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No. 17823/2020

Receipt No. 90387162
$200

№ 019494

REGISTRAR OF COMPANIES
EX 08
27 NOV 2020
P.O. BOX CY 177, CAUSEWAY
ZIMBABWE

ZIMBABWE

Certificate of Incorporation

I hereby certify that CELCAVCLE (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 HARARE

this 27TH *day of* NOVEMBER, *20*20

Registrar of Companies

Printed by Printflow (Private) limited, Harare

Form C1.

ZIMBABWE

Form No. C.R. 5 Sections 31 and 241 of Act
Sections 10, 11,13,14,15,16, 17, 18, 20 of Regulations

COMPANIES AND OTHER BUSINESS ENTITIES ACT [*CHAPTER 24:31*]

No. of Entity: 17823B2020

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: **CELCAVCLE PRIVATE LIMITED**

TO THE REGISTRAR OF COMPANIES,
……**HARARE**………………………...

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

(a)—

(i) is/was situated at: **2483 HERTFORDSHIRE, GWERU**

(ii) the postal address* is/was at **As above**

(iii) email address is/was **celcavcle@gmail.com**

(b) has been changed from the above address to ………………………………………
Situated at ……………………………………………………………………………
(i) postal address at ……………………………………………………………
……………………………………………………………………………………
(ii) email address is ……………………………………………………………
with effect from........**DATE OF INCORPORATION**……………………………

(Signed) ....Mtlarimira.............
SECRETARY/PRINCIPAL OFFICER

This …30th……day of …June……………… 20..20………

Presented for filing by: **Patience Marimira**
10880 GLEN VIEW 7
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. If the registered address of a company has been altered by a public authority so that the changed 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

Sections 217 and 241 of Act

Sections 10, 11,13,14,15,16, 17, 18, 20 of Regulations

No. of Entity:................ 17823/2020

COMPANIES AND OTHER BUSINESS ENTITIES ACT [*CHAPTER 24:31*]

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

REGISTRAR OF COMPANIES
EX 08
27 NOV 2020
CAUSEWAY

OR

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

Name of Entity: **CELCAVCLE (PRIVATE) LIMITED**

To the Registrar of Companies**HARARE**

Presented for Filing by
Patience Kudakwashe Marimira
10880 Glen View 7
Harare

903871(6)

17823/2020

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

CELCAVCLE (PRIVATE) LIMITED

REGISTRAR OF COMPANIES
EX 06
27 NOV 2020
REGISTRAR
HARARE, ZIMBABWE

17/823/2020

REGISTRAR OF COMPANIES
EX 05
27 NOV 2020
P.O. BOX CY 177, CAUSEWAY
ZIMBABWE

90887162
#608

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

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CELCAVCLE (PRIVATE) LIMITED

1. The name of the company is **CELCAVCLE (PRIVATE) LIMITED**

2. The objects for which the company is established are:

(a) To carry on business as an investment company and as a holding company and to acquire and hold shares, stocks, debenture stock, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company, corporation or undertaking of whatever nature and wherever constituted or carrying on business, and shares, stock, debenture stock, bonds, obligations and other securities issued or guaranteed by any government, sovereign ruler, commissioners, trust, local authority or other public body, and to vary, transpose, dispose of or otherwise deal with from time to time as may be considered expedient any of the Company's investments for the time being.;

(b) To carry any other trade or business in connection or not in connection with, or ancillary to the said business which in the opinion of directors will be profitable to the company.

3. The liability of members is limited.

4. The shares of the company shall be **(2000)** ordinary shares.

We, the several persons whose names and addresses and occupations hereunto 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 out opposite our respective names.

---

1. Full name of Subscriber	**:George Mudyiradima**
ID	**: 42-186443 D 43**
Full Residential or Business Address	**: 2483 Hertfordshire, Gweru**
Number of Shares Taken	: 1 000 [ONE THOUSAND]
Occupation of Subscriber	**:Director**
Signature of Subscriber	:..

