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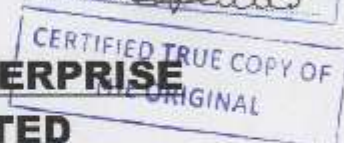
COMPANIES AND OTHER BUSINESS ENTITIES ACT
(CHAPTER) 24:31

MEMORANDUM & ARTICLES

OF ASSOCIATION

OF

POULTRY PLUG ENTERPRISE
(PRIVATE) LIMITED



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

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

POULTRY PLUG ENTERPRISE (PRIVATE) LIMITED



**CERTIFIED TRUE COPY OF
THE ORIGINAL**

1. The name of the Company is **POULTRY PLUG ENTERPRISE (PRIVATE) LIMITED**
2. The registered address of the company shall be situated in Zimbabwe
3. The objects for which the Company is established are:-

- 3.1 To carry on any of the businesses of farming, cultivating, developing, irrigating, clearing and draining any land, of planting, cultivating, growing, producing, reaping, treating, processing, curing, cleaning, grading, storing, converting, manufacturing, selling and dealing in any and all kinds of plants, trees, cereals, grasses, fodder, vegetables and agricultural crops and produce of all and any kinds, breeding, feeding, grazing, watering, caring for, buying, selling and dealing in all kinds of domesticated or game, cattle, chickens, sheep, goats, pigs and livestock, or animals, rodents, reptiles, birds, fish or insects of all or any kinds, and whether alive or dead, and to produce, treat, cure, store, sell, buy or deal in any skins, meats, flesh or edible products or any of the dairy farming, gardening and market gardening and of producers of and dealers in agricultural produce of all kinds, and to acquire any interest or right in any such business.
- 3.2 To carry on the business by wholesale and retail of butchers, importers, exporters, buyers and sellers of and dealers in live cattle, pigs, sheep, game, rabbits and poultry; meat purveyors; bacon and ham curers and merchants, tripe dressers and dealers, boulderers, fishmongers, sausage and delicatessen manufacturers, importers, exporters, buyers, sellers and processors of and dealers in all kind of meat and fish and all products and by-products thereof, whether fresh, cured, smoked, salted, canned, or treated in any manner.
- 3.3 To carry on the business as architectural consultancy, building contractors and renovators who provides expert building services, joining, painting, decorators, upholsterers, metal works, plumbing and construction material, supplying and selling adhesive products, colour paints, cement and any other building materials that falls under construction and doing any other business in connection therewith.
- 3.4 To carry on the business of electrical engineers, electricians, contractors, manufactures, suppliers of and dealers in electrical and other appliances, cables, wire lines, dry cells, accumulators, lamps, generators, solar systems, transformers and works and to generate, accumulate, distribute and supply electricity for the purpose of light, heat, motive power and for all other purposes for which electrical energy can be employed and to manufacture, and deal in all apparatuses and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity.

- 3.5 To carry on all or any of the business of power generation including solar and electrical engineering and extraction of power generating minerals; to manufacture and deal in green energy products, electrical and engineering plants, equipment, appliances and accessories of all kinds, and technical instruments, tools and apparatus being used in connection with the generation, distribution networks and high voltage overhead transmission, supply, accumulation, use and employment of electricity, to act as engineers and contractors for the supply, distribution and installation of electricity and electrical apparatus and equipment of all kinds; to undertake the, design, construction, installation, maintenance and repair of power, apparatus and instruments
- 3.6 To carry on the business of prospecting, searching and exploring for, proving and developing, acquiring, exploiting, winning, recovering, processing, treating, extracting, amalgamating, refining, assaying, working, reducing, compounding, conducting research into, and of importing, exporting, selling, buying, and generally dealing in any way with all kinds of related mineral products.
- 3.7 To carry on the trade or business of hardware which offers a variety of tools, purchasing, buying, selling, wholesaling, retailing, importing, exporting and distribution to different branches, together with all or any trade or business usually carried on in connection therewith.
- 3.8 To carry on the businesses of networking, electronic accessories, selling, assembling, installation, development configuration, general maintenance of laptops, desktops, printers, phones, LED and LCDs screens, provide marketing and support of custom made and packaged software and to improve training and support in any related area and to supply, assemble and maintain computer hardware also to import and export all related gadgets and together with all or any trade of business usually carried on in connection therewith.
- 3.9 To carry on the business of transportation of passengers and goods, including the leasing and hiring of all kinds of vehicles appropriate for the carriage of goods and passengers; to buy, sell, maintain, repair, service, store and warehouse all kinds of conveyances of all descriptions and all articles and things capable of being used in connection with the execution of all or any of the foregoing objects and undertakings and generally to act as clearing agents.

