

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

Articles of Association

OF

ZEKWA TRADING COMPANY LIMITED

Incorporated this.....day of.....2010.

DRAWN BY:
F. K. MUSEI
(ADVOCATE)
P. O. BOX 424,
ARUSHA.

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF
ZEKWA TRADING COMPANY LIMITED

1. The name of the Company is **ZEKWA TRADING COMPANY LIMITED**.
2. The registered Office of the Company will be situated in the United Republic of Tanzania.
3. The objectives for which the company is established are:-
 - (a) To take over the business carried on under the name and style of **Zekwa Trading Company**. All its undertaking and liabilities.
 - (aa) To carry on the business of construction contractors, professional and technical advisers and consultants in the mining and construction industry.
 - (b) To establish, carry on, acquire, take over and promote business as garage operators, building contracts and transporters hardware dealers, town operators and travel agents, suppliers of food stuffs and binding materials and to act as wholesale and retail merchants in all types of goods and materials related.
 - (c) To carry on throughout the United Republic of Tanzania and elsewhere all or any of the business importers, exporters, insurance agents, shipping agents, manufactures agents, and representatives trade merchants, auctioneers, wholesale and retail dealers in connection with any of the business set froth herein.
 - (d) To carry on the business of clearing and forwarding agents, land and estate agents, commission agents, air, road and shipping line agents, financial agents and agents for all classes of insurance.
 - (e) To purchase or otherwise acquire land, farms, houses, offices, workshops, building, and premises and any fixed and movable machinery, plants, tools, engines, implements stock in trade, convenient to be used in about any of the trade business industry, farming and other activities above written.
 - (f) To open and operate Bureau de Change branches in all regions of United States of Tanzania.
 - (g) To establish and own filling stations, garages car wash bays with side tyre sales and services, fuel storage houses and breakdown services.
 - (h) To transact agency business of all kinds and also to act as agents of any company body or corporation, national or foreign.
 - (i) To carry on the business of importers of construction and mining equipment, sell or hire the same.
 - (j) To engage in the business of mining, buying and selling of all gemstones found in the United Republic of Tanzania and to engage in exportation of rough and cut and polished gemstones to different parts of the world and to open up lapidaries and to acquire mine working and mining grounds in Tanzania.

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TANZANIA
Stamp Duty Subsidy
Receipt No. 5440
Registrar of Companies

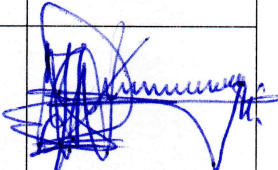
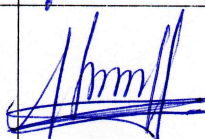

- (k) To prospect, explore, open and work claims or mines, drill and sink shafts or walls and raise, pump, dig and quarry for gold, silver, diamonds and precious stones, oil, petroleum, coal, earth, and other substances.
- (l) To acquire by purchase, concession or lease, or take in exchange or otherwise or to erect and construct, and wherever necessary to alter buildings, railways, tramways, roads, shafts, furnaces, quartz crushing and other machinery, works for smelting or otherwise for treating, removing and storing metals and minerals and drawing and pumping appliances, or waterworks, and crushing, working, manufacturing purifying, cutting, polishing, or otherwise dealing with gold, silver, precious metals, minerals, ores, coals, diamonds and precious stones, earth and other substances.
- (m) To employ and pay mining experts, agents, and other persons partnerships companies or corporations, and to organise, equip and dispatch expeditions for prospecting, exploring, reporting on, surveying working, developing lands farms districts, countries and properties and neither the same are the property of this company or otherwise, and to promote and assist in the settlement of any of lands, farms, districts, countries and to promote emigration or immigration for that purpose and to make advances to and to pay for or contribute to the expenses of, and otherwise assist persons or companies prospecting, acquiring, settling on, farming, building on, mining, or otherwise developing any lands, farms, districts, countries and properties or desirous of so doing.
- (n) To establish and carry on the business of super market, dealing in all kind of foodstuff, caterers, grocery, spices, vegetables, fresh fruits, fish mongers, ship chandlers, exporters, importers, wholesale and retail merchants and in general all types of merchandise, fancy goods, children wear and piece goods merchant, advertising agents and any other business, and may be useful carried on in connection with such business, and to acquire and undertake the whole or part of the business, or any other business, which may be usefully carried on in connection therewith.
- (o) To establish and carry on the business of hoteliers, confectioners and restaurant operators, food packing, take away foods, night club, car wash, cleaning services, beach holiday, pay toilets and to engage in and carry the business of dealers in trophies, antiques, curios and boutiques, of all types and descriptions,
- (p) To carry on the business of real estates, car wash, tourists agents and operators, and to facilitate travelling and to provide for tourists and travellers, to promote provisions of conveniences of all kinds in any way through tickets, sleeping cars or berths, hotel and lodging, accommodation, guides, safe deposits, enquiry bureau, reading rooms, waiting rooms, baggage transport and otherwise etc;.
- (q) To open and operate Bureau de Change branches in other regions of the United Republic of Tanzania.
- (r) To engage in importation agencies of different machineries, equipment, spare parts, building materials, hardwires, electrical materials and other goods and to engage in international Trade.

