

F12000004555

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

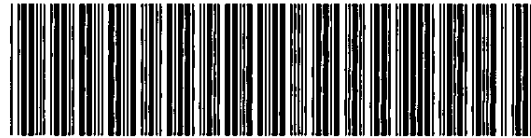
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700241063727

10/25/12--01032--005 **78.75

FILED
12 NOV -6 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W12-54847
505
645

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: DAKONSULT SERVICES (INC)

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

LENIN TONGKAM

Name of Person

DAKONSULT SERVICES (INC)

Firm/Company

1624 - E. SHANGRI-LA DR

Address

DAYTONA BEACH FL. 32119

City/State and Zip code

Leng172@hotmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

LENIN TONGKAM at (386) 334-7290

Name of Person

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☒ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

FILED
12 NOV - 6 PM 4: 16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 04, 2012

Division of Corporation
Clifton Building
Tallahassee, Florida 32301

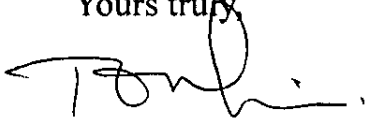
Attn: Justain Shibers
Ref: W12000054847
Re: Submission of Application

Dear Sir,

This is a follow-up to the subject matter due to the error in the first application which was rejected by your office. I wish to re-submit a corrected copy. I also want to bring to your attention that the rejected copy mailed back to me on October 26, 2012, still have not been received. I have been advised by your agent to go ahead and re-submit a corrected copy, because the original application and fee have already been received in your office.

I have included an overnight return envelope to secure that I will receive it at my address from you.

Yours truly,

A handwritten signature in black ink, appearing to read 'Lenin Tongkam', with a stylized flourish at the end.

Lenin Tongkam
386-334-7290



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 26, 2012

LENIN TONAKAM
1624 E SHNNGRILA DR
DAYTONA BEACH, FL 32119

SUBJECT: DAKONSULT SERVICES LIMITED
Ref. Number: W12000054847

We have received your document for DAKONSULT SERVICES LIMITED and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name must contain a word that will clearly indicate that it is a corporation. Such words include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Justin M Shivers
Regulatory Specialist II
New Filing Section

Letter Number: 012A00026284

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. DAKONSULT SERVICES LIMITED INCORPORATED
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. CORPORATE AFFAIRS NIGERIA (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. MARCH 3rd 2003 (Date of incorporation) 5. _____ (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1624 -E SHANGRILA DR. DAYTONA BEACH FL 32119
(Principal office address)

1624-E SHANGRILA DR. DAYTONA BEACH FL 32119
(Current mailing address)

8. ACQUISITION OF AVIATION EQUIPMENT INCLUDING AIRCRAFTS
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: LENIN TONGKAM

Office Address: 1624 -E SHANGRI-LA DR.
DAYTONA BEACH, Florida FL 32119
(City) (Zip code)

FILED
12 NOV -6 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

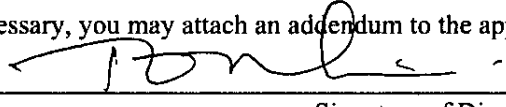
Chairman: IBRAHIM YAMTA J. MALGWI
Address: L5 UMORU CRESCENT
NEW MANDO HOUSING ESTATE KADUNA STATE
Vice Chairman: LENIN TONGKAM
Address: 1624 E SHANGRILA DR DAYTONA BEACH
FLORIDA 32119
Director: SARAH YAMTA J. MALGWI
Address: L5 UMORU CRESCENT
NEW MANDO HOUSING ESTATE KADUNA STATE
Director: GWENDOLYN TONGKAM
Address: 1624 E SHANGRI-LA DR DAYTONA BEACH
FLORIDA 32119

B. OFFICERS

President: _____
Address: _____
Vice President: _____
Address: _____
Secretary: GWENDOLYN TONGKAM
Address: 1624 E SHANGRI-LA DR DAYTONA BEACH FL 32119
Treasurer: _____
Address: _____

FILED
12 NOV - 6 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. LENIN TONGKAM DIRECTOR.
(Typed or printed name and capacity of person signing application)

RC 474204



FEDERAL REPUBLIC OF NIGERIA

FAD MLSTO

TAX OFFICE

COMPANY'S VICE

REGISTRATION NUMBER

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

INLAND REVENUE SERVICE

This is to certify that:

Name of Company

DAKON CONSULT SERVICES LIMITED

Address

NO 5 UMAR CRESCENT, KADUNA

File reference number

01210831-0001

has tendered income tax returns and

paid income tax assessment/incurred losses/suffered excessive capital allowances (DELETE

AS APPLICABLE) for all years including the past three years as detailed hereunder:

Yr. 20..09.....

