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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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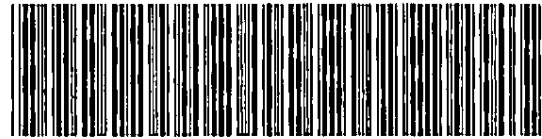
(Business Entity Name)

(Document Number)

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FILED  
2018 APR 30 AM 11:18  
TALLAHASSEE, FLORIDA

MAY 03 2018  
J. HARRIS

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS  
IN FLORIDA**

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. EDGOLD LIMITED LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Federal Republic of Nigeria

(Jurisdiction under the law of which foreign limited liability company is organized)

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

(FEI number, if applicable)

4. 05/28/2018

(Date first transacted business in Florida, if prior to registration.)  
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. No. 197 Bamgbose St

(Street Address of Principal Office)

Lagos, Nigeria

6. No. 197 Bamgbose St

(Mailing Address)

Lagos, Nigeria

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

Name: Kenneth Frazier

Office Address: 9814 Asbel Estate ST

Land O' Lakes

(City)

, Florida 34638

(Zip code)

Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated limited liability company 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.*

Kenneth A. Frazier

(Registered agent's signature)

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Title or Capacity:

Name and Address:

Title or Capacity:

Name and Address:

CEO/ President

Edgar Osumili

Director

Peter Esele

No. 197 Bamgbose St

Lagos, Nigeria

G45, Road 2, VGC, Lekki,

Lagos, Nigeria

Director

Kenneth Frazier

9814 Asbel Estate ST

Land O' Lakes 34638

(Use attachments if necessary)

9. Attached is a certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

10. This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any 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.

Kenneth A. Frazier

Signature of an authorized person

Kenneth A. Frazier

Typed or printed name of signer

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2018 APR 30 AM 11:00  
FILED  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
DADE COUNTY, FLORIDA

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<u>Title or Capacity:</u>	<u>Name and Address:</u>	<u>Title or Capacity:</u>	<u>Name and Address:</u>
<u>CEO/ President</u>	<u>Edgar Osumili</u> <u>No. 197 Bamgbose St</u> <u>Lagos, Nigeria</u>	<u>Director</u>	<u>Peter Esele</u> <u>G45, Road 2, VGC, Lekki,</u> <u>Lagos, Nigeria</u>
<u>Director</u>	<u>Kenneth Frazier</u> <u>9814 Asbel Estate ST</u> <u>Land O' Lakes 34638</u>		

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Kenneth A. Frazier

Signature of an authorized person

Kenneth A. Frazier

Typed or printed name of signee

THE FEDERAL REPUBLIC OF NIGERIA  
COMPANIES AND ALLIED MATTERS ACT 1990

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

EDGE GOLD LIMITED

INTERPRETATION

(a) In the regulations "the act" means the company and allied matters Act, 1990

(b) Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act.

(c) The Regulations contained in TABLE A PART I Schedule of the Companies and Allied Matters Act 1990 shall not apply to the Company.

PRIVATE COMPANY

2. 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 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.

The company shall not have power to issue shares warrants to bearer

CLASS OF SHARES

3. 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 right 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 provision of section 141 of the Act.

RESTRICTION ON TRANSFER OF SHARES

4. The Directors may, in their absolute discretion and without giving any reason, refuse to register any transfer of any share whether or it is a fully paid share.

## PRE-EMPTIVE RIGHTS OF SHAREHOLDERS OF THE COMPANY

5. The company shall not allot any new or unissued share unless the same are offered in the first instances to all shareholders or to all the shareholders of the class or classes being issued in proportion as nearly as may be their existing holdings.
6. The offer to existing shareholders shall be by notice specifying the number of shares to which shareholders is entitled to subscribe and limiting a time, not being less than 28 days after the service of the notice, after the expiration of the which the offer, if not accepted, will be deemed to be declined.
7. On the receipt of an intimation from the shareholders that he declined to accept the shares offered and in any event, 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.
8. Articles 5 and 6 are not alterable except with the unanimous consent of all the members of the company.

## COMMISSION AND BROKERAGE

9. The Company may exercise the powers of paying commission conferred by Section 131 of the Act, provided that the rate per cent of the amount of the commission paid or agreed to be paid or agree 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 share or partly in one way and partly in the other.
10. The Company may also on any issue of shares pay such brokerage as may be lawful.
11. Subject to the provisions of Section 72 of this Act, the Company shall be bound by and ratifies all pre-incorporation contracts entered into on its behalf by the promoters.

