on business of courier activities.
 - (vi) To carry on business of retail sale of new goods in specialized stores.
 - (vii) To carry on a business of restaurants and mobile food service activities.
 - (viii) To carry on a business of Agriculture (farming and animal keeping), processing and packing of agricultural products and distribute as retail outlet, wholesaler or retailer. To carry on as an agent/supplier of agricultural inputs and outputs , tools, packaging materials, and deal in the livestock and or the veterinary hearth care products to farmers and stockiest to buy, sell, supply distribute whether in retail or wholesale fertilizer, insecticides, fungicides growth stimulants, agro seeds, farm implements and tools, animals, feeds, veterinary drugs and related goods and import agricultural and food technology, industries and equipment, manufacture and semi processed products in Tanzania and other parts of the world.
 - (ix) To carry on a business of transportation of both goods and passengers through all models of transportation i.e. road, air and water.

- (x) To carry on business of financial services like microfinance and banks and any related business.
- (xi) To carry on a business of garage and any business associated with vacation training and mechanics.
- (xii) To undertake the business of office equipment, machine, spare parts, electrical and electronics and to transact agency Business on all kinds by acting as agents, representatives and distributors for any person, firms, companies or corporation.
- (xiii) To carry on the business of grocery, lodging and hotel, dealers in hires, and agents for lodging and hotel bookings and reservations, and all business capable of being carried out with any of the said businesses.
- (xiv) To carry on the business of general merchants, tendering, General keepers, universal providers, importers, exporters, wholesale and or retail traders, dealers of sports items, electrical equipments, education suppliers and surveyor equipments, piece wood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other turners and other household use and consumption provisions, textiles, groceries, medicines, spirits, liquors, chemical, surgical, option photographic and other instruments, apparatus and materials, motor vehicles, automobiles, consultants services and generally in all manufactured goods of all types and merchandise of all kinds.
- (xv) To carry on the business as principals, agents or manufacturers, representatives of importing, exporting, buying, selling, distributing of motor vehicles, cars trucks lorries or other vehicles, motor vehicles spares and parts of all description, fuel and other oils, petroleum of all kinds, tyres , batteries, battery solution and other spares, accessories, motor cycles, bicycles tractors mining equipment, finishing gears, agricultural and industrial machinery and equipment, new and second hand spare parts and accessories and generally to deal in all types of motor spare parts and industrial and agricultural machinery and parts, electronic goods and accessories thereof.
- (xvi) To carry on the business of general cleaning, painting and fumigation of all types of buildings.



- (xvii) To engage on business of construction, general civil works, engineering services, repair and maintenance of machinery, equipment and tools, road constructions, buildings electrical work, painting and decorations, carpentry, plumber and water supply agents, renovations, office petitioners, decoration, maintainers of dilapidated buildings, plumbing, furniture manufacturers, suppliers, and exporters, residential and office furnishers and general to be designers and fabricators of all kinds of gadgets whatsoever, to be timber processors, saw millers and suppliers of all kinds of timber, to be hardware and building materials suppliers, manufacturer of electrical equipment and suppliers of same.
- (xviii) To carry out the business of media and entertainment advertising, amusement, media, communication and consultancy advertising agents, public relation consultants and sale promotion consultants in all their aspect and to advise on publicity, sales promotion, staff relations, industries relation, press and community relations. To conduct and advise on market research, publicity project, advertising campaigns, exhibitions, trade affairs, displays, film shows, and radio and television programmer. To carry on the business of music promotions, music entertainment, music productions, music distributions, music recording. To carry on the business of investment advisers, market research and to act as intermediaries in the introduction of sellers, purchasers and partners.
- (xix) To engage in all kind of industries including extractive industries, manufacturing industries and constructive industries. Also, to work as consultant to entrepreneurs and engage in project evaluation.
- (xx) To carry on the business of household, domestic appliance and electrical goods, audio vision goods, electronic items, building material, hard wares, foodstuff, agricultural products and merchandise of every nature, kind and description whatever as a dealer, wholesaler retailer, distributor, importer and after sales service and repairing.
- (xxi) To carry on all business of stationery, printers, lithographers, stereotypes, electrotypes, engravers, photographers printers of Logos, wedding card, letter heard, printing T-shirts, Caps, Calendars, photolithograph, typesetting machine operators, die sinkers, envelope makers, book binders, counter book manufacturers,

machine, rulers, numeral printer, paper makers paper baffles and account book markers, box makes card boards manufactures types founders, photographers, manufactures, manufactures of and dealers in playing, visiting railways, festivals invitation complimentary and fancy cards, and valentine, dealers in parchment stamp agent for payment of stamps and other duties, advertising agent designers, screen printing stickers used in the manufacture of paper, cabinet makers, file rack maker and dealers in or manufacture of any other articles or things of a character similar of analogous to the foregoing or any of them or connected therewith and to deal in the manufacture of and sell by wholesale or retail of school equipment, computer accessories, school chalks, and secretarial services.

