

F95000001265  
TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION  
DIVISION OF CORPORATIONS

SUBJECT: BARMANI AIRLINES 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", 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:

AUSTINE EZE  
(Name of Person)  
18441 N.W. 2ND AVENUE, SUITE 224  
(Firm/Company)  
BARMANI AIRLINES LTD, INC.  
(Address)  
MIAMI FLORIDA . 33169  
(City, State and Zip Code)

303/16  
CORP. SEC. DIV.  
FEB 16 1971

Should you need to call someone concerning this matter, please call:

AUSTINE EZE at ( 305 ) 655 - 3003  
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:  
Qualification/Registration Sec.  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:  
Qualification/Registration Sec.  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA

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

1. BARMANI AIRLINE LIMITED, INC.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or  
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person  
or partnership if not so contained in the name at present.)

2. NIGERIA

(State or country under the law of which it is incorporated)

3. \_\_\_\_\_

(FEI number, if applicable)

4. AUGUST 4, 1994

(Date of Incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. Anticipated commencement date is March 1, 1995

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))

7. Barmani Airline Limited, Inc.

18441 N.W. 2nd Ave., Suite 224, Miami, FL 33169

(Current mailing address)

8. See attached Memorandum of Association

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Mr. Austin Eze

Office Address: 18441 N.W. 2nd Ave., Suite 224

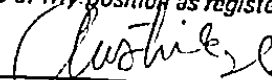
Miami, FL 33169

, Florida, \_\_\_\_\_

(Zip Code)

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)

AUSTIN EZE

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: SULEIMAN NURU GARBA  
Address: 107-B ETI-OSA St.  
DOLPHIN ESTATE, IKOYI, LAGOS

Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_

Director: BARMANI SULEIMAN GARBA  
Address: \_\_\_\_\_

Director: \_\_\_\_\_  
Address: \_\_\_\_\_

B. OFFICERS

President: AUSTIN EZE  
Address: 18441 N.W. 2nd Ave., Suite 224  
Miami, FL 33169

Vice President: \_\_\_\_\_  
Address: \_\_\_\_\_

Secretary: AUSTIN EZE  
Address: 18441 N.W. 2nd Ave., Suite 224  
Miami, FL 33169

Treasurer: AUSTIN EZE  
Address: 18441 N.W. 2nd Ave., Suite 224  
Miami, FL 33169

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

13. (Signature)  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. AUSTIN EZE  
(Typed or printed name and capacity of person signing application)

63/2-94

ORIGINAL

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

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

17,500 = Paid up  
CORPORATE AFFAIRS COMMISSION  
ASSESSMENT  
01 AUG 1994  
ASSESSED BY

ARTICLES OF ASSOCIATION

CORPORATE AFFAIRS COMMISSION  
VERIFICATION  
APPROVED BY  
NAME...  
SIGN...

OF

B392404 21/5/94 IN 17500  
BARMANI AIRLINE LIMITED

Incorporated this

day of

1994

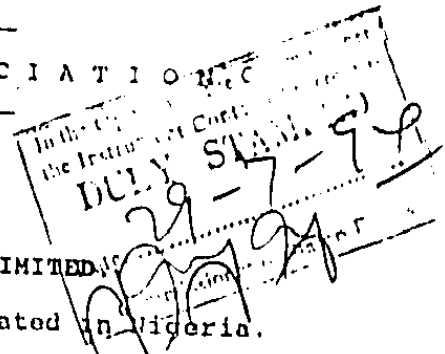
Forced by  
GANI ADENIYI & ASSOCIATES  
LYGAL CONSULTANTS & BUSINESS CONSULTANTS  
11 MARINE ROAD  
ALOKA  
L.G.O.S. Incorp. Officer  
L.G.O.S. Registrar

