

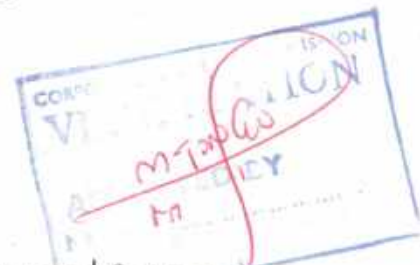
02
K. No. 10

1990

AND

OF

ALLIANCE FOR AFRICA LTD/ LTF



THE FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS ACT CAP. 59, LAWS OF THE FEDERATION
OF NIGERIA, 1990

COMPANY LIMITED BY GUARANTEE

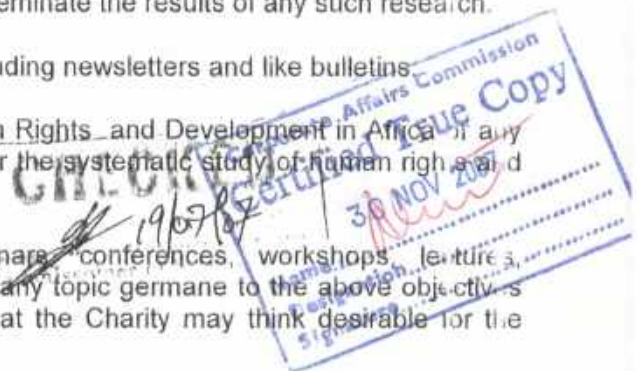
MEMORANDUM OF ASSOCIATION

OF

ALLIANCES FOR AFRICA

LTD/GTE

- A. The Name of the Company (hereinafter called "the Charity") is **Alliance For Africa LTD/GTE**
- B. The Registered Office of the Charity will be situate in Nigeria.
- C. The Objects for which the Charity is established are: -
1. The relief of poverty of Nigerians and Africans by providing legal assistance to persons in need and by such charitable means as the trustees shall from time to time determine.
 2. The advancement of public education and awareness in and outside Nigeria about human rights and development in Africa.
 3. To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
 4. To foster and undertake research into any aspect of the object of the company and its works and to disseminate the results of any such research.
 5. To publish journals and books including newsletters and like bulletins.
 6. To institute an Academy of Human Rights and Development in Africa or any other similar institution or group for the systematic study of human rights and development in Africa.
 7. To arrange and conduct seminars, conferences, workshops, lectures, symposia and public meetings on any topic germane to the above objectives and to disseminate information that the Charity may think desirable for the attainment of its objects.
 8. To establish, support and to aid the establishment and support of any other associations, institutions, foundations and other organisations in any part of the world, the objects of which are similar or compatible with those of the Charity.



9. To pay all expenses incurred in connection with the promotion, formation and incorporation of this Charity and to support and subscribe to any charitable or public object, institution, association, foundation or any other organisation that may be for the benefit of the Company.

10. To take such steps, either by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions for the Charity.

11. To ensure that the Charity is registered or recognised in any other country or place outside Nigeria.

12. To undertake and do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

D. The Charity is a private company.

E. The liability of the members is limited by guarantee.

F. The income and property of the Charity shall be applied solely towards the promotion of its objects and no portion shall be paid or transferred directly or indirectly to the members except as permitted by or under the Companies and Allied Matters 1990 or any other statutory modification or re-enactment thereof.

G. If upon the winding up or dissolution of the Charity there remains after the satisfaction of all its debts and liabilities of any property whatsoever, the same shall not be paid or distributed among the members of the Charity but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Charity and which shall prohibit the distribution of its or their income and property, such institution or institutions to be determined by the members of the Charity at or before the time of dissolution.



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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	SIGNATURES
IHEOMA OBIBI Plot 12, House B, Hannat Balogun Street, Dolphin Extension, Ikoyi, Lagos State	
MAUREEN IHEJETOH No. 141 B Etiosa Street, Dolphin Estate, Ikoyi, Lagos State.	

