**RC No. [---]**

**The Federal Republic Of Nigeria**

**Companies & Allied Matters Act Cap C20**

**Laws Of The Federation Of Nigeria 2004**

**Private Company Limited By Shares**

**Memorandum & Articles Of Association**

**Of**

**XYZ LIMITED**

**Incorporated This \_\_\_\_\_ Day Of \_\_\_\_\_ 2011**

**The Federal Republic Of Nigeria**

**Companies & Allied Matters Act Cap C20 Laws**

**Of The Federation Of Nigeria 2004**

**Private Company Limited By SHARES**

**Memorandum Of Association**

**Of**

**XYZ LIMITED**

1. The Name of the Company is **XYZ LIMITED**
2. The Registered Office of the Company will be situating in Nigeria.
3. The Objects for which the Company is established are:-
   1. To carry on Business as proprietors and mangers of entertainment centres.
   2. To build, acquire, equip, establish and maintain recreation houses, together with all appurtenances (including lodging facilities, where desirable)
   3. To carry on any business which may conveniently be carried on in conjunction with the business of entertainment centres proprietors or nay business whatsoever which the company may wish to carry on.
   4. To acquire all lands, properties, licences, concessions, grants, rights, privileges and powers necessary or desirable to carry out the objects of the company and to deal in, deal with and dispose of the same in any desired manner.
   5. To acquire any such shares, stocks, debentures, debenture stock, bonds, notes, obligations or securities by original subscription, contract, trust deed, tender, purchase, exchange, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions as may be thought fit.
   6. To exercise and enforce all rights and powers conferred by or incidental to the ownership of any shares, stock obligations or other securities including without prejudice to the generality of the foregoing all such powers or limitations as may be specified or imposed by the terms of such acquisition or holding etc.
   7. To acquire and invest in shares, stock, bonds, debentures, and debenture stock, of other companies within Nigeria and elsewhere.
   8. To hold, issue on commission, sell or dispose of any of the investments aforesaid, and to act as agent for any of the above or the like purposes.
   9. To do all such other things as are in the opinion of the Directors incidental or conducive to the attainment of the above objects, and so that the word “Company” throughout this clause shall be deemed to include any partnership, association, or other body of persons whether incorporated or not, and whether registered or domiciled in Nigeria or elsewhere.
4. The Company is a Private Company.
5. The liability of the members is limited by shares.
6. The Share Capital of the Company is =N=1,000,000.00 (One Million Naira) divided into 1,000,000 Ordinary Shares of =N=1.00 each.

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 NO. OF SHARES SIGNATURE DESCRIPTIONS OF TAKEN BY**

**SUBSCRIBERS SUBSCRIBER**

**(ENTER NAME OF SHAREHOLDER) 100,000**

**(ENTER ADRESS OF SHAREHOLDER)**

**(ENTER NAME OF SHAREHOLDER) 100,000**

**(ENTER ADRESS OF SHAREHOLDER**

**(ENTER NAME OF SHAREHOLDER) 100,000**

**(ENTER ADRESS OF SHAREHOLDER**

**Dated this ……….. day of ……………………… 2011**

**Witness to the above signatures**

**Name:**

**Address**

**Occupation:**

### THE FEDERAL REPUBLIC OF NIGERIA

**THE COMPANIES AND ALLIED MATTERS ACT 1990**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**XYZ LIMITED**

(**PURSUANT TO SECTIONS 33 AND 34 OF THE COMPANIES AND ALLIED MATTERS ACT NO1 1990**

**The form and content of the Articles of Association of this company is in accordance with**

**PART 11 (COMPANY LIMITED BY SHARES)**

**Of Table A in Schedule 1 of this Act, with additions, omissions or alterations as may be required in this circumstances.**

**NAMES, ADDRESSES AND**

**DESCRIPTIONS OF SUBSCRIBERS SIGNATURE**

**(ENTER NAME OF SHAREHOLDER)**

**(ENTER ADRESS OF SHAREHOLDER**

**(ENTER NAME OF SHAREHOLDER)**

**(ENTER ADRESS OF SHAREHOLDER)**

**(ENTER NAME OF SHAREHOLDER)**

**(ENTER ADRESS OF SHAREHOLDER)  
  
OKPOCHA BRIGHT ONYEKWERE**

**PLOT 128B REMI OLOWUDE WAY**

**OFF LEKKI/EPE EXPRESSWAY**

**LAGOS**

**Dated this ……….. Day of ……………………… 2011**

**Witness to the above signatures**

**Name:**

**Address**

**Occupation:**