

Receipt NO. DCD4/1194 ORIGINAL COPY

No.....4532/2014.....

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Nº 153117 B



ZIMBABWE

REGISTRAR OF COMPANIES

-5 JUN 2014

PO BOX 1111 HARARE

## Certificate of Incorporation

**AFROBROOKE ENTERPRISES (PRIVATE) LIMITED**

I hereby certify that.....

.....

.....

*is this day incorporated under the Companies Act [Chapter 24:03] and that the Company is Limited.*

Given under my Hand and Seal at.....**HARARE**.....

this .....**5TH**..... day of .....**JUNE**....., 20**14**.....

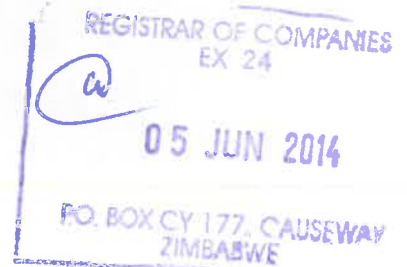
Registrar of Companies

Form CR14

No. Of Company .....

4532/2014

ZIMBABWE



Section 187 and 330 of Acts  
Section 27 of Regulation

**THE COMPANIES ACT**

(CHAPTER 24:03)

Particulars (a) of Register of Directors and Secretaries  
And of any changes therein

Or

A list (a) of Directors and Particulars of a Foreign  
Company

AFROBROOKE ENTERPRISES

(PRIVATE) LIMITED

To The Registrar of Companies  
HARARE

PRESENTED FOR FILING BY:

UNIGLOBE ZIMBABWE

7<sup>TH</sup> FLOOR THROGMORTON HOUSE 51 S MACHEL AVENUE HARARE  
LODGING BOX 50

04 JUN 2014

DCD4/1194

**PARTICULARS (a) of Directors and Secretaries / Principal Officer  
AFROBROOKE ENTERPRISES (PRIVATE) LIMITED**

AND OF ANY CHANGES THEREIN									
Date Of (a) Appointment	Present Christian Names and Surnames	Nationality	Any former Names	Full Residential or Business Address and Postal Address	Particulars Other Directorship	Nature Of Change (g)	Date Of Change (h)	Date Company Notified Of Change	
D A T E  O F  I N C O R P O R A T I O N	SIMBA NYIKA 63-1170142 B 15	Zimbabwean		255 WRAY AVENUE, BINDURA		New Appointment	N/A	N/A	
	KUDAKWASHE ANDREW NYIKA 63-1225148 Q 15	Zimbabwean		255 WRAY AVENUE, BINDURA		New Appointment	N/A	N/A	
	EDITH NYIKA 63-580428 K 15	Zimbabwean		255 WRAY AVENUE, BINDURA		New Appointment	N/A	N/A	
	DARLINGTON TINASHE NYIKA 63-2239164 G 15	Zimbabwean		255 WRAY AVENUE, BINDURA		New Appointment	N/A	N/A	
	*Secretaries (d) or Principal Officer (e)  SIMBA NYIKA 63-1170142 B 15	Zimbabwean		255 WRAY AVENUE, BINDURA		New Appointment	N/A	N/A	

Notes: (a) A complete list of existing directors should always be given.  
 (b) This data should always be shown, whether or not it is in respect of an old or new appointment.  
 (c) In case of foreign incorporation, the name of the company, its name and the situation of its principal office must be shown.  
 (d) In the case of the secretary, the name and the situation of its registered office must be shown.  
 (e) In the case of the principal officer, the name and the situation of its registered office must be shown.  
 (f) In the case of an individual, if he is a partner, the name of the company must be shown, and, if it is a partnership, all the names of the partners must be given.  
 (g) State "Resigned", "Retired", "Dead" or "Left" in the case of a director or secretary, the name of the company must be shown, and, if it is a partnership, all the names of the partners must be given.  
 (h) Give the date of the occurrence referred to in the previous column. Both columns 8 and 9 must be completed in the event of a change.  
 (i) This is regarded as the effective date of the entry in the register.