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

MEMORANDUM OF ASSOCIATION

OF

BARMANI AIRLINE LIMITED



1. The Name of the Company is BARMANI AIRLINE LIMITED.
2. The Registered Office of the Company is situated in Nigeria.
3. The business for which the Company is established are:-
  - a. To construct, equip, maintain, work, purchase and let or hire aeroplanes and hovercraft for the carriage of passengers or freight and to carry on the business of carriers by air or hovercraft.
  - b. To carry on the business Travels agents, Tourist agents and contractors, to facilitate travelling and to provide for tourists or promote the provision of facilities of every description and in particular by means of the booking of travel, tickets and accommodation, providing guides, safe deposits, inquiry bureaux and baggage transport and arranging and operating tours.
  - c. To carry on the business of clearing and forwarding agents, ~~merchants~~, carriers by all means of transport by land, sea, inland waterways and air.
  - d. To carry on the business of consultancy services in marketing and market research, industrial relation warehousing, personnel management and selection, industrial projects and analysis, feasibility studies, agricultural development/projects.
  - e. To carry on the business of trading in goods generally and provision for services.
  - f. To carry on the business of Importers, Exporters, Traders, Commission Agents, Carriers and to buy, sell, manufacture and deal in all articles, substances, products, commodities, appliances and things used for or in connection with the Company's business or required for or commonly or usually ought, sold, manufactured or dealt in by persons carrying on any of the businesses herein mentioned.
  - g. To carry on, either or in connection with any of the businesses above mentioned or as distinct and separate businesses, the salesmen, shippers, importers and exporters, ~~carriers~~ agents for the sale of and dealers in cloth, textile, fabrics of all kinds, and to acquire any such shares, stocks, debentures, debenture stocks, bond, notes obligations, or securities by original subscription, contract, tender, purchase, exchange, under-writing participation in syndicates or otherwise and whether or not fully paid up and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.

*[Handwritten signature]*  
Committee

To acquire by purchase, lease, exchange, hire or otherwise, lands and property of any tenure, or any interest in the same.

To sell, lease, let, mortgage or otherwise dispose of the lands, houses, buildings and other property of the company.

To advance money to any person or persons or corporation, either at interest or without, upon the security of freehold or leasehold property by way of mortgage, or upon marketable security and in particular to advance money to shareholders in the company, and other; upon the security of or for the purpose of enabling the person borrowing the same to erect, or purchase, or enlarge or repair any house or building, or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.

To understand or direct the management or sale of the property, building, lands and estates (of any tenure or kind) of the company or any other persons, whether members of the company or not, in the capacity of land agents.

To enter into any contracts in relation to, and to construct, erect and maintain, either by the company or other parties, buildings or works of every description on any land of the company, or upon any other lands or property and to pull down, rebuild enlarge, alter and improve existing houses, buildings, flats, shops or works thereon, to convert and appropriate any such land into and for road, sewers, street, tramways, gasworks, waterworks, brick-kilns, squares, gardens and pleasure grounds and other conveniences and generally to deal with and improve the property of the company.

To carry on the business of builders, masonry general contractors, engineering works, hauler and among other things, to construct, maintain, improve and manage any water works, gas works, reservoirs, roads, tramways, electric power, heat and light supply works, telephone works, hotels, clubs, restaurants, baths, places of worship, places of amusement, pleasure grounds, parks, reading rooms, garden stores, shops, dairies and other works and conveniences which the company may think directly or indirectly beneficial to it.

In connection with any such business or businesses to purchase, lease hire, construct, provide, operate equip and maintain all land, buildings, structures, apparatus, equipment and articles which may in the opinion of the Company be necessary or convenient for the carrying on of such business or businesses; and to enter into agreements with, grant leases and licences to, and engage and employ showmen, artists, entertainers, sportsmen and other persons.

To carry on the business of importers, manufacturers, suppliers and dealers in plastics, chemical compounds, cements, oils, paints, drugs, dyeware, paint and colour grinders as well as petroleum, petrochemicals, hydrocarbons and other minerals and their products and by-products.

To carry on the business of farming ~~land~~ <sup>land</sup> and to treat, process, prepare, render marketable and ~~all~~ <sup>all</sup> farm produce, either in its raw or manufactured state, and any product or by product derived

*[Handwritten signature]*  
Director, Office  
of the Registrar  
of Companies  
Commission

therefrom.

To engage in the processing, packaging and distribution of all types of sea foods and their associated products.