- (s) To treat, cure can, bottle, submit to any process or manufacture and prepare for market any produce or commodities and to buy, store, transport, land and water and deal in any produce commodities either by wholesale or retail.
- (t) To undertake the management of any mines, mills, factories, estates, farms or other undertakings and the purchase and sale of all or any of the produce thereof.
- (u) To carry out research, developing and processing of medical herbs, extracting concentrates, sale the same, contract farmers to commercialise the herbs, Import, Export and appoint Agents, raising plants anywhere in the world, develop capsules and tablets.
- (v) Engage in development and relief activities and any consultation in Finance, aqua, mining, agriculture, transport, manufacturing, building construction, road construction, and all general consultations.
- (w) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (x) To procure the registration or incorporation of the company in or under the laws of any place outside Tanzania.
- (y) To carry on any other trade or business whatsoever this can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (z) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, rights, privileges, concessions, patents, patent rights, censes, ret processes, machinery, plant, stock-in-trade, and real or personal property of any kind necessary or convenient for the purpose of or in connection with the Company's business or any branch or department thereof, and develop the said property.
- (aa) To enter into any contracts in relation to, and to erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, dwelling houses, works, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidize the erection, construction and maintenance of any of the above.
- (ab) To borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business in such manner and on such terms as may be thought expedient
- (ac) To carry out the business of all civil engineering construction, building construction management consultant, design material testing, quantity surveying as well as architectural works.

- (ad) To carry out business of architects and designers of roads and buildings, building contractors cartographers, seismologists, photo grammeticians, and consultant in Geographical Information System (GIS), Remote Sensing T5echnology (RS) AND Information and Communication Technology.
- (ae) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the company and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights powers, privileges and conditions as may be thought fit, debentures or stock either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (af) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (ag) To make advances to members, customers and others with or without security, and upon such terms as the company may approve.
- (ah) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees of the company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (ai) To draw, make except, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable or transferable instruments.
- (aj) To invest and deal with the money of the Company not immediately required for the purpose of its business in such manner as may from time to time be determined.
- (ak) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (al) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any Company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

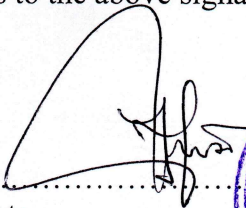
- (al) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold sell, deal with or dispose of shares stock or securities of any such company, and to guarantee the contracts or liabilities of or the payment of the dividends, interest or capital of any shares, stack or securities of any to subsidize or otherwise assist any such company.
 - (am) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person firm or company carrying on any business which this Company is authorized to carry on.
 - (an) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, other rights in over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
 - (ao) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking subject to the liabilities of this or any such other company as aforesaid, with or without winding-up, or by sale of purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any other such company as aforesaid or in any other manner.
 - (ap) To distribute among the members in specie any property of the Company, but 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. (eg) To do all or any of the above things in any part of the world, and either as principal, agents, trustee or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
4. The Liability of the members is limited.
5. The share capital of the company is shillings Fifty million only (50,000,000/=) divided into Five thousand (5,000) ordinary shares of shilling Ten Thousand (Ths. 10,000/=) each with power for the Company to increase 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.

