

F15000005294

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

\_\_\_\_\_  
(Business Entity Name)

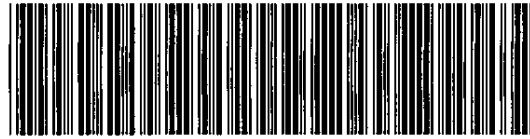
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(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Cuo & Sign W15-73705

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TALLAHASSEE, FLORIDA

FILED

K. SALLY  
EXAMINER  
DEC - 2 2015



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED

15 NOV 30 PM 4:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

November 9, 2015

TANIA RAIHAN  
CLUB II TADING, LLC  
2025 W 15TH ST.  
PANAMA CITY, FL 32401

SUBJECT: COMFIT COMPOSIT KNIT, INC  
Ref. Number: W15000073705

We have received your document for COMFIT COMPOSIT KNIT, INC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return 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) 245-6051.

Karen A Saly  
Regulatory Specialist II

Letter Number: 115A00023640

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: COMFIT COMPOSIT KNIT LTD., 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:

TANIA

RAHMAN

Name of Person

Club 11 TRADING, LLC

Firm/Company

2025 W 15th St

Address

PANAMA City, FL 32401

City/State and Zip code

SHINAA06@GMAIL.COM

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

For further information concerning this matter, please call:

ALIMAD RAHMAN

Name of Person

at (212)

Area Code

9958336

Daytime Telephone Number

### STREET/COURIER ADDRESS:

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

### MAILING ADDRESS:

Registration 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

**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. COMFIT COMPOSIT KNIT LTD., INC  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Ltd.," "Co." or "Corp.")
- CLUB 11 TRADING, LLC  
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. DHAKA, BANGLADESH 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 29 - 09 - 2005 5. \_\_\_\_\_  
(Date of incorporation) (Date of duration, if other than 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. YOUTH TOWER. 822/2, ROKEYA SARANI, SHEWRAPARA, DHAKA  
(Principal office address)
- \_\_\_\_\_  
(Current mailing address, if different)
8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
- Name: TANIA A RAHMAN
- Office Address: 507 NORTHSORE CIR
- LYNN HAVEN, Florida 32444  
(City) (Zip code)

**9. 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)

10. 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.

FILED  
2015 NOV 30 PM 5:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

2015 NOV 30 PM 5:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**A. DIRECTORS**

Chairman: REZAKUL HAIDER

Address: 822/2, ROKEYA SARANI, SHEWRAPARA, DHAKA - 1216.  
BANGLADESH

Vice Chairman: MANAGING DIRECTOR: FEROZ ALAM

Address: 822/2, ROKEYA SARANI, SHEWRAPARA, DHAKA - 1216  
BANGLADESH

Director: AKBOR HAIDER

Address: 822/2, ROKEYA SARANI, SHEWRAPARA, DHAKA - 1216  
BANGLADESH

Director: FARIDUL ALAM

Address: 822/2, ROKEYA SARANI, SHEWRAPARA, DHAKA - 1216.  
BANGLADESH

**B. OFFICERS**

President: N/A

Address:

Vice President: NA/

Address:

Secretary: NA/

Address:

Treasurer: N/A

Address:

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

12. 

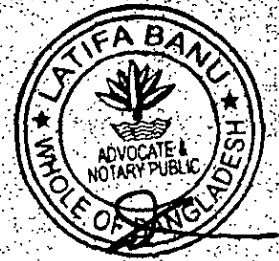
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 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.

13. AKBOR HAIDER, DIRECTOR

(Typed or printed name and capacity of person signing application)

THE COMPANIES ACT XVIII OF 1994



A Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

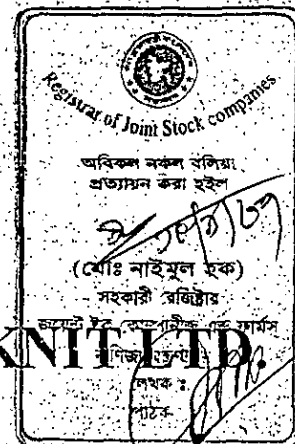
ATTESTED BY

*Latifa Banu 21.11.2015*

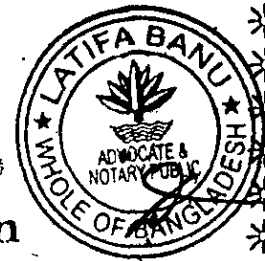
OF

**Latifa Banu**

B.A. (Hons) M.A. LL.B  
Advocate Supreme Court  
Notary Public, Whole of Bangladesh  
04, Capital Super Market (Boro Bazar)  
(1st Floor) Room No. 14  
Green Road, Farmgate, Dhaka-1215  
Mobile: 01711186572  
Notarial SL No-39



COMFIT COMPOSITE KNT LTD.



## Certificate of Incorporation

No. E59178 (1184)/05

I hereby certify that

Comfit Composite  
Knit Ltd.

is this day incorporated under the Companies Act (Act XVIII) of  
1994 and that the Company is Limited.

Given under my hand at Dhaka  
this Twenty Ninth day of September  
Two thousand Five.



Registrar of Joint Stock Companies & Firms  
Bangladesh.

ATTESTED BY

Latifa Banu

Advocate Supreme Court  
Notary Public, Whole of Bangladesh  
104, Capital Super Market (Boro Bazar)  
(1st Floor) Room No. 14  
Green Road, Farmgate, Dhaka-1215  
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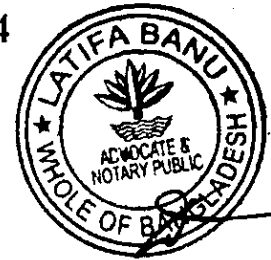
THE COMPANIES ACT XVIII OF 1994

A Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION

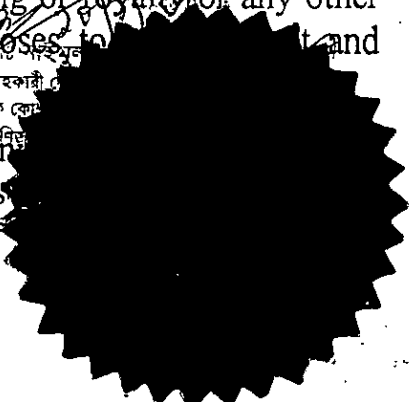
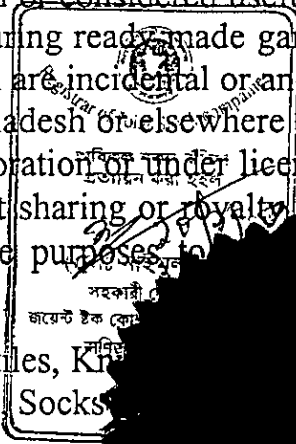
OF

COMFIT COMPOSITE KNIT LTD.