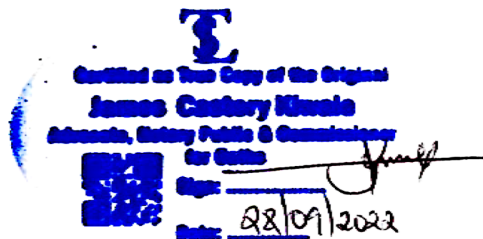
- (xxii) To engage on provision of social services like education and health services through school, colleges and universities, hospitals, dispensary, pharmacy, distributor, wholesale or retail of drugs and medicine.
- (xxiii) To accept payment for any property or rights sold otherwise disposed or dealt 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.
- (xxiv) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments, any other business of the company through or by means of agents, brokers, sub-contractors or others.
- (xxv) To carry on or engage in business of Mineral operations including exploration, prospecting, testing, appraisal, extracting, producing, refining, grading, cutting, storing, transportation, supplying, buying, selling, exporting and marketing.
- (xxvi) To carry on the business of buying, selling, trading, polishing and export rough diamonds, precious a semi-precious stone.
- (xxvii) To carry on the business of marketing to legally authorized buyers of all Kinds of minerals including but not limited to sodium chloride, gold, tanzanite's, quartz, rubies, diamonds, iron, coal, zinc, lead, limestone, cement and other minerals.
- (xxviii) To carry on all or any of the business of importers, exporters, insurance brokers, and representatives, traders, merchants, auctioneers a court brokers, wholesale and retail dealing in connection with the aforementioned business.
- (xxix) To carry any other trade or business which can be carried on by 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.

And it is hereby declared that: - The word “company” in this clause, except where used in reference to this company, shall be regarded 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 objective specified in each of the paragraphs of this clause shall be regarded as independent objective, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) 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 distinct compound.

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

4. The liability of the Members is Limited.
5. The authorized Company’s capital is **50,000,000/= TZS** divided into **1,000** shares each **50,000/= TZS** 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 as preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the company.

A circular notary seal for James Gustory Mkwinda, Notary Public & Commissioner for Oaths. The seal contains the text: "Certified as True Copy of the Original", "James Gustory Mkwinda", "Notary Public & Commissioner for Oaths", "Sign: [Signature]", and "Date: 28/09/2022".

We, the several persons whose names and addresses are subscribed, 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 to our respective names.

S/N	NAME AND ADDRESS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
1.	MICHEL MIKAMIAMB ZENG P.O BOX 77565 DAR ES SALAAM-APARTMENT NB-1, SEA BREEZE RESIDENTIAL COMPLEX AT BLOCK N, PLOT NO. 192	600	
2.	DIANA BILDAD SEDUU P.O BOX 77565 DAR ES SALAAM-APARTMENT NB-1, SEA BREEZE RESIDENTIAL COMPLEX AT BLOCK N, PLOT NO. 192	200	

Dated at Dar es salaam this 2nd day of August 2022

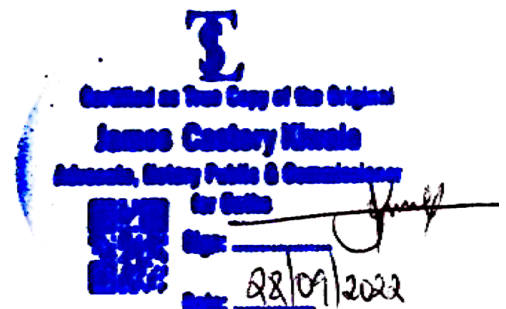
/Witness to the above Signatures

/Name: JAMES CASTORY KIWALE

Signature: 



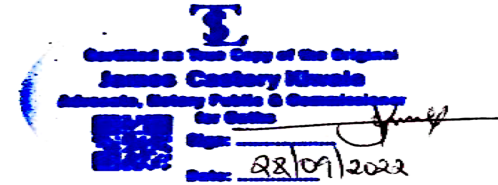
Qualification: Advocate



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

**PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF**

**LEVITIQUE GENERAL BUSINESS AND TRADING LIMITED
PRELIMINARY**



1. In these articles: -

“**The Act**” mean the companies Act, Chapter 212 (No. 12 of 2002) of the Laws of Tanzania;

“**The articles**” means the Act 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 seal**” means any person appointed to perform the duties of the secretary of the company;

“**Secretary**” shall mean any person appointed to perform the duties of secretary of the company;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photograph, 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.