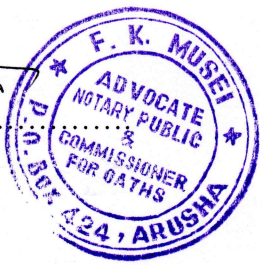
We, the several persons whose names, postal addresses and descriptions are sub-scribed below desirous of being formed into a company in pursuance of this memorandum of Association, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

Names, Postal address and Occupation of subscriber	Number of shares taken by each subscriber	Signature of Subscriber
MR. ZEPHANIA SAMWEL KWAYU P. O. BOX 16460, <u>ARUSHA.</u> BUSINESSMAN	3,000	
MR. NYAMUHANGA CHACHA MUYA P. O. BOX 13867, <u>ARUSHA.</u> TECHNICIAN/BUSINESSMAN.	150	
MRS. RACHEL ZEPHANIA KWAYU P. O. BOX 16460, <u>ARUSHA.</u> TEACHER	750	

Dated this 6th day of FEB. 2010

Witness to the above signatures:


.....
Advocate



THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

ZEKWA TRADING COMPANY LIMITED

Interpretation

1. In these Regulations:

“the Act” means the Companies Act, 2002 (Act. No. 12)

“the articles” means the articles of the company

“clear days” in relation to the period of a notice means the period excluding the day when the notice is given or on which it is to take effect;

“the holder” in relation to the shares means the member whose name is entered in the registered of members at the holder of the shares;

“the seal” means the summon seal of the company.

“secretary” means the secretary of the company or any other 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.

Members

2. The number of members with which the company proposes to be registered is 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 that year, and 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 meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, 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 meetings 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, notwithstanding 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; and
 - (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 representing 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 of 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 the fixing of the remuneration of the auditors.
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 proxy for a member or a duly authorized representative or a corporation, shall be a quorum.
11. If within half an hour from the time appointed for the meeting a 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 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 members to be chairman of the meeting and, if there is only one director present 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 numbers 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 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 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 of the meeting 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; 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 a particular majority, or lost and an entry to the effect in the book continuing 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 favour 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 the 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 may consist of several instruments in the like from each executed by or on behalf of one or more member.

Vote of Members

20. Every member shall have one vote.
21. A member 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 any 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 appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under seal or under the hand the 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 a notarially 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 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.

26. An instrument appointing a proxy shall be the in following a form as near thereto 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 may be} general meeting of the company to be held on theday of200....., and at any adjournment thereof.

Signed this.....day of.....200....”

27. Where it is desired to afford members an opportunity for 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 ofof.....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 theday of.....200....., and at any adjournment thereof.

This form is to be used * in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out which ever is not desired.

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 duly authorised 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 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 Representation at Meetings

30. Any corporation which is a member of the company may be resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the company, and the person so authorised 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

31. 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 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.
32. 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 travelling, 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.

Borrowing Powers

33. 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 debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the company or any third party.

Power and Duties of Directors

34. 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 the memorandum or articles and no such directions 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.
35. 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.
36. 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.
37. 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 he directors present at each meeting of the directors and of any committee of the directors;
 - (c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.

Disqualification of Directors

38. The Office of director shall be vacated if the director:-
- (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) 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 not 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.

39. 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.
40. The directors may appoint a person who is willing 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.
41. 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 is 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.
42. 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.

Proceedings of Directors

43. 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 director who is absent from Tanzania.

44. 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.
45. 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 company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the company, but for no other purpose.
46. The directors may appoint one of their numbers 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
47. The directors may delegate any of their powers to any committee consisting of one or more directors; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors. Subject 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
48. All acts 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 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.
49. 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 th like form each signed by one or more directors.

Secretary

50. 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.
51. A provisions of the Act or these articles requiring or authorising 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

52. The seal shall only be used by the authority of the directors or of a committee of the directors authorised 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.