THE WITHIN INSTRUMENT HAS BEEN
OPINION OF THE COMMISSIONER OF
STAMP DUTY IN ACCORDANCE WITH A
DUTY OF 10% OF THE AMOUNT
AND THE DUTY OF 1% OF THE
AMOUNT OF THE DUTY OF 10% OF THE
AMOUNT OF THE DUTY OF 1% OF THE

MISSION
VERIFICATION
APPROVED BY
Name
SI

Dated this 5th day of MARCH 2007

Witness to the above signatures:

Name: OSAI OJIGHO

Address: FLAT 4, BLOCK 479, LCHE, OKE-AFA, ISOLO, LAGOS

Occupation: LEGAL PRACTITIONER

Signature: 

Corporate Affairs Commission
Certified True Copy
30 NOV 2007
Name
Designation
Signature

THE FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS ACT CAP. 59, LAWS OF THE FEDERATION OF NIGERIA, 1990

the Office of the Commissioner
the Instrument Contained therein
19/11/97
Commissioner of Stamp Duties

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

ALLIANCE FOR AFRICA

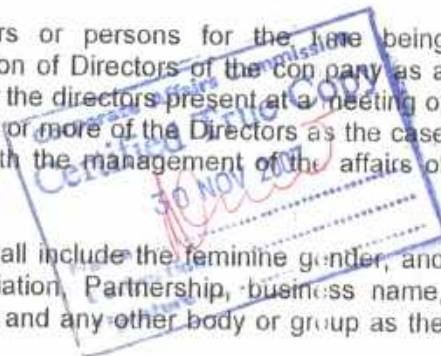
1. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second thereof, if not inconsistent with the subject or context:

WORDS

MEANINGS

The Articles	means the The Articles of Association and the other regulations of the Charity for the time being in force and applicable to the company and as may from time to time be duly altered.
The Office	means the Registered Office of the company or any branch office that the Charity may from time to time establish.
The Board	means the Board of Trustees.
The Act	means the Companies and Allied Matters Act 1990.
The Seal	means the common Seal of the Charity
Member	means a Member of the Charity.
Trustees	means the Directors or persons for the time being occupying the position of Directors of the company as a body or a quorum of the directors present at a meeting of Directors or any one or more of the Directors as the case may be, charged with the management of the affairs of the Charity.

Words importing the masculine gender only shall include the feminine gender, and words importing persons shall include association, Partnership, business name, company, corporation, authority or government and any other body or group as the case may be.



Subject as aforesaid, any words or expressions defined in the Act shall bear the same meanings in the Articles.

Membership

2. The subscribers to the Memorandum of the Charity and such other persons as shall from time to time be admitted to membership in accordance with these Articles shall be members of the Charity and shall be entered in the register of members accordingly.
3. There shall be the following categories of honorary membership of the Charity namely, Patron, Benefactors, Life Members, Corporate Members and Associate Members. Provided that the Board may from time to time create such other categories of honorary membership of the Charity.
4. The condition for admission, rights and responsibilities of each category of honorary membership of the Charity shall be determined by the Board and may be reviewed from time to time.
5. The honorary membership of the Charity shall not:
 - (i) render such member liable to contribute to the liabilities of the Charity in the event of winding-up or dissolution or
 - (ii) confer any voting right at meetings of the Charity.
6. No person shall be admitted as a member of the Charity unless he is first approved by the Board and the Board have absolute discretion as to the admission of any person to membership.
7. Admission to full membership of the Charity shall be by written application sponsored by a full member provided that the Board may from time to time lay down such other requirements as it deem fit.
8. Any member of the Charity who shall desire to retire or resign shall signify such desire to the Secretary who shall notify the Board at its next meeting and thereupon the members name shall be removed from the list of members and he shall be deemed to have resigned as the case may be.

General Meetings

9. The first General Meeting of the Charity shall be held within Twelve(12) months of the incorporation of the Charity and at such time and place as the Charity may determine.
10. The Annual General Meeting and other meetings shall be held at such time and place as the Board may determine, provided it is held once in every



members personally present or represented by proxy at least one of whom must be a Trustee.