1. Full name of Subscriber	**: Shalon Mudyiradima**
ID	**: 58-211830 C 24**
Full Residential or Business Address	**: 2483 Hertfordshire, Gweru**
Number of Shares Taken	: 1000 (ONE THOUSAND)
Occupation of Subscriber	**:Director**
Signature of Subscriber	:..

2. Full name of Witness	**: Patience Marimira**
Full Residential or Business Address	**:10880 Glenview 7, Harare**
Occupation of Witness	**: Company Secretary**
Signature of Witness	:..

Date: 30th day of June 2020

1782312020

7 NOV 2020

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

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

CELCAVCLE (PRIVATE) LIMITED

1) Subject as hereinafter provided, the regulations contained in Table "B" in the First 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. In so far as the regulations contained in Part 1 of Table "B" are incorporated into Part 1 thereof such regulations are referred to by the number they bear in Part 1 of table "B"

2) 28 and 168 of Table "B" are specifically excluded from the Articles of the company.

3) The registered office of the Company shall be situated at such a place in Zimbabwe as the Directors may from time to time determine.

4) The company is 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 person who are employees of the company, and of persons who having being formally in the employment of the company, where while in such employment and have continued after determination of such employment to be members of the Company) is limited to fifty (50). Provided that where two more persons hold one or more shares in the Company jointly, they shall, for purpose of this regulation be treated as a single member;

   c) Any invitation to the public to subscribe for shares is restricted in the manner hereinafter prescribed.

5) The Directors may from time to time call upon members in respect of any monies unpaid on their shares and not on conditions of allotment thereof made payable at fixed times, each member shall pay the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.

6) The Directors may in their absolute discretion, and without assigning any reason thereof, decline to register any transfer of any shares whether or not it is a fully paid share.

7) No business shall be conducted at any General Meeting unless a quorum of members is present at the time the meeting proceeds to business, unless otherwise determined by the company in the General Meeting, two members present in person or by proxy shall be a quorum.

8) Subject to the provisions of this 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 Meeting (or being corporations by their duly authorised representatives) shall be as

valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

9) Regulation 108 of part 1 of Table B shall be amended by the addition of, "unless there are less than three members of the Company, whereby at least two members present in person or by proxy; "after the word proxy in sub paragraph (b)

10) The first directors shall be subscribers to the memorandum and articles of association and shall hold office until directors are appointed by the company in general meeting.

11) The number of directors shall not be less than two (2) and not more than six (6).

12) Each director may from time to time appoint any person who is approved by the remaining director or directors to act as alternate director in his place during his absence or inability to act as a director

13) Regulation 29 of Table "B" shall be amended by the deletion of provision thereto.

14) Regulation 137 of Table "B" shall be amended by the deletion of the last three lined thereof.

15) Regulation 168 of Part 1 Table 'B' shall not apply and the following shall be substituted therefore, namely; 168 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in general meeting, together with a copy of the company at the registered office of the company for a period of not less than twenty one days before the date of the meeting.

16) 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.

17) A general meeting of the company may declare a dividend out of the capital reserve of the company created from net unrealised surplus on revaluation of the assets of the company, provided that the amount of such dividend is utilised in full to acquire shares of the company.

18) The directors may exercise all powers of the company to borrow money and to mortgage or change 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 and addresses and occupations hereunto subscribed, are desirous of being formed into a company in pursuance of the Articles of Association.

1. Full name of Subscriber	: **George Mudyiradima**
ID	: **42-186443 D 43**
Full Residential or Business Address	: **2483 Hertfordshire, Gweru**
Occupation of Subscriber	: **Director**
Signature of Subscriber	:......................................
2. Full name of Subscriber	: **Shalon Mudyiradima**
ID	: **58-211830 C 24**
Full Residential or Business Address	: **2483 Hertfordshire, Gweru**
Occupation of Subscriber	: **Director**
Signature of Subscriber	:......................................
3. Full name of Witness	: **Patience Marimira**
Full Residential or Business Address	: **10880 Glen View 7, Harare**
Occupation of Witness	: **Company Secretary**
Signature of Witness	: Marimira ....

Date:......30th.........day of........June.........2020