

ORIGINAL COPY

22193/2022
No.....

Receipt No. 91482087
\$600

No 061937



ZIMBABWE

THE COMPANIES OFFICE
EX 02

17 OCT 2022

P.O. BOX CY 177, CAUSEWAY
ZIMBABWE

Certificate of Incorporation

I hereby certify that **LAKE VIEW CREEK (PRIVATE) LIMITED**

is this day incorporated under the Companies and Other Business Entities Act [Chapter 24:31]
and that the Company is Limited.

HARARE

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

this **17TH** day of **OCTOBER**, 20**22**

Registrar of Companies

ZIMBABWE

Form No C.R.5

Section 31 and 241 of Act
Section 10, 11, 13, 14, 15, 16, 17, 18, 20 of the Regulations

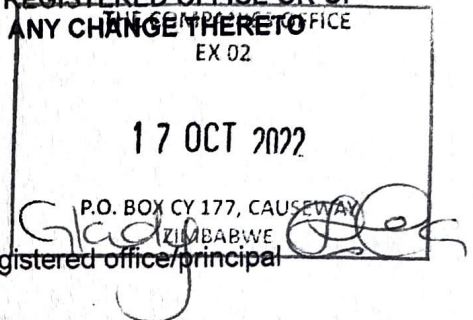
COMPANIES AND OTHER BUSINESS ENTITIES ACT (CHAPTER 24:31)

No. of Entity: 22193/2022

**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 THERE TO**

Name of Entity: **LAKE VIEW CREEK (PRIVATE) LIMITED**

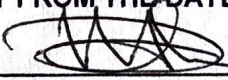
TO THE REGISTRAR OF COMPANIES,
HARARE



The above mentioned company hereby gives you notice that the registered office/principal
Place of business of the entity-

- a) (i) is/was situated at: **No. 312 Esap Way, Willowvale, Harare.**
- b) and
 - (ii) the postal address * is/was at: **same as above**
 - (iii) email address is/was: **lakeviewcreek@yandex.com**
- c) has been changed from the above address to.....
Situating at.....
 - (i) postal address at.....
 - (ii) email address is:.....

WITH EFFECT FROM THE DATE OF INCORPORATION.


(Signed) **SECRETARY/PRINCIPAL OFFICER**
This 14th day of October 2022

Presented for filing by: **MACHIRIDZA COMMERCIAL LAW CHAMBERS**
2 Northweald Road,
Bluffhill, Harare.

*Delete whichever is inappropriate.
+To be completed only in the event of a change of address.

NOTES :-

- (a) In the case of a change of address, this form must be submitted to the registrar BEFORE the proposed change takes place.
- (b) If the registered address of a company has been altered by a public authority so that the change of address designates the same premises as before no fee will be charged if the registrar is satisfied as to the facts and the name of the authority which ordered the change as stated on the form.

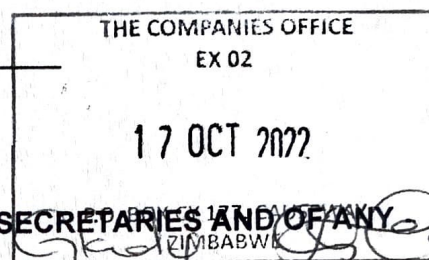
ZIMBABWE

Form No. C.R 6

Section 217 and 241 of Act
Sections 10, 11,13,14,15,16,17,18,20 of Regulations

No. Of Entity.....221931/2022

COMPANIES AND OTHER BUSINESS ENTITIES ACT (CHAPTER 24:31)



PARTICULARS (a) OF REGISTER OF DIRECTORS AND SECRETARIES AND OF ANY CHANGES THEREIN

Or

A LIST (a) OF DIRECTORS AND PRINCIPAL OFFICER OF A FOREIGN ENTITY

Name of Entity: **LAKE VIEW CREEK (PRIVATE) LIMITED**

To The Registrar of Companies,

HARARE

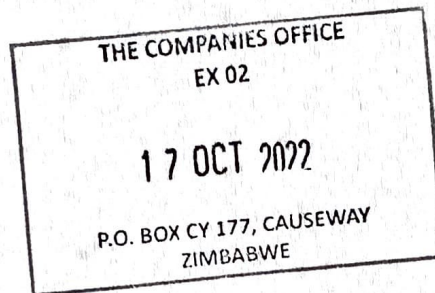
Presented for Filing by: **MACHIRIDZA COMMERCIAL LAW CHAMBERS**
2 Northweald Road,
Bluffhill, Harare.