The Accounts

53. The directors shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the company and the matters in respect of 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.

Property 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 fair view of the state of the company's affairs and to explain its transactions.

54. 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 to the inspection of the directors.
55. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the company.
56. 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.
57. 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 auditor's report 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



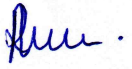
Audit

58. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.

Notices

59. 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 prepaid 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 affected 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 the 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, Postal address and Occupation of subscriber	Number of shares taken by each subscriber	Signature of Subscriber
MR. ZEPHANIA SAMWEL KWAYU P. O. BOX 16460, <u>ARUSHA.</u> BUSINESSMAN	3,000	
MR. NYAMUHANGA CHACHA MUYA P. O. BOX 13867, <u>ARUSHA.</u> TECHNICIAN/BUSINESSMAN.	150	
MRS. RACHEL ZEPHANIA KWAYU P. O. BOX 16460, <u>ARUSHA.</u> TEACHER	750	

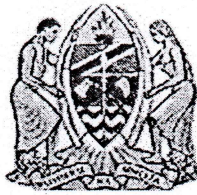
Dated this 6th day of FEB. 2010

Witness to the above signatures:


.....
Advocate



TANZANIA



Certificate of Incorporation

Section 15

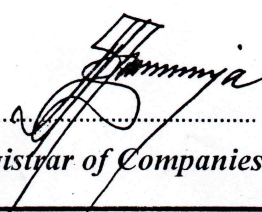
No **75033**

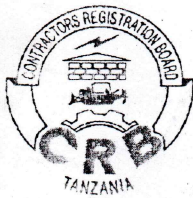
I HEREBY CERTIFY THAT

ZEKWA TRADING COMPANY LIMITED =====

is this day incorporated under the Companies Act, 2002 and that the Company is Limited

Given under my hand at Dar es salaam

this **17TH** day of **FEBRUARY****TWO THOUSAND AND TEN**
.....
Asst. . Registrar of Companies



CONTRACTORS REGISTRATION BOARD

P.O Box 13374
Dar es Salaam
Tel No. 255
222137962, 2137963
Fax No. 255 22 2137964
E-mail : crbhq@crbtz.org

Your Ref :

Date : 08/10/2010

Our Ref : CW6/4084

M/S ZEKWA TRADING COMPANY LIMITED

P.O. BOX 16460
ARUSHA

Dear Sir,

RE : APPLICATION FOR REGISTRATION AS A CIVIL WORKS CONTRACTOR

I am pleased to inform you that in the 46th Ordinary Audit Board Meeting held on 07/10/2010

the Board considered and Approved your registration as a CIVIL WORKS Contractor in Class 6

Your registration Fee will be Tshs. 60,000.00 and the Annual Subscription Fee will be Tshs. 150,000.00

You are therefore, given a maximum of Sixty Days (60 days) to pay the fees failure of which will lead the Board to revoke its approval for registration. You are advised to remit the amount by Cash , Bankers Cheques or Money Order Drawn in favour of the " Contractors Registration Board " and Crossed "Account Payee Only".

Remittances should be sent to :-

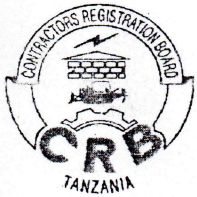
The Registrar
Contractors Registration Board
P.O Box 13374
Dar es Salaam

Please note that your certificate of registration will only be issued to you after the Board has received your registration and annual subscription fees.

Yours faithfully,

CONTRACTORS REGISTRATION BOARD


B.C. Muhegi
REGISTRAR



CONTRACTORS REGISTRATION BOARD

P.O Box 13374
Dar es Salaam
Tel No. 255
222137962, 2137963
Fax No. 255 22 2137964
E-mail : crbhq@crbtz.org

Your Ref :

Date : 08/10/2010

Our Ref : BC6/4860

M/S ZEKWA TRADING COMPANY LIMITED

P.O. BOX 16460
ARUSHA

Dear Sir,

RE : APPLICATION FOR REGISTRATION AS A BUILDING CONTRACTOR

I am pleased to inform you that in the 46th Ordinary Audit Board Meeting held on 07/10/2010 the Board considered and Approved your registration as a BUILDING Contractor in Class 6

Your registration Fee will be Tshs. 50,000.00 and the Annual Subscription Fee will be Tshs. 150,000.00

You are therefore, given a maximum of Sixty Days (60 days) to pay the fees failure of which will lead the Board to revoke its approval for registration. You are advised to remit the amount by Cash , Bankers Cheques or Money Order Drawn in favour of the " Contractors Registration Board " and Crossed "Account Payee Only".