MEMBERS

2. The number of members with which the company proposes to be registered is three but the directors may from time to time register an increase of members.
3. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the company.

GENERAL MEETINGS


4. The company shall in each year hold a general meeting as its annual general meeting, in addition to any other meetings in the year, shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next. Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place, as the directors shall appoint.
5. All general meetings other than annual general meetings shall be called extraordinary general meetings.
6. The directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meeting shall also be convened on such requisition, as provided by section **133** of the Act. If at any time there are not within the Tanzania sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by the directors.

NOTICE OF GENERAL MEETINGS

7. Every general meeting shall be called by **twenty –one clear days'** notice in writing at the **least**. The notice shall specify the place, the day and hour of meeting and, in case of special business, the general nature of that business; Provided that a meeting of the company shall, although that it is called by shorter notice than that specified in this article be deemed to have been duly called if it so agreed: -
- (a) In the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; an
 - (b) In the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representation not less than ninety –five percent of the total voting rights at that meeting of all the members.
8. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non-receipt to notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election in the place of those retiring and the appointment of, and fixing of the remuneration of the auditors.

 Certified as True Copy of the Original
James Castory Kivuka
Advocate, Notary Public & Commissioner
for Courts
Sign: _____
Date: 28/09/2022

10. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; two persons, entitled to vote on the business to be transacted, each being a member or a deputy for a member or a duly authorized representative of a corporation, shall be a quorum.
11. If within half an hour from the 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 at such other time and place as the directors may determine.
12. The Chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside (take in charge of) 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 member to be chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.
13. 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 members present shall choose one of their members to be a chairman of the meeting.
14. The chairman may, with the consent of any meeting at which a quorum is present (and shall if 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 the meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

15. At any general meeting a resolution put to the vote shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands demanded: -
- a) By the chairman; or
 - b) By at least (three) members present in person or by proxy and
 - 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 chairman that a resolution has on a show of hands been carried or carried unanimously, or by a 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

16. Except as provided in article 18, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

17. 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

18. A poll demanded on the election of a chairman, or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either 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.
19. 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 effect 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.

VOTE OF MEMBERS

20. Every member shall have one vote.
21. A resolution in respect of whose estate a manager has been appointed under section 26 of the mental diseases' ordinance, may vote, whether on a show of hands or on a poll, by his said manager, and such manager may, on a poll, vote by proxy.
22. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
23. On a poll votes may be given either personally or by proxy.
24. The instrument appointing a proxy shall be in writing under the hand of the appointed or of his attorney duly authorized in writing, or, if the appointer is a

corporation, either under sea) or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.

25. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or certified 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, and in default the instrument of proxy shall not be treated as valid.

26. An instrument appointing a proxy shall be in the following form or a form as near here to as circumstances admit:

“.....limited
I/ weof being a member/ members of the above named company, here by appointof or failing himofas my/ our proxy to vote for me/us on my/or on behalf at the (annual or extraordinary as the case may be) generally meeting of the company to be held on theday of20....., and at any adjournment thereof.

Signed this Day of200

27. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near there to as circumstances admit:

“.....limited.
I/We of being a member/members of the above named company, here by 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..... 20, and at any adjournment thereof.

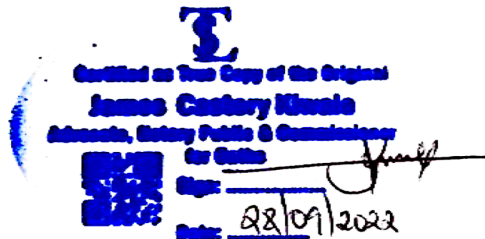
Signed this day of 20

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 whichever is not desire”

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

29. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duty authorized representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at this 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.

A blue notary seal for James Costery Nivola, Notary Public & Commissioner for Oaths. The seal includes a QR code, a signature, and the date 08/09/2022.