- 3.5 To carry on all or any of the business of power generation including solar and electrical engineering and extraction of power generating minerals; to manufacture and deal in green energy products, electrical and engineering plants, equipment, appliances and accessories of all kinds, and technical instruments, tools and apparatus being used in connection with the generation, distribution networks and high voltage overhead transmission; supply, accumulation, use and employment of electricity, to act as engineers and contractors for the supply, distribution and installation of electricity and electrical apparatus and equipment of all kinds; to undertake the, design, construction, installation, maintenance and repair of power, apparatus and instruments
- 3.6 To carry on the business of prospecting, searching and exploring for, proving and developing, acquiring, exploiting, winning, recovering, processing, treating, extracting, amalgamating, refining, assaying, working, reducing, compounding, conducting research into, and of importing, exporting, selling, buying, and generally dealing in any way with all kinds of related mineral products.
- 3.7 To carry on the trade or business of hardware which offers a variety of tools, purchasing, buying, selling, wholesaling, retailing, importing, exporting and distribution to different branches, together with all or any trade or business usually carried on in connection therewith.
- 3.8 To carry on the businesses of networking, electronic accessories, selling, assembling, installation, development configuration, general maintenance of laptops, desktops, printers, phones, LED and LCDs screens, provide marketing and support of custom made and packaged software and to improve training and support in any related area and to supply, assemble and maintain computer hardware also to import and export all related gadgets and together with all or any trade of business usually carried on in connection therewith.
- 3.9 To carry on the business of transportation of passengers and goods, including the leasing and hiring of all kinds of vehicles appropriate for the carriage of goods and passengers; to buy, sell, maintain, repair, service, store and warehouse all kinds of conveyances of all descriptions and all articles and things capable of being used in connection with the execution of all or any of the foregoing objects and undertakings and generally to act as clearing agents.

- 3.10 To carry out the trade or business of healthy consultancy services for any sector or organization, training and development for all levels of staff including customer service, and to do all such things as are incidental thereto.
- 3.11 To carry on the business of car sales, motor garage, filling and service station proprietors and operators, general merchants, importers and agents; mechanical and electrical motor engineers and contractors, machinists, fitters panel beaters, coachbuilders, and spray painters; to hire, repair, maintain, clean store and warehouse of all kinds of vehicles, launches, boats, aircraft, agricultural machines and other conveyances of all descriptions; to buy, sell, let on hire, maintain, repair, service and deal in all kinds of fuels and other motive power, lubricants, tyres, tools and all articles and things capable of being used in connection with the manufacture, maintenance and working of all or any of the foregoing objects and undertakings; to operate motor transport of all kinds including the leasing and hiring of all kinds of vehicles and the operations of taxis, omnibuses, public service vehicles and other vehicles appropriate for the carriage of passengers and goods.
- 3.12 To carry on the business of interior and exterior decoration and landscape designs; dealers in all forms of fabrics, garden plants, flower pots and ornaments of all kinds. Generally, to carry on any business usually connected therewith.
- 3.13 To establish, prospect, stake, peg, mark, lay claim to, register, buy, acquire, hire, manage, operate, tribute, sell, transfer, dispose of, deal in, prove, test work, develop excavate, and/or mine any mine or mining or prospecting claims, holding, rights or privileges, and to mine-excavate, treat, crush, process, refine, manufacture, ores, rocks, earth, sands, minerals, metals or stones, base precious or semi-precious, and to carry on any of the managing claims or mines, and dealing in ores or any product or by-products of any mining or excavating operations, and of and in any interest or rights in the or any of them.
- 3.14 To carry on business as ship brokers, ship charterers and ship handlers and to enter into contracts for the carriage of mails, passengers, freight, goods, livestock and substances, gases, liquids, articles and things of all descriptions, and either by its own vessels, railways, air and road transport or by those operated by others.