91482087

Prepared by



Machiridza Commercial Law Chambers



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ZIMBABWE**COMPANIES AND OTHER BUSINESS ENTITIES ACT (CHAPTER 24:31)****MEMORANDUM OF ASSOCIATION****OF****LAKE VIEW CREEK (PRIVATE) LIMITED**

1. The name of the Company is **LAKE VIEW CREEK (PRIVATE) LIMITED**
2. The objects for which the Company is established are-

LAKE VIEW CREEK (PRIVATE) LIMITED

- a) To carry on the trade and business of crop production, distribution of agricultural produce as well as meat production, processing and selling through whole sale and retail, or otherwise, and in partnership with others, and any other business in connection therewith. For that purpose, to invest the capital and other monies of the company in public and private companies, in the money and capital markets, any form of partnership and property to do all such things as are conveniently in connection therewith.
- b) To carry on trade or business of importers and exporters, carriers, warehousemen, distributors, agents, franchisees, franchisors, storekeepers, publishers, printers. And general merchants and to buy and sell and deal in every commodity, substance and product.
- c) To carry on and undertake any business, undertaking, transaction or operation, whether mercantile, commercial, financial, manufacturing, mining, trading, or otherwise, if in any part of the world, such as an individual capitalist may lawfully undertake and carry on.
- d) To do all such other things as are or may be deemed to be incidental or conducive to the attainment of the above objects or any of them.
- e) To carry on the business of manufacturing, trading, importing, exporting or process assemble, repair or otherwise deal in various types of welding sets, generating sets, electric motors, engines, power capacitors, electric switches, starters, plugs, panels, stabilizers, transformers, electric breakers, electric boards, electric-fittings, electric fixers, cables conductor accessories, ground wire accessories, busbar accessories and other electrical equipment.
- f) To acquire by grant, purchase, license or otherwise, any patents, patent rights, copyrights, trademarks, protections and concessions which may appear likely to be advantageous or useful to the Company, or which it may be desirable for the Company to possess, and to use and to manufacture under or grant licenses or privileges in respect of the same, and to expend money in experimenting upon and testing, in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- g) To carry on the business as builders, property developers, Civil, mechanical and labor contractors, building and erection engineers, dealers, importers, exporters and manufacturers of prefabricated and precast houses, materials, tools, implements, machinery, and metalware in connection therewith or incidental thereto and to carry on any other business that is customarily, usually and conveniently carried on therewith in or outside Zimbabwe and to purchase, acquire, take on lease or in exchange or in any other lawful manner any area, land, buildings, structures

and to turn the same into account, develop the same dispose off or maintain the same.

- h) To do all or any of the matters hereby authorized under any trade name as may from time to time be authorized by the directors of the Company.
- i) To sell to any other company, person or persons, all or any part of the company's business or property, and for purpose to promote any new company and take shares or debentures, debenture stock or other securities in any such new or other company as partial to entire payment or consideration and to hold or sell such shares or debenture or debenture stock or other securities, or distribute or allot them amongst the shareholders of this Company.
- j) To purchase, take or otherwise acquire, adopt, or undertake all or any part of the business goodwill, property, assets, liabilities and transactions of any person or company carrying on any named business which this Company is authorized to carry on, or possessed of property suitable for the purpose of the company.
- k) To subscribe for, take, purchase /or otherwise acquire and hold any shares or other interest in or securities of, any company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as to directly or indirectly benefit this Company.
- l) To sell, improve, manage, develop, alter, exchange, lease, mortgage, let out or hire, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company, and to sell or dispose of the undertaking of the Company, or any part thereof, upon such terms and for such consideration as the Directors of the Company may think fit and in particular for shares, debentures or securities if any other company having objects similar to those of this Company.
- m) To associate with the Company any operations, undertaking or business in which all or any of the Directors, or any firm, company or corporation of which they or any of them are or is or may be members or a member, upon such terms and conditions as the Directors of the Company for the time being may determine.
- n) To lend money or give credit to such persons, firms, companies or corporations, and on such terms as to the Directors of the Company may seem expedient, and in particular to customers of any person's dealings with the Company, to become a guarantor or surety for any persons or company, and to guarantee the performance of contracts by members of or persons having dealings with the company, and to discount and deal in bills, notes, and other negotiable instruments and to allow

customers and others to draw on the Company to such terms as may be arranged.

