THE COMPANIES ACT NO.15 OF 201

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

AMO ZNZ TOURS AND SAFARIS (SMC-PRIVATE) LIMITED

Incorporated this............day of 2017

NO. ....

ZANZIBAR GOVERNMNET

THE COMPANIES ACT NO.15 0F 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

AMO ZNZ TOURS & SAFARIS (SMC-PRIVATE) LIMITED

1. The name of the Company is AMO ZNZ TOURS & SAFARIS (SMC-PRIVATE) LIMITED
2. The headquarter of the Company will be at Zanzibar.
3. The objective for which the Company is established are

3.1 To carry on the business of tour operators, agents of tour operators, travel agents, owners of motors vehicles, motor –car hirers, and fishing, sports, diver, ticketing, and other kind of description To carry on the business of tour operators, agents of tour operators, lodges, motels, resorts, club, hoteliers, cafes, cars, tours operation, casinos, hirers of conference hall and generally to manage hotels, beach, bungalow and also to provide secretarial services to guests and members of the public.

3.2 To carry on the business of travel agents, facilitate travelling, to provide for tourists and travelers such facilities, assistance and attractions in the way of cars, berths, reserved places, hotel, lodging accommodations, guides, safe deposits, inquiry bureau and otherwise to arrange, organize and operate tours for sight-seeing walking cycling tours of towns, and also to arrange and organize boating, dhow safaris, goggling, fishing and water in Zanzibar and elsewhere.

3.3 To engage in the business of travel agents. In the regard to act in all manner conducive to the safe, secure and proper transportation of passengers by land, sea and air, by either owning and or hiring for charter airplanes, motor vehicles and vessels.

3.4 To establish and maintain in Zanzibar or elsewhere travel bureau and booking offices and to carry on the business of travel and tourist agent and to provide for tourists and travelers generally and to promote the provision of facilities and conveniences of all kinds in the way of through tickets, sleeping cars and accommodation, tour and safari guides, safe deposits, inquiry bureaus, baggage transport and otherwise provide all kids of conveniences for tourists. To carry on the business of air transportation, air cargo transporters, air passenger transporters and airline leasing, hirers and operators of aircrafts, airline general services agents, air agents, airline managers and consultants;

3.5 To carry out the business of management and running of airlines, airports ground handling services, air fuel providers, air, land and marine haulage, airline hangars, workshops and garages, planning, establishing, operating airlines, and all other air transportation related activities.

3.6 To carry on the business of aircraft engineers, aircrafts spares and equipment stockiest, universal providers, importers and exporters, commission agents, aircraft manufacturers representatives, wholesalers and retailers;

3.7 To promote and do all factions of and relating to tourism, tour guides and operators, apartments, conference facilities, spiritual and moral rehabilitation center, hotel industry, restaurant, tavern, refreshment room and lodging house keepers, licensed victuals, importers and manufacturers of aerated, mineral and artificial water and other drinks, purveyors, caterers, for public amusement generally.

3.8 To carry on business of hotels, restaurants, refreshment and tea rooms, cafes and milk and snack bars, tavern, bear house and lodging house keepers, importers and manufacturers of mineral and artificial waters and other drinks, and as caters and contractors in all their respective branches.

3.9 To establish and maintain in Zanzibar or elsewhere travel bureau and booking offices and to carry on the business of travel and tourist agent and facilitate travelling and to provide for tourists and travelers generally and to promote the provision of facilities and conveniences of all kinds in the way of through tickets, sleeping cars and accommodation, tour and safari guides, safe deposits, inquiry bureaus, baggage transport and otherwise provide all kids of conveniences for tourists.

3.10 To carry on the business of air transportation, air cargo transporters, air passenger transporters and airline leasing, hirers and operators of aircrafts, airline general services agents, air agents, airline managers and consultants;

3.11 To carry on the business of general transporters, haulers, cargo conveyors, passenger transporters, transport agents and charterers, and general carriers;

3.12 To carry out the business of management and running of airlines, airports ground handling services, air fuel providers, air, land and marine haulage, airline hangars, workshops and garages, planning, establishing, operating airlines, and all other air transportation related activities.

3.13 To purchase or by other means acquire and sell, exchange, lease, mortgage charge any freehold, leasehold or other property and any buildings, hotels, restaurants, factories, mills, roads, machinery or things personal property or rights, whatsoever, and to work, manage and control the same or join with other in so doing.