To purchase or otherwise acquire, and to carry on the business or businesses of steamship owners, shipowners, smack owners, trawlers, deep-sea fishers, fishers, fish curers, fish salesmen, wholesale and retail fish merchants, wholesale and retail game and poultry merchants, ice manufacturers, oil merchants and refiners, utilizers of fish refuse, manure manufacturers, anchor and chain makers, wire rope makers, rope makers, mast and block makers, ship chandlers, marine store-keepers, compass and nautical instrument makers, marine engineers, engineers, boiler makers, ship builders, dry-dock keepers, slip keepers, boat builders, ship and boat repairers, ship and boat outfitters, ship brokers, ship agents, salvors, wreck removers, wreck raisers, divers, auctioneers, valuers, assessors, stevedores, wharfingers, carriers, forwarding agents, and all other branches of business usually or conveniently connected with any such business as aforesaid.

To establish, operate and manage agro-allied industries and food processing plants and to distribute and market the products of such industries.

To carry on all or any of the business of industrial agricultural, agro-industrial, commercial, personnel and financial consultants, and to advise upon the means and methods for extending, developing and improving all types of business or industries and all system or processes production, storage, distribution, marketing and sale of goods and/or relating to the rendering of services.

To design, manufacture, sell, hire, install, operate and maintain agro-industrial plants, machinery, equipments and implements including but not limited to dairy processing plants, food preservation systems, irrigation systems and all types of plants and machinery of general application.

To carry on the business of hotel, restaurant, cafe, roadhouse, motel, holiday camp, caravan site and apartment house keepers.

To buy, sell (both to persons residing on the company's premises and to non-residents), import, produce, manufacture or otherwise deal in food and food products, meat, groceries, fruits, fruit drinks, juices and beverages, druggist supplies, linen, furniture and furnishings and other articles required in the said businesses.

To appropriate any part or parts of the property of the company for the purpose of and to build or let shops, offices, and other places of business and to use or lease any part of the property of the company not required for the purposes aforesaid for any purpose for which it may be conveniently used or let.

To carry on business as purveyors and caterers for public amusements generally, proprietors and managers of ~~public grounds~~ and places of amusement, recreation, sports, entertainment and instructions of all kinds; agents for railway, shipping and airplane companies, and carriers, theatrical and opera box office proprietors, entrepreneurs and general agents, and other business that can be conveniently carried on

in connection therewith.

To carry on the business as general merchants to buy and sell every kind of goods, furnishing, hardware products and services either as principal or agent whether wholesale or retail and in connection therewith to act as commission agent, manufacturers representatives, importers, exporters, brokers, Loading and unloading Brokers, General Bonded Storekeepers, freight, Carting and Haulage Contractors, ship-owners and Charterers agents for operators of air, sea land or inland waterway carriage undertakings, lightermen, stevedores, ship and insurance brokers, buying agents, warehousemen and clearing agents.

To develop the resources of and turn to account the lands, buildings, and rights, for the time being of the Company in such manner as the Company may think fit, and in particular by clearing, draining, fencing, planting, building, improving and farming.

To buy, sell, exchange and otherwise deal in all foreign currencies and to establish, acquire and operate Bureaux de Change.

To purchase or otherwise acquire, houses, offices, workshops, buildings and premises, and any fixed and movable machinery, tools, engines, boiler, plant, implement, patterns, stock-in-trade, patents and plant rights, convenient to be used in or about the trade or business of engineers, founders, smith or machinists.

To lend or advance money to builders and other persons on securities of all descriptions, whether real or personal, and to grant loans upon mortgage of any lands, buildings and premises, of whatever tenure for the improvement thereof or otherwise.

To carry on the business of manufacturers and dealers in goods of every description.

To establish, maintain and operate shipping, air transport and road transport services (public and private) and all ancillary services and for these purposes or as an independent undertaking, to purchase take in, work, manage, and trade with steam, sailing, motor and other ships, trawlers, drifters, tugs and vessels, aircraft and motor and other vehicles with all necessary and convenient equipment, engines, tackle gear, furniture, and stores, or any shares or interest in ships, vessels, or securities of companies possessed of or interested in any ships, aircraft or vehicles and to maintain, repair, fit out, refit, improve, insure, alter, sell, exchange, or let out on hire or hire purchase, or charter or otherwise deal with and dispose of any of the ships, vessels, aircraft, and vehicles shares, stock and securities, or any of the engines, tackles, gear, furniture, equipment, and stores of the company.

To apply for and acquire any statutory or other powers, rights or concessions.