## ALTERATION OF CAPITAL

12. The company may from time to time by ordinary resolution effect and alteration of its share capital in any of the ways set out in Section 100 and 102 of the Act.
13. Subject to the provisions of the Act on reduction of capital, the company may, whenever it considers it expedient to do so, by special resolution reduce its share capital, capital redemption fund or any share premium account.

## GENERAL MEETING

14. The Annual General Meeting shall be held at such time and place as the directors shall appoint.
15. The Chairman of the board of the 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 present but unwilling to act, the directors present shall elect one of their number to be Chairman.

16. 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 members to be Chairman of the meeting.

### PROCEEDINGS AT GENERAL MEETING

17. All businesses 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.
18. 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.
19. 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 quorum is not present within half an hour the time appointed for the meeting, the members at whatever class present shall be a quorum.
20. At any General Meeting a resolution put to the vote of the meeting shall be deemed 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.
21. Any corporation which is a member of this company may, by resolution of its directors or other government body, authorize any person to act as its ~~representatives 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 represent as if he~~ had been an individual shareholder, or including power, when personally present, to vote on a show of hands.
22. A proxy may take part in the proceedings of a general meeting as if he were the member whom he presents.
23. On a show of hands every member present in person, or proxy shall have one vote. On a poll every member shall have one vote for each share of which he is the holder.

### DIRECTORS

24. The first Directors of the Company shall be appointed by the subscribers to the Memorandum of Association.
25. Unless and otherwise determined by the Company in general meeting the number of Directors shall not be less than two or more than ten.

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

27. The Company in General Meeting may from time to time direct 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.

28. 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.

### POWERS AND DUTIES OF DIRECTORS

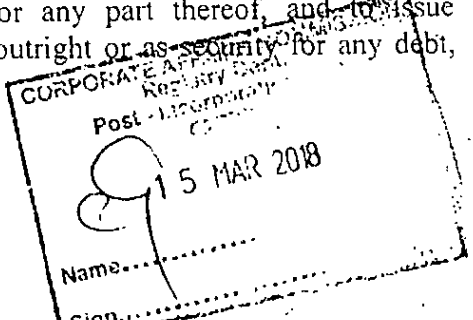
29. The Directors from time to time, and at any time, may provide through local boards, Attorney or Agencies for the management of the affairs of the company outside Nigeria, and may appoint any persons to be members of such local Boards or as Attorneys or agents and may remove any person so appointed and appoint others in their place, and may fix their remuneration

30. The Directors, from time to time and at any time may delegate to any such Local Board attorney or Agents 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 subjects to such conditions as the directors may think fit, and may include a power to sub-delegate and the Directors may at any time annul or vary such delegation, but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby

31. Any Director may at any time appoint any other Director or appoint any other person approved by a majority of the Directors for the time being to be his alternate Director and may at any time remove an 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 meeting to which to which the Directors 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 appointer ceases for any reason to be a Director, shall ipso facto cease to be an alternate 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

### BORROWING POWERS

32. 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

33. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorized by the Directors in that behalf and every instrument to which the seal is affixed shall be signed by a Director and Counter signed by the secretary or a second Director or by some other persons appointed by the Director for the purpose.

DISQUALIFICATION OF DIRECTORS

34. The Office of a Director shall be vacated:-

- (a) Upon removal in accordance with the provisions as Section 262 of the Act
- (b) If by notice in writing to the Company he resigned the office of Director
- (c) If he is disqualified in accordance with Section 257 of Decree

35. A Director may hold any other office at 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.

36. 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 provision:

- (a) He shall declare the nature of his interest in any contract or proposed contract in which he is interested in.
- (b) After he has become interested therein he shall not vote as a Director in respect of the contract or purposed contract or any matter arising there out, and if he does so vote shall be counted. The prohibition against voting shall not, however, apply to any contract or arrangement 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 to any contract for a relating to the subscription 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 suspended, relaxed or removed to any extent and on any terms or conditions terms by the Company in General Meeting.
- (c) A Director shall be counted for the purpose of farming a quorum not withstanding that he may be disqualified from voting under this Article.

37. The company may, by ordinary Resolution at a meeting convened by special notice remove any Director and may by an Ordinary Resolution, appoint another person in his stead. Such removal shall be without prejudice to any claims such Director may have for damages, for breach of any contract of service between him and the Company.

