

Approved
Anilkumar V. Patel
22/06/2000

**THE COMPANIES ORDINANCE
(CAP 212)**

COMPANY LIMITED BY SHARES

Fee Paid Shs: 24,000/-
Receipt No: 11306048
Date: 22-6-2000
R/G

MEMORANDUM

AND

ARTICLE OF ASSOCIATION

OF

IDEAL CHICKS LTD.

FF
Fee Paid Shs: 24,000/-
Receipt No: 11306048
Date: 22-6-2000
SPD
Fee Paid Shs: 26,000/-
Receipt No: 11306048
Date: 22-6-2000

**DRAWN BY:
ANILKUMAR V. PATEL
"SUBSCRIBER"
P.O. BOX 1096
DAR ES SALAAM**

FILED
22-06-2000
Anilkumar V. Patel
Asst. Registrar of Companies

UNITED REPUBLIC OF TANZANIA

Certificate of Incorporation

No.

I HEREBY CERTIFY that

IDEAL CHICKS LTD.

Is this day Incorporated under the Companies Ordinance
(Cap. 212) and that the Company is Limited.

Given under my hand at Dar Es Salaam thisday of

.....One Thousand Nine Hundred and

.....
Registrar of Companies

THE COMPANIES ORDINANCE (CAP.212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

IDEAL CHICKS LTD.

12008
11/20/2025
22/6/2025
D. M. M.

1. The name of the Company is **"IDEAL CHICKS LTD.."**
2. The registered 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 and trade as general merchants, on poultry, Hatchery, to produce day old chicks, importer and exporter of eggs and chicks, and all associated to chicks products. (e.g.) vaccine, genetic material, veterinarian assistance
 - (b) To operate or carry on the business of manufacturing of dairy products, processing of milk, milk products, dairy farming, breeding cow, goats and sheep, sale and purchase of cattles, milk deliveries to hotels, restaurants, groceries and individuals, breeding and selling of broiler and layer chicks.
 - (c) To carry on the business as poultry feed supplier to the retail and wholesalers, catering industry producer of quality fresh and frozen poultry chicks, delivery of all poultry products and dairies, processing of, chick feeds and dressed chickens.
 - (d) To carry on the business of milling of all types of grains and cereals, to buy and sale, store and distribute, all types of grains and cereals and any other agricultural products. Import and export of grains, cereals, fish, ocean products, processing offish, lobsters, prawns and other fish products.
 - (e) To carry on the profession and/or business of hotels, guest house, lodging camps, caravan sitters and apartment housekeepers, refreshments and tea rooms, cafes and milk snackbars, tavern beer house and lodging house keepers, licensed victuals, wine, beer and spirits merchant, run supermarkets, groceries wholesale and tails trader, exporter and importer of sea products, forest products, dealers on milling machines, agricultural machines, clutch plates, pressure plates, disc pads and other automobile and agricultural machine parts.

I HEREBY CERTIFY THAT THIS IS A
TRUE COPY OF THE ORIGINAL
Asst. Registrar of Companies
Date..... 6/8 2025

- (f) To engage and otherwise carry on the business of time manufacturers, to be owners of sawmills, to be timber processors, treaters, grader suppliers and exporters to be furniture, manufacturers and distributors of all kinds of furniture.
- (g) To carry on the business which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly to enhance the vales of or render profitable and of the Company's property or rights.
- (h) To carry on the business of importers, dealers and distributors of Kerosene, petrol motor spirit mineral oil, grease and all other kinds of mineral and petroleum products.
- (i) To establish, deposits and agencies in different part of the world for the purpose of carrying on any or all of the business of the Company.
- (k) To enter into any arrangements and contracts with Government or authority (Supreme, municipal local or otherwise) or an corporations, companies person having objects that may seem conductive to the Company's objects or any of them and to obtain from a such Government, Authority, Corporation, Company or person any characters, contracts, decrees right privileges and concessions.
- (l) To purchase, take on lease, option or license, exchange or otherwise acquire in any of the world, prospects rights and contracts, lease, options, mineral properties, grants, concession, characters, privileges, licenses or authorities of and over mines, land and mineral or of properties either absolutely or conditionally.
- (m) To carry on the business as miners and quarry owners, and to get, quarry, raise, prepare for market and deal in granite, Kieselguhr, nitrates, phosphates, pyrites, coal, clay, stones, marl and minerals or quarryable substances and products of all kinds, and to prospect for and to acquire, exploit, let or sell mining rights in respect of gold upon or adjoining any of the properties of the Company.
- (n) To carry on the trades or businesses of iron masters, steel makers, steel converters, colliery proprietors, coke manufacturers, smelters, engineers, tin-plate makers and iron founders in all their respective branches.