James Costery Nivola
Notary Public & Commissioner
for Oaths
Date: 08/09/2022

CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS

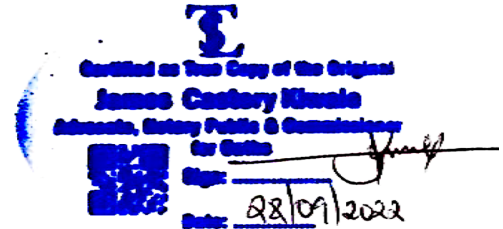
30. Any corporation which is a member of the company may be resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the company and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation could exercise if it were an individual Member of the company.

DIRECTORS

31. The body of director includes executive and non-executive directors. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum and Article 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 the directors shall not be subject to any maximum but shall be not less than two.

Directors

- 1. MICHEL MIKAMIAMB ZENG
- 2. DIANA BILDAD SEDUU



APPOINTMENT OF MANAGING DIRECTOR (MD) AND HIS/HER POWER

32. The body of directors shall appoint one of them to be company’s managing director for a certain period and on such term as they think fit and may revoke such appointment. The power may change as per body of director’s desire, but generally the managing director should manage the company’s operation as per company’s policies. The managing director has no power to change the company’s policy

REMUNERATION AND COST ASSOCIATED WITH BOARD MEETING

33. The remuneration of the directors shall from time to time be determined by the company in general meeting. Such remuneration shall be paid as meeting allowance only when they attend meeting except to the one who will engage in daily management of the company will be paid monthly salary which will be determined by the body of directors. The directors shall also be paid all traveling, hotel and other expenses properly incurred by them in attending of the directors or general meetings of the company or in connection with the business of the company.

BORROWING POWERS

34. The director 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 securities, whether outright or as security for any debt, liability or obligation of the company or any third party.

POWER AND DUTIES OF DIRECTOR

35. Subject to the provision of the Act, the memorandum and the articles and to any directions 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 direction shall invalidate any prior act of the directors, which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
36. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
37. All cheques, promissory notes, drafts, bills 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,

38. The directors shall cause minutes to be made in books provided for the purpose:
- i. of all appointments of officers made by the directors;
 - ii. of the names of the directors' present at each meeting of the directors and of any committees of the directors;
 - iii. of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.

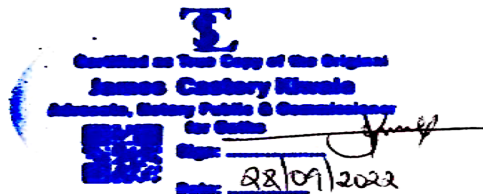
DISQUALIFICATION OF DIRECTORS

39. The office of director 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) Ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
 - d) Become unsound mind; or
 - e) Resigns his office in writing issuing a notice by to the company
40. The company may be ordinary resolution appoint a person who is willing to act as director to fill a vacancy or be an additional director.
41. The directors may appoint a person who is 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 any time 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.

42. The company may by ordinary resolution, of which special notice had been given in accordance with section **144** of the remove and director before the expiration of his period of office not withstanding 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.
43. 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.
44. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a 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 a 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.
45. The quorum necessary for the directors may fix the transaction of the business of the directions and unless so fixed shall be two.
46. 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.
47. The directors may appoint one of their members to be 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.

48. The directors may delegate any of their powers to any committee consisting of one or more directors; any committees so formed shall in 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.
49. 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 hand 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.
50. 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

51. The Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
52. A provision 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

53. The seal shall only be 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 the secretary or by a second director.
54. The directors shall cause proper books of account to be kept with;
- 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.
 - d) Also, 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 view of the state of the company's affairs and to explain its transactions.
55. The books of account shall be kept at the registered officer of the company, or subject to section **151 (4)** of the Act, at such other place or places as the directors think fit, and shall always be open for inspection of the directors.

56. No one 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 directors or by ordinary resolutions of the company.
57. 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.
58. 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 of the joint holders of any debentures.

AUDIT

59. Auditors shall be appointed by the body of directors and their duties regulated in accordance with **sections 170 to 179 of the Act.**

DIVIDEND AND RESERVE

60. The company in general meeting may from time to time declare dividend, but no such dividend shall exceed the amount recommended by the directors.
61. No dividend shall be paid otherwise than out of profits
62. The company' body of directors can decide to set aside reserve for general or specific purpose like re-invested.
63. When the board of directors decides to pay dividend to shareholders, then the amount of profit/earnings agreed to be paid as dividends will be distributed proportional to the capital invested into a business by shareholder