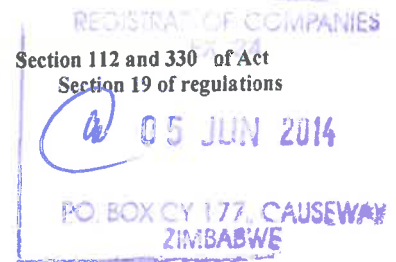
.....  
 Secretary/Director/Principal Officer

Dated at this 4<sup>th</sup> Day of JUNE 2014

ZIMBABWE

Form CR6  
Company No

4532/2014



COMPANIES ACT (Chapter 24.03)

NOTICE OF SITUATION AND POSTAL ADDRESS OF A COMPANY'S REGISTERED OFFICE  
OR OF A FOREIGN COMPANY'S PRINCIPAL PLACE OF BUSINESS AND OF ANY CHANGE  
THERETO.

Company name: **AFROBROOKE ENTERPRISES (PRIVATE) LIMITED**

To the Registrar of Companies: HARARE

The above mentioned company do hereby gives notice that the registered office or  
principal place of business of company-

(a) (i) Is/ was situated at – **255 WRAY AVENUE, BINDURA**

(ii) The postal address\*is/was at... **AS ABOVE**

(b) Has been changed from the above to:

(i) Is/ was situated at. .... N/A

(ii) The postal address\*is/was at..... N/A

With effect from **DATE OF INCORPORATION**

(Signed) *[Signature]* Secretary/Director/Principal officer

This **4<sup>th</sup>** Day of **JUNE** 2014  
Date Month Year

Presented for filing by  
UNIGLOBE ZIMBABWE  
51 S MACHEL AVENUE, 7<sup>TH</sup> FLOOR THROGMORTON HOUSE  
HARARE

Delete whichever inappropriate.

To be completed only event in thereof a change in address.

Notes –

(a) in the case of a change of address, this form must be submitted to the registrar of companies office before the proposed  
change takes place.

(b) if the registered address of the company has altered by a public authority, so that the changed designates the same  
premises as before, no fee will be charged if the registrar is satisfied as to the fact and the name of the authority which ordered  
the change as stated on the form.

**AFROBROOKE ENTERPRISES (PRIVATE) LIMITED**

04 JUN 2014

AFROBROOKE ENTERPRISES P  
PO Box .  
. . BINDURA



REPUBLIC OF ZIMBABWE

RECEIPT

Receipt No: 90581261  
Date: 09.05.2016

Your Reference no:

Payment Method CASH

Business Licence AFROBROOKE ENTERPRISES  
Total

Value US  
200.00  
200.00

100x2 KB 52371687R  
KB 24946210K

712062 vendor number

MINISTRY OF FINANCE  
ACCOUNTS

09 MAY 2016

P. BAG 7705, CAUSEWAY  
ZIMBABWE TEL: 04-794571-8

OFFICER'S Signature

013610

G005 SERIAL NO.

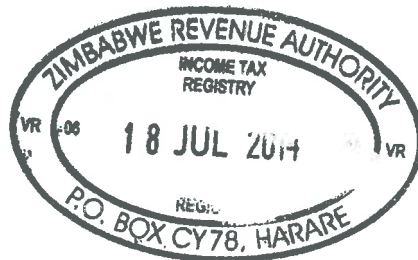
AFROBROOKE ENTERPRISES P/L

BP # 200/45060

INCOME TAX - 30187588

CUSTOMS DUTY - 50075561

EOR - 01/07/14  
Jm



4532/2014

2

MEMORANDUM AND ARTICLES OF ASSOCIATION

FOR

AFROBROOKE ENTERPRISES  
(PRIVATE) LIMITED

Presented for filing by:  
UNIGLOBE ZIMBABWE  
7<sup>TH</sup> FLOOR THROGMORTON HOUSE 51 S MACHEL AVENUE HARARE  
LODGING BOX 50