To aid any government or state, or any municipal or other body politic or corporate, or company, or association, or individuals, with capital, credit, means, or resources for the prosecution of any works, undertakings, projects, or enterprises.

To purchase, advance money upon, and otherwise deal with reversionary, contingent, and other interests in real and personal property.



1. To borrow or raise capital for the purposes of or in connection with the company's aforesaid business and for the purposes of or in connection with the borrowing or raising of money by the company to become a member of any building society.
2. To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future and all or any of the called capital for the time being of the Company, and to issue at par or at premium or discount, and for that consideration and with and subject to such rights, powers, privileges, and conditions as may be thought fit, debentures, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the company by a trust, deed or other assurance.
3. To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
4. To negotiate loans of every description.
5. To amalgamate with or enter into partnership or any arrangement for sharing profits or co-operation with any Company, person or association of persons carrying on or processing to carry on business approved by the Company and to acquire and hold shares, stock or securities of any such company or association.
6. To invest and deal in with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined; to open banking accounts and operate therein in the customary manner as the directors may determine.
7. To establish, promote and otherwise assists any company or companies for the purpose of acquiring any of the property or furthering any of the objects of this Company.
8. To sell, dispose of, or transfer the business, property or undertakings of the Company, or any part thereof, for any consideration which the Company may see fit to accept.
9. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
10. To draw, accept and make, and to indorse, discount and negotiate, bills of exchange and promissory notes, and other negotiable instruments.
11. To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered of for any sale made to or debt owing from any such company.
12. To subscribe, grant or guarantee money for any charitable, benevolent, educational or social object or for any exhibition or for any public general or useful objects which the directors may think advisable or advantageous to the Company.

1. To carry on all business of advice on problems relating to the administration and organization of industry and business and the training or personnel for industry and business and to carry on all or any of the businesses of industrial business and personnel consultants and to advise upon the means and methods for extending developing and improving all types of businesses in industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods and/or relating to the rendering of services.

To engage in research into all problems relating to personnel and industrial and business management and distribution, marketing and selling, to collect, prepare and distribute information and statistics relating to any type of business or industry and to promote or propose such methods procedures and measures as may be considered desirable or beneficial for all or any of the Company's objects.

To act as agents or managers in carrying on any business concerns and undertakings and to employ experts to investigate and examine into the condition, management, prospect, value and circumstance of any business, concerns and undertakings and generally of any assets, property or rights of any kind.

To grant bonuses, gratuities, pensions or charitable aid to person employed by the Company or having dealing with the Company.

To distribute amongst the members in specie any property of the Company or any proceeds of sales or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

The objects set forth in any sub-clause of this clause hereof shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not except where the context so requires, be in any way limited to or restricted by reference to or inference from any other objects or object set forth in such sub-clause or from the terms of any other sub-clause or the other object or object therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

AND IT IS HEREBY DECLARED that the word "Company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in Nigeria or elsewhere PROVIDED THAT nothing contained in this Memorandum of Association shall be deemed to authorise the company to carry on or engage in the business of BANKING.

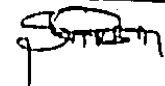
The Company is a liability company.

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

The nominal share capital of the Company is N5,000,000 (five million naira) divided into 5,000,000 ordinary share of N1.00 each (One Naira) each.

*[Signature]*  
Secretary  
The Company

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NO. OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES
SULEIMAN HURU GARBA 107B ETI-OSA STREET DOLPHIN ESTATE, IKOYI LAGOS.  (DIRECTORS)	2,000,000	
BARMANI SULEIMAN GARBA 107B ETI-OSA STREET, DOLPHIN ESTATE, IKOYI, LAGOS.  (DIRECTORS)	2,000,000	B. Garba

DATED this 3 day of 8, 1954

Witness to the above Signatures:

Name : G. G. Garba

Address : 13 MARINE ROAD, LAGOS

Occupation : Solicitor

ABUBAKAR  
R. G. GARBA - here  
Mails  
AUG 1954

THE WITH IN INSTRUMENT IN THE  
OPINION OF THE COMMISSIONER OF  
STAMP DUTIES CHARGEABLE WITH A  
JULY 1954 # 50  
AND IN: DUTY THEREON ACCORDING  
FEBRUARY 1954  
ON MARCH 1954

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

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-OF-

BARMANI AIRLINE LIMITED

INTERPRETATION

In these regulations "the Decree" means the Companies Decree 1990.  
Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Decree.