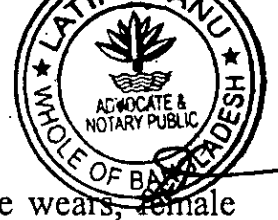


- i) The name of the company is "COMFIT COMPOSITE KNIT LTD."
- ii) The registered office of the Company shall be situated at Youth Tower, 822/2, Rokeya Sarani, Dhaka-1216, Bangladesh. ✓
- iii) The objects for which the Company is established are all or any of the following. (All objects of the company will be implemented after obtaining necessary permission from the Govt./competent /concerned/ authority before commencement of business):
  1. To set up Composite Textile Industry and Composite Knitting Industry in Bangladesh.
  2. To carry on the business of manufacturing textiles, Weaving, Knitting, dyeing & Printing of all types of Textiles, fabrics, terry towels, Socks and allied Products.
  3. To carry on the business of manufacturers, producers, sellers, exporters, buyers, importers and dealers in ready-made garments, wearing apparel, clothing's, fabrics and textiles of every kind and every description including shirts, pajamas, vests, frocks, midis, maxis, miniskirts and other skirts, jeans, clothing's for all kinds of games and sports and wearing apparel of all establishments, plants, machineries, equipments and related facilities and to buy, sell, import, export manufacture all types of tailoring machineries, accessories, buttons, threads, faster hers, belts, hooks, trimmings, laces, furs, hides, skins and all materials, required or considered useful or capable of being used in the business of manufacturing ready-made garments of all kinds and to do other things and acts which are incidental or ancillary to the carrying of the business aforesaid in Bangladesh or elsewhere either singly or under joint Venture or Technical collaboration or under license with one or more foreign companies either on profit sharing or royalty or any other basis as deemed convenient and for those purposes to purchase and machineries, raw materials.

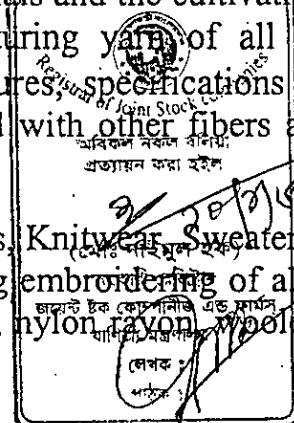
ATTESTED BY  
Latifa Banu  
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Notary Public Whole of Bangladesh  
104, Capital Super Market (Boro Bazar)  
(1st Floor) Room No. 14  
Green Road Farmgate, Dhaka-1105  
Mobile: 01711186572  
Notarial SL No-39





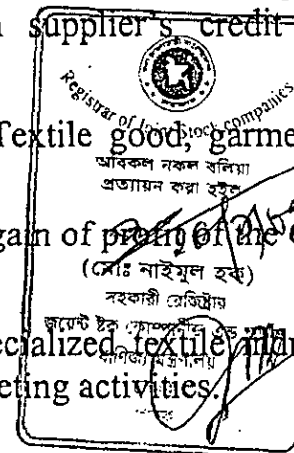


5. To set up a ready-made garments factory for making male wears, female wears, wool leather and children wears of various kinds, sizes and designs made of cotton yarn, nylon yarn, polyester silk, artificial silk, wool and other fibrous materials and also to buy, sell, import, and otherwise deal in cotton yarn, silk artificial silk, Nylon wool or other fibrous materials and also products and by-products made thereof.
6. To carry on all or any of the business of spinner, weavers, Hosiery's, manufacturers, exporters, importers, wholesaler and retail dealer in textile, fabrics in all kinds, mill owners, dress makers, tailors, clothing's outfitters, glovers, dry cleaners, dealers in ready made garments cotton, silk and woolen goods, jumpers and knit wears buying house and leather garments of all sorts.
7. To act as middleman for purchase and sale of readymade garments of all types sizes and qualities including female wear, children wear made of cotton yarn, nylon yarn, polyester silk, artificial silk wool and any other natural/ mixed fibrous materials.
8. To carry on the business of costumes, dress, robe and mantle makers, tent, makers, tailors.
9. To set up, run, manage and control the business of buying house and to act as agent of foreign buyers for readymade garments and other commodities.
10. To carry on the business of Modern Knitwear's, garments, sweaters, spinning, weaving, manufacturing and dealing in cotton, rayon, silk, art silk, woolen jute or other fibrous substances & the preparation, sizing, processing, printing embroidering, dyeing, coloring of any of the substance or the cloth or textile piece goods or other manufactured fibrous products.
11. To carry on the business of Modern Knitwear, garments, sweater, spinners, weavers, manufacturers, presser packers and balers of cotton, silk, synthetic fibers, wool, jute and any other fibrous materials and the cultivation thereof and to carry on the business of manufacturing yarn of all units and specifications and textile of all goods, natures, specifications including hosiery, Textile from cotton or cotton mixed with other fibers as may be allowed by the government from time to time.
12. To carry on the business of Modern Garments, Knitwear, Sweaters, dyeing, processing, sizing, printing, cutting, colouring, embroidering of all kinds of cloth or textiles made of cotton, silk, art-silk, nylon, rayon, woolen, jute or other fibrous products.



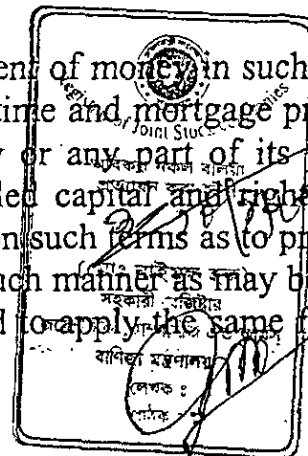


13. To establish a modern sweater Factory for manufacturing sweater, pullover of acrylic, cotton, wool, silk, jute, flex, synthetic and/ or of any other yarn for men, women, boys and girls and marketing the same in local and/or foreign market.
14. To set up factories with foreign collaboration or without and carry on the business of buying and /or manufacturing of all type of garments to arrange for marketing the same within the country or to foreign countries.
15. To set up an industry and carry on the business of manufacturing of raw and packing material including yarn, all type of fabrics and accessories for use in the aforesaid or allied business.
16. To carry on the business of dyeing, bleaching and printing of yarn, and fabrics for use in the aforesaid or allied business.
17. To establish and maintain godown, show room, shops and any other structure and to carry on the business of dealership and exporter or importer of the aforesaid goods and materials.
18. To carry on export business of Bangladeshi garments, sportswear, vest, socks, sweaters, handicrafts and other nontraditional items for the benefit of the company.
19. To carry on business as importer, exporter, indenter, managing agent, clearing and forwarding agent, general merchant, and trader.
20. To purchase, import or otherwise acquire any raw materials finished goods, machinery, spares and accessories from any market of Bangladesh or any part of the world.
21. To carry on business as agent, sole agent, stockiest and distributor of all types of machine and commodities.
22. To set up a ready made garments manufacturing industry for producing garments and acquire machinery's through supplier's credit or joint collaboration or from other sources.
23. To carry on the business of leather goods, Textile goods, garments, Fish processing & Frozen.
24. To manufacture garments on sub-contract for gain of profit of the Company by utilizing the unused capacity.
25. To set up handloom factory and/ or any specialized textile industry and carry on textile goods manufacturing and marketing activities.