- o) To open up a bank account, make, draw, accept, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, mortgages, debentures, bills of lending, warrants and other negotiable or transferable instruments or securities.
- p) To borrow or raise money on such terms and to such extent as to the Directors of the Company may seem expedient, and in particular issue of bills of sale, mortgages, debenture or debenture stock, perpetual or otherwise, charged upon the whole or any part of the Company's undertakings, upon such terms as the Directors may for the time being think fit, and to redeem, purchase or pay off any such securities.
- q) To invest and deal with the money of the Company not immediately required upon such Securities and in such manner, as may from time to time be determined by the Directors.
- r) To remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company, credited as paid in full or otherwise.
- s) To pay the costs, charges and expenses, preliminary and incidental to the formation, registration, and establishment of the Company, and to the issue of any capital and Securities of the Company.
- t) To effect insurances against all or any of the risks incurred in the course of the Company's business, or in respect of all or any of the Company's property, either with insurers, insurance companies or underwriters or by joining mutual insurance, indemnity or protection societies, join and contribute to any combination of employers engaged in the business similar to those of the Company for the purpose of protection against workers' trade unions or for any purpose indicating the interest of the Company.
- u) To act as agents or brokers, and as trustees for any person, firm or company, either or gratuitously or otherwise, and to undertake and perform subcontract and also to act in any of the business of the Company through or by means of agents, brokers, subcontractors or others.
- v) To enter into any arrangement with any Government or authority (supreme, local, municipal or otherwise) or any corporation, company or person that may seem conducive to the Company's objects or any of them and to obtain from any such

LAKE VIEW CREEK (PRIVATE) LIMITED

Government, authority, corporation, company or person, any charter, contract, decree, right, privilege, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charter, contract, decree, right privilege, and concession.

- w) To support and subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the company or its employees or Directors, or maybe connected with any town or place where the Company carries on business; to give pensions gratuities or charitable aid to any person or persons who may have served the Company, or the spouse, children or other relatives of such persons, to make a payment towards insurance and to form and contribute to provident and benefit funds for the benefit of any person employed by the Company, and from time to time to subscribe or contribute to any charitable, benevolent or useful object.
- x) To distribute among the members, or any class or classes of members, or any individual of this Company, but also that no distribution amounting to a reduction of the capital be made except with the sanction if any for the time being required by law.
- y) To establish agencies or branches for the purpose of the Company, and to regulate and discontinue them.
- z) To procure the Company to be registered in any foreign country.
- aa) To carry on and undertake any business undertaking, transaction or operation, whether mercantile or, commercial, financial, manufacturing, trading or otherwise, if any part of the world, such as an individual capitalist may lawfully undertake and carry on.
- bb) To do all such other things as are or may be deemed to be incidental or conducive to the attainment of the above objects or any of them.

3. The liability of the Members is Limited.

4. The number of ordinary shares for the company is Two Thousand (2000), with the power to reduce or increase the capital to divide the shares in the capital for the time being into several classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.

We the several persons, whose names, addresses and occupations 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 name

NAMES, ADDRESSES AND DESCREPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
---	---	------------------------------

LYNDON GAIDZANWA
2 Belper Close
Mt Pleasant, Harare
DIRECTOR

Fifty
(50)

LG
.....

GRACE GAIDZANWA
2 Belper Close
Mt Pleasant, Harare
DIRECTOR

fifty
(50)

GA
.....

TOTAL NUMBER OF SHARES TAKEN	100 (ONE HUNDRED)
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Dated at HARARE this..... 14thday of..... October2022

Witness to the above signatures

SIGNATURE:.....



