

RC 1605552



**CORPORATE AFFAIRS COMMISSION
FEDERAL REPUBLIC OF NIGERIA**

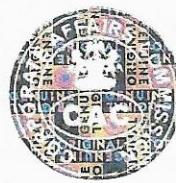
Certificate of Incorporation

I hereby certify that

CONNEXXION GROUP 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 30th day of July, 2019.



A handwritten signature in black ink, which appears to read "Azuka Obiageli Azinge".

AZUKA OBIAGELI AZINGE

Registrar - General

1270340

CORPORATE AFFAIRS COMMISSION
(Established under the Companies and Allied Matters Act 1990)



FORM CAC 1.1

APPLICATION FOR REGISTRATION OF COMPANY

Form Must be Typed and not Handwritten
 (Carefully read the Notes overleaf before you fill in the Form)

Type of Company (Tick as appropriate)

LIMITED BY SHARES

LIMITED BY GUARANTEE

UNLIMITED

COMPANY NAME

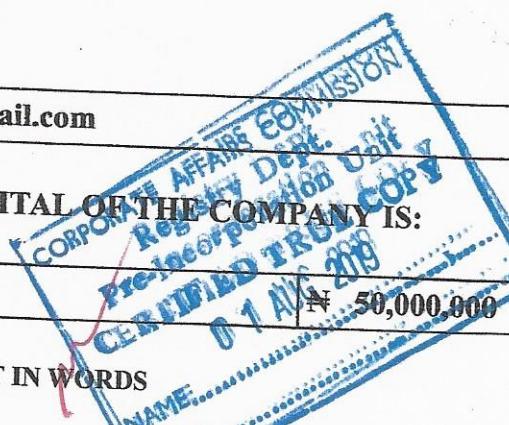
CONNEXXION GROUP LIMITED

SECTION A: Company Address

Registered Office Address and Head Office Address if different from Registered Office Address	
* Registered Office Address:	NO. 21, COLORADO STREET, OFF THAMES STREET, MAITAMA (ABUJA, FCT)
Head Office Address: (If different from Registered Office Address)	N/A
* Email Address:	maxwellesan@gmail.com

SECTION B: THE AUTHORIZED SHARE CAPITAL OF THE COMPANY IS:

FIFTY MILLION NAIRA

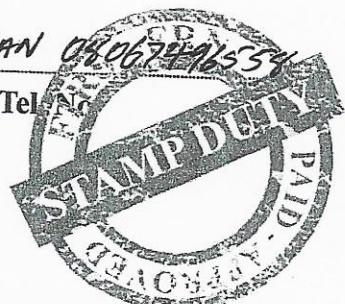


DIVIDED INTO	50,000,000	OF SIGN.	1	EACH
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*

Signature of Director

* MAXWELL ESAN 08067119554
 Name of Director & Tel No



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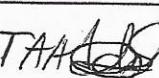
*Name:	ESAN ADEDOTUN OMOTAYO				
*Residential Address:	NO. 21, COLORADO STREET, OFF THAMES STREET, MAITAMA			Nationality:	NIGERIAN
City:	ABUJA	State:	FCT	Country of Residence:	NIGERIA
*ID No:	A06300887	ID Type:	International Passport	E-mail:	maxwellesan@gmail.com
Date of Birth:	Oct 4, 1985	Gender:	FEMALE	Phone No:	08067496558

Signature: 

Date: 24/07/2019

I consent to be a Director of the above Company

SECTION D: PARTICULARS OF SECRETARY (INDIVIDUAL)

*Name:	ADABALE TAIWO AKANNI				
Address:	DB SUITES 11 & 12, APO SPARKLIGHT PLAZA, DURUMI ABUJA (ABUJA, FCT)				
Phone No:	08165499529	E-Mail:	taiwoade98@yahoo.com	Signature:	
ID Type:	National ID Card			ID No:	S7Y0OG2VM000AKG

SECTION D1: PARTICULARS OF SECRETARY (FIRM/CORPORATION)

SECTION E: Statutory Declaration of Compliance with the requirements of CAMA by a Legal Practitioner