PROCEEDINGS OF DIRECTORS

38. 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.



### NOTICE

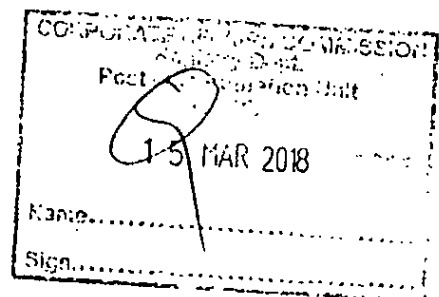
39. A notice may be given by the company to any member either personally or by sending by post to his registered address, or (if he has no registered address within Nigeria) to the address, if any within Nigeria supplied by him to the Company for the giving of notice to him, Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at prepaying and posting a letter containing the notice and to have been effected at the expiration of 7 days after the letter containing the same is posted.

### WINDING UP

40. In winding up the Liquidator may with the sanction of an Extraordinary 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 determined to be made otherwise than in accordance with the existing rights of the members, every members shall have the same right of dissent and other ancillary rights as if such resolution passed pursuant to Section 408 of the Companies Act,

### INDEMNITY

41. Every Director, managing Director, Agent, Secretary and other officer for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted.



Certificate No:

**THE FEDERAL REPUBLIC OF NIGERIA**  
**COMPANIES AND ALLIED MATTERS ACT 1990**

**COMPANY LTD BY SHARES**

***THE ALTERED***

**MEMORANDUM**

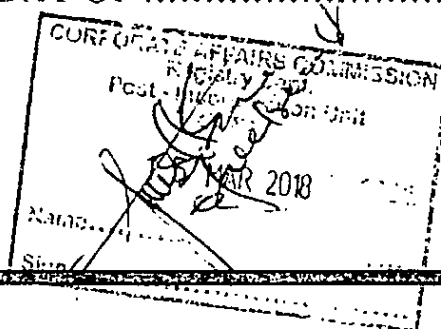
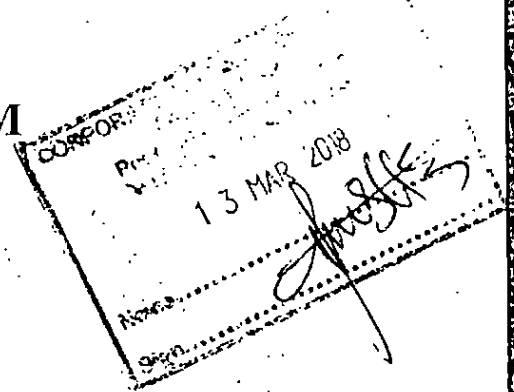
**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**EDGE GOLD LIMITED**

**DATED THIS ..... DAY OF ..... 2018**



**COMPANIES AND ALLIED MATTERS ACT 1990**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**EDGE GOLD LIMITED**

FILED

1. The name of the Company is **EDGE GOLD LIMITED**
2. The registered office of the Company will be situate in Nigeria.
3. The objects for which the company is established are:

To carry on the business of recruitment of local and foreign manpower human resources, outsourcing, capacity building and sustainable development

To carry on all or any of the business of manufacturing, supplying, installing, maintaining, repairing, servicing, importing, exporting and sales of all types of industrial, mechanical and electrical equipments, instruments, implements, gadgets, plants and apparatus.

To carry on business as manufacturers, suppliers, importers, exporters, repairers and of servicing of industrial, mechanical and electrical equipments in the oil and gas industry.

To carry on business as dealers, builders, engineers, suppliers, exporters, importers and repairers of telecommunication equipments, cables, plants, sites, trunks, cables, gadgets, implements and apparatus.

To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, offices, factories, mills, wharves, roads, land, railways, tramways, machinery, engines, walls, fence, banks, and to clear sites for the same, or to join with persons, firm or company in doing any of the things aforesaid and to work, manage and control the same or in join with others in so doing.

To carry on the business of sale, supply, marketing, importation and exportation of crude oil and all petroleum products and substance including diesel fuels, fuel oils, lubricating oils, gasoline, kerosene, liquefied petroleum gas, paraffin wax etc.

To carry on business as proprietors and operators of gasoline diesel, kerosene and other petroleum products filling station and to acquire the right through licenses and leases, to avail itself of crude oil and petroleum products and substance including diesel fuels, fuel oils, lubricating oils, gasoline, kerosene, liquefied petroleum gas, paraffin wax etc; and pump, pipe, store, refine and sell both at wholesale and retail such petroleum substances and refined petroleum products.