- (o) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or facilitate the realisation of or render profitable any of the Company's property or rights.
- (p) 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 authorised to carry on, or possessed of property suitable for the purposes of the company.
- (q) To employ and experts, agents and other persons, partnerships, companies or corporations and to carry out experimental work and to organise, equip and dispatch expeditions for exploring, prospecting, examining, surveying and reporting on lands, districts and territories in any part of the world.
- (r) To purchase or buy other means acquire any freehold, leasehold, or other property and any rights or privileges, over or in respect of any property, and any buildings, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, plant, live and dead stock, barges, vessels or things, and any real or personal property or rights, whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (s) To develop and turn to account any lands, works and plantations of or acquired by the Company or in which it is interested, and in particular by clearing, draining, irrigating, laying out and in any manner preparing the same for plantations, building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences, and by advancing money to and entering into contracts and arrangements of all kinds with farmers, builders, tenants and others
- (t) To purchase, or by other means acquire and protect, prolong and renew, whether in Africa or elsewhere, any patents, patent rights, brevets d'invention, licenses, protections, concessions, trade-marks, designs, and trade secrets which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licenses or privileges in respect of he same, and to expend money in experimenting upon and testing and in improving or seeking to improve any such patents, inventions or rights as aforesaid which the Company may acquire or propose to acquire..
- (u) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.



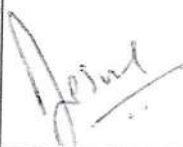
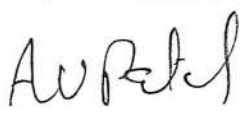
- (v) To lend money to such persons or companies and on such term as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by any such persons or companies.
- (w) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures, debenture stock, perpetual or otherwise, charged upon all or any of the Company's property (bother present and future) including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (x) 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.
- (y) To remunerate any person or company for services rendered or to be rendered, in placing or assisting or place or guaranteeing the placing of any of the shares in the Company's capital, or any debentures, debenture sock or other securities of he Company, or in or about the formation or promotion of he Company or the conduct of its business.
- (z) To enter into any arrangements with any governments or authorities, 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 and o carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (aa) To grant pensions or gratuities to any employees or ex-employees, and to officers and ex-officers (including Directors and ex-Directors) of the Company, or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of he Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.
- (bb) To adopt such means of making known the products and goods of the Company as may seem expedient, by advertising, by circulars, by publication of books, pamphlets, periodicals or catalogues, whether intended for distribution gratis or offered for sale, and by granting prizes, rewards, donations or otherwise.



The objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in any wise limited or restricted by reference to or in reference from the terms of any other sub-clause or by the 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, but 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.

4. The liability of the members is Limited.
5. The share capital of the Company is Tshs 10,000,000/= divided to 10,000 ordinary shares of Tshs 1,000/= each with power to increase /reduce the capital or consolidate or subdivide the share into shares of larger or smaller amount and to all or any part of the said Capital.

We the undersigned 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 number of shares in capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBERS OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
DIPARK SHAH P. O. BOX 18138 NAIROBI, KENYA	9,000	
ANILKUMAR V. PATEL P. O. BOX 1096 DAR ES SALAAM	1,000	

Dated the^{22nd} day of JUNE 2000

Witness to the above signatures:-

NAME: DILESH SUNEMPA MAWJI

SIGNATURE: 

POSTAL ADDRESS:

QUALIFICATION:



I HEREBY CERTIFY THAT THIS IS A TRUE COPY OF THE ORIGINAL.

Asst. Registrar of Companies
Date: 20.25

THE COMPANIES ORDINANCE (CAP.212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

IDEAL CHICKS LTD.

PRELIMINARY

2002-9-22
2002/1200f
2002/1200f
22-6-2002

1. In the Regulations:

"The Ordinance" means the Companies Ordinance Chapter 212 of the Laws of Tanzania

When any provision of the Ordinance is referred to the reference in that provision as modified by any law for the time being in force.

Unless the context otherwise requires, the expressions defined in the Ordinance or any statutory modification thereof in force at the date at which these regulations become binding on the company, shall have the meaning so defined

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies, corporate, partnership, firms, co operative societies, etc.

The regulation of Table "A" in the First schedule to the Companies ordinance (hereinafter called Table "A" shall apply to the Company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under Table "A" the former shall prevail and in addition to substitution for or modification of the provisions of Table "A" the following be the regulations of the Company.

PRIVATE COMPANY

2. The Company is private Company and accordingly:-

- (a) The right to transfer shares is restricted in manner hereinafter prescribed.
- (b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who have been formerly in the employment of the Company) is limited to fifty, provided that where two or more persons hold one or more shares in the Company they shall for the purpose of this regulation be treated as a single member.

I HEREBY CERTIFY THAT THIS IS A TRUE COPY OF THE ORIGINAL.

Asst. Registrar of Companies

Date: 6/8 '02

- (c) Any invitation to the public to subscribe for any shares or debenture of the Company is prohibited.
- (m) The Company shall not have the powers to issue warrants to bearer.