- 3.15 To carry out the trade or business of a health medical centre which includes: pharmaceuticals, chemotherapy, radiotherapy, consultation, complimentary therapy, admission of sick patients, medical research, medical laboratories, ambulance services, medical autoclaving, medical tourism, home healthcare services, medical insurance, wellness centre, air transportation, medical training centres, surgery, maternity and baby care and to do all such things as are incidental thereto.
- 3.16 To insure the vessels and other property of the Company, either by insurance effected with the Company itself as insurers or otherwise; to grant loans on ships and vessels, or on goods, merchandise and freight carried or to be carried in any ship or vessel; to buy and sell merchandise for freighting on ships or vessels of the Company or otherwise; and to resell or sublet any concession or licence obtained or contract entered into.
- 3.17 To promote any other company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purposes which may seem directly or indirectly calculated to benefit this Company, and to subsidise or otherwise assist any such company.
- 3.18 To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or ancillary to any of the above business or the general business of the Company.
- 3.19 To sell, lease, exchange, mortgage or otherwise dispose of, deal with or turn to account the property, investments, assets and undertakings of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to this Company.
- 3.20 To purchase, take on lease or in exchange, hire or otherwise acquire, movable or immovable property of any sort of description, shares, agencies and contracts and any rights or privileges which the Company may think necessary or convenient for the purpose of its business or capable to being profitably dealt with in connection with any of its property or rights for the time being.

- 3.21 To carry on any or all of the business of providing any kind of service or services to the public or to any section of the public or to any person, body, association, company or group including without derogation from the generality of foregoing such business as that of butcher, baker, chemist, pharmacy, caterer, cafe proprietor, restaurant, hotel, bar, vehicle repairer, carrier, packer, shipper, garage, service station, dry cleaner, laundry, exhibition, sports ground or stadium, riding school, stud or racing stable, race track, taxi car hire, bus service, travel or tourist agency, bookkeeper or clerical service together with all or any trade or business usually carried on in connection therewith.
- 3.22 To purchase or otherwise to acquire and to protect prolong and renew, whether in Zimbabwe or elsewhere, trade marks, or copyrights and any inventions, processes, patents, patent rights, brevet d'inventions, licences, protections, concessions or other like privileges, conferring any exclusive or non-exclusive or limited rights; to use any invention or process which may seem capable of being used for any of the purposes of the Company; to sell or otherwise deal with, exercise, develop, work, turn to account or grant licences in respect of any property or rights so acquired; and to expend money or other assets of the Company in experimenting upon, testing and improving or seeking to improve any patents, inventions or processes which the Company may acquire or propose to acquire.
- 3.23 To borrow and raise money, or to secure the payment or repayment of money due by the Company or by any other person or company in such manner and upon such terms as to securing or otherwise as the Company shall deem fit.
- 3.24 To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies, and generally to give the guarantees and indemnities.
- 3.25 To draw, make, execute, issue, accept, endorse, negotiate, discount and otherwise deal in cheques, bills of exchange, promissory notes, letters of credit, coupons, drafts, warrants and other negotiable or transferable instruments and securities, and to receive money or valuables on deposit or for safe custody.
- 3.26 To invest and deal in any manner with any monies of the Company not immediately required for carrying on the business of the Company.

- 3.27 To enter into partnership or any arrangement for amalgamation, joint ownership, sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any other person, company, corporation, association or private undertaking, the objects of which shall include the acquisition and taking over of all or any part of the property and liabilities, rights or undertakings of this Company, or the carrying out of all or any part of the objects of this Company, or which shall in any manner be calculated directly or indirectly to benefit this Company or render profitable any of its business or undertakings.
- 3.28 To apply for, promote and obtain any Act of Parliament, charter, privilege, concession, licence for authorisation of any Government, State or Ministry, provisional order or licences of any authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company, 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 interests of the Company.
- 3.29 To enter into any arrangement with any Government or authorities, supreme, municipal, local or otherwise, or any person or company, that may seem conducive to the objects of the Company or any of them, and to obtain from any such Government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply therewith.
- 3.30 To establish and support, or to aid in the establishment and support of associations, institutions, trust funds and pension funds calculated to benefit persons in the employment of the Company or formerly in its employment, and the wives and children of such persons, and others dependent upon them; to grant money, pensions, allowances, gratuities and bonuses in cash or in shares or securities; to provide schools, reading rooms, houses and places of recreation, and to subscribe or guarantee money for charitable, benevolent or public purposes.
- 3.31 To pay for any rights or property acquired by the Company and to remunerate any person or company, whether by cash payment or the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
- 3.32 To procure the Company to be registered or recognised in any part of the world outside Zimbabwe.