64. The board of directors can decide to capitalize the reserved earnings. The capitalization should be made proportional to capital invested by shareholders
65. The directors may deduct from dividend payable by any member all sum of money if any presently payable by them to the company on account of calls or otherwise in relation to the share of the company
66. No dividend shall bear interest against the company

CALL ON SHARES

67. The directors may time to time, subject to giving a fourteen days' notice to members, make call upon the members of the company in respect of monies unpaid on their shares provided that no call exceed one fourth of the nominal amount of the share or be payable less than one month from the last call.
68. If the sum called in respect of the share is not paid before or on the day appointed for payment, the member from whom the sum is due shall pay interest upon the monies called from the day appointed for payment thereof to the time of actual payment of interest in whole or in part

FORFEITURE OF SHARES

69. If a member fails to pay any installments of call(s) on the day appointed for payment thereof, the board of directors may at any time serve a notice on him/her requiring paying the unpaid installments together with interest which may have occurred. The notice shall name further day not earlier than the expiration of fourteen days from the date of service of the notice, on or before the which the payment required by the notice is to be made and shall state that; in the event of non-payment at or before the appointed day the shares in respect of which the call was made will be liable to be forfeited

ALTERATION OF CAPITAL

70. The company may from time to time by special resolution increase its share capital by such sum to be divided into shares of amount as the resolution shall prescribe.

The company may from time to time by special resolution:

- a) Consolidate and divide all or any of its share capital into shares of large/small amount than its existing and stated in the memorandum and articles of association.
- b) Cancel any share, which at the date of the passing of the resolution, have not taken or agreed to be taken by any person.

71. TRANSFER OF SHARES

- a) The shares may be transferred by a member or other persons entitled to transfer to any member selected by a transferor but saved as provided by clauses (b) and hereof, that, no share shall be transferred to any who is not a member so long as any member or any person selected by the directors as one who it is desirable in the interest of the company to admit to membership, is willing to purchase the same at a fair price.
- b) If the company shall not within 60 days after being served with a transfer notice find a person selected as aforesaid willing to purchase the share and give notice in the manner aforesaid the proposing transferor shall at any time within three months thereafter, be at liberty to sell and transfer the share to any person and at any price.
- c) Any share may be transferred by any member to any child or other issue, child, mother, sister, brother, brother, wife or husband of such member and share of a deceased member may be transferred by his/her executor or administrator to any child or any issue or relative of the deceased aforesaid or widow of the deceased and the restrictions in clause (a) hereof shall not apply to any transfer authorized by this clause.

d) **The shares shall be transferred by filling the following form:**

I,-----(full name) in consideration of sum of
Tsh (in figure) -----,(in words)-----

Paid to me by----- (full name) (here in called the
transferee) hereby transfer to the said transferee the share(s) numbered -----
(in figure). In the undertaking called -----Co. LTD to hold
into the said transferee subject to the several conditions on which I hold the
same and I, the said transferee hereby agree to take the said share(s) subject to
the conditions aforesaid.

Dated this----- (day) ----- (month), ----- (year).

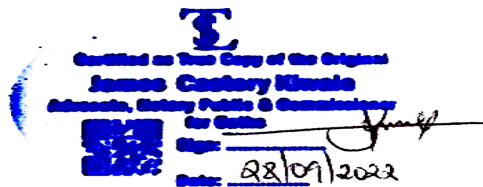
Transferor

Transferee



Approved by:

Managing Director (M.D)

Secretary




We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Article of Association, and we respectively agree to take the number of shares in the capital of the company set opposite to our respective names.

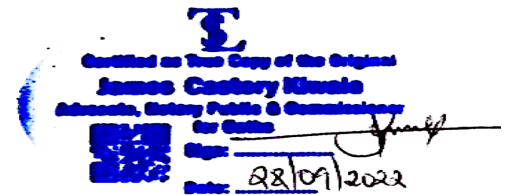
S/N	NAME AND ADDRESS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
1.	MICHEL MIKAMIAMB ZENG P.O BOX 77565 DAR ES SALAAM-APARTMENT NB-1, SEA BREEZE RESIDENTIAL COMPLEX AT BLOCK N, PLOT NO. 192	600	
2.	DIANA BILDAD SEDUU P.O BOX 77565 DAR ES SALAAM-APARTMENT NB-1, SEA BREEZE RESIDENTIAL COMPLEX AT BLOCK N, PLOT NO. 192	200	

Dated at Dar es salaam this 2nd day of August 2022

/
Witness to the above Signature

/
Name: JAMES CASTORY KIWALE

Signature: 



Qualification: Advocate