AFROBROOKE ENTERPRISES (PRIVATE) LIMITED

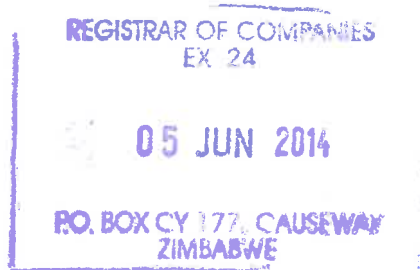
DCD4/1194

04 JUN 2014

Preparatory Clause



FARAI NYAMAYARO  
(Legal Practitioner)-Bachelor of Laws  
LLB HONS (UZ)



ZIMBABWE

THE COMPANIES ACT (CHAPTER 24:03)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

AFROBROOKE ENTERPRISES

(PRIVATE) LIMITED

1. The name of the company is:

**AFROBROOKE ENTERPRISES  
(PRIVATE) LIMITED**

2. The Registered office of the Company shall be situated in Zimbabwe.
3. The objects for which the Company is established are:

2/.....

AFROBROOKE ENTERPRISES (PRIVATE) LIMITED



- a) To carry on the business of general dealers, retailers buying and selling agents manufacturers, processors, representatives, commission and general agents, wholesalers, merchants and hire dealerships
- b) To carry on the business of information technology, computers, buying, selling, distributing, import, export and deal in computer consumables, to sell and implement all kinds of communication systems and related software and generally to become specialists in the field of telecommunication and computer services.

3/.....

- (c) To carry on the business of real estate, property management, buying, selling distributing, manufacturing, importing, exporting of all types of commodities together with any such business usually carried out in connection within.
- (d) To carry on the business of mining ,exploration activities, all types of minerals, mining activies, mining and industrial supply activies, to deal with equipment together with any kind of business in connection therewith.
- (e) To carry on, transport and logistics, transport contractors clearing agents, container handlers, warehousemen, taxi operators, and earthmoving contractors together will all trade or business usually carried on in connection therewith.
- (f) To hold agencies and to transact all kinds of agency business and to undertake and execute contracts in relation to any or all of the business hereinbefore set forth; to undertake and perform sub-contracts and also to act in any of the business of the Company through or by means of agents brokers, sub-contractors and otherwise.
- (g) To carry on the business of plumbing and contractors, and construct, build and erect any house or buildings of any description, and any public or private works or buildings, whether on the Company's own account or under any contract with other persons.
- (h) To promote, assist or subsidize or to join with others in promoting assisting or subsidizing residential and industrial development of every kind and description and to employ and pay experts, advisors, agents and other persons, partnerships, companies or corporations to prospect, explore, investigate, report on, survey, work and develop residential projects of all kinds.
- (i) To carry on the business of bakers, millers and produce merchants, confectioners, makers and distributors of cakes, food derived from the flour of wheat, maize or any other grain; to establish and operate mills for the purpose of milling and manufacturing flour, meal and other farinaceous products.
- j) To carry on the business of farming and ranching in all its branches including the farming of maize and other grains, tobacco, livestock, poultry and game, fruits, vegetables and crops for feeding livestock, the business of dairymen, agriculturists, horticulturists, tobacco growers, curers and graders, foresters, fish farmers, nursery, nurserymen, saw millers, livestock breeders and butchers to establish and operate trading stores; to contract, maintain, improve, renovate, repair and superintend any dams, weirs, irrigation projects, watercourses, aqueducts, tunnels and roads, to buy and sell, import and export, and deal and trade in and handle all kinds of agricultural, horticultural and forestry products; to import, export, distribute, produce, sell and deal in commercial tobacco seed, livestock, poultry and fish products.

(k)To....