PRIVATE COMPANY

The Company is a private company and accordingly:-

- (a) the right to transfer shares is restricted in manner hereinafter prescribed.
- (b) the number of members of the company (exclusive of persons who are in the employment of the company and of persons who having been formerly in the employment of the company were while in such employment and have continued after the determination of such employment to be members of the company) is limited to fifty; provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be treated as a single member.
- (c) any invitation to the public to subscribe for any shares or debentures of the company is prohibited.
- (d) the company shall not have power to issue share warrants to bearer.

CLASSES OF SHARES

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 or 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 AND TRANSMISSION

Subject to the provisions hereinafter contained shares in the company shall be transferable by written instrument in the common form signed by both the transferee and the transferor and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

The personal representatives of a deceased sole holder of shares shall be the only person recognised by the Company as having any

title to the share. In the case of a share registered in the name of two or more holders, the survivor or survivors, or the personal representative of the deceased survivor, shall be the only persons recognised by the Company as having any title to the share.

Any person 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 have the right either to register as a member in respect of the share or, instead of being registered himself, to make such transfer of the share as the deceased or 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.

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 of meetings of the company.

#### RESTRICTION ON TRANSFER OF SHARES

The directors may, in their absolute discretion and without giving any reason, refuse to register any transfer of any share, whether or not it is fully paid share.

#### PRE-EMPTIVE RIGHTS OF SHAREHOLDERS OF THE COMPANY

The Company shall not allot any new or unissued shares unless the same are offered in the first instance to all the shareholders or to all the shareholders of the class or classes being issued in proportion as nearly as may be to their existing holdings.

The offer to existing shareholders shall be by notice specifying the number of shares to which the shareholder is entitled to subscribe and limiting a time, not being less than 28 days after the service of the notice, after the expiration of which the offer, if not accepted, will be deemed to be declined. On the receipt of an intimation from the shareholder that the declines 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 terms 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.

Regulations 10 and 11 above are not alterable except with the unanimous consent of all the members of the company.

#### COMMISSION AND BROKERAGE

The Company may exercise the power of paying commissions conferred by section 131 of the Decree, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said section. Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or in one way and partly in the other.

The Company may also on any issue of shares pay such brokerage as may be lawful.

### ALTERATION OF CAPITAL

5. The Company may from time to time by Ordinary Resolution effect an alteration of its share capital in any of the ways set out in section 100 of the Decree.
6. Subject to the provisions of the Decree on reduction of capital, the Company may, whenever it considers it expedient to do so, by special resolution reduce its share capital any capital redemption fund or any share premium account.

### MEETINGS

7. The annual general meeting shall be held at such time and place as the directors shall appoint.
8. The Chairman, if any, of the board of directors shall preside as Chairman at every general meeting of the Company, or if there is no such chairman, or if he is not present within thirty minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairman of the meeting.
9. If at any meeting no director is willing to act as Chairman or if no director is present within thirty minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

### NOTICE OF GENERAL MEETINGS

10. 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 the 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 by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day on which it is given and shall specify the place, the day and the hour of meeting and, in 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 to such persons as are, under regulations of the company, entitled to receive such notices from the company: 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 the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 55 per cent in nominal value of the shares giving that right.

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

## PROCEEDINGS AT GENERAL MEETINGS

2. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception 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.

3. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and for the purpose hereof, unless it is otherwise provided, two members present in person or by proxy shall be a quorum.

4. If within half an hour from 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 stand adjourned 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 for the meeting, the members of whatever class present shall be a quorum.

5. 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 Director 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.

6. 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 one-tenth part of the total voting rights of all the members having the right to vote at the meeting or by a member or members holding shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total 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 needs not be a member of the Company.

7. Any corporation which is a member of this company may, by resolution of its Directors or other governing body, authorise any person to act as its representative at any meeting or meetings of this company or of any class of members thereof and such representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as if he had been an individual shareholder, or including power, when personally present, to vote on a show of hands.

8. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be valid and effectual, as if the same had been passed at a General Meeting of the Company duly convened and held.