N

Yr. 20..10.....

N

Yr. 20..11.....

N

TURNOVER

NIL

1,086,355

1,086,355

ASSESSABLE PROFIT/LOSS

NIL

43,900

131,700

TOTAL PROFIT

NIL

14,663

100,350

TAX PAID

NIL

4,399

30,105

RECEIPT NUMBERS

N/A

060919616

060919617

DATES

N/A

31/08/2012

31/08/2012

(2)

(2)

NATURE OF ASSESSMENT

(2)

- (1) BEST OF JUDGEMENT (BOJ)
- (2) SELF ASSESSMENT
- (3) MINIMUM TAX
- (4) PRE-OPERATION LEVY (POL)
- (5) OTHERS (PLEASE SPECIFY)

(INSERT RELEVANT NUMBER AS APPLICABLE)

SOURCE(S) OF INCOME

CONSULTANCY

OTHER COMMENTS

THIS CERTIFICATE EXPIRES ON

07 SEP 2012

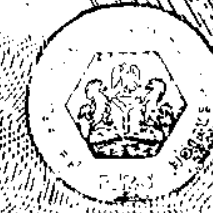
31ST DECEMBER, 2012

(NOT LATER THAN THE END OF THE CURRENT YEAR OF ASSESSMENT)

Amadu Waide

TAX CONTROLLER

8107



OFFICIAL DATE STAMP IMPRESSION

NAME (IN BLOCK CAPITALS)

APPROVED SIGNATORY

NO. RC:474,204



CORPORATE AFFAIRS COMMISSION
FEDERAL REPUBLIC OF NIGERIA

Certificate of Incorporation

I HEREBY CERTIFY that

DAKONSULT SERVICES LIMITED

is this day Incorporated under the COMPANIES AND ALLIED MATTERS
ACT 1990 and that the Company is Limited by Shares

Given under my hand at Abuja this 3RD day of
MARCH

Two thousand and THREE

Fees and Deed Stamp N 5,500.00K

Stamp Duty on Capital N 1,500.00K

12 NOV - 6 PM 4: 16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

A. ALMUSTAPHA
Registrar-General

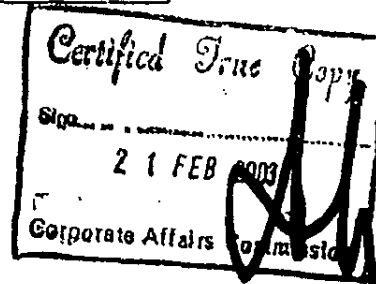
309 EXTRA COPY K059/02/03

CERTIFICATE NO:

THE FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS DECREE, 1990

COMPANY LIMITED BY SHARES

MEMORANDUM



AND

ARTICLES OF ASSOCIATION

OF

DAKONSULT SERVICES LTD

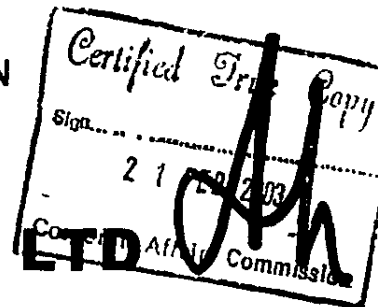
Incorporated this _____ day of _____ 200



THE FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS DECREE, 1990
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF

DAKONSULT SERVICES LTD



1. The name of the Company is **DAKONSULT SERVICES LTD**
2. The registered office of the company will be situate in Kaduna State of Nigeria
3. The objects for which the Company is established are:-
 - a) To carry on business of general merchants, suppliers, importers, exporters, general distributors, general contractors, commission agents, manufacturers and manufacturer's representatives of various types of goods, articles, including but not restricted to commodity trading, commodity brokerage, providing warehousing facilities, sales and suppliers of building materials, chemicals, household Industrial and technical goods and to blend, wrap, repack for market and deal in all types of commodities, goods and articles of every description.
 - b) To manage land, Building and other property, whether belonging to the Company or not and to collect rents and income and to supply the tenants, occupiers and others, all utilities, other conveniences and services and to carry on business as estates and property consultants, developers, valuers, assessors and agents.
 - c) To invest in landed properties, purchase, take on lease or otherwise acquire any real or personal property for the purpose of the business and to construct alter, renovate, maintain any building works necessary or convenient for the company's business.
 - d) To carry on the business as agricultural merchandise and agro chemicals, products, processing and marketing and to engage in business of agro allied and agricultural farming, poultry farming and agricultural equipment and animal husbandry in all its ramifications.
 - (e) To carry on all of the following business, that is to say, general carriers, railways and forwarding agents, warehousemen, bonded Carmen, common Carmen haulage, contractors proprietors of motor omnibuses and vehicles of all kinds for the transport of passengers and goods and generally to carry on