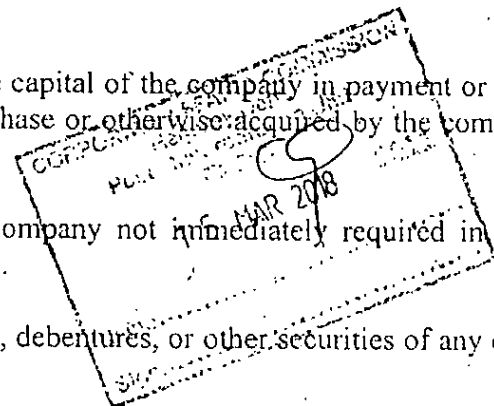
To carry on the business of building and civil engineering contractors, construction of roads, houses, dams, boreholes, pipes, petroleum pipes, maintenance and to improve, develop, work, control and maintain any water works, gas works, reservoirs, tramways, electrical power, heat and light supply work, telephone works and conveniences which the company may think directly or indirectly conducive to these objects and to constitute otherwise assist or take part in the construction, working, control and management thereof.

To carry on all or any of the business of transport, cartage and haulage contractors, garage proprietors, owners dealers, importers, exporters, hirers and charterers of cars, buses, motors aircrafts, tugs, ships, barges and boat of every description, lighter and carriers of goods and passengers by road, rail, water or air, cabmen, cartage contractors and agents.

10. To carry on the business of garage proprietors and of service stations for motor vehicles of all kinds and in this connection to purchase, lease, hire, construct, provide, operate, equip, and maintain land, buildings, car washing machines and all other equipments that are necessary for the effective execution of the above objects and in addition to carry on the safe keeping, cleaning, repairing, refueling of all kinds of equipment of whatsoever form of propulsion that may be used.
11. To carry on business as owners, dealers, importers, exporters, hirers and stockists of all types of industrial and mechanical machines, plants, equipments, power and energy generations, agric equipments and electrical apparatus.
12. To manufacture, buy, sell, import and supply whether wholesale or retail, let on hire, alter and deal in all types of machinery and accessories, whether electrical or mechanical, and to do the same with component parts of such machinery and accessories.
13. To buy, sell, manufacture, repair, alter and otherwise deal in apparatus, plants, machinery, fittings, furnishings, tools, materials, products and things of all kinds capable of being used for the purpose of the above mentioned businesses or any of them or likely to be acquired by the customers of the company.
14. To engage in the business of lighterage, plant and machinery hire and transport services in all its ramifications.
15. To carry on business of trading, marketing, sales and distribution of general goods be they manufactured or not, commission agents, manufacturer's representatives, importers, exporters, general suppliers, general contractors and general merchants, to buy, sell, manufacture and deal in all articles, substances, products, systems and appliances that will enable it realize its set objectives or that is commonly or usually bought, sold, manufactured or dealt in by persons carrying on any of the business having objects similar to that of the company.
16. To acquire all lands, properties, licenses and concessions, grants, rights, privileges, powers necessary or desirable to carry out the objects of the company.
17. To acquire, purchase, lease, exchange or otherwise deal in any land, buildings and hereditaments of any tenure or description wheresoever situated and any estate or interest therein, any rights over connected with land, and turn the same into account as may seem expedient, and in particular, by laying out, preparing the same for buildings purpose, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings, factories, warehouses, shops, wharves, offices, works and conveniences of all kinds.
18. To carry on the business as company promoters, concessionaires, merchants, commission agents and brokers, and to carry on any of the business usually carried on by trust, investigation, loan, mortgage and agency companies and all kinds of financial commercial and trading operations, syndicate, participation, tender, purchase, exchange or otherwise and to guarantee the subscription thereof.
19. To acquire by purchase, exchange or otherwise, either for an estate in fee simple or for any less estate or interest, whether in possession or reversion, and whether vested or contingent, certain lands, houses, buildings or any other lands, tenements and premises of any tenure in Nigeria or in any other countries, whether subject or not to any charges or incumbrances, and to hold or to sell, let, alienate, mortgage, charge or otherwise deal with all or any of such lands, tenements or premises.

other capacity in Nigeria or elsewhere, and to import, export, buy, sell, barter, exchange, pledge, make, advances upon or otherwise deal in goods, produce, articles and merchandise.