- k) To carry on the business of textiles industry, importers, exporters, buyers, sellers, distributors and dealers in all types of clothing, footwear and accessories, to carry on the business of safari and tour operators, wildlife sanctuaries, bush and mountain excursions, rafting, fishing, game viewing, hunting, shooting and other related outdoor activities; to manufacture, buy, sell, distribute and deal in all types of camping equipment.
- l) To carry on the business of publishers, authors and distributors of newspapers, books, magazines and such literature as the company for may from time to time determine. To carry on the business of public relations consultants and event managers, to organize seminars, lectures, conferences and related events.
- m) To carry on the business of through a group structure, the business of general dealers, retailers, buying and selling agents, manufacturers representatives, commission and general agents, wholesale merchants and hire dealerships, to import, export, manufacture, buy and sell all materials, preparations and substances capable of being used in the business of the Company or required by any customer of or persons having dealings with the Company, either by retail or by wholesale.
- n) To carry on business as customs clearing, shipping and forwarding agents and consultants, to negotiate the charter of ships, aircraft, railway traffic and all other forms of conveyance of goods and persons; to buy and sell and to act as import and export agents, trade in and handle either for the company's own account or for others as commission and or general agents of all classes of goods, as commodity or mineral brokers, distributors, factors and all forms of commission agency business, to prepare warehouses and storage facilities, as transport contractors and carriers of passengers and goods by land, sea and air.
- (o) To carry on the business of manufacturers, repairers, buyers, sellers, importers, exporters, agents, distributors and dealers in telecommunications equipment, hardware, software, networks, accessories, logistics and to contract and be contracted in setting up of telecommunication systems, equipment and logistical support; to deal in all kinds of telecommunication software; to design, sell and implement all kinds of communication systems.
- (p) To carry on the business of installation, maintenance and calibration engineering and any other business in connection thereto.
- (q) To carry on the business of manufacturers, importers, exporters, buyers, sellers, assemblers, designers, repairers and be agents hirers and dealers of all types of commodities.
- (r) To carry on the business of general dealers, retailers buying and selling agents, offer catering services in hospitals, schools, colleges and to operate any food outlets where permitted by law in Zimbabwe.
- (s) To carry on the businesses of electronic data processing in all its branches including internet and electronic mail services; to install satellite dishes, decoders and ancillary equipment; to provide two way radio communication services and to do all such things as are incidental thereto.
- (t) To carry on the business of tour operators, travel agency in all its branches; to set up and manage lodges, chalets and caravans for letting and hiring; to host workshops and conferences; to provide transport services and to do all such things as are incidental thereto.
- (u) To...