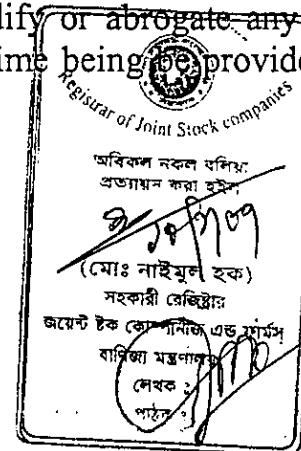


26. To carry on the business of hotel, motel, resorts, restaurant inside or outside of Bangladesh either solely or in joint collaboration.
27. To carry on all or any of the business of fish and fish catching and to arrange for marketing the same all over the country in raw state or in preserved form, and also to export the same to foreign countries.
28. To engage foreign expert, engineers, and advisor, economist specialist executive crew, operator, navigator, skilled worker, and to take technical or consultancy service from any foreign country.
29. To carry on the business of all types of garments and computers accessories and their assembling for marketing in Bangladesh or elsewhere.
30. To set up a screen printing project for all sorts of printing such as cloth cover, card board, laundry cover, different type of envelope, cartoon, box, Fabric.
31. To import, export, buy, sell, exchange, alter, improve, manipulate, and otherwise deal in all kinds of plants, machines, apparatus, tools substances, materials, things, goods, articles and commodities necessary or convenient for the purpose of the company.
32. To purchase or otherwise acquire and undertake all or any part of the business, properties, assets or liabilities of any person or firm or companies engaged in any such business which this company is entitled to carry on or possess if the property is convenient and suitable for the purpose of the company.
33. To improve, manage, develop, sell, exchange, lease, mortgage, dispose of turn to account or otherwise deal with all and or any part of the properties and rights of the company.
34. To enter into any arrangement with any Government body or authorities or local, municipal or other public bodies or and private person or persons that may seem conducive to the objects of the company or any of them and to obtain from any such Government or other authorities any rights, privileges and concessions which the company may think convenient for its business operations.
35. To borrow or raise money or secure the payment of money in such manner as the company shall determine from time to time and mortgage properties charge upon the undertaking of the company or any part of its property (both present and future) including its uncalled capital and rights of the company or without any such security and upon such terms as to priority or otherwise and generally to borrow money in such manner as may be agreed upon between the lender and the company and to apply the same for all or any of the purposes of the company.





36. To sell and dispose of the undertaking of the company or any part thereof for such consideration as the Board of Directors may think fit and in particular for shares (fully paid up or not) or securities of any other company having objects all together similar to those of this company and to carry on business of Stocks, Debentures and Securities.
  37. To promote any other company for carrying into effect any of the objects of the company or for the purpose of acquiring all or any of the business property rights, liabilities of this company or for any other purpose which may seem directly or indirectly calculated to benefit this company or to provide third party guarantee against any liability of any sister concern or business partners or associated companies.
  38. To amalgamate with any other company or institution or body or person as deemed necessary for greater interest of the company.
  39. To mortgage property and assets of the company as security for loans and/or for any credit facilities to be given to any associate company or companies or third parties and also to give guarantee securing liabilities of such associated company or companies and/or third party.
  40. To participate in any local or international tenders in the people's Republic of Bangladesh and in all foreign countries as individual contractor or joint venture operators or sub-contractor law fully as the company may think fit.
  41. To set up industries, factories, of all types except restricted industries in the people's Republic of Bangladesh.
- iv) The liability of the members are limited by shares.
- v) The authorized share capital of the company is Tk. 50,00,00,000/- (Fifty Crore) divided into 5,00,000 (Five lac) ordinary shares of Tk. 1000/- (One thousand) each with power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes and attach there to respectively such preferential, qualified, deferred and special rights or privileges or conditions as may be determined by or in accordance with the articles of the Company and to vary or modify or abrogate any such rights, privileges and conditions as may for the time being be provided by the Articles of Association.





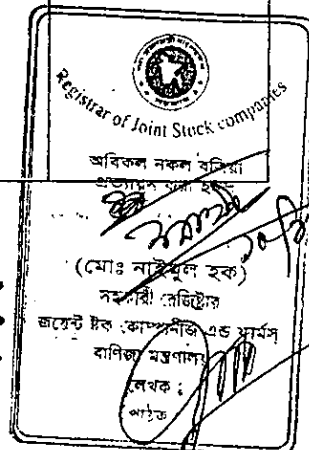
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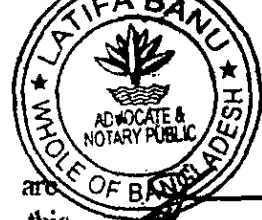
We, the several persons whose names, address and descriptions are subscribed, are Desirous of being formed into a private limited Company in accordance with this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names below:

SL No.	Name, Father's name, Address, Age, Occupation, Nationality.	No. of shares Taken by Each subscriber	Signature of subscriber	Name, address & description of the Witnesses
1.	<b>MR. ABUL QUASEM HAIDER</b> S/o. Late Al Haj Mvi. Sekandar Hossain Youth Tower, 822/2, Rokeya Sarani Dhaka- 1216, Age:-52 Years TIN: 105-100-1501 /Co.-10 Business, Bangladeshi. Tel: 8052343	395 (Three hundred ninety five) shares		 <b>A.K.M. Badrudduza</b> Advocate Supreme Court Room No. 802 Baitul Hossain 27, Dilkusha C/A Dhaka-1000 Tel: 9332434
2.	<b>MR. FERROZ ALAM</b> S/o. Late Mohibullah Youth Tower, 822/2, Rokeya Sarani Dhaka- 1216, Age:-48 Years TIN: 105- 100-2166/Co.-10 Business, Bangladeshi. Tel: 8052343	795 (Seven hundred ninety five) shares		
3.	<b>MR. REZAKUL HAIDER</b> S/o. Late Munshi Abdul Mannan Youth Tower, 822/2, Rokeya Sarani Dhaka- 1216, Age:-49 Years TIN: 105-100-3337 /Co.-10 Business, Bangladeshi. Tel: 8052343	295 (Two hundred ninety five) shares		
4.	<b>MR. MOSTANSER BILLA</b> S/o. Late Azizullah Youth Tower, 822/2, Rokeya Sarani Dhaka- 1216, Age:-52 Years TIN: 105-100-4591 /Co.-10 Business, Bangladeshi. Tel: 8052343	395 (Three hundred ninety five) shares		 <b>Shah Kutub-Uddin</b> Advocate Room No. 802 Baitul Hossain 27, Dilkusha C/A Dhaka-1000 Tel: 9332434
5.	<b>MR. AFZALUR RAHMAN</b> S/o. Late Dr. Akhlakur Rahman Youth Tower, 822/2, Rokeya Sarani Dhaka- 1216, Age:-48 Years TIN: 075-101-0197 /Co.- 7 Business, Bangladeshi. Tel: 8052343	260 (Two hundred sixty) shares		