12. The Chairman, if any, of the Board shall preside at every General Meeting of the Charity but if at the meeting he is not present or he is unwilling to act, the members present shall choose a member of the Board or if no such member be present or if all the members of the Board decline to take the Chair, they shall choose some member of the Charity present to preside the meeting.

Vote of members

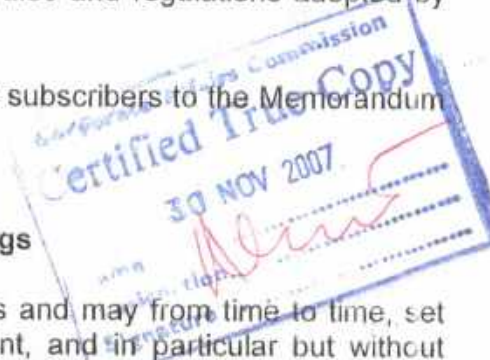
13. On a show of hands every full member shall have one vote each. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to second or cast his vote.
14. Twenty-one clear day's notice in writing at least of every Annual General meeting and every meeting convened to pass a Special Resolution and fourteen clear day's notice in writing at least of every other General Meeting, specifying the place, the day and the hour of the meeting.
15. The accidental omission to give notice of a meeting to or the non-receipt of such notice by any such person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding had at any meeting.

Board of Trustees

16. The executive organ of the Charity shall be the Board of Trustees and shall comprise the President, the vice president, the Treasurer of the Charity and two other persons duly selected under the rules and regulations adopted by the Charity in general meeting.
17. The initial Trustees shall be appointed by the subscribers to the Memorandum and Articles of Association of the Charity.

Proceedings at General Meetings

18. The Board shall regulate its own proceedings and may from time to time, set up such committees as it shall deem expedient, and in particular but without limitation may, from time to time, appoint a committee comprising such members as it may deem fit to exercise a general control over the work, of the Charity and in particular to take urgent decisions on behalf of the Board; provided that any such urgent decisions shall be subject to confirmation by the Board at its next meeting.



19. The quorum necessary for the transaction of the business of the Board shall be two (2) and all questions arising shall be decided by a majority of votes;

20. The President, or in his absence, the Vice-President, or in his absence any person nominated by the members of that organ present, shall preside as chairman at every meeting;

Powers of the Trustees

21. The business of the Charity shall be managed by the Trustees who may exercise all such powers of the Charity and do on the behalf of the Charity all such acts as may be exercised and done by the Charity except those that are by the Act or by the Articles required to be exercised or done in a General Meeting.

Disqualification of Trustees

22. The office of a member of the Trustees shall be vacated:-

- i. If he becomes bankrupt or makes any arrangement or composition with his/her creditors generally.
- ii. If he becomes of unsound mind.
- iii. If he ceases to be a member of the Charity.
- iv. If by notice in writing to the Charity he resigns.
- v. If he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a Director of a Company.
- vi. If he is found guilty by a Court of law of any criminal offence.
- vii. If by his private or public conduct or act he can bring the Charity into disrepute.

Proceedings of the Trustees

23. The Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business which shall not be less than two. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the President or Chairman for the meeting shall have a second or casting vote.



24. A Trustee may, or on request of a Trustee the Secretary shall, at any time, summon a meeting of the Trustees by notice served upon the several Trustees.

25. The Trustees shall from time to time elect a President and a Vice-President who shall be entitled to preside at all meetings of the Trustees at which they shall be present and may determine for what period they are to hold office; but, if the President and Vice-President shall not be present at a meeting and not represented by a proxy, the Trustees present shall choose one of their member to be chairman of the meeting.

26. A meeting of the Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under the regulations of the Charity for the time being vested in the Trustees generally.

27. The Trustees may delegate any of their powers to committees consisting of such Trustee or Trustees as they think fit, and any committee so formed shall, in the exercise of the power so delegated, conform to any regulations imposed on it by the Trustees. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Trustees so far as the same shall not be superseded by any regulations made by the Trustees.