the business of common carries, and any other business which can conveniently be carried on in connection with the above.

- (f) To carry on the business of stevedoring and share handling labour as contractors in Nigeria elsewhere, and to carry on business as General Contractors, Loading and un-loading Brokers, general bonded store-keepers, Freight, Carting and Haulage Contractors, transporters, common carriers, Shipping Companies, Railway Corporation and of any individual firm or Companies.
- (g) To carry on the business of all types of petroleum products, storage of petroleum products, distribution of petroleum products, general carriers of any type of petroleum products either by air, sea or land, individually or to the government, to carry on the business of marketing and sales of petroleum and petroleum products and also undertake distributorship, dealership and agency of petroleum products.
- (h) To acquire by purchase, transfer, or otherwise, and to hold, develop, work, cultivate, sell, let on lease, royalty, tribute, or otherwise dispose of, deal with the turn to account concessions grants, decrease, licences, privileges, claims, options, lease, property, rights and powers of all kinds in Africa or elsewhere, and to receive or pay any consideration wholly or partly in cash or in any other manner.
- (i) To purchase, take on lease or in exchange, hire or otherwise acquire for any estate or interest whatsoever any property, real or personal, patents, licences or rights of any kind which may appear to be necessary or conveniently for any business of the company and to develop, turn to account and deal with the same in manner as may be thought expedient.
- (j) To borrow, raise money and secure or discharge any debt or obligation of or binding on the company in such manner as may be thought fit; and in particular by mortgages of the undertaking and all or any of the real and personal property (present and future) and the uncalled capital of the company, or by the creation and issue on such terms as may be thought expedient, of debentures, or debenture stock or other securities of any description, and collaterally or further to secure any securities of the company by trust deed or other assurance.
- (k) To draw, make, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in promissory notes, bills of exchange and other negotiable instruments.
- (l) To receive money on deposit at interest otherwise and lend money to such persons with or without security and on such terms as may seem expedient, and in particular to customers and other persons having dealings with the company, and to give any guarantee or indemnity as may seem expedient, and generally to undertake and execute all kinds of financial business and operations.

(m) To invest and deal with any moneys of the company not immediately for the purpose of its business in such investments, or securities as may be thought expedient.

(n) To amalgamate with or enter to partnership or any joint adventure or profit sharing arrangement or co-operation with any company, firm or person engaged or interested or about to be engaged or interested in the carrying on or conduct of any business or enterprise from which the company would or might derive any benefit whether direct or indirect.

(o) To apply for and take up or acquire by way of exchange of ~~other~~ ² and hold or sell and dispose of the shares or securities of any other company in which the company may be interested and to amalgamate with any other such company or companies.

(p) To subscribe for, purchase, take, or otherwise acquire and hold shares stock, debentures, or other interest in any other company having, objects altogether or in part similar to those of this company, or carrying on any business capable conducted so as directly or indirectly to be the benefit of this company.

(q) To sell or dispose of the undertake of the company or any part thereof in such manner and for such consideration as the company, may think, and in particular for shares (fully or partly paid up), debentures stock or securities of any other company whether promoted by this company for the purpose of, turn to account or otherwise deal with all or any of the property and rights of the company.

(r) IT IS HEREBY EXPRESSLY DECLARED that each sub-clause of this clause shall be construed independently of the other sub-clauses hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned or any other sub-clause.

4. The company is a private company.

5. The liability of the members is limited by shares.

6. The share capital of the company is N100,000.00 divided into 100,000 ordinary share of N1.00 each, with power to increase the capital and to divide the capital for the time being into several classes, and to attach hereto any preferential, deferred, qualified or special rights privileges or conditions.