TRANSFER OF SHARES

- 3. The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer of any share to any person whom to their opinion he/she is undesirable for any reason whatsoever to admit to membership.
- 4. Subject to Article 2 and 3 hereof the rights of members to transfer their shares shall be restricted as follows:
 - (a) No share shall be transferred to a person who is not a member so long as any member or any person selected by the Directors as one whom it is desirable in the interests of the Company to admit to membership.
 - (b) Every shareholder of Trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every personal representative of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sales or such a transfer, such notice shall constitute the board of Directors as his agents for sale of such shares to any member or members of the company at a price to be agreed upon between the party giving such a notice and the board and in the case of difference the same shall be determined by the Auditor of the Company.
 - (c) Upon the price of such shares being agreed on or determined as per Clause (b) above, the Board shall forthwith give notice to such shareholders other than those desiring to sell or transfer the said shares, stating the number and prices of such shares inviting the persons to whom the notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such 21 days' no notice, the Board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase the same and as far as may be proper according to the number of shares already held by them respectively, or if there be only one such shareholder the whole of such shares be sold to him, provided that no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the notice.



GENERAL MEETINGS

NOTICE OF GENERAL MEETINGS AND PROCEEDINGS AT THE GENERAL MEETING

5. Articles 39 to 53 Table "A" shall apply subject to the following variations:-
- (a) A General meeting, Ordinary or Extra Ordinary meeting may with the consent on writing of all members be convened on a shorter notice than seven days or without notice.
 - (b) Two members present either personally or by proxy shall form a quorum.
 - (c) Any ordinary resolution of the Company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and or the members of the Company holding three votes of the issued shares of the Company shall be valid and effectual as an or inanity resolution duly passed at a general meeting of the Company

6. **DIRECTORS**

(n) Until otherwise determined by the Company in general meeting the Directors shall not be less than 2 and not more than 50 in number.

(o) The following persons shall be the first Directors of the Company:

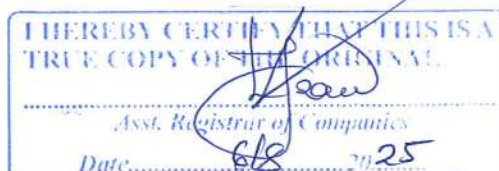
MR. DIPARK SHAH

MR. ANILKUMAR V. PATEL

7. The shareholding qualifications for the Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required.
8. The quorum of Directors for transaction business shall, unless otherwise fixed by the Directors, be 2 (three).

The Directors may from time to time borrow or raised any moneys for the purpose of the company, which may exceed the issued share capital of the company.

9. A resolution in writing signed by all the Directors then in Tanzania shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.



10. The Directors may from time to time borrow raise moneys for the purpose to the company which may exceed the issued share-capital of the company.

BORROWING POWERS

11. The Directors may raise or borrow for the purpose of the company's business such sum or sums of money as they may think fit and they may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the company, present and future, including its uncalled or unissued capital or by the issue, at such price as they may think fit, or bonds or debentures, either charged upon the whole or any part of the property and assets of the company, or not charged, or in such other way as the Directors may think expedient.

ALTERNATE DIRECTORS

12. Each Director may nominate a person, who shall be approved of in writing by the other Directors, to act as alternate in his place during his absence from Tanzania or inability to act as such Director. Shall be subject in all other respect to the terms and conditions existing with reference to the directors of the Company and such alternate Directors when acting shall exercise and discharge all duties and functions of the Director whom he represents and in the case of an alternate Director being unable to act during the absence of inability to act as Director whom he represents he may subject to the like approval of the other Directors appoint a dully qualified person to act in his place.

SECRETARY

13. The Secretary shall be appointed by the Board for such terms as such remuneration and upon such conditions as it may think fit, and any secretary so appointed may be removed by the Board

WINDING UP


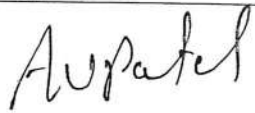
14. With the sanction of a Special Resolution of the shareholders any part of the assets of the company including any shares in other companies may be divided between the members of the company is special or may be vested in Trustees for the benefit of such members and the liquidation of the company be closed and the company dissolved by so that no member shall be compelled to accept any shares whereupon there is only liability.



15. Every Director, Managing Director, Agent, Auditor, Secretary and officers for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in this favour or in which he is acquitted or in connection with any application (under section 345 of ordinance) in which relief is granted to him by the court.

ALTERATION OR ADDITION

16. Subject to the provisions of the ordinance and those contained in the memorandum of Association the Company may by special resolution make an alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by special resolution.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBERS OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
DIPARK SHAH P. O. BOX 18138 NAIROBI, KENYA	9,000	
ANILKUMAR V. PATEL P. O. BOX 1096 DAR ES SALAAM	1,000	

Dated the ...day of 2nd JUNE2000

Witness to the above signatures:-


NAME: DILESH SURENDRA MUMSI

SIGNATURE : 

POSTAL ADDRESS:

QUALIFICATION:



I HEREBY CERTIFY THAT THIS IS A TRUE COPY OF THE ORIGINAL.

Asst. Registrar of Companies
Date..... 6/8 20.25