ATTESTED BY

**Latifa Banu**  
B.A. (Hons) M.A. LL.B  
Advocate Supreme Court  
Notary Public, Whole of Bangladesh  
104, Capital Super Market (Boro Bazar)  
(1st Floor) Room No. 14  
Green Road, Farmgate, Dhaka-1215  
Mobile: 01711-186572  
Notarial SL No-39





: 7:

We, the several persons whose names, address and descriptions are subscribed, are Desirous of being formed into a private limited Company in accordance with this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names below:

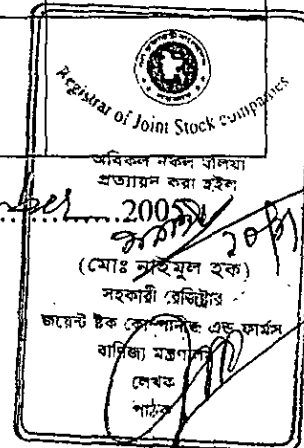
Sl. No.	Name, Father's name, Address, Age, Occupation, Nationality.	No. of shares Taken by Each subscriber	Signature of subscriber	Name, address & description of the Witnesses
6.	<b>MR. ANIS SALAUDDIN AHMAD</b> S/o. Late Salahuddin Ahmad Youth Tower, 822/2, Rokeya Sarani Dhaka- 1216, Age:-45 Years TIN: 075-101-0189 /Co.-7 Business, Bangladeshi. Tel: 8052343	360 (Three hundred sixty) shares		 <b>A.K.M. Badrudduza</b> Advocate Supreme Court Room No. 802 Baitul Hossain 27, Dilkusha C/A Dhaka-1000 Tel: 9552434
7.	<b>MR. AKBOR HAIDER</b> S/o- Rezakul Haider Youth Tower, 822/2, Rokeya Sarani Dhaka- 1216, Age:-27 Years TIN: 223-100-2150 / Cont. 4 Business, Bangladeshi. Tel: 8052343	200 (Two hundred) shares		
8.	<b>NAHID MUSHIQUE ZAWAD</b> S/o. Abul Quasem Haider Youth Tower, 822/2, Rokeya Sarani Dhaka- 1216, Age:-19 Years TIN: 149-102-3999/C-49 Business, Bangladeshi. Tel: 8052343	100 (One hundred) shares		
	<b>MR. ABDUR RAHMAN</b> S/O Afzalur Rahman Youth Tower, 822/2, Rokeya Sarani Dhaka- 1216, Age:-18 Years TIN: Business, Bangladeshi. Tel: 8052343	100 (One hundred) shares		 <b>Shah Kutub Uddin</b> Advocate Room No. 802 Baitul Hossain 27, Dilkusha C/A Dhaka-1000 Tel: 9552434
10.	<b>MD. MINHAZUL ALAM REAZ</b> S/o. Mostanser Rilla Youth Tower, 822/2, Rokeya Sarani Dhaka- 1216, Age:-18 Years TIN: Business, Bangladeshi. Tel: 8052343	100 (One hundred) shares		
<b>Total :</b>		3000 (Three thousand) shares		

ated... 27th day of September 2005

ATTESTED BY

**Latifa Banu**

B.A. (Hons) M.A. LL.B  
Advocate Supreme Court  
Notary Public, Whole of Bangladesh  
104, Capital Super Market (Boro Bazar)  
(1st Floor) Room No. 14  
Green Road, Farmgate, Dhaka-1215  
Mobile: 01711186572  
Notarial Seal



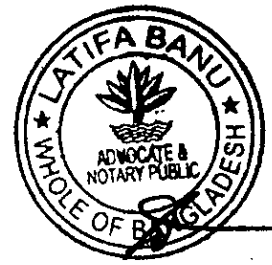
# THE COMPANIES ACT XVIII OF 1994

A Private Company Limited by Shares

## ARTICLES OF ASSOCIATION

OF

### COMFIT COMPOSITE KNIT LTD.

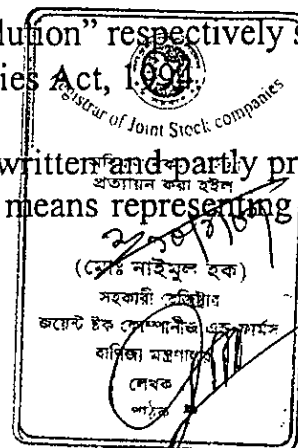


#### PRELIMINARY

1. The Regulations contained in the shedule-1 of the Companies Act, 1994 shall apply to this Company with respect to such provisions as are applicable to private Limited companies so far only as are not negative or modified by or are not contained in the following Articles or any other Articles that may from time to time be framed by the company.

#### INTERPRETATION

2. In construction of these Articles unless there be something repugnant in the subject or inconsistent therewith:
  - (a) "Company" means "COMFIT COMPOSITE KNIT LTD."
  - (b) "Office" means the registered office of the Company for the time being.
  - (c) "Year" means the financial year as followed by the company.
  - (d) "Month" means the calendar month according to the English Calendar.
  - (e) "Director" means the Director of the company for the time being;
  - (f) "The Board" or "Board of Directors" Means the Board of Directors of the company for the time being.
  - (g) "Special Resolution" and "Extraordinary resolution" respectively shall bear the meanings assigned there to by the Companies Act, 1994.
  - (h) "In writing" means written or printed, partly written and partly printed and includes lithography, type, printed, and other means representing words in visible form.





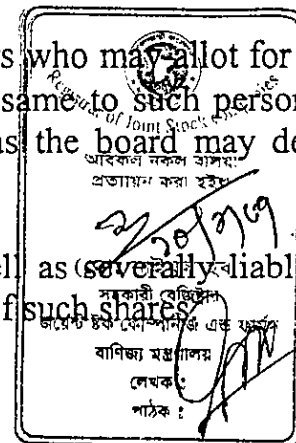
- (i) Words importing the singular number only includes the plural number and vice versa.
- (j) "Ltd." Means Limited.