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

NAMES, ADDRESS AND DESCRIPTION OF SUBSCRIBERS	NO. OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
IBRAHIM YAMTA J. MALGWI L5 UMORU CRESCENT NEW MANDO HOUSING ESTATE KADUNA (DIRECTOR)	30,000	<i>[Signature]</i>
SARAH YAMTA J. MALGWI L5 UMORU CRESCENT NEW MANDO HOUSING ESTATE KADUNA (DIRECTOR)	40,000	<i>[Signature]</i>
DANIEL YAMTA J. MALGWI L5 UMORU CRESCENT NEW MANDO HOUSING ESTATE KADUNA	30,000	<i>[Signature]</i>

THE WITHIN INSTRUMENT IN THE
 OPINION OF THE COMMISSIONER OF
 STAMP DUTIES CHARGEABLE WITH A
 DUTY OF *₦ 2,500.00*
 AND THE SAME HAS BEEN
 ASSESSED ACCORDINGLY
 COMMISSIONER OF STAMP DUTIES
 KADUNA

Certified True Copy
 Sign. *[Signature]*
 21 FEB 2013
 Corporate Affairs Commission

DATED THIS.....DAY OF20.....

WITNESS TO THE ABOVE SIGNATURES:.....

NAME:.....

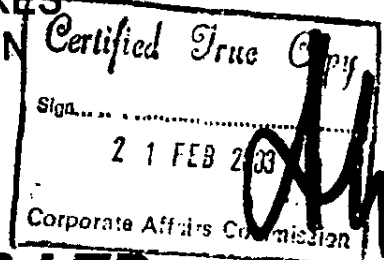
ADDRESS:.....

OCCUPATION:.....

THE FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS DECREE 1990
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

OF

DAKONSULT SERVICES LTD



INTERPRETATION

1. Subject as hereinafter provided, the regulations contained in Table 'A' of the second schedule to the Companies and Allied Matters Decree, 1990 hereinafter contained and thereafter referred to as Table 'A' part II shall apply to the Company.
 - (a) In these regulations the Decree means the Companies and Allied Matters Decree, 1990.
2. Unless the context otherwise requires, words and expressions contained in these regulations bear the same meaning as in the Decree.
3. clauses 7 and 8 of Part II Table 'A' in the first schedule shall not apply to the Company but the clauses hereinafter contained and the remaining clauses of Table 'A' subject to the modifications hereinafter expressed shall constitute the regulations of the company.
4. The Company is to be a Private Company limited by shares and accordingly the number of members of the Company is not to exceed fifty provided that the limitation on the number of members is not to include persons in the employment of the Company or were in that employment and have continued after the determination of that employment to be, member of the Company but where two or more persons hold one or more shares in a Company jointly they shall for the purpose of this article be treated as a single member.

CLASSES OF SHARES

5. The Company may from time to time issue classes of shares. It shall be the responsibility of the directors to determine the classes of shares to be issued. All the rights and restrictions attached to each particular class of shares shall be specified in the terms of issue but such rights may at any time be varied in accordance with the Provisions of Section 141 of the Decree

TRANSFER OF SHARES

6. Subject to the provision hereinafter contained, shares in the Company shall be transferable by written instrument in the common form signed by both the transferee and transferor and delivered to the Company and the transferor shall be deemed to

Certified True Copy

Signature

21 FEB 2005

For

Corporate Affairs Commission

remain the holder of the share until the name of the transferee is entered into the Register of members in respect of the share.

RESTRICTION ON TRANSFER OF SHARE

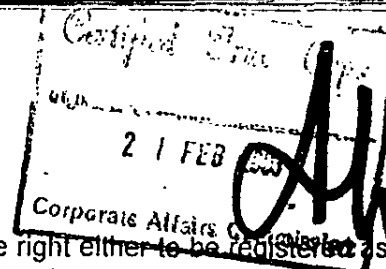
7. (a) The Directors may, in their absolute discretion and without giving any reason separate refuse to register any transfer of any share, whether or not it is a fully paid share.
- (b) Any invitation to the public to subscribe share or debenture stock of the company is prohibited.

PRE-EMPTIVE RIGHTS OF SHAREHOLDERS OF THE COMPANY

8. The company shall not allot any new or un-issued share unless the same are offered in the first instance to all the shareholder entitled to subscribe and limiting a time, not being less than 28th day after the service of the notice, after the expiration of which the offer, if not accepted, will be deemed to be declined.
9. On the receipt of an intimation from the shareholder that decline to accept the shares offered or after the expiration of the stipulated time as the case may be the board of directors may subject to the forms of any resolution of the company, dispose of the shares at a price not less than that specified in the offer, in such manner, as they think most beneficial to the company.
10. Regulations 7 & 8 above are not alterable except with the unanimous consent of all members of the company.