3.33 To establish or promote, or concur in the establishing or promoting of, any company or companies for the purpose of acquiring all or any of the property, rights or liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or part of the shares, debentures or other securities of any such other company.

3.34 To act as agents or brokers (other than as stock or share brokers) and as Trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or jointly with others, and either by or through agents, subcontractors, trustees or otherwise.

3.35 Either during the lifetime of the Company or upon liquidation to distribute among the members in specie any property of the Company and for such purpose to distinguish and separate capital from profits.


3.36 To do all such other things as may be incidental or conducive to the attainment of the above objects.

AND IT IS HEREBY DECLARED that the word "Company" in this Clause, except when used in reference to this Company, shall be deemed to include any partnership or other body or persons, whether incorporated or not incorporated, and whether domiciled in Zimbabwe or otherwise, and also that the objects specified in each paragraph of this clause shall be deemed independent objects of the Company, and except where otherwise expressed in such paragraph, be in no wise limited by reference to or inference from the terms of any other paragraph or the name of the Company, it being the intention that the Company may exercise all or any of the powers herein contained.

4. The liability of the members is limited.

5. The number of shares in the entity is **TWO THOUSAND (2 000)** ordinary shares.

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

Name addresses and Occupations of Subscribers	Number of shares Taken by each	Signature of Subscribers
MURWIRA JONATHAN PLOT 117 SCHIDER DRIVE GOROMONZI	<u>Forty (40)</u>	
MOYO NEPSON NO. 33 SHOTTERY ROAD GREYSTONE PARK, HARARE	<u>Forty (40)</u>	<u>M N</u>
KUPITMA GIFT GOWERLANDS B SD6 BEATRICE	<u>Twenty (20)</u>	<u>K. S</u>
TOTAL SHARES TAKEN	<u>ONE HUNDRED (100)</u>	

Dated at Harare this 12TH day SEPTEMBER 2023

Witness to the above signatures:

NAME IN FULL **NYATONDO TAWANDA**
OCCUPATION **BUSINESS CONSULTANT**
ADDRESS **NO. 610 MARANKE CRESCENT, GLEN NORAH A, HARARE**
SIGNATURE 





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

COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION
OF**

POULTRY PLUG ENTERPRISE (PRIVATE) LIMITED



**CERTIFIED TRUE COPY OF
THE ORIGINAL**

- 1) Subject as hereinafter provided, the regulations contained in Table "B" in the Sixth Schedule to the Companies and Other Business Entities Act (Chapter 24:31) shall apply to this company and deemed to be adopted by and incorporated in these Articles in so far, the same are applicable to a private company and are not in any way in conflict or inconsistent with these articles.

- 10) Each Director may from time to time appoint any person who is approved of by the remaining director of directors to act as alternate director in his or her place during his or her absence or inability to act as a director.
- 11) The directors may at any time require any person whose name is entered into the register of members of the company to furnish them with any information, supported (if the directors so require) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the certificate required by subsection (3) of section 165 of the Act may properly be given.
- 12) A general meeting of the company may declare a dividend out of the capital 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.
- 13) The directors may exercise all power of the company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party.

- 10) Each Director may from time to time appoint any person who is approved of by the remaining director of directors to act as alternate director in his or her place during his or her absence or inability to act as a director.
- 11) The directors may at any time require any person whose name is entered into the register of members of the company to furnish them with any information, supported (if the directors so require) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the certificate required by subsection (3) of section 165 of the Act may properly be given.
- 12) A general meeting of the company may declare a dividend out of the capital 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.
- 13) The directors may exercise all power of the company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party.

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

Names, addresses and
Occupations of
Subscribers

Signature of
Subscribers

MURWIRA JONATHAN
PLOT 117 SCHIDER DRIVE
GOROMONZI



MOYO NEPSON
NO. 33 SHOTTERY ROAD
GREYSTONE PARK, HARARE



KUPITMA GIFT
GOWERLANDS B SD6
BEATRICE



Dated at Harare this 12th day of SEPTEMBER 2023

Witness to the above signatures:

NAME IN FULL **NYATONDO TAWANDA**
OCCUPATION **BUSINESS CONSULTANT**
ADDRESS **NO. 610 MARANKE CRESCENT, GLEN NORAH A, HARARE**

SIGNATURE