### PRIVATE COMPANY

3. The company is a private Limited company within the meaning of Section 2(1) clause (q) of the Companies Act, 1994 and accordingly the following shall apply;
- (a) No invitation shall be issued to the public to subscribe for any share or debenture of the Company.
- (b) The number of members of the company (exclusive of persons in the employment of the company) shall be limited to fifty; provided, however, that for the purpose of this provision where two or more persons jointly hold one or more shares in the company they shall be treated as a single member.
- (c) The right to transfer shares in the company is restricted in the manner and to the extent hereinafter appearing.
4. The business of the Company shall include all or any of the several objects as enumerated in the Memorandum of Association of the Company.

### AUTHORIZED SHARE CAPITAL

5. The authorized share capital of the company is Tk. 50,00,00,000/- (Fifty Crore) divided into 5,00,000 (Five lac) ordinary shares of Tk. 1000/- (One thousand) each with power to increase or reduce the capital and to divide the shares into different classes and to attach thereto any special right or privileges or conditions as regards dividends, repayment of capital, voting or otherwise or to consolidate or sub-divide the shares.
6. The shares shall be under the control of the directors who may allot for cash or other consideration or otherwise dispose of the same to such persons in such manner or upon such terms and conditions as the board may decide subject to the Article No. 5 above.
7. The joint holders of a share shall be jointly as well as severally liable for payment of all installments and calls due in respect of such shares.







8. No person is recognized by the company as holding any shares upon any trust and the Company shall not be bound to recognize any equitable contingent, or further interest in any share or in any fractional part of a share (except only as by these presents otherwise expressly provided) or any other right in respect of any share except in absolute right of the entirety thereof in the registered holder.

9. If any share certificate shall be defaced, worn out, destroyed, or lost, it may be reissued upon such evidence being produced and such indemnity if any being given as the company requires, and (in case of defacement or wearing out) on delivery of the old certificate and on payment of such sum not exceeding Tk. 5/- or as the Board of Directors may from time to time require. Share certificate of the Company shall be issued under the joint signature of Managing Director with any other Director of the Company.

#### TRANSFER AND TRANSMISSION OF SHARES

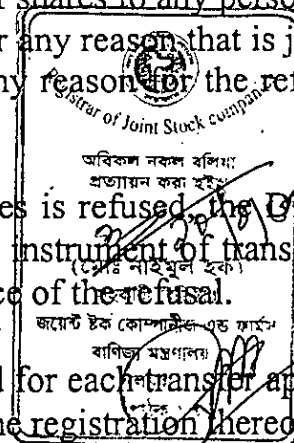
10. A member may transfer share at any time to his or her children grandchildren, spouse, father, mother, brother or sister only with prior sanction of the Board of Directors. Subject to above, no share shall be transferred to any outsider so long the existing shareholders are willing to accept the same.

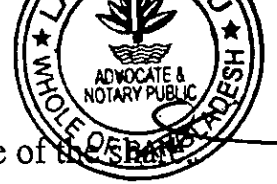
11. If any member intends to sell his or her shares, it must be offered first to the existing shareholders who shall have the option to purchase the shares proportionately at a fair valuation to be determined mutually or by the Board of Directors. If one or more of the other shareholders declines to purchase the portion of shares offered to him/her or does not exercise the right to purchase within 60 days from the date of the offer, the same shall be offered proportionally amongst the shareholders who are willing to purchase if the Group shareholder are not willing to purchase the shares so offered, then it can be transferred to other group and if they decline then the shares may be offered to any third party.

12. The Director may decline to register any transfer of shares to any person other than those mentioned in Article 10 and 11 above for any reason that is just and proper. The Director need not disclose or assign any reason for the refusal to register any transfer.

13. If registration of the transfer of shares or debentures is refused the Directors shall within one month from the date on which the instrument of transfer was lodged send to the transferee and the transferor notice of the refusal.

14. A fee not exceeding Tk. 10/- (Ten) may be charged for each transfer approved by the Board of Directors and shall be paid before the registration thereof.





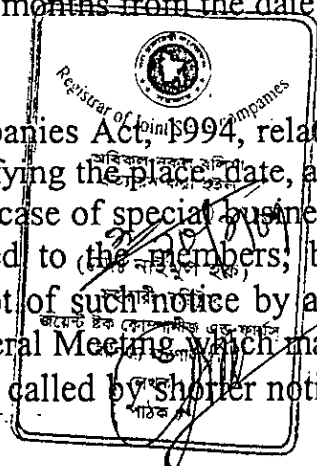
15. The instrument of transfer must be accompanied by the certificate of the share.
16. The shares of each shareholder shall transmit on his/ her death to his/her heir or legal representative when no Letters of Administration have been taken out shall upon proof of his/her title be recognized by the Company as being entitled to the shares of the deceased shareholder. Where there is a will, probate of Letters of Administration along with a copy of the will, shall be taken out before such title can be recognized.

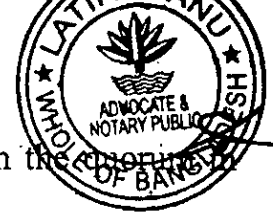
### BORROWING POWER

17. The Managing Director may from time to time at the decision of the Board of Directors raise or borrow any sum of money for the purpose of the Company from any person, bank, firm, or company, and may secure the payment of such money in such manner as the company think fit or by making, drawing, accepting, or endorsing on behalf of the Company any promissory notes or bill of exchange or giving or issuing any other Security of the Company or by mortgage or charge on all or any property of the Company including its uncalled capital for whole or any part of the loan or debts raised by or on behalf of the company or any interest and any liability under the guarantee by means of mortgage or hypothecation of charge upon any property and assets of the company, movable, immovable or otherwise.
18. The Managing Director subject to prior approval of the Board of directors may secure the repayment of such money in such manner and upon such terms and conditions in all respects as he/she may think fit and charged upon all or any part of the property of the company (both present and future).

### GENERAL MEETING

19. There shall be at least one ordinary General Meeting to be called the Annual General meeting. It should be called every calendar Year as soon as practicable after the annual closing of the accounts of the company, but not later than fifteen months from the date of the last Annual general Meeting. The first Annual General Meeting shall be held within eighteen months from the date of the incorporation of the Company.
20. Subject to the provision of Section 87 (2) of the companies Act, 1994, related to special resolution at least fourteen days notice specifying the place, date, and hour of the General Meeting shall be given and in the case of special business, the general nature of such business shall be notified to the members; but accidental omission to give such notice or non-receipt of such notice by any member shall not invalidate the proceeding of the general Meeting which may, with the consent of one third of the total members, be called by shorter notice and in such a manner as the members think fit.





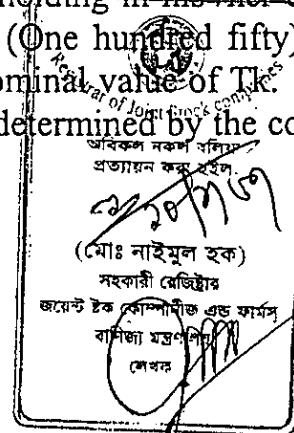
21. 6(Six) members present in person entitled to vote will form the quorum for any ordinary General Meeting.
22. The Managing Director shall call and convene General Meeting whether ordinary or extra-ordinary at such time and place as they think fit.
23. Every General Meeting of the Company shall be presided over by the Chairman of the Board of Directors but in his/her absence, the members present shall elect one of their members to preside as Chairman in that meeting.