ALTERATION OF CAPITAL

11. The Directors may in their absolute discretion and without assigning any reason therefore decline to register any transfer of shares on which the company has lien. The Directors may also suspend the register of transfers during the fourteen days immediately proceeding the ordinary general meeting in each year. The Directors may refuse to register any instrument of transfer unless.
 - a) A fee not exceeding twenty-five kobo is paid to the company in respect thereof, and
 - b) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and other evidence as the Directors may reasonably require to show the right to the transfer to make the transfer if the directors refuses to register a transfer of any shares they shall within two months after the date on which the transfer was lodged with the company send the transferee notice of the refusal.
12. The personal representatives of a deceased sole holder of share shall be the only persons recognized by the company as having any title to the share. In the case of a share registered in the names of two or more holders, the survivor or survivors or the personal representative of the deceased survivor, shall be the only persons recognized by the company as having any title to the share.
13. Any persons becoming entitled to a share in consequence of the death or bankruptcy of a member shall upon such evidence being produced as may from



time to time be required by the Directors having the right either to be registered as a member in respect of the share or, instead of being registered himself, to make such transfer of the shares as the deceased bankrupt person could have made; but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by the deceased or bankrupt person before the death or bankruptcy.

14. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any rights conferred by membership in relation to meetings of the Company.
15. The company may from time to time by Ordinary Resolution increase the Share Capital of the Company by such to be divided into shares of such amount as the Resolution shall prescribe.
16. Except so far as otherwise provided by the conditions of issue or by these presents any capital raised by the creation of new shares shall be considered part of the original and shall be subject to the provisions herein contained with reference to the payment of calls and installments, transfer and transmission, forfeiture, lien surrender and otherwise.

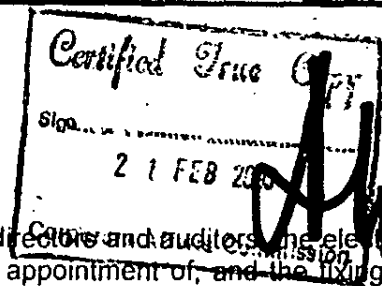
NOTICE OF GENERAL MEETING

17. An Annual General Meeting and a meeting called for the passing of a special Resolution shall be called by twenty-one days notice in writing at least, and a meeting of the company other than an Annual General Meeting, or a meeting for the passing of a Special Resolution shall be called fourteen days notice in writing at least. The notice shall be exclusive of the day on which it is given or deemed to be served and of the day for which it is meeting and, in the case of special business, the general nature of that business shall be given, in a manner if any, as may be prescribed by the company in general meeting, provided that a meeting of the company shall notwithstanding that it is called by shorter notice than that specified in this regulation, be deemed to have been duly called if it is so agreed.
 - (a) In case of the meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat and
 - (b) In case of any other meeting, by a majority in number of members having a right to attend and vote at a meeting, being a majority together holding not less than 95 percent in nominal value of these shares given that right.

18. The accidental omission to give a notice of a meeting to or non-receipt of a notice of a meeting by any persons entitled to receive notice shall not invalidate the proceedings at that meeting.

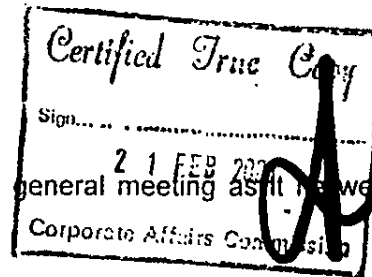
PROCEEDING AT GENERAL MEETINGS

19. All business shall be deemed special that is transacted at an Extra-Ordinary General Meeting and also all that is of declaring a dividend, the consideration of the



Accounts, Balance Sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring, and the appointment of, and the fixing of the remuneration of the auditors.