A proxy may take part in the proceedings of a General Meeting as if he were the member whom he represents.

#### VOTES OF MEMBERS

On a show of hands every member present in person or by proxy shall have one vote. On a poll every member shall have one vote for each share of which he is the holder.

#### DIRECTORS

The first Directors of the company shall be appointed by the subscribers to the Memorandum of Association.

Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two nor more than ten.

The Directors shall have power at any time and from time to time to appoint a person as an additional Director.

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 any such shall be divided amongst them as they may agree, or failing agreement equally. The Directors shall also be entitled to be repaid all expenses reasonably incurred by them respectively in or about the performance of their duties as Directors.

It shall not be necessary for any Director 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.

#### DISQUALIFICATION OF DIRECTORS

The office of a Director shall be vacated:-

- (1) upon removal in accordance with the provision of Article 35 hereof.
- (2) if by notice in writing to the Company he resigns the office of Director.
- (3) if he becomes bankrupt or insolvent or enters into any agreement with his creditors.
- (4) if he is prohibited from being a Director by an order made under any of the provisions of the Companies Act, 1990.
- (5) if he is found lunatic or becomes of unsound mind.
- (6) if he is requested in writing by the other Directors to resign his office.

A Director may hold any other office 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.



8. 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 securities 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 or proposed to be incurred or assumed by him on behalf of or for the benefit of the Company, or by a Director (whether absolutely or conditionally) for any shares or debentures of the Company or of any company in which this Company is interested, and it may at any time be suspended, relaxed or removed to any extent and on any terms or conditions by the Company in General Meeting.
- (3) A Director shall be counted for the purpose of forming a quorum notwithstanding that he may be disqualified from voting under this Article.

9. The Company may, by Extraordinary Resolution remove any Director 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 for breach of any contract or service between him and the Company.

#### POWERS AND DUTIES OF DIRECTORS

10. The Directors, from time to time, and at any time, may provide through Local Boards, Attorneys or agencies for the management of the affairs of the Company outside Nigeria, and may appoint any persons to be members of such Local Boards or as Attorneys

or Agents and may remove any person so appointed and appoint others in their place, and may fix their remuneration.

11. The Directors, from time to time, and at any time may delegate 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 issue debentures 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 provided the Directors may annul or vary such delegation, but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

12. Any Director may at any time appoint any other Director or appoint any other person approved by a majority of the other Directors for the time being to be his alternate and may at any time remove any Alternate 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 nor shall it be necessary for him to acquire or hold any qualification share, but he shall be entitled (subject to his giving to the Company an address within Nigeria at which notices may be served on him) to receive notice of meetings, of the Directors and to attend and vote as a Director at any such meetings at which the Director appointing him is not present and at such meetings to exercise all powers, duties and authorities of the Director appointing him. A Director who is also an Alternate Director shall be entitled in addition to his vote, to a separate vote on behalf of the Director he is representing. An Alternate Director, if his appointor ceases for any reason to be a Director, shall ipso facto cease to be an Alternate Director. Every person acting as an Alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be an agent of or for the Director appointing 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.

3. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two.

4. Any question arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall have a second or casting vote.

5. The Directors may elect a Chairman of their meeting and determine the period for which he is to hold office; but if no such chairman is elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

6. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it has been passed at a meeting of the directors duly convened and held.

#### BORROWING POWERS

7. 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 debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### THE SEAL

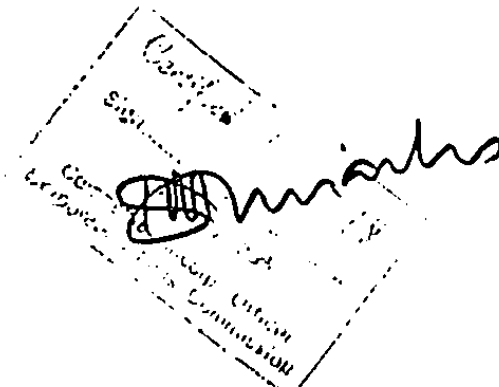
8. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least one Director and the Secretary or such other person as the Director may appoint for the purposes; and the Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

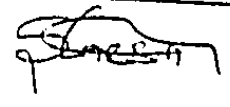
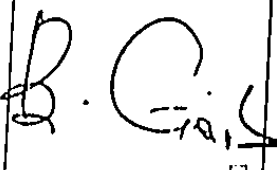
#### WINDING UP

9. In winding up the Liquidator may, with the sanction of an Extra-Ordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by resolution, provided always that if any such distribution is determine to be made otherwise than in accordance with the existing rights of the members every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed pursuant to Section 267 of the Companies Act.