28. All acts bona fide done by any meeting of the Trustees or of any committee of the Trustees, or by any person acting as a member of the Trustees, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any of such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Trustee.

29. The Trustees shall cause proper minutes to be made of all appointments of officers made by the Trustees and of proceedings of all meetings of the Charity and of the Trustees, and all business transacted at such meetings to be signed by the President or Chairman of the meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

30. A Resolution in writing signed by all the members for the time being of the Trustees or any of its committee who are entitled to receive notices of a meeting of the Trustees or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Trustees of such committee duly convened and constituted.

Accounts

31. The Trustees shall cause accounting records to be kept with respect to:-

- (a) assets and liabilities of the Charity,



- (b) the sum of money received and expended by the Charity and the matters in receipts and expenditure took place and
- (c) all transactions entered into by the Charity and such other records required by the Act.

32. The accounting records shall be kept at the office, or, subject to the provisions of the Act, at such other place or places as the Trustees shall think fit, and always be open to the inspection of officers of the Charity.

33. The Trustees shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Charity or any of them shall be open to the inspection of members not being officers of the Charity and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Charity except as conferred by statute or authorised by the Trustees.

Secretary

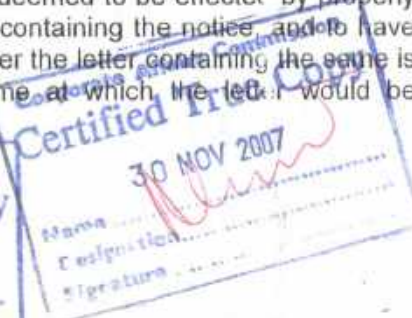
34. Subject to the provisions of the Act the Secretary shall be appointed by the Trustees for such time at such remuneration and upon such conditions as they think fit, and any secretary so appointed may be removed by them. No person who is not a member of the Charity shall in any circumstances be eligible to hold the office of Secretary or Assistant Secretary.

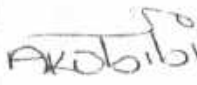
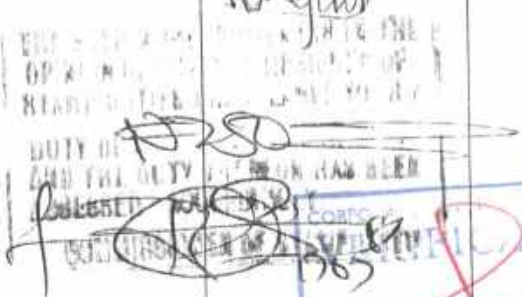
The Seal

35. The Trustees shall provide for the safe custody of the Seal, which shall only be used by the authority of the Trustees or of a committee of the Trustees in that behalf and every instrument to which the Seal is affixed shall be signed by a Chairman and countersigned by the Secretary or by a second Trustee or by some other persons appointed by the Trustee for the purpose.

Notices

36. A notice may be given by the Charity to any member either personally or by sending it by post to him or 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 Charity 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 the expiration of 7 days after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.



NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	SIGNATURES
IHEOMA OBIBI Plot 12, House B, Hannat Balogun Street Dolphin Extension Ikoyi.	
MAUREEN IHEJETOH 141, B. ETIOSA STREET DOLPHIN ESTATE IKOYI - LANDS	 

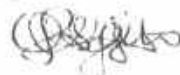


Dated this: 5th day of MARCH..... 2007

Witness to the above signatures:

Name: OSAI OJIGHO

Occupation: LEGAL PRACTITIONER

Signature 



CORPORATE AFFAIRS COMMISSION

(Established Under The Companies And Allied Matters Act 1990)
PLOT 565, NDOLA SQUARE WUSE ZONE 5, ABUJA.



FORM CAC 7

Corporate Affairs Commission Abuja
Treasury Unit
SALEABLE STOCK VERIFICATION
30 JAN 2008
RECEIPT NO.
SIGN.

PARTICULARS OF DIRECTORS OR ANY CHANGE THERE IN

Pursuant to Section 292 (4)

RC NO.

NAME OF COMPANY:

ALLIANCES FOR AFRICA LTD/CITE

PARTICULARS OF DIRECTORS

1.				
Surname:	OBIBI			
Other Names:	IHEOMA			
Nationality:	NIGERIAN	Age:	Adult	Year
Residential Address (in case of a corporation the registered or principal office)	PLOT 12, HOUSE B, HANNAH B. LOGUN STREET, DOLPHIN EXTENSION			
City:	IKOJI	State:	LAGOS	
Remarks:	APPOINTED:	RE-APPOINTED:	RESIGNED:	REMOVED:

I consent to be Director of the company

Signature:

A. Obibi

2.				
Surname:	IHEJATOH			
Other Names:	MAUREEN			
Nationality:	NIGERIAN	Age:	Adult	Year
Residential Address (in case of a corporation the registered or principal office)	141, B ETUSA STREET, DOLPHIN ESTATE			
City:	IKOJI	State:	LAGOS	
Remarks:	APPOINTED:	RE-APPOINTED:	RESIGNED:	REMOVED:

I consent to be Director of the company

Signature:

Ihejatoh Maureen

Date:

3.				
Surname:				
Other Names:				
Nationality:		Age:	Year	
Residential Address (in case of a corporation the registered or principal office)				
City:		State:		
Remarks:	APPOINTED:	RE-APPOINTED:	RESIGNED:	REMOVED:

I consent to be a Director of the company

Signature:

Date:

4.

Surname:			
Other Names:			
Nationality:		Age	Year
Residential Address (in case of a corporation the registered or principal office)			
	City:	State:	
Remarks:	APPOINTED:	RE-APPOINTED:	RESIGNED:
			REMOVED:

I consent to be a Director of the company

Signature: _____

Date: _____

5.

Surname:			
Other Names:			
Nationality:		Age	Year
Residential Address (in case of a corporation the registered or principal office)			
	City:	State:	
Remarks:	APPOINTED:	RE-APPOINTED:	RESIGNED:
			REMOVED:

I consent to be a Director of the company

Signature: _____

Date: _____

Note:

"Directors include any person who occupies the position of a director by whatsoever name called. A body corporate represented by a natural person, this should be indicated. The name of the body corporate should be written in the space provided for surname while the name of the natural person is given in the space provided for other names. The nationality and residential address and signature of the natural person is thereafter provided in the space required.

Dated: 24th day of JULY 2007

[Signature]
Director

[Signature]
Director

Note:

If the space provided in the forms is insufficient, particulars of other Directors should be listed on the particulars of Directors continuation sheet attached to this form.

Presented for filing by:

NAME:	CE BANK - ARENA	ACCR. NO.	132/100/SS
ADDRESS:	PLAT 5001 BMD VA	E-MAIL:	chem-are
TELEPHONE NO:	08-232-012383	DATE:	24/7/07

IMPORTANT

All names of Directors should be provided in full. Abbreviation or initials

acceptable

CORPORATE AFFAIRS COMMISSION

(Established Under The Companies And Allied Matters Act 1990)
PLOT 565, NDOLA SQUARE WUSE ZONE 5, ABUJA.



FORM CAC 7

Corporate Affairs Commission, Abuja
Treasury Unit
SALEABLE STOCK REGISTRATION
2014/001
Director General
15/11/2014

PARTICULARS OF DIRECTORS OR ANY CHANGE THEREIN

Pursuant to Section 292 (4)

RC NO: _____

NAME OF COMPANY: _____

ALLIANCES FOR AFRICA LTD/ (PTE)

PARTICULARS OF DIRECTORS

Surname:	OBIBI		
Other Names:	IHEOMA		
Nationality:	NIGERIAN	Age:	Year
Residential Address (in case of a corporation the registered or principal office)	PLOT 12, HOUSE B, HANNAH BILGWIN STREET, DOLPHIN ESTATE		
City:	IKOJI	State:	LAWA
Remarks:	APPOINTED:	RE-APPOINTED:	RESIGNED:

I consent to be Director of the company

Signature: *A. Obibi*

Date: _____

Surname:	IHEJATOH		
Other Names:	MAUREEN		
Nationality:	NIGERIAN	Age:	Year
Residential Address (in case of a corporation the registered or principal office)	14, B ETUSA STREET, DOLPHIN ESTATE		
City:	IKOJI	State:	LAWA
Remarks:	APPOINTED:	RE-APPOINTED:	RESIGNED:

I consent to be Director of the company

Signature: *Ihejatoh Maureen*

Date: _____

Surname:			
Other Names:			
Nationality:		Age:	Year
Residential Address (in case of a corporation the registered or principal office)			
City:		State:	
Remarks:	APPOINTED:	RE-APPOINTED:	RESIGNED:

I consent to be Director of the company

Signature: _____

Date: _____

4

Surname:			
Other Name(s):			
Nationality:		Age:	Year:
Residential Address (in case of a corporation the registered or principal office):			
	City:	State:	
Remarks:	APPOINTED:	RE-APPOINTED:	RESIGNED:
			REMOVED:

I consent to be a Director of the company

Signature: _____ Date: _____

5

Surname:			
Other Name(s):			
Nationality:		Age:	Year:
Residential Address (in case of a corporation the registered or principal office):			
	City:	State:	
Remarks:	APPOINTED:	RE-APPOINTED:	RESIGNED:
			REMOVED:

I consent to be a Director of the company

Signature: _____ Date: _____

Note:

"Directors include any person who occupies the position of a director by whatsoever name called. A body represented by a number of persons, this should be indicated. The name of the body corporate should be written for surname's list. The name of the natural person is given in the space provided for other names. The nationality, address and signature of the natural person is thereafter provided in the space required.

Dated: 24th day of JULY 2007

[Signature]
Director

[Signature]
Director

Note:

If the space provided in the form is insufficient, particulars of other Directors should be listed on the particulars of Directors continuation sheet attached to this form.

Presented for filing by:

NAME:	<u>DR. ANIL K. SHARMA</u>	ACCR. NO:	<u>60/100/SS09</u>
ADDRESS:	<u>Plot 5001, BILEVA</u>	E-MAIL:	<u>anil@anilsharma.com</u>
TELEPHONE NO:	<u>08432012883</u>	DATE:	<u>22/07/07</u>

IMPORTANT

All names of Directors should be provided in full. Abbreviation or initials are not acceptable

RC 720437



CORPORATE AFFAIRS COMMISSION
FEDERAL REPUBLIC OF NIGERIA

Certificate of Incorporation

I hereby certify that

ALLIANCES FOR AFRICA LTD/GTE

*is this day incorporated under the COMPANIES AND ALLIED MATTERS
ACT 1990 and that the Company is Limited By Guarantee.*

*Given under my hand at Abuja this Twenty-Ninth day of
November, 2007*

288739

Optima - 61236 - 11/06

A. ALMUSTAPHA

Registrar - General

RC 720437



CORPORATE AFFAIRS COMMISSION
FEDERAL REPUBLIC OF NIGERIA

Certificate of Incorporation

I hereby certify that

ALLIANCE FOR AFRICA LTD/GTE

is this day incorporated under the COMPANIES AND ALLIED MATTERS ACT 1990 and that the Company is Limited By Guarantee.

Given under my hand at Abuja this Twenty-Ninth day of November, 2007

NOTARIAL CERTIFICATE/ATTESTATION/CONFIRMATION

I (Mr. / Mrs. / The) present as a
True and Correct Copy of the Original

This... *HR* *Dec 2007*

MR S. OLOLADE
NOTARY PUBLIC FOR NIGERIA

146504

Optima - 51446 - 2/02 - P2426



A. ALMUSTAPHA
Registrar - General