- (u) To carry on the business of electrical engineers and contractors, electricians, armature winders, radio, radar and television engineers, mechanical, automotive, aeronautical engineers, sanitary engineers, civil and mining engineers; to contract for the supply and distribution and installation of electricity and electrical apparatus of all kinds; to manufacture and deal in electrical and engineering plant and equipment, appliances and accessories of all kinds and to do all such things as are incidental thereto.
- (v) To carry on the business of construction, builders and contractors, constructional and sanitary engineers and architects, bricklayers, plasterers, tillers, carpenters, plumbers, decorators and painters, iron founders, metal workers, welders and forgers, jobbing contractors, handymen and renovators.
- (w) To carry on the business of a security company in all its branches; to set up, equip and maintain a training school for guards and guard dogs; to provide cash in transit services, alarm systems, CCTVs, to provide security services at functions and for buildings and to do all things incidental thereto.
- (x) To carry on the business by wholesale and retail of manufacturers and dealers in boxes, crates, casks, cabinets, and all kinds of similar containers, and shocks, whether made from wood, cardboard, metal, plastics or any kind of material, and of paper, paper machine, paper pulp, millboard, all kinds of hardboards and similar materials; to buy, sell, import, export, and deal in timber, wood, paper machine, paper, cardboard, hardboard, sheet metal and plastics of all kinds, timber merchants, sawmill proprietors and timber growers; of sheet iron and tin plate workers and workers in plastics of all kinds and of similar goods whatsoever required for use in the aforesaid businesses.
- (y) To acquire material for the purpose of manufacturing bricks, tiles and other building materials; to acquire lime properties, to burn and treat lime and marble and other material in any way; to manufacture cement and mosaic tiles, cement blocks, concrete and all and every article manufactured from cement, lime and other materials used in connection with the building trade.
- (z) To acquire, carry and on and conduct the business of advertising consultants, advertisement contractors and agents, hoarding contractors, and of grantees, vendors, lessors and suppliers of advertising space or of publicity of any kind or form whether in books, periodicals, newspapers, pamphlets or other publications, or on hoardings, or by means of handbills or of radio broadcasts or other sound apparatus, or by television, or otherwise by any other manner whatsoever and for and in connection therewith to procure recognition as advertisement agents or any other form of status required by press custom or any other precedent, rule or law and to carry on any business which may be usefully carried on in connection with any of the businesses aforementioned.
- (aa) To establish and carry on the business of manufacturers, repairers, dealers in all kinds of appliances, apparatus plant, devices, tools, mechanics and processes and to do all such things as are incidental thereto; to carry on the business of mechanical engineers, machinists, fitters, founders, wire drawers, the tube makers, metallurgists saddlers, galvanizers, enamellers, electroplaters and pacing case makers.
- (bb) To carry on and to undertake any business or operations commonly carried on or undertaken by promoters of companies, financiers, concessionaires, contractors, for public and others, capitalists, merchants or traders, and carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of its objects, and calculated, directly or indirectly, to enhance the value of or render profitable any of the Company's property right and powers to borrow money.
- (cc) To....



- (cc) To acquire, conduct and carry on the business of bill brokers and dealers, purchases, acceptors and discounters of bills of exchange, bills of lading, mortgage bonds, promissory notes, negotiable instruments, hire purchase agreements, suspenseful sale contractors, warrants or debentures, or any other securities and to arrange for the purchase, acquisition, sale, disposal, or collection thereof, and to regulate, control and direct the management, expenditure and investment of the properties, assets, mortgages and funds of the Company.
- (dd) To procure the Company to be registered or recognized in any other country or state, and in the event of the Company becoming a public company to procure quotations of the shares, options, stock or debentures of the Company in local or foreign exchange.
- (ee) To open and keep a duplicate register and or a branch or foreign register or registers of shares, debentures, or stock in such country or state as the Company may think advisable and again to close the same, and to allocate any number of shares, debentures or stock in the Company to such register or registers.
- (ff) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others, and either absolutely and conditionally.
- (gg) To do all such other things as are incidental or which the Company may think conducive to the attainment of the above objects, so that the word "company" in this Clause shall, except, when used with reference to the Company, be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Zimbabwe or elsewhere, and so that the objects specified in each paragraph of the Clause shall, except when otherwise expressed in such paragraph, be regarded as independent objects, and shall in no ways be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company
- hh) To carry on the business of public relations consultants and event managers, to organize seminars, lectures, conferences and related events.
- (ii) To borrow and raise money and to secure or discharge any debts or obligation of or binding on the company in such manner as may be thought fit and in particular by mortgages and charged upon the undertaking and all or any of the property and assets and the uncalled capital of the company, or by the creation and issue of such terms and conditions as may be
- (jj) To invest in the fields of mining and exploration, oil and petroleum, transport, chemicals, agriculture, forestry and paper, construction and building materials, steel and other metals, investments, finance, insurance, real estate, beverages, food production and processing, health, hardware, pharmaceuticals, bio-technology, household goods, textiles, automobiles and parts, tourism, leisure, entertainment, hotels, media, photography, support services, electronic and electrical engineering, mechanical engineering, machinery, information technology hardware and software, computers, food retail, telecommunication services, capital financiers and money bureaus,
- 4. The liability of the members is limited.
- 5. The nominal or authorized share capital of the Company is **TWO THOUSAND UNITED STATES DOLLARS (US\$2 000) divided into TWO THOUSAND (2 000) ordinary shares of ONE UNITED STATES DOLLAR (US\$1.00)** each with power to divide the shares in the original or any increased capital into several classes, and to attach thereto respectively any preferential, qualified special or deferred rights, privileges or conditions.