*Name Of Deponent:	ADABALE TAIWO		
*Address:	DB SUITES 11 & 12, APO SPARKLIGHT PLAZA, DURUMI ABUJA (ABUJA, FCT)		
*Accreditation No. (If Any):	NBA/IND/20204	*Phone No:	08165499529

Do solemnly declare that the above proposed company has fulfilled the requirements for its registration

Declared at ABUJA
PROSPER KACHUKWU
 Legal Practitioner & Notary Public of Nig.
 Suite 118, Shuban Motel, Utako, Abuja FCT.
 08130683439, 08029625168
 Date: 25/07/19

25th day of JULY 20 19

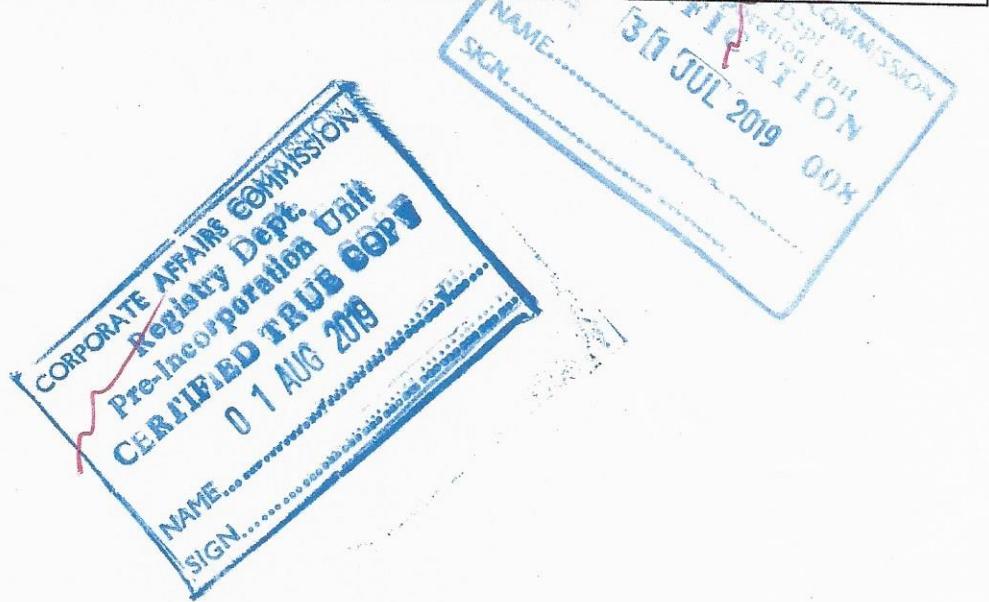
TAIW Deponent

Before Me:

Commissioner for Oaths/Notary Public

PRESENTED FOR FILING BY

*Name:	ADABALE TAIWO AKANNI		
*Address:	DR Suites 11 & 12, APO SPARKLIGHT PLAZA, DURUMI		
*Phone No:	23481654995	*E-Mail:	taiwoade98@gmail.com
Accreditation No. (Where Applicable):	NBA/IND/20204	*Date:	25/07/19



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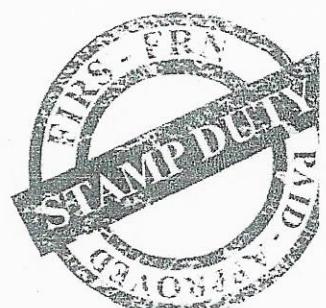
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Notes:

- a) A copy of either the Data Page of International Passport, driver's license or National Identity Card of every individual director, subscriber and secretary must be attached to this application. For non-Nigerians only Data Page of International Passport is acceptable.
- b) Directors must be individuals and not below the age of 18 years. See section 257 CAMA for other grounds of disqualification.
- c) Minors can subscribe to the shares of the company provided there are atleast two other qualified persons.
- d) A copy of Birth Certificate of every minor that is a subscriber issued by the National Population Commission or Data Page of International Passport must be attached.
- e) Where a corporate body is a subscriber or nominates a director to the board for a fixed term, a board resolution to that effect must be attached. For a corporate body registered outside Nigeria, a copy of certificate of registration duly translated if not in English Language must in addition be provided.
- f) The minimum share capital for a private company is N10,000 and N500,000 for a public company. Atleast 25 percent of the nominal share capital must be issued at all times. Please check the guidelines of other regulatory bodies for the capital requirements for companies operating in those sectors.
- g) A company limited by guarantee should not be registered with a share capital. The Commission is also required by law to refer the memorandum to the Attorney General of the Federation for approval before registration.
- h) Foreigners that are directors or subscribers using Nigerian addresses must attach copies of their residence permit. Other foreigners should use their residential addresses in their country of residence.
- i) This form must be accompanied by duly signed and stamped copies of the memorandum and articles of association. Companies are required to adopt the applicable model articles in Table 'A' of CAMA. Any modification to the table must be highlighted and registered together with the memorandum.
- j) A first director or subscriber can prepare or present the incorporation documents directly to the Commission for processing. The use of accredited professionals is no longer necessary provided all matters incidental to the registration are complied with.
- k) All asterisked fields on the form are mandatory



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- L. To carry on the business of transportation services excluding air transport, carriage and haulage contractors, garage proprietors, owners and charter of motor vehicles, tugs, ships, barges and boats of every description, lighter men and carriers of goods and by road, rail and waters; cabmen, cartage contractors and agents.
- M. To carry on the business of event management, entertainment, promoting entertainment activities and events, such as concert shows musical, dance shows and all sorts of indoor and outdoor entertainments events.
- N. To carry on business of University and all kinds of Education therein in all its ramifications and thereby establish, run, manage and co-ordinate all levels of education, ranging from crèche/playgroup, nursery school, primary school, and secondary school at all levels.
- O. To carry on the business of Educational Services such as university and all levels of education activities, organizing educational symposiums, conferences, workshop, running and over seeing schools, stocking and equipping libraries, supply and publication of books, journals, operating a bookshop and all educational ramifications and general contractors.
- P. To provide consultancy services in all areas of brand and business development and management, restructuring, rebranding and design and to carry on business as printers, stationers, advertizing and sales promotion agents, packaging agents, news agents, distributors of foreign and local magazines, newspapers, books, documentaries, library and office equipment, and to conduct conferences, training, workshops and brand awareness programs, and to engage in interior and exterior decorations, house and office furnishing, maintenance and renovation, rental services of all description and general contractors and all other services commonly carried on by persons engaged in any similar business.
- Q. To carry on business of supply of goods and services, buying, trading, marketing, sales and distribution of general goods, commission agents, manufacturers' representatives, general suppliers, general contractors; 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 commonly or usually bought, sold, manufactured, or dealt in by persons carrying on any of the businesses herein mentioned.
- R. To carry on the business of software development, installation, and maintenance. Hardware development Network installation and to provide computer information and internet services, communication technology (ICT) services, to provide messaging and collaboration services, sales of ICT products, to provide IT project management, to provide data recovery and business continuity planning, systems integration export, provide open-source solution, information systems security experts.
- S. To secure, acquire, general supply, fast food, hotel and catering materials, bars, resort centers, holiday camps. To carry on the business of fast foods and catering services in its entire ramification.
- T. To buy, sell, export, import, prepare for market and deal in all kind of general goods, (whether or not manufactured in whole or in part) and raw materials in any part of the world, and generally, to carry on the business of general merchants and industrialists and distributors of beverages and building materials of all kinds and descriptions
- U. To carry on the business of real estate landed property, property managers, property developers, property management and to employ the services of estate managers and solicitors. To acquire land, buildings and real estate of any description including easements and other proprietary right(s) and to hold, improve, alter, develop, let, sell or otherwise dispose of the same.
- V. To carry on the business as marketing consultants, agency services, general agents, property agents business consultants, market research consultants and business transfer agents. To provide consultancy service for training and human capital development both locally and internationally, marketing and also to provide technical and logