

No. 3655/2023

Receipt no: 91655704
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ORIGINAL COPY



ZIMBABWE

REGISTRAR OF COMPANIES
CEX 1

15 DEC 2023

P.O. BOX 214, BULAWAYO

Certificate of Incorporation

I hereby certify that..... DAVIRUS INVESTMENTS (PRIVATE) LIMITED

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

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

this 15TH day of DECEMBER 20 23



.....
Registrar of Companies

Form No. C.R.5

ZIMBABWE

Section 31 and 241 of Act
Section 10, 11, 13-18, 20
of Regulations

15 DEC 2023

P.O. BOX 214, BULAWAYO

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

No. of Entity 3655/2023

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.

Name of Entity: **Davirus Investments (Private) Limited**

TO THE REGISTRAR OF COMPANIES, BULAWAYO

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

(a) (i) Is/was situated at **19 Valeview Road
Riverside
Bulawayo**

(ii) the postal address* is/was at As above
(iii) email address is/was **davirus2023@gmail.com**

(b) has been changed from the above address to:

- (i) Situation at
- (ii) postal address at
- (iii) Email address is

with effect from the **DATE OF INCORPORATION**

.....
(Signed) Secretary
The 1st day of November 2023

Presented for filling by:- **Keto Zimbabwe (Private) Limited
1st Floor Suite 103, Centenary Building
9th Ave/ H. Chitepo
Bulawayo
Email **ketozimbabwe2016@gmail.com**
Cell 0779373172/ 0716 630 944**

*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 changed address designates the 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.

Form No. C. R. 6

No. of Entity

3655/2023

ZIMBABWE

REGISTRAR OF COMPANIES
CEX 1

15 DEC 2023
Section 217 and 241 of Act
Section 10, 11, 13-18, 20 of
Regulations
P.O. BOX 214 BULAWAYO
ZIMBABWE

UC910
91655900
14/12/2023
HRSW

COMPANIES AND OTHER BUSINESS ENTITIES
(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: **DAVIRUS INVESTMENTS (PRIVATE) LIMITED**

To the Registrar of Companies: **Bulawayo**

Presented for filing by: **Keto Zimbabwe (Private) Limited**
1st Floor, Suite 103, Centenary Building
9th Ave/ H.Chitepo
BULAWAYO.
Email **ketozimbabwe2016@gmail.com**
Tel **0779373172, 0716630944, (09) 72091**

Particulars (a) of Directors and Secretaries/Principal Officers DAVIRUS INVESTMENTS (PRIVATE) LIMITED AND ANY CHANGES THEREIN					
1. Date of Appointment (b)	2. Present Forenames Names and Surnames (FORMER NAMES) (c)	3. National Identification Number/ Passport number and Nationality (d)	4. Full Residential or Business Address and Postal Address (e)	5. Particulars of other Directorship (f)	6. Nature of Change (g) and Date of change (h) and (date company notified of change)(i)
DATE OF INCORPORATION	<u>Directors</u>				
	SHEPERD HUNI	ZIMBABWEAN ID.NO: 08-617011 Q 12	19 VALEVIEW ROAD RIVERSIDE BULAWAYO	NIL	NEW APPOINTMENT
	RUSSELL EVAN DAVIDSON	SOUTH AFRICAN ID.NO: 9112245340082	19 VALEVIEW ROAD RIVERSIDE BULAWAYO	NIL	NEW APPOINTMENT
	THAMSAQA SIZIBA	ZIMBABWEAN ID.NO: 28-130683 D 28	822 JAHUNDA GWANDA	NIL	NEW APPOINTMENT
	<u>Secretaries Or Principal Officer(s)</u>				
	SHEPERD HUNI	ZIMBABWEAN ID.NO: 08-617011 Q 12	19 VALEVIEW ROAD RIVERSIDE BULAWAYO	NIL	NEW APPOINTMENT

NOTES

- A complete list of the existing directors should always be given.
- This date should always be shown, whether or not it is in respect of an old or new appointment.
- Particulars of directors, secretaries or principal officers.
- National identity number or passport number must be shown in this column
- In the case of a foreign company, if the director is a corporate body, its name and the situation of its principal office must be shown.
- In the case of the Secretary being a corporate body, the name and the situation of its registered office must be given
- In case of the principal officer being a corporate body of partnership, the corporate/ partnership name must be shown, and, if it is a partnership, all the names of the partnership must be given
- In case of the individual, if he is a director of any other company registered in this country, the name of every such company must be entered. This applies only in respect of new appointees.
- State "Resigned", "Retired", "Died" or as the case may be. In the case of a new appointment since the last list was filed, it must be stated here



Signed: Secretary

This: 1ST day of NOVEMBER 2023

**THE COMPANIES AND OTHER BUSINESS
ENTITIES ACT (CHAPTER 24:31)
MEMORANDUM AND ARTICLES
OF ASSOCIATION**

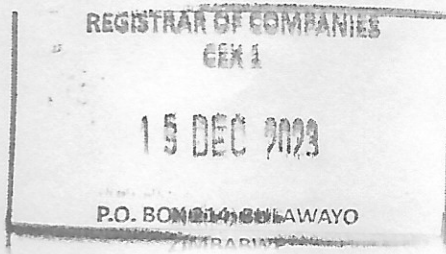
OF

DAVIRUS INVESTMENTS (PRIVATE) LIMITED

**PRESENTED FOR FILLING: Keto Zimbabwe (Private) Limited
Corner H.Chitepo and 9th Avenue
Centenary Building
1st Floor Suite 103
Bulawayo**

**Cell: 0779 373 172/0716 630 944
(09) 72091**

Email ketozimbabwe2016@gmail.com



Prepared by

Herbert Tigere Chimbetete
Legal Practitioner



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

MEMORANDUM OF ASSOCIATION

OF

DAVIRUS INVESTMENTS (PRIVATE) LIMITED

-
1. The name of the Company is **Davirus Investments (Private) Limited**.
 2. The Registered Office of the Company will be situated at such a place in Zimbabwe as the Directors may from time to time determine.

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91655904
14/12/2023
M. M.

3. The objects for which the company is established are:-


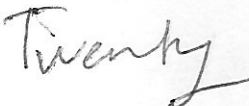
- a (i) To carry on the business of investors and infrastructural developers, to purchase or otherwise acquire, and sell, dispose of and deal in immovable property, to be building contactors, civil, construction and structural engineers, contractors in road and bridge construction and to carry on any other related activities
- a (ii) To carry on business of providing alternative eco friendly energy solutions. through constructing bio and other natural gas plants, buying , selling and manufacture of solar panels, batteries, geysers, stoves
- b] To buy, sell, import, export, market and deal in prescription drugs, medicines (allopathic and ayurvedic), proprietary, articles, druggist, tinctures, vaccines, contraceptives, chemicals, pomades, ointments, liniments, lotions, sanitisers, toiletries, perfumes, soaps, essences, dietary foods for infants, invalids and convalescents and in all kinds of surgical and scientific instruments, equipments, apparatus, accessories of all types and descriptions and all kinds of pharmaceuticals, medical chemical, industrial and other preparatus and compounds drugs and formulations a intermediates of plastics glassware and veterinary products. This include reproduction healthcare products, family planning services and all related businesses
- c] To carry on the business of preparing clay for brick manufacturing, molding, drying and burning of bricks of all types and sizes also exporting, importing, buying, sell machinery, apparatus, tools, durable equipment and other types of hardware
- d] To carry on the business of commodities include crude oil, coal, copper or iron ore, rough diamonds, and agricultural products such as wheat, coffee beans or cotton; energy products such as oil and natural gas, and metals such as gold, silver and aluminum, they are often traded on commodity exchanges.
- e] To invest in the business of miners and millers, quarry masters, stone merchants, hardware merchants. brick makers and potters, importers, exporters, transport contractors, financiers, commission agents, representatives of manufacturers and others and to produce, refine, treat, manufacture, and deal in ores, metals and other mineral substances all kind.
- f] To carry on the business of manufacturing all kinds of furniture made from wood, brass, steel, fibre glass, plastics or any other alloys and handicrafts, wooden products, ply wood, teak wood, boards and any other related business
- g] To enter into arrangements with any with any government, local Authorities or any person or company or any of theirs and obtain from any such government authority, person or company any right, privileges, charters, contracts, licences and concessions which the company may think desirable to obtain and to carry out, exercise and comply there with.

- h] To carry on all or any of the business of farmers, Butchers, Cattle Dealers, Dairymen, Ranchers, Stock raisers, Sheep and Goat Breeders, Pig Raiser and Breeders, Market Gardeners, Fruit Growers, Wine Producers, Growers of Maize and other grains, Vegetables, Tobacco. Dealers in fruit wholesale and retail merchants, bottle operators and dealers in various beverages.
- i] To enter into partnership or into any agreement or any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise, with any person or Company carrying on or otherwise, with any person or company carrying on or engage in any business or transaction capable of being conducted so as, directly or indirectly to benefit this Company and to lend money to guarantee the contracts of, or otherwise assist any such person or company, and to sell hold, re-issue, with or without guarantee, otherwise deal with the same.
- j] To sell or dispose of the undertakings of the Company of any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures and or securities of any other company having objects altogether or in part similar to the objects of the Company.
- k] To promote any other Company for the purpose of acquiring all or any property and liabilities of this Company, or for any other purpose which may seem, directly or indirectly calculated to benefit this Company and to subsidize or otherwise assist any other Company.
- l] To purchase, subscribe for or otherwise acquire and hold shares, bonds, debentures and securities of any other Company and in particular of companies having objects altogether or in part similar to those of this Company.
- m] To distribute by way of bonus or divided amongst the members any such specific assets belonging to the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- n] To invest and deal with monies of the Company not immediately required, upon such securities not being shares of the Company as may from time to time be determined.
- o] To lend money, with or without interest, on the security of land, buildings or other movable and immovable properties, or without security and generally on such terms and subject to such conditions as may seem expedient.

- p] To borrow or raise and secure the repayment of money in such manner as the Company shall think fit and particular bank overdrafts or others, or by issue of debentures secured by a conveyance of trustees, or otherwise; of all or any part of the undertaking, property and assets of the company, both present and future, including its uncalled capital, and by passing mortgage and notarial bonds for registration with the prior authorities.
- q] To pay for land, buildings and other assets purchased by the Company in any way whatsoever, including payment by way of shares in the capital of the Company, debentures or other securities.
- r] To pay all expenses incidental to the registration and promotion and to remunerate any person or Company for services rendered in placing or assisting to place any of the shares in the Company or the conduct of its business.
- s] To grant pensions or allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions of for any public, general or useful.
- t] To rent farms, buildings, implements, plants, machinery, tools, or any other asset or object which the Directors think fit for the purpose of the Company's business.
- u] Generally to carry on and undertake any business, undertakings transaction or operation, whether farming, planting, grazing, manufacturing, financial, commercial or otherwise, which can conveniently be carried on in connection with the objects of the Company on any of the Company's properties or rented properties.
- v] To carry on the business of sale, purchase, import; act as distributors, agents, traders, exchangers; of all kinds of electronic and computer components, computers and their inputs, computer and electronic hardware's and softwares, assemblies and sub assemblies, electronic, video and audio equipment's..
- w] To open and operate on banking accounts and to make endorse, and draw cheques promissory notes, bills of exchange, bills of lading, debentures and other negotiable and transferable instruments.

- x] To undertake and execute any trusts, the undertaking whereof may seem desirable and either gratuitously or otherwise; and to guarantee the performance of any contract or obligation of any persons, company or corporation.
 - y] To do any or all of the above things in any part of the world as agents, principals, contractors, trustees or otherwise and either alone or in conjunction with others.
 - z] To procure the registration of the Company in any foreign country or place.
 - aa] To do all such things as may be conducive or incidental to the attainment of the above objects and so that the word "Company " in this Memorandum of Association shall, except when used with reference to this Company, be deemed to include any partnership whether incorporated or not incorporated and whether domiciled in Zimbabwe or elsewhere.
4. The liability of the members is limited.
5. The Share Structure of the Company will consist of 50 000(Fifty thousand) shares with power to the company to increase or reduce, sub-divide or otherwise alter the capital, to convert the shares into stock, to divide the shares for the time being into several classes, to issue any part or parts of such preferential, deferred, cumulative, qualified or special rights privileges or change the denomination of the Shares, and to alter, extend or modify any preferential or other rights, qualifications or restriction, from time to time attached to any class of shares.

i, the person whose name and address is subscribed, am desirous of being formed into a company in pursuance of these Memorandum of Association and I agree to take the number of shares in the Capital of the Company.

Signature	Number of Shares	Full name(s)	Occupation and Address
		RUSSELL EVAN DAVIDSON	Business Person 19 Valeview Road Riverside Bulawayo

DATED AT BULAWAYO ON THE 1ST DAY OF NOVEMBER 2023

WITNESS TO THE ABOVE SIGNATURES:-

SIGNATURE : 

FULL NAMES : ABEL TOMBO
Centenary Building
Corner 9th AVE/ H. Chitepo St
1st Floor Suite 103

OCCUPATION : **CONSULTANT**





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

ARTICLES OF ASSOCIATION

OF

DAVIRUS INVESTMENTS (PRIVATE) LIMITED

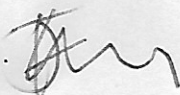
1. The regulations contained in table B in the 6th Schedule (Model Articles and bylaws) of Companies and Other Business Act Chapter (24.31), shall apply.
2. **The Company is a private company and accordingly –**
 - (a) **The right to transfer shares is restricted in the manner hereinafter prescribed;**
 - (b) **The number of members of the company, exclusive of persons who are in the employment of the company and of persons who have been formerly in the employment to the members of the company, is limited to fifty.**

Provided that were two or more persons holding on one or two shares in the company jointly they shall for the purpose of this regulation be treated as single member.

any invitation to the public to subscribe for any shares or debentures of the company is prohibited.

- (c) Save as provided by the last paragraph of this Article no share shall be transferred to any person unless and until the rights of pre-emption, hereinafter conferred shall be exhausted.
 - (d) Any shareholder desiring to transfer or dispose of any of that Shareholder's Shares called the "Vendor" shall give thirty days written notice (called "offer notice") to each of the remaining shareholders upon the terms and at a price specified in the offer notice.
 - (e) If after the expiry of the notice the total number of shares for which offers have been received from each of the remaining shareholders is equal to or greater than the number of shares which the Vendor has offered to transfer, the Vendor shall transfer to or amongst the remaining shareholders who shall have made offers on a pro rata basis: provided that none of the remaining shareholders shall be obliged to take more than the maximum number of shares so notified to the Vendor.
 - (f) If after the expiry of the offer notice number of shares for which offers have received from each of the remaining shareholders is less than the number which the Vendor has offered to transfer has offered, the Vendor shall for a period of sixty days only from the date of expiry of the offer be entitled to transfer to any person at the same price and upon the same terms as were one of these exceptions.
 - (g) The provision hereof relating to transfer of shares shall not apply to a transfer of merely for the purpose of effectuating the appointment of new trustee, nor to a transfer by personal representative of a deceased member to heir an intestate or to a legatee or heir under the Will provided to the satisfaction of the Board that the transfer bona fide falls within one of these exceptions.
- 3. The directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is fully paid share.
 - 4. Subject to the Act, 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 or, being corporations, by their duly authorized representative shall be as valid and effective as if the same had been passed at a general meeting of the company duly company convened and held
 - 5. The subscribers to the memorandum shall be the directors of the company and shall hold once until directors of the company are appointed by the company in general meeting.

I, the person whose name and address is subscribed, am desirous of being formed into a company in pursuance of these Articles of Association.

Signature	Full name(s)	Occupation and Address
	RUSSELL EVAN DAVIDSON	Business Person 19 Valeview Road Riverside Bulawayo

DATED AT BULAWAYO ON THE 1ST DAY OF NOVEMBER 2023

WITNESS TO THE ABOVE SIGNATURES:-

SIGNATURE :
FULL NAMES : ABEL TOMBO
Centenary Building
Corner 9th AVE/ H. Chitepo St
1st Floor Suite 103
Bulawayo
OCCUPATION : **CONSULTANT**