We....

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

- 
1. Full names of subscriber : **SIMBA NYIKA**  
 Full residential or business : **255 WRAY AVENUE**  
 Address : **BINDURA**  
  
 Number Of shares Taken : **1 000 (ONE THOUSAND)**  
  
 Occupation of subscriber : **DIRECTOR**  
  
 Signature of subscriber :
- 
2. Full names of subscriber : **KUDAKWASHE ANDREW NYIKA**  
 Full residential or business : **255 WRAY AVENUE**  
 Address : **BINDURA**  
  
 Number of shares Taken : **100 (ONE HUNDRED)**  
  
 Occupation of subscriber : **DIRECTOR**  
  
 Signature of subscriber : **K. A. Nyika**
- 
3. Full names of subscriber : **EDITH NYIKA**  
 Full residential or business : **255 WRAY AVENUE**  
 Address : **BINDURA**  
  
 Number of shares Taken : **100 (one hundred)**  
  
 Occupation of subscriber : **DIRECTOR**  
  
 Signature of subscriber : **E. Nyika**
- 
4. Full names of subscriber : **DARLINGTON TINASHE NYIKA**  
 Full residential or business : **255 WRAY AVENUE**  
 Address : **BINDURA**  
  
 Number of shares Taken : **100 (one hundred)**  
  
 Occupation of subscriber : **DIRECTOR**  
  
 Signature of subscriber : **Darlington Tinashe Nyika**
- 
5. Full names of Witness : **ANDREW CHIMWALA**  
 Full residential or business : **2469 MAINWAY MEADOWS**  
 Address : **WATERFALLS**  
**HARARE**  
  
 Occupation of witness : **CONSULTANT**  
 Signature of witness : 

Dated at Harare this **4th** day of **JUNE**.....2014

**AFROBROOKE ENTERPRISES (PRIVATE) LIMITED**



## **THE COMPANIES ACT (CHAPTER 24:03)**

### **COMPANY LIMITED BY SHARES**

### **ARTICLES OF ASSOCIATION**

### **OF**

### **AFROBROOKE ENTERPRISES (PRIVATE) LIMITED**

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#### **PRELIMINARY**

1. The regulations contained in part 1 of Table "A" of the First Schedule of the Companies Act Chapter 24:03 shall apply to the company as if the same were incorporated herein save insofar as may be excluded, modified, added, varied or revised hereinafter, and in the event of there being a conflict between Part 1 of Table "A" and the articles appearing hereinafter, the latter shall prevail.
2. Regulations 24, 40, 41, 43, 53, 74, 75, 76, 78, 80, 83, 90, 91, 100, 113, 114, 127 and 130 of part 1 of Table "A" shall not apply to the company.

2/.....

**AFROBROOKE ENTERPRISES (PRIVATE) LIMITED**

### PRIVATE COMPANY

3. The company is a private company and accordingly:
  - (a) The right to transfer shares is restricted in the manner hereinafter prescribed.
  - (b) The number of members of the company (excluding persons who, having been formerly in the employment of the company were, while in such employment, members and have continued after the termination of that employment to be members of the company) is limited to fifty (50).
  - (c) PROVIDED THAT where two or more persons hold one or more shares in the company jointly, they shall, for the purpose of this article, be treated as a single member.
  - (d) Any invitation to the public to subscribe of any shares or debentures of the company is prohibited.

### SHARES

4. Shares in the initial or increases capital of the company, unissued or forfeited shares or shares for which transfer notice has been given or deemed to have been given shall be under the control of the Directors: and subject only to any directions of the company given in General or other Meeting, the Directors shall first offer the aforesaid shares to the existing members of the company, as nearly as possible, in proportion to their shareholdings.