NAME IN FULL:

Paul Mashiri

OCCUPATION:

Legal Practitioner

ADDRESS:

2 Northweald Road, Bluffhill, Harare, Zimbabwe.

LAKE VIEW CREEK (PRIVATE) LIMITED

Prepared by

**Machiridza Commercial Law Chambers****COMPANIES AND OTHER BUSINESS ENTITIES ACT****[CHAPTER 24:31]****COMPANY LIMITED BY SHARES****ARTICLES OF ASSOCIATION****OF****LAKE VIEW CREEK (PRIVATE) LIMITED**

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1. Subject as hereinafter provided, the model and by-laws contained in the Table marked "B" in the Sixth Schedule (Section 18(1) (b), 170(7) (a) and 266(1) (b)) of the Companies And Other Business Entities Act (Chapter 24:31) shall, insofar as they are

LAKE VIEW CREEK (PRIVATE) LIMITED

applicable, apply to this Company and be deemed to be incorporated in these Articles of Association.

2. The Registered Office of the Company shall be situated in Zimbabwe.
3. The company shall be a Private Company and shall not, at any time, offer any of its shares or debentures to the public.
 - (a) In no circumstances shall the number of shareholders in the Company at any time be allowed to exceed FIFTY (50).
 - (b) Any invitation to the public to subscribe for shares or debentures of the Company is prohibited.
4. The company may from time to time, by special Resolution, increase the shares of the company as the Resolution shall prescribe.
5. The company may, by Special Resolution, reduce its shares in any way as provided for in terms of the Act.
6. A share may be transferred by a shareholder or other person entitled to transfer, to any shareholder selected by the Transferor, provided that, notwithstanding anything to the contrary contained in the Articles, the Directors of the Company may, in their absolute and uncontrolled discretion, and without assigning any reason, refuse to register any proposed transfer of a share or shares in the Company, and provided further, that before any existing shareholder shall be capable of transferring any share to any person, not already a shareholder of the company, the remaining shareholders or any of them, shall have the right of purchasing from such Transferor his share or shares at a price mutually to be agreed upon and, in the absence of mutual agreement, at such prices as may be fixed by the Company's Accountants, who for such purpose, shall be and act as an arbitrator in accordance with Law, and in the event of any dispute arising as to which a shareholder shall be the purchaser of such share or shares, such dispute shall be decided among the shareholders by the drawing of lots.
7. Subject to the provision of the Companies And Other Business Entities Act (Chapter

LAKE VIEW CREEK (PRIVATE) LIMITED

24:31), a Resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings, shall be valid and effective as if the same had been passed at a General Meeting of the Company, duly convened and held.

8. The number of Directors shall not be less than (2) or more than fifty (50).

The first Directors of the Company shall be:

i) **LYNDON GAIDZANWA**

ii) **GRACE GAIDZANWA**

9. A general meeting of the company may declare a dividend out of the reserve of the Company created from net unrealized surplus on revaluation of the assets of the company, provided that the amount of such dividend is utilized in full to acquire shares of the company.

10. A Resolution in writing, signed by the majority of Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held.

11. (a) The Directors of the company may from time to time, pay to members such interim dividends as appear to the directors to be justified by the profits of the company.

(b) No dividend shall bear interest against the company.

(c) Notice of dividends that may be declared shall be given to each member.

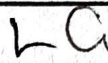
12. If the Company shall be wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of an Extraordinary Resolution divide among the contributories in specific, any part of the assets of the Company, may with like sanction, vest any of the assets of the Company in Trustees upon Trust for the benefit of the contributors.

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


**NAMES, ADDRESSES AND
DESCREPTIONS OF SUBSCRIBERS**

**SIGNATURES OF
SUBSCRIBERS**

LYNDON GAIDZANWA
2 Belper Close
Mt Pleasant, Harare
DIRECTOR


.....

GRACE GAIDZANWA
2 Belper Close
Mt Pleasant, Harare
DIRECTOR


.....

Dated at HARARE this..... 14thday of..... October2022

Witness to the above signatures

SIGNATURE:.....



NAME IN FULL:

Paul Mashiri

OCCUPATION:

Legal Practitioner

ADDRESS:

2 Northweald Road, Bluffhill, Harare, Zimbabwe.

LAKE VIEW CREEK (PRIVATE) LIMITED