3.14 To carry on the business of fresh fish, fresh lobsters, seaweed, fresh prawns and all frozen sea food, all fresh fruits or frozen fruits and all types of material needed in processing such foods.

3.15 To carry on business of processing trading and marketing including export of all fresh fish, fresh lobsters, seaweed, fresh prawns and all frozen seafood, all fresh fruits or frozen fruits and all types of materials needed in processing such foods.

3.16 To carry on the business of selling and buyer of seafood and export the sea food, shells, spider shells and all kind of activities.

3.17 To purchase or by any other means acquire any freehold or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property and any buildings, offices, To apply for, register, purchase, or by other means acquire and perfect, prolong, and renew whether in Zanzibar or elsewhere, and patents, patent rights, brevets invention licenses, trademarks, designs, protection, concessions 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 improving or seeking to improve any patents, inventions or rights which the company any acquire or oppose to acquire.

3.18 To improve, manage, cultivate, develop, exchange, let on lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any party of the property and rights of the company.

3.19 To invest in such shares or upon such securities and in such manner as may from time to time be determined.

3.20 To lend and advance money or give credits to such persons, firms, or companies and on such terms as may seem expedient and in particular to customers and others having dealings with such persons or companies.

3.21 To borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures or debenture- stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised or owing by mortgage , charge or lien upon the whole or any part of the company's property or assets (whether present or future), including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company of any obligation or liability it may undertake.

3.22 To draw, make endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrant debentures, and other negotiable instruments.

3.23 To draw, accept and make, and to endorse, discount and negotiate, Bills of Exchange and Promissory Notes, and other negotiable instruments.

3.24 To apply for, promote and obtain any Act of Parliament or license of the local government or other appropriate body or other authority for enabling the company to carry any of its objects into effect, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.

3.25 To enter into any arrangements with any government or authorities (supreme, municipal, local or otherwise) or any corporations, companies or persons that may seem conducive to the attainment of the Company's objects or any them, and to obtain from any such government, authority, corporation, company, or person any charters, contracts, decrees, rights, privileges, concessions which the company may think desirable and to carry out, exercise, and comply with any such characters, decrees, rights, privileges and concessions.

3.26 To subscribe for, take, purchase or otherwise acquired and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this company or carrying on any business capable of being carried on so as directly or indirectly to benefit this company.

3.27 To act as agents or brokers and as trustees for any person, firm or company, and also to act in any of the business of the company through or by means of the agents, brokers, sub-contractors and others.

3.28 To remunerate any person, firm, or company rendering services to nthis company, either by cash payment or by allotment to him or them of shares or securities of the company credited as paid in full or in part otherwise as may be thought expedient.

3.29 To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the company, or to contract with any persons, firm or company, to pay the same and to pay commission to brokers and others for underwriting, placing or guaranteeing the subscription of any shares, debentures, debenture-stocks, or securities of this company.

3.30 To support and subscribe to any charitable or public object, and institution, society or club which may be for the benefit of the Company or its employees, or may on business, to give pensions, gratuities, or charitable aid to any person who may have been a Director, or may have served the Company, or to the wives, children, or other relatives or dependants of such persons and to form and contribute to provident of benefit funds for the benefit of any such persons or their wives, children or other relatives or dependants.

3.31 To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any7 of the liabilities of this Company or of undertaking any business or operation which may appear likely to assist or enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company aforesaid.

3.32 To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

3.33 To work as agents, organizers, chief agents, representatives of companies doing business of life, Marine, Accident and all other kinds of insurance business.

3.34 To sell or otherwise dispose of whole or any part of the business or property of the Company, either together or in portions, for such consideration as the company may think fit, and in particular for shares, debentures, or securities of any part of any company purchasing the same.

3.35 To work as agents, organizers, chief agents, representatives of companies doing business of life, Marine, Accident and all other kinds of insurance business.

3.36 To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any7 of the liabilities of this Company or of undertaking any business or operation which may appear likely to assist or enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company aforesaid.

3.37 To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

3.38 To work as agents, organizers, chief agents, representatives of companies doing business of life, Marine, Accident and all other kinds of insurance business.

3.39 To sell or otherwise dispose of whole or any part of the business or property of the Company, either together or in portions, for such consideration as the company may think fit, and in particular for shares, debentures, or securities of any part of any company purchasing the same.

3.40 To work as agents, organizers, chief agents, representatives of companies doing business of life, Marine, Accident and all other kinds of insurance business.

AND IT IS HEREBY declared that the word" Company" in this clause shall be deemed to include any partnership or other body or persons, whether incorporated or unincorporated, and whether domiciled in East Africa or elsewhere and the intention is that the objects specified in each paragraph of this clause shall except where otherwise expressed in such paragraph be independent main objects and shall in no way be limited or restricted by a reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The initial capital of the company is Shillings Ten Millions only (10,000,000/=) divided into 100 shares of Shs. 100,000/= each and the company shall have the provide the original or any increased capital into several classes, and to attach share to any preferential, deferred, qualifies or other specific rights privileges, restrictions or conditions-

I,AMOUR SULEIMAN AMOUR the person who name and address is shown below is desirous of being formed into a company, in pursuance of this Memorandum of the Association, and i respectively agree to take the number of shares in the capital of the Company set opposite my respective name.

Names, Adress and Description of Subscribers	Number of Shares Taken	Signatures
AMOUR SULEIMAN AMOUR P.O.BOX 4866 ZANZIBAR	100	....

DATED AT ZANZIBAR..........DAY OF ....2018.

WITNESS TO THE ABOVE SIGNATURES.

NAME: ....

ADDRESS: ....

SIGNATURE: ....

THE COMPANIES ACT NO 15 0F 2013

SINGLE MEMBER PRIVATE COMPANY LIMITED

ARTICLES FOR MANAGEMENT

OF

AMO ZNZ TOURS & SAFARIS (SMC-PRIVATE) LIMITED

INTERPRETATION;

1. In the interpretation of these articles the following expressions shall have the following meanings unless repugnant to or inconsistent with the subject articles:-

   a) "alternate nominee director" means an individual's nominated by the single member to act as nominee director in case of non-availability of nominee director;

   b) "company" or "this company" means **AMO ZNZ TOURS & SAFARIS (SMC-PRIVATE) LIMITED;**

   c) "director" or "board director" means board of director so that it may consist of only the sole director or more than one director if so appointed under the relevant provisions of the Act;

   d) "in writing" means written or printed or partly printed or lithographed or typewritten or other substitute for writing;

   e) "member director" means an individual becoming director due to membership of the company in term of section 186;

   f) "nominee director" means an individual nominated by the single member to act as director in case of death of single member;

   g) "private company" means a private company other than a single member company;

   h) "rule" means the rule of the Single Member of Company Rules;

   i) "section" means section of the Companies Act; and

   j) "Sole director" means the director of the company who is for the time being the only director and single member of the company.

PRELIMINARY

2. Any provision of the Act or rules and regulations made there under which apply in relation to private company limited by share incorporated under the Act shall, in the absence of any expression provision to the contrary, apply in relation to a single member company as it applies in relation to such a company which is formed by two or more persons or which has two or more persons as members.

SINGLE MEMBER COMPANY

3. The company is a single member company and as being a private company limited by shares:-
   a) It shall not issue invitation to the public to subscribe for any share of the company

   b) The company shall not register any share(s) in the name of two or more person to hold one or more shares individually or jointly; and

   c) Number of the member of the company shall be limited to one.

SHARES

4. The company may increase the nominal share capital in accordance with sections 71.

5. Share certificate(s) shall be issued under the seal of the Company and shall be signed by the member director, and in case of his death, by the nominee director and the secretary.

6. The company may upon passing of a special resolution, issue further shares or transfer existing shares or part thereof causing the number of member to become two or more in accordance with the rules but it shall become a private company thereafter.

7. The company shall not transfer all of the share of a single member to two or more persons or part of shares of single member to other person(s) or allot further share to any person other than the single member or, at any time, allow transfer of share or allotment of share or both resulting in number of member to become two or more, except under authority of a special resolution for change of status from single member company to private company and alter its articles accordingly.

8. The single member may transfer all of his shares to a single person under the authority of an ordinary resolution where by the company shall remain a single member company as it was before such transfer.

9. A person whose name in entered as a member in the register of member shall be entitled to receive, within ninety days after allotment or within forty five days of the application for registration of transfer, a certificate under the seal specifying the share or shares held by him.

TRANSFER AND TRANSMISSION OF SHARES

10. Transfer and transmission of share shall be in accordance of section 79 to 86.

11. In case of death of the single member, the power to register or refuse transfer of share shall be exercised by the secretary and the nominee director under the rules.

12. If the company allots further shares held by single member are transferred in total impart and a result thereof the company becomes private a company, the fact that it has converted from a single member company to a private company and number of its members has increased to two or more shall be recorded in the register of members along with that date of the event and the particular of the members.

13. Transmission of shares to the legal heirs shall be recorded in the register of members by the secretary and the nominee director.

CHANGE OF STATUS

14. The company may convert itself from single private company to a private company in accordance with the provisions of rule 4

GENERAL MEETINGS

15. A general meeting to be called annual general meeting, shall be held, in accordance with the provisions of section of section 136 and rule 5

16. All general meetings of the company other than an annual general meeting as specified in section 137 shall be called extraordinary general meetings and shall be deemed to be held in accordance with the provisions of rule 5.

17. The secretary shall attend all the meeting of the company but shall have no vote.

NOTICE AND PROCEEDING OF GENERAL MEETINGS

18. In case where the law specifies time period for giving of notice of any meeting of the members or of director(s), requirements of the law shall be deemed to have been complied with if both the secretary and the members are notified of the meeting and they attend such meeting provided that

in case of annual general meeting the time period for giving of notice to the auditor of th company shall not be less than twenty one days.

19. The single member present in person or through proxy shall be the quorum for the general meeting provided that secretary shall not act as proxy of the single member.

20. If the single member takes any decision which is required to be taken in meeting of the board or in the general meeting or by means of a resolution and such decision is delivered by the single member in writing, within three days of such decision, to the company for entry in the minute book and is so recorded, that decision shall be valid as if agreed in such a meeting.

DIRECTOR(S)

21. The company shall always have the single member as a director but it, may have such number of the other director who fulfill the condition as specified in section 189.

22. The board or the general meeting shall not have the power to remove the member director but the single member (or member director) shall have the power to remove any director, chief executive or secretary through a resolution.

23. The director shall have the power as specified in section 36.

24. The director shall appoint a chief executive with the provisions of sections 17 and 18.

25. The director shall cause minutes to be made in books as required under section 151.

SECRETARY

26. A single member private limited company shall appoint a secretary in terms of sections 191, 192 and rule 6 who shall be responsible for discharge of duties and function normally discharged by a secretary under the corporate laws and secretarial practice.

27. The secretary shall be appointed at the time of incorporation and subsequently on the same day or the day next following his resignation or removal or in case of his death within seven days of the event.

28. The sole director shall not be secretary of the company.

CONTRACTS WITH SINGLE MEMBER

29. Contract between the company and single member shall be made in accordance with the provisions of rule 8.

DIVIDENDS AND RESERVES.

30. The company may declare dividends and pay in accordance with the provisions of section 184.

ACCOUNTS

31. The director(s) shall cause to keep proper books of account in accordance with the provisions of section 154 and shall, as required by sections 156, 158 and 164, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts or income and expenditure accounts and balance sheets duly audited and reports as are referred to in those sections. They shall in all respects comply with the provisions of section 154 to 160.

32. So long as the company has only one director, the requirements of section 241 shall be deemed to have met if the balance sheet and profit and loss account is authenticated by the sole director.

33. Auditors shall be appointed and their duties regulated in accordance with the provisions of sections 166 to 169.

THE SEAL

34. The director shall provide for the safe custody of the seal shall not be affixed to any instrument except by the authority of a resolution of the board of directors or by a committee of director and in the presence of at least member director and the secretary or such other person as the secretary or other person as aforesaid shall sign every instrument to which the seal of the company is affixed in their presence.

I,AMOUR SULEIMAN AMOUR the person whose name and address is subscribed,Iam desirous of being formed into a company in pursuance of this Articles of Association , and Iam respectively agree to take the number of shares set opposite my respective name.

Names, Adress and Description of Subscribers	Number of Shares Taken	Signatures
AMOUR SULEIMAN AMOUR **P.O.BOX 4866** **ZANZIBAR**	**100**	....

DATED AT ZANZIBAR...........DAY OF ....2018.

WITNESS TO THE ABOVE SIGNATURES.

NAME: ....

ADDRESS: ....

SIGNATURE: ....