21. To take over or enter into contracts, Nigerian or foreign, and to execute the same or to let the same to sub-contractors, also to become surety for the due execution by any contractors of the works, whether Nigerian or foreign, contracted for them and to indemnify any person or persons who may be nominated by the company to undertake any such suretyships.
22. To enter into partnership or into arrangement for sharing profit. Union of interests, co-operation, joint venture, reciprocal concession or otherwise, with any person or company carrying on or engaged in, any business or transaction capable of being conducted so as directly or indirectly to benefit the company.
23. To enter into agreement with any government Federal, State, Municipal, Local or otherwise), Authority, board, or person and to obtain from any such government, corporation, authority, board or person all subventions, rights, concession, franchises, and privileges which may seem conducive to the company's objects or any of them.
24. To acquire and undertake the whole or any part of the business property, and liabilities of any person or company carrying on any business which the company is authorized to carry on, or possessed or property suitable for the purpose of the company.
25. To apply for, purchase or otherwise acquire any patents, patent rights, copy-rights, trade mark, formulas, licenses, concessions and the like, conferring any exclusive or nonexclusive or limited rights to use or any secret or other information s to, any invention which may seem capable of being used for any of the purposes of the company, or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop or grant licenses in respect of, or otherwise turn to account, the property, rights or information so acquired.
26. To issues and allot fully or partly shares in the capital of the company in payment or part-payment of any real or personal property purchase or otherwise acquired by the company or any services rendered to the company.
27. To invest and deal with the money of the company not immediately required in such manner as may from time to time be thought fit.
28. To take, or otherwise acquire, and hold, shares, debentures, or other securities of any other company.
29. To amalgamate or enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession, or otherwise, with any company or person carrying on or engaged in or about to carry on or engage in any business of transaction which the company is authorised to carry on or engaged in, or any transaction capable of being conducted so as directly or indirectly to benefit the company.
30. To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the company's property of whatever kind.



31. To borrow or raise or secure payment of money in such manner as the company may think fit and to secure the same or the repayment or performance of any debt by the issue of debentures perpetual or otherwise, charged upon all or part of the Company's property (both present and future) including its uncalled capital, and to purchase redeem or pay off any such securities.
32. To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, and other negotiable or transferable instrument.
33. To sell or dispose of the undertaking of the company or any part thereof; to sell, improve, manage, development, exchange, lease, dispose off, turn to account, or otherwise deal with all or part of the property and rights of the company for such consideration as the company may think fit.
34. To procure the company to be registered or recognized in any country or place outside the Federal Republic of Nigeria and carry out all or any of the objects of the company in any part of the world either as principal, agent, contractor, or trust or otherwise and by or through trustees or agents otherwise and either alone or in conjunction with others.
35. To adopt such means of making known and advertising the business and products of the company as may deem expedient.
36. To distribute in specie by way of dividend or bonus or upon return of capital or any proceeds of sale or disposal of any property of the company among the members but so that no distribution amounting to a reduction of capital shall be made without the sanction (if any) required by law.
37. To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company.
38. The objects set forth in any sub-clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in anyway limited to restricted by reference to or inference from any other object or objects not forth in such sub-clause or from the terms of any other sub-clauses or the object or objects 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 any of the objects and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clause.

4. The company is a private company.

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

6. The share capital of the company is N1,000,000.00 divided into 1,000,000 ordinary shares of N1.00 each, with power for the company to increase or reduce the said capital, and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege, or subject to any postponement or rights, or to any conditions or restrictions: and so that unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.

15 MAR 2018

...into a company in pursuance of this memorandum of association and we respectively agree to  
...the numbers of shares in the capital of company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NO. OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES
MR. EDGAR CHUKWUTEM OSUMILI NO. 197, BAMGBOSE STREET, LAGOS. (DIRECTOR)	500,000	SIGNED
MRS. ESE NKEM OSUMILI NO. 197, BAMGBOSE STREET, LAGOS. (DIRECTOR)	250,000	SIGNED
MISS. UWAOMA OSUMILI NO. 197, BAMGBOSE STREET, LAGOS. (DIRECTOR)		SIGNED

DATED THIS 8th DAY OF march 2018

WITNESS TO THE ABOVE SIGNATURES:-

Name: Kolawole Ture Comfort

Address: 6 Faskari St. Area 3, Garki, Abuja

Occupation: Legal practitioner