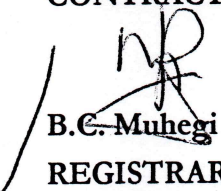
Remittances should be sent to :-

The Registrar
Contractors Registration Board
P.O Box 13374
Dar es Salaam

Please note that your certificate of registration will only be issued to you after the Board has received your registration and annual subscription fees.

Yours faithfully,

CONTRACTORS REGISTRATION BOARD


B.C. Muhegi
REGISTRAR



CONTRACTORS REGISTRATION BOARD

P.O. Box 13374
DAR ES SALAAM
Tel No. 2132508/2132510
2131169/2137962/2137963
FAX No. 2137964
E-mail : crhqb@crbtz.org

Ref. No. CWS/10084

Date: 16-10-2010

M/S ZEUWA TRADING
COMPANY LIMITED
P.O BOX 16469
ARUSHA

Dear Sir,

RE: REGISTRATION AS CIVIL WORKS CONTRACTOR


This is to confirm that after having paid Registration Fee amounting to T.Shs. 600000/=
and the 2010. Annual Subscription Fee amounting to T.Shs. 150000/=
Total T.Shs. 2100000/= vide our Receipt No. ST805 dated 08/10/10

You are now registered with this Board as a Civil Works Contractor Class SX
with effect from 08-10-2010. Your Registration Number is CS/0881/0/10

You are now allowed by law to take up Civil Works Contracts worth up to T.Shs. 300,000,000/=
for any one single contract.

Your registration Certificate is being prepared and will be issued to you within Twenty One days
from the date of registration.

Yours faithfully
CONTRACTORS REGISTRATION BOARD


B. C. MUEH CONTRACTORS REGISTRATION BOARD
REGISTRAR P. O. BOX 13374
DAR ES SALAAM - TANZANIA

ALL CORRESPONDENCE SHOULD BE ADDRESSED TO THE REGISTRAR
OFFICES: 3RD FLOOR, TETEX HOUSE, PAMBA ROAD - DAR ES SALAAM



CONTRACTORS REGISTRATION BOARD

P.O. Box 13374
DAR ES SALAAM
Tel No. 2132508/2132510
2131169/2137962/137963
FAX No. 2137964
E-mail - crbhq@crbtz.org

Ref. No. BCC/10860

Date: 16-10-2010

M/S ZEMWA TRADING
COMPANY LIMITED
P. O. BOX 16460
ARUSHA

Dear Sir,


RE: REGISTRATION AS BUILDING CONTRACTOR

This is to confirm that after having paid Registration Fee amounting to T.Shs. 200000
and the 2010 Annual Subscription Fee amounting to TShs. 150000
Total TShs. 200,000 vide our Receipt No. 57804 dated 08-10-10
You are now registered with this Board as Building Contractor Class SIX with
effect from 08-10- 2010. Your Registration Number is RG/0505/10/10

You are now allowed by law to take up Building Contracts worth up to TShs. 200,000,000
for any one single contract.

Your registration Certificate is being prepared and will be issued to you within Twenty One days from the date of registration.

Yours faithfully
CONTRACTORS REGISTRATION BOARD


B. C. MHEGI
REGISTRAR CONTRACTORS REGISTRATION BOARD
P. O. BOX 13374
DAR ES SALAAM - TANZANIA

ALL CORRESPONDENCE SHOULD BE ADDRESSED TO THE REGISTRAR

OFFICES: 3RD FLOOR, TETEX HOUSE, PAMBA ROAD - DAR ES SALAAM