### VOTES OF MEMBERS

24. On a show of hands every member present in person shall have one vote and upon a poll every member present in person or by proxy or attorney shall have one vote for every share held by him/her.
25. No members shall be entitled to vote at any general meeting unless all calls of other sums presently due and payable by him in respect of each shares in the company held by him, have been paid.
26. Any person entitled under the transmission clause to the transfer of any share may vote at any General Meeting in respect thereof in the same manner as if that person was the registered holder of such shares, provided that at least 72 hours before the time of holding the Meeting or adjourning the Meeting as the case may be at which the person proposes to vote, he/she shall satisfy the Board of Directors with proof of the entitlement.

### BOARD OF DIRECTORS

27. (a) Unless otherwise determined by the company in a general meeting the number of Directors shall be not less than 4(Four) and not more than 25 (Twenty five).
- (b) Four Directors present in personally in the meeting shall form the quorum of the Board meeting.
28. The qualification of a Director shall be in the holding in his/her own name alone and not jointly with others at least 150 (One hundred fifty) ordinary shares of Tk. 1000/- (One thousand) each of nominal value of Tk. 1,50,000/- (One lac fifty thousand) only unless otherwise determined by the company in an Extra-Ordinary General Meeting.



29. Until otherwise decided by the Board of Directors the following persons shall be the Directors of the Company who will remain in the Board unless voluntarily resign, become disqualified under section 108 (I) of the companies Act. 1994.

- (1) ABUL QUASEM HAIDER
- (2) FEROZ ALAM
- (3) REZAKUL HAIDER
- (4) AFZALUR RAHMAN
- (5) MOSTANSER BILLA
- (6) ANIS SALAUDDIN AHMAD
- (7) AKBOR HAIDER



30. Unless otherwise determined by the company at a general meeting each Director shall receive by way of remuneration a sum not exceeding Tk. 200/- for every meeting attended by him exclusive of traveling and halting expenses as may be incurred by for attending each meeting.

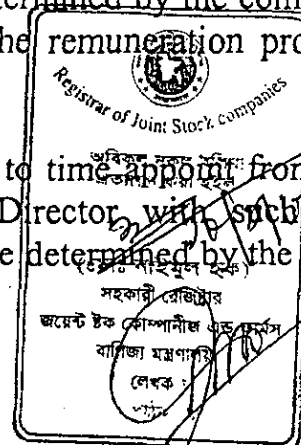
31. A resolution or circular in writing signed by all the members of the Board of Directors shall be as valid and effective as if it had been passed at the meeting of the Board of directors duly called and constituted.

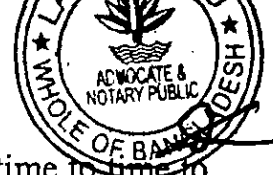
#### POWER AND DUTIES OF DIRECTORS

32. The Business of the Company shall be managed by the Directors who may pay all expenses incurred for the formation and registration of the company and they may exercise all such powers of the company as are not forbidden by the companies Act 1994 or any statutory modification or reenactment thereof for the time being in force or by the Articles to be required to be exercised by the Company in General Meeting. However nothing shall invalidate any prior acts of the Directors which would have been valid if that regulation would not been made.

33. If any Director, when willing to be called upon to perform extra service or render any special exertions for any of the purposes of the company, the company may remunerate the Director for so during by a fixed sum or by a percentage of profit or otherwise as may be determined by the company and such remuneration should be in addition to the remuneration provided in Article No. 30 above.

34. The Board of Directors if necessary may time to time appoint from outside Executive Director or any other technical Director with such powers, functions remuneration and privileges as may be determined by the company from time to time.





35. The Board of Director shall have power at any time and from time to time to appoint any other person to be a Director either to fill in a causal vacancy or as an addition to the Board so that the total number of Directors shall not at any time exceed the maximum number to be fixed from time to time by the company.

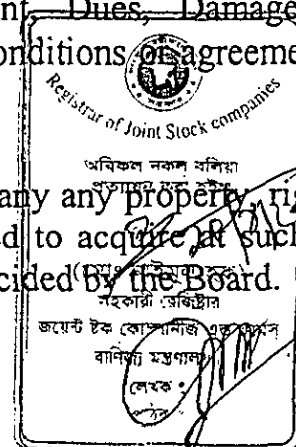
### CHAIRMAN AND MANAGING DIRECTOR

- 36.(a) The first Chairman of the company shall be elected in the first Board Meeting for a period of 2(two) years. The office of Chairman of the company shall rotate among the Directors of the Company after every 2(two) years.
- (b) **Feroz Alam** shall be the first Managing Director of the company for a period of 2(two) years from the date of incorporation. The office of Managing Director of the company shall rotate among the Directors of the Company after every 2(two) years.

### POWERS AND PESPONSIBILITIES OF THE MANAGING DIRECTOR

37. Without prejudice to general powers conferred by the preceding clauses and the other power conferred by these presents it is hereby expressly declared that the Managing Director shall have following powers that is to say.

- (a) To manage all concerns and affairs of the company, supervise and exercise general control over the employees of the Company and other agents.
- (b) To borrow or raise any sums of money by loan or otherwise on mortgage or hypothecation on such securities and terms with the approval of the Board of Directors and execute, sign, seal or deliver all necessary documents or do any other act on that behalf subject to the approval of the Board.
- (c) To demand or give effectual receipts, draw and disburse funds of the company or conditions to initiate proceedings of civil, criminal or otherwise or of recovery of such debts, Money, Rent, Dues, Damages and compensation in respect of any breach of any conditions or agreements by any person or body corporate.
- (d) To purchase or otherwise acquire for the Company any property, rights or privileges which the Company is legally entitled to acquire at such price and generally on such terms and conditions as decided by the Board.





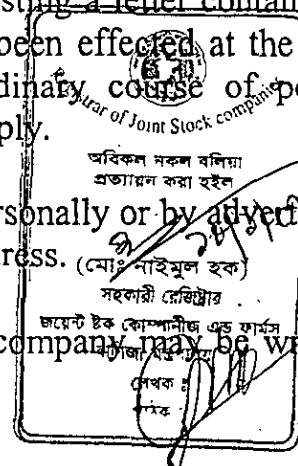
- (e) To establish branch offices, agencies, sub agents in any part of Bangladesh or elsewhere on such terms and conditions as approved by the Board.
- (f) To purchase, sell exchange, or otherwise dispose of absolutely or conditionally any property for the purpose of the Company subject to the approval of the Board.
- (g) To admit execution of documents before any register or sub register either executed by the company or by directors and to conduct or defend any case before him or them.
- (h) To sign and verify plaints, written statements, petitions, compromise, vokatnama authorizing legal practitioners to act on behalf of the company and generally to do all other acts and things for and on behalf of the company.
- (i) To do all such other things and every things relating to the interest of the company and in connection with any legal proceedings before any civil, criminal and revenue authority.
- (j) To deposit and keep the deposited funds of the company in banks or financial institution in the manner as the Board of directors may think fit.
- (k) To distribute any property of the company among the members in a manner to be decided by the Board of Directors.
- (l) To call and convene the meeting of the Board of Directors.

### OPERATION OF BANK ACCOUNT

- 38. The company shall open Bank account with any commercial bank/banks and shall operate the bank account as per decision of the Board of Directors of the company from time to time.

### NOTICE

- 39. When a notice is sent by postal service, the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and unless the contrary is proved to have been effected at the time at which the letter would be delivered in the ordinary course of post and regulation No. 113 to 117 of schedule-1 shall be apply.
- 40. A notice may be given by the Company either personally or by advertisement or by sending it by post to a person's registered address.
- 41. The signature to any notice to be served by the company may be written or printed.



**DISQUALIFICATION**

42. The office of the Director shall be vacated if a Director.

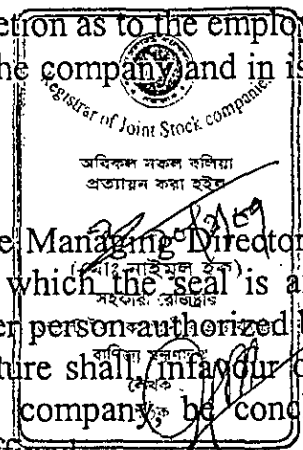
- (a) Fails to obtain the qualification share within the time specified under Section 97 (1) of the Companies Act 1994 or at any time thereafter ceases to hold the qualification share necessary for his appointment as a director of the company; or
- (b) Is found to be a person of unsound mind by a court of competent jurisdiction; or
- (c) Is adjudged insolvent; or
- (d) Punished with imprisonment for a term exceeding six months for an offence of moral turpitude by a court of law; or
- (e) Voluntarily resigns from the said office; or
- (f) Fails to attend three consecutive meetings of the Board of Directors or for all the meetings of the Directors for a continuous period of three months whichever is longer without leave of absence from the Board of Directors or
- (g) Is removed from office by an extraordinary resolution passed at any Extraordinary General Meeting.

**DIVIDENDS AND RESERVE**

- 43. The company in a General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board of Directors.
- 44. The directors may from time to time pay to the members such interim dividend as appears to the Board of directors to be justified by the profits of the Company.
- 45. The Board of Directors shall have the absolute discretion as to the employment of the reserve fund created out of the net profits of the company and in issue of fully paid bonus shares out of profit.

**THE SEAL**

- 46. (a) The company shall have a common seal and the Managing Director shall provide safe custody thereof. Every instrument to which the seal is affixed shall be signed by the Managing Director or any other person authorized by the Board of Directors for that purpose and such signature shall be in favour of purchase or of persons bonafide dealing with the company and be conclusive evidence of the fact that the seal has been properly affixed.





(d) The Chairman, The Managing Director and Directors shall maintain separate seal and shall use them against their respective signatures to represent their responsibilities on behalf of the company.

(e) The Board of Directors will approve appropriate seal for use for different purposes of the company.

### ACCOUNTS

47. The Directors shall cause to be kept proper books of accounts as provided by Section 181 & 182 of the Companies Act, 1994, with respect of the following;

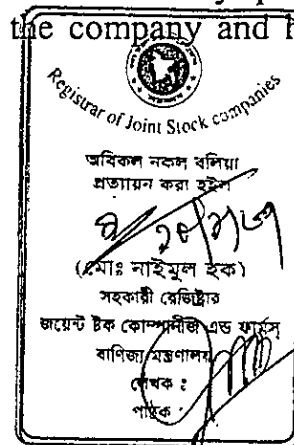
- (a) all sums of money received and expended by the company and the matter respect of which the receipts and expenditures took place.
- (b) all sales and purchases of goods by the company.
- (c) all the assets and liabilities of the company.
- (d) all income expenditure and other monetary transactions for the purposes of implementing the objectives of the Company.

### AUDIT

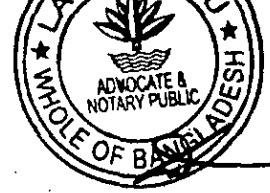
48. Once at least in every calendar year the accounts of the company shall be examined and the correctness of the Balance Sheet and Profit & Loss Account be ascertained by Auditors appointed by the company subject to the provisions of Companies Act. 1994.

### INDEMNITY

49. The Chairman, The Managing Director, Directors, officers shall be indemnified by the company for all losses and expenditure incurred by him or them respectively in or about the discharge of their duty except their willful act, neglect or default and Directors shall pay out of the fund of the Company in cash all losses and expenses which the Chairman, the Managing Director or any other directors, officers or servants may in any way incur in discharging his or their duties and the amount for which indemnity provided shall immediately attach a lien on the property of the company and have priority over all claims.







### SECRECY

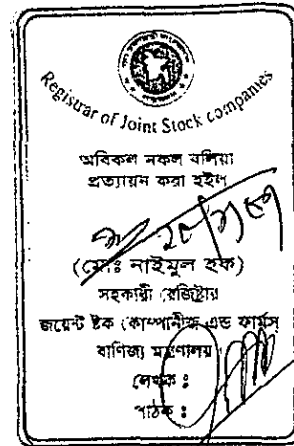
50. The Chairman, the Managing Director, Directors, Manager, Secretary, Auditors, Account officer, Agent or other person employed in the business of the company shall have to observe strict secrecy respecting all matters which may come to his knowledge in discharge of the duties unless required to do so by resolution of the company or by a court of law or where the person connected is required to do so in order to comply with any provision of the law or in these presents.

### ARBITRATION

51. Any dispute arises between the Directors themselves or between a member and the Board of Directors as to the true interpretation of this Articles or the Implication there of shall be referred to Arbitration's constituted with one Arbitrator for each of the aggrieved parties and award of the Arbitrator as the case may be shall be binding upon the parties to the Arbitration. Arbitration proceeding will be dealt and settled under the Arbitration Act. 2001.