20. No business shall be transacted at any general meeting unless a quorum of members is presented at the time when the meeting proceeds to business and for the purpose hereof, unless it is otherwise provided, two members present in persons or by proxy shall be quorum.
21. If within half an hour the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved; in any other case it shall adjourn to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed of the meeting, the members of whatsoever class present shall be a quorum.
22. The chairman, if any, of the Board of Directors shall preside at every general meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to act as chairman, the members present shall choose some Directors or if no Directors be present or if all the Directors present decline to take the chair, they shall choose some member to be chairman of the meeting.
23. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of show of hands) demanded by the chairman or at least three members entitled to vote at the meeting or by the holders present in person or by proxy of at least – tenth part of the total voting rights of all members having the right to vote at the meeting or by a member or members holding shares on which an aggregate sum paid upon all the shares conferring that right. Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the company shall be conclusive evidence thereof **without** proof of the number or proportion of the votes recorded in favour of or against such resolution. A proxy need not be member of the company.
24. Any corporation which is a member of this company may, by resolution of its directors or other governing body, authorize any persons to act as its representative at any meeting or meetings thereof and such representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as I had been an individual shareholder, or including power, when personally present, to vote on a show of hands.
25. Subject to the provisions of 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 valid and effectual as if the same had been passed at general meeting of the company duly convened and held.



26. A proxy may take part in the proceedings of a general meeting as if he were the member whom he represents.

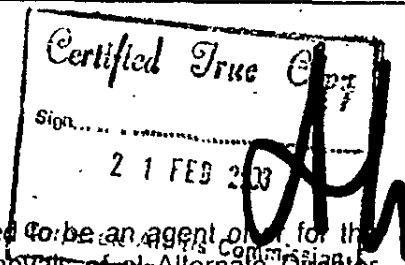
VOTES OF MEMBERS

27. The first Directors of the company shall be appointed by the subscribers to the Memorandum of Association.
28. Unless and until otherwise determined by the company in general meeting, the number of Directors shall not be less than ten.
29. The company in general meeting may from time to time direct such sums as may be thought fit to be paid as and by way of remuneration to the Directors and such sum shall be divided amongst them as they may agree, or failing agreement, equally. The Directors shall also be entitled to be repaid all reasonable expenses incurred by them respectively in or about the performance of their duties as Directors.
30. It shall not be necessary for any Directors of the company to acquire or hold any share qualification, but a Director shall be entitled to receive notice, and to attend all general meetings.

POWERS AND DUTIES OF DIRECTORS

31. The Directors from time to time, and at anytime, may provide through Local Board Attorney or Agencies for the management of the affairs of the company outside Nigeria, and may appoint any persons to be members of such Local Board of as Attorneys of agents and may remove any persons so appointed and appoint others in their place and fix their remuneration.
32. The Directors may from time to time and at any time delegates to any such Local Board Attorney or Agent any of the powers, authorities and discretions for the time being vested in the Directors, other than the power to make calls, forfeit shares, borrow money or issues debenture and any such delegation may be made on such terms and subject to such conditions as the directors may think fit, and may include a power to sub-delegate and the Directors may at any time annual or vary such delegation, but no person dealing in good faith without notice of such annulment or variation shall be affected thereby.
33. Any Directors may at anytime appoint any other Directors or any other person approved by a majority of the other Directors for the time being to be his alternative Director appointed by him, and (subject to such approval as aforesaid) appoint another in his place. An alternate Director shall not be entitled to receive any remuneration from the company but he shall be entitled (subject to his giving to the company and address within Nigeria at which notice may be served on him) to receive notice of meetings, of the Directors and attend and vote as a Director at any such meetings.

At which the Directors appointing him is not present and such meetings to exercise all powers, duties and authorities of the Directors appointment him. A director who is also an alternate Directors shall be entitled in addition to his vote, to a separate vote on behalf of the Director he is representing an alternate Director, shall ipso facto cease to be alternate Director. Every person acting as an Alternate Director shall be



an officer of the company and shall alone be deemed to be an agent of the company for the Director appointment him. All appointments and removals of an Alternate Director made by any Director in pursuance of this Article shall be in writing under the hand of the Director making the same and shall be sent to or left at the registered office of the company.