### TRANSFER OF SHARES

5. The Directors may in their absolute discretion and without assigning any reason(s) therefore, decline to register any transfer of any share whether or not it is a fully paid share save as provided for in article 6 hereof.
6. a) Upon any shareholder receiving an offer (which offer must be in writing) to purchase any shares held by that shareholder in the company and the shareholder is desirous of accepting, that shareholder (hereinafter called 'the transferor') shall transmit the aforesaid written offer together with a written notice (hereinafter called 'the transfer notice') to the Directors of the company who shall constitute the agents of the transfer of those shares.

/3.....



- (b) The directors shall, in the first place, offer any shares comprises in the transfer notice to the existing members of the company, as nearly as possible, in proportion to their respective shareholdings and shall give a time limit within which, if not accepted, any offer may be deemed to be declined; in the event that no existing member shall be willing to accept their offer, the Directors may dispose the shares to any other person as they shall think fit.
- (c) The Directors shall, within a period not exceeding thirty (30) days after receipt of the transfer notice, or such longer period as may be mutually agreed upon, find a shareholder or other person (as the case may be) willing to purchase the shares at the specified price (hereinafter called 'the purchaser') and if the purchaser be found, the Directors shall give notice thereof to the transferor who shall be bound to transfer the shares to such purchaser upon payment of the price specified in the transfer notice. The purchaser shall be bound to complete the purchase within seven (7) days after receipt by the transferor of the Directors' above mentioned notice.
- (d) In the event of the transferor failing to carry out the sale of any shares which he shall become bound to transfer as aforesaid, the directors shall have power to execute or transfer in the transferor's name, and they may give good receipt for the purchase price of such shares and issue to the purchaser a certificate for the same, and shall hold the said purchase price free of interest until such time as the transferor shall have delivered his certificate.
- (e) In the event that the existing shareholders may fail to exercise their right to purchase, the transferor shall have the right to sell the shares to any person who is not a shareholder and the Directors shall be bound to consent to the transfer of the shares involved provided that:-
  - (i) The said sale is effected not more than (4) months from the date of the transfer notice; and
  - (ii) Such purchaser is not afforded more favorable terms than those set forth in the transfer notice.

#### **TRANSMISSION OF SHARES**

7. Article 29 of Table 'A' which relates to the death of member is incorporated Herein

4/.....

8. In the event of the death of any shareholder, the Directors may not exercise their power, in terms of article five (5) hereof, to refuse to register any transfer of any share, held by the executor of the deceased shareholder's estate and to which a beneficiary in such estate, whether by will or intestacy, is entitled lawfully, provided that such beneficiary is the surviving spouse, parent, child, brother/sister or son-in-law, nephew or niece of such deceased shareholder.

#### PROCEDURE AT MEETINGS

9. No business shall be transacted at a General Meeting unless a quorum of members is present. Where not less than two shareholders are present in person or by proxy and together they hold not less than fifty-one percent (51%) of the issued and paid up capital of the company, they shall constitute a quorum
10. Subject to the provisions of the Act, a resolution in writing signed by all members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations, by their duly authorised representatives) shall be as valid and of full effect as if the same had been passed at a General Meeting of the company duly convened and held.

#### DIRECTORS

11. The first directors of this company shall be elected on the date of incorporation. They shall remain in office until the company holds a General Meeting otherwise determines to until office is vacated by reason of disqualification from holding the office of Director.
12. The Directors shall be paid out of the funds of the company, remuneration for their service as Directors at a rate per annum that shall be decided by the Directors themselves, but such remuneration shall be apart from any wage, salary, commission or other emoluments, which may be received by any Director by reason of his being employed by or holding an office of profit under the company.
13. Unless and until otherwise determined by the company in General Meeting, the number of Directors may not be less than two or more than eight.
14. The qualification of a Director shall not require the holding by him/her of any shares in the capital of the company.