#### INDEMNITY

10. Every Director, Managing Director, Agent Auditor, Secretary and other Officer for the time being of the Company shall be indemnified out of the shares or the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court.



NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	SIGNATURES
<p>SULEIMAN NURU GARBA 107B ETI-OSA STREET, DOLPHIN ESTATE, IKOYI, LAGOS.</p> <p>(DIRECTOR)</p>	
<p>BARMANI SULEIMAN GARBA 107B ETI-OSA STREET, DOLPHIN ESTATE, IKOYI, LAGOS.</p> <p>(DIRECTOR)</p>	 <div data-bbox="1242 924 1372 1207" style="writing-mode: vertical-rl; transform: rotate(180deg);"> <p>RECEIVED DIRECTOR GENERAL 95 MAR 16 PM 11:41</p> </div>

DATED this 3 day of

8

19

94

Witness to the above Signatures:

Name

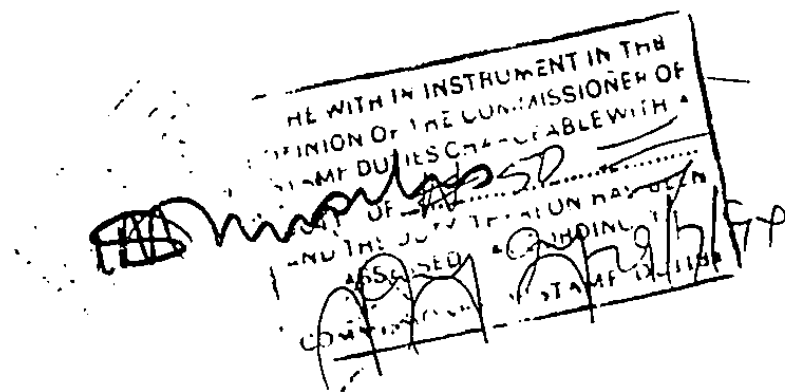
: GANI G. AGON BELENE

Address

: 1B MARINE ROAD, APAPA - LAGOS

Occupation

: Solicitor



# Certificate of Incorporation

**I HEREBY CERTIFY that**

BARNAI AIRLINE 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.....day of  
JANUARY.....one thousand Nine Hundred and NINETY-FIVE

**Fees and Deed Stamps** ₦ 7,600.00K

**Stamp Duty on Capital** **Rs. 62,500.00K**

5

U. S. ARMY

## Registrar-General



# CORPORATE AFFAIRS COMMISSION

(Established under the Companies and Allied Matters Decree 1 1990)

Telegram: CORPAMESSION

☎ (09) 2342917, 2342918

Fax: (09) 2342669

HEAD OFFICE:

Corporate Affairs Commission,

Federal Capital Territory,

Area 11, Garki,

P.M.B. 198, Abuja, Nigeria

Ref. No. CAC/

JAN 9, 1995

TO WHOM IT MAY CONCERN

Dear Sir,

RE: BARMANI AIRLINES LIMITED - CERTIFICATION OF  
EXISTENCE

This is to certify that the above mentioned company was duly incorporated under the Companies and Allied Matters Decree 1990, in the Federal Republic of Nigeria on the 4th day of August, 1994 with RC No.252,243.

Any further inquired concerning the incorporation of the said company should be forwarded to the Registrar-General, Corporate Affairs Commission, Area 11, Garki, Abuja Nigeria.

Yours faithfully,

U. F. ABDULLAHI  
REGISTRAR-GENERAL

SECRET  
DIVISION OF  
95 JAN 16 PM 1:42

ZONAL OFFICES: Kano, Kano State, Port Harcourt, Rivers State, Nigeria

NOTE: All correspondence should be addressed to the Registrar General, Corporate Affairs Commission,  
P.M.B. 198, Abuja, F.C.T. Nigeria.

... "We're at your service"