BORROWING POWERS

34. The Directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party.

THE SEAL

35. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and Secretary or any such other persons as the Directors may appoint for the purpose; and the Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

DISQUALIFICATION OF DIRECTORS

36. The office of a Director shall be vacated:-
- (13) Upon removal in accordance with provision of the Article of the Company.
 - (14) If by notice to the Company he resigns the office of Director.
 - (15) If he becomes bankrupt or insolvent or enters into any agreement with the creditors.
 - (16) If he is prohibited from being a Director by the Act from acting as such.
 - (17) If he is found lunatic or becomes of unsound mind.
 - (18) If he is requested in writing by the majority shareholder(s) to resign his office.
37. A Director may hold any other or place of profit under the company except that of Auditor, upon such terms as to remuneration, tenure of office and otherwise as may be determined by the Board of Directors.
38. A Director shall be capable of contracting or participating in the profits of any contract with the company in the same manner as if he were not a Director, subject, nevertheless to the following provisions.
- (1) He shall declare the nature of his interest in any contract or proposed contract in which he is interested; and
 - (2) After he has become interested therein he shall not vote as a Director in respect of the contract or proposed contract or any matter arising thereout, and if he does so vote his vote shall not be counted, the prohibition against voting shall not, however, apply to any contract or agreement for giving to a

Director for advances, made or to be made by him to the company for liabilities or obligations, whether by way of guarantee or otherwise, incurred or assumed by him on behalf of or for the benefit of the company, or to any contract of or relating to the subscription by a Director (whether absolutely or conditional) for any shares or debenture of the company or of any company in which this company is interested and its may at any time be suspended, relaxed or removed to any extent and on any terms or conditions by the company in general meeting.]

39. (3) A Director shall be counted for the purposes of forming a quorum notwithstanding that he may be disqualified from voting under this Article.

The Company may, by extraordinary resolution remove any Directors and may, by an Ordinary Resolution, appoint another person in his stead, such removal shall be without prejudice to any claim such Director may have for damages or for any contract of service between him and the company.

Certified Director
Signature: *[Signature]*
21 FEB 2023
Corporate Affairs Commission

PROCEEDING OF DIRECTORS

40. The proceedings of the meetings of the Directors of the company shall be guided and regulated as stipulated in the provisions of section 63 of the Decree.
41. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed by two.
42. A Resolution in writing signed by all Directors entitled to notice of meeting of Directors shall have same effect and validity as resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

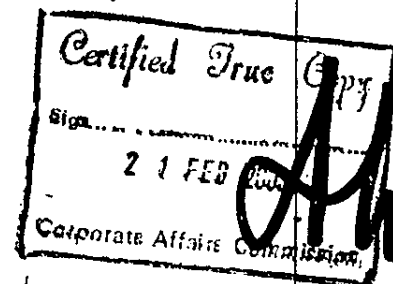
WINDING UP

43. If the company shall wind up, the liquidator may wish the sanction of Extraordinary Resolution of the company and may other sanction required by law, divided amongst the members in species or kind the whole or any part or the assets of the company (whether they shall consist of property of the same kind or not) and may, for such purpose set such values as he deem fair upon and any property to be divided as aforesaid and may determine how such division shall be carried out as between the members of different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trust for the benefit of the contributors as the liquidator, with the like sanction, to accept shares or other securities whereon there is any liability.

INDEMNITY

44. Subject to any statutory provisions every Director, Managing Director, Alternate Directors, Secretary, Agent, Auditor, or other officer of the company shall be entitled to be indemnified by the company against all costs, charges, expenses, and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, whether civil or criminal; provided that in respect of criminal proceeding, judgement must have been in his favour.

NAMES, ADDRESS AND DESCRIPTION OF SUBSCRIBERS	SIGNATURE
<p>IBRAHIM YAMTA J. MALGWI L5 UMORU CRESCENT NEW MANDO HOUSING ESTATE KADUNA</p> <p>(DIRECTOR)</p>	<p><i>[Signature]</i></p> <p>THE WITHIN INSTRUMENT IN THE OPINION OF THE COMMISSIONER OF STAMP DUTY IS CHARGEABLE WITH A DUTY OF <i>1000</i> AND THE SAME THEREON HAS BEEN ASSESSED ACCORDINGLY COMMISSIONER OF STAMPS KADUNA</p> <p><i>12/02/03</i></p>
<p>SARAH YAMTA J. MALGWI L5 UMORU CRESCENT NEW MANDO HOUSING ESTATE KADUNA</p> <p>(DIRECTOR)</p>	<p><i>[Signature]</i></p> <p><i>12/02/03</i></p>
<p>DANIEL YAMTA J. MALGWI L5 UMORU CRESCENT NEW MANDO HOUSING ESTATE KADUNA</p>	<p><i>[Signature]</i></p>



DATED THIS.....DAY OF20.....

WITNESS TO THE ABOVE SIGNATURES:.....

NAME:.....

ADDRESS:.....

OCCUPATION:.....