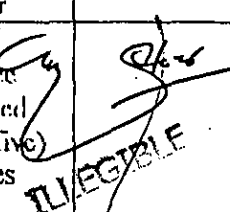
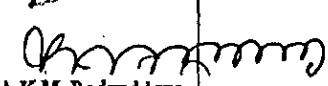
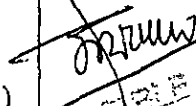

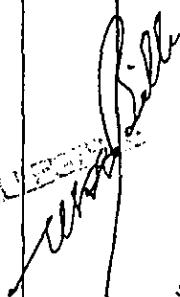
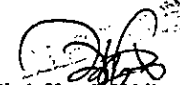

### WINDING UP

52. The company may be wound up in accordance with the provisions of the companies Act, 1994.

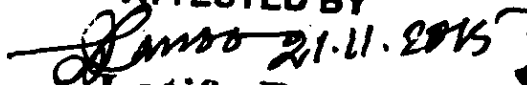




We, the several persons whose names, address and descriptions are subscribed, are Desirous of being formed into a private limited Company in accordance with this Article of Association and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names below:

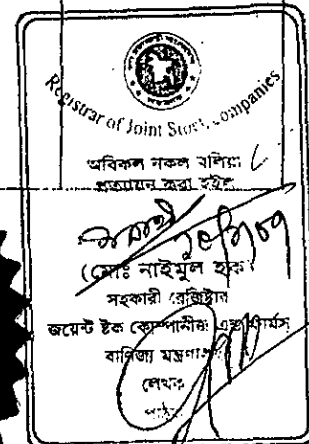
Sl. No.	Name, Father's name, Address, Age, Occupation, Nationality.	No. of shares Taken by Each subscriber	Signature of subscriber	Name, address & description of the Witness
1.	<b>MR. ABUL QUASEM HAIDER</b> S/o. Late Al Haq Mvi. Sekandar Hossain Youth Tower, 822/2, Rokeya Sarani Dhaka- 1216, Age:-52 Years TIN: 105-100-1501 /Co.-10 Business, Bangladeshi. Tel: 8052343	395 (Three hundred ninety five) shares	 ILLEGIBLE	 <b>A.K.M. Redraddaza</b> Advocate Supreme Court Room No. 802 Baitul Hossain 27, Dilkusha C/A Dhaka-1000 Tel: 9552434
2.	<b>MR. FERROZ ALAM</b> S/o. Late Mohibullah Youth Tower, 822/2, Rokeya Sarani Dhaka- 1216, Age:-48 Years TIN: 105- 100-2166/Co.-10 Business, Bangladeshi. Tel: 8052343	795 (Seven hundred ninety five) shares	 ILLEGIBLE	
3.	<b>MR. REZAKUL HAIDER</b> S/o. Late Munshi Abdul Mannan Youth Tower, 822/2, Rokeya Sarani Dhaka- 1216, Age:-49 Years TIN: 105-100-3337 /Co.-10 Business, Bangladeshi. Tel: 8052343	295 (Two hundred ninety five) shares	 ILLEGIBLE	
4.	<b>MR. MOSTANSER BILLA</b> S/o. Late Azizullah Youth Tower, 822/2, Rokeya Sarani Dhaka- 1216, Age:-52 Years TIN: 105-100-4591 /Co.-10 Business, Bangladeshi. Tel: 8052343	395 (Three hundred ninety five) shares	 ILLEGIBLE	 <b>Shah Kutub Uddin</b> Advocate Room No. 802 Baitul Hossain 27, Dilkusha C/A Dhaka-1000 Tel: 9552434
5.	<b>MR. AFZALUR RAHMAN</b> S/o. Late Dr. Akhlakur Rahman Youth Tower, 822/2, Rokeya Sarani Dhaka- 1216, Age:-48 Years TIN: 075-101-0197 /Co.- 7 Business, Bangladeshi. Tel: 8052343	260 (Two hundred sixty) shares	 ILLEGIBLE	

ATTESTED BY

  
21.11.2015

**Latifa Banu**

B.A. (Hons) M.A. LL.B  
Advocate Supreme Court  
Notary Public, Whole of Bangladesh  
104, Capital Super Market (Boro Bazar)  
(1st Floor) Room No. 14  
Green Road, Farmgate, Dhaka-1215  
Mobile: 01711186572  
Notarial SL No-39





We, the several persons whose names, address and descriptions are subscribed, Desirous of being formed into a private limited Company in accordance with the Article of Association and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names below:

Sr. No.	Name, Father's name, Address, Age, Occupation, Nationality.	No. of shares Taken by each subscriber	Signature of subscriber	Name, address & description of the Witness
6.	MR. ANIS SALAUDDIN AHMAD S/o. Late Salahuddin Ahmad Youth Tower, 822/2, Rokeya Sarani Dhaka- 1216, Age:-45 Years TIN: 075-101-0189 /Co.-7 Business, Bangladeshi. Tel: 8052343	360 (Three hundred sixty) shares		A.K.M. Badrudduza Advocate Supreme Court Room No. 802 Baitul Hossain 27, Dilkusha C/A Dhaka-1000 Tel: 9552434
7.	MR. AKBOR HAIDER S/o- Rezakul Haider Youth Tower, 822/2, Rokeya Sarani Dhaka- 1216, Age:-27 Years TIN: 223-100-2150 / Cont. 4 Business, Bangladeshi. Tel: 8052343	200 (Two hundred) shares		
8.	NAHID MUSHIQUE ZAWAD S/o. Abul Quasem Haider Youth Tower, 822/2, Rokeya Sarani Dhaka- 1216, Age:-19 Years TIN: 149-102-3999/C-49 Business, Bangladeshi. Tel: 8052343	100 (One hundred) shares		
9.	MR. ABDUR RAHMAN S/O Afzalur Rahman Youth Tower, 822/2, Rokeya Sarani Dhaka- 1216, Age:-18 Years TIN: Business, Bangladeshi. Tel: 8052343	100 (One hundred) shares		Shah Kutub Uddin Advocate Room No. 802 Baitul Hossain 27, Dilkusha C/A Dhaka-1000 Tel: 9552434
10.	MD. MINHAZUL ALAM REAZ S/o. Mosranser Billa Youth Tower, 822/2, Rokeya Sarani Dhaka- 1216, Age:-18 Years TIN: Business, Bangladeshi. Tel: 8052343	100 (One hundred) shares		
Total :		3000 (Three thousand) shares		

Dated..... 27.11.2015 ..... at Dhaka

ATTESTED BY

Latifa Banu

B.A. (Hons) M.A. LL.B  
Advocate Supreme Court  
Notary Public, Whole of Bangladesh  
04, Capital Super Market (Boro Bazar)  
(1st Floor) Room No. 14  
Green Road, Farmgate, Dhaka-1215  
Mobile: 01711186572

অবকাশ নকল নথি।

স্বাক্ষর করা হইল।

তারিখ: ২৭.১১.২০১৫

স্বাক্ষর: মোঃ লাইমুল হক

সহকারী রেজিস্ট্রার

কোম্পানী ও শ্রম সচিবালয়

ঢাকা

স্বাক্ষর:

সহকারী