15. BORROWING POWERS

The Directors may from time to time at- their discretion, raise or borrow any sum or sums of money for the purpose of the company.

- 16 The Directors may raise or secure the repayment of such monies in such manner and upon such terms and conditions in all respects as they may think fit particularly by the issue of debenture stock, bonds, obligations and mortgages of the company both present and/ or future, including its uncalled capital for the time being, or by accepting or endorsing on behalf of the company, any promissory notes of exchange or mortgage bonds or in any other manner authorized by the Memorandum of Association.

**PROCEEDINGS OF DIRECTORS**

17. The quorum necessary for the transaction of the business of the Directors shall be any number being one-half (1/2) of the total number of Directors (excluding Alternative Directors if any) holding office in the company at the particular time.

PROVIDED THAT where the number of Directors is two, then the quorum necessary for the transaction of the business of the company shall be the two Directors.

18. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meeting as they think fit. Questions arising at a meeting shall be decided by a majority of votes.

**ALTERNATIVE DIRECTORS**

19. Each Director shall have power to nominate any person, who is not disqualified from being a Director, whom the Directors themselves approve, Director or Alternate Director in his place during his absence or inability to Act as Director and on such appointment being made, the Alternate Director shall in all respects be subject to the terms, qualifications and conditions existing with reference to other Directors of the company.

**SEAL**

- 20 It shall not be obligatory for the company to have a seal and all such documents as shall be signed and/or executed in accordance with any directions which may be given from time to time by the Directors shall have the same effect and be of full force as if the seal had been affixed thereto.

/6-----

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Articles of Association.

- 
1. Full names of subscriber : **SIMBA NYIKA**  
 Full residential or business : **255 WRAY AVENUE**  
 Address : **BINDURA**  
 Occupation of subscriber : **DIRECTOR**  
 Signature of subscriber : *S. Nyika*
- 
2. Full names of subscriber : **KUDAKWASHE ANDREW NYIKA**  
 Full residential or business : **255 WRAY AVENUE**  
 Address : **BINDURA**  
 Occupation of subscriber : **DIRECTOR**  
 Signature of subscriber : *K. A. Nyika*
- 
3. Full names of subscriber : **EDITH NYIKA**  
 Full residential or business : **255 WRAY AVENUE**  
 Address : **BINDURA**  
 Occupation of subscriber : **DIRECTOR**  
 Signature of subscriber : *E. Nyika*
- 
4. Full names of subscriber : **DARLINGTON TINASHE NYIKA**  
 Full residential or business : **255 WRAY AVENUE**  
 Address : **BINDURA**  
 Occupation of subscriber : **DIRECTOR**  
 Signature of subscriber : *Darlington Tinashe Nyika*
- 
5. Full names of Witness : **ANDREW CHIMWALA**  
 Full residential or business : **2569 MAINWAY MEADOWS**  
 Address : **WATERFALLS**  
 Address : **HARARE**  
 Occupation of witness : **CONSULTANT**  
 Signature of witness : *[Signature]*
- Dated at Harare this *4th* day of *JUNE* 2014.
-



**VAT 4**

**Serial number 0028153**  
**VAT REGISTRATION CERTIFICATE**

*This certificate is issued to*

Name Of Registered Operator

Trading As

**Afrobrooke Enterprises (Pvt) Ltd**

**Afrobrooke Enterprises (Pvt) Ltd**

VAT Registration Number

Effective Date of Registration

**100666820**

**01.06.2015**

Issued At Kurima Greater Hre C This 29th Day Of September Year 2015

**G.T. PASI**  
**COMMISSIONER GENERAL**  
**ZIMBABWE REVENUE AUTHORITY**

Issuing Authority

Signature



**ANNOEST CHIKVU**

Full Name Of Issuing Officer

**REGIONAL MANAGER**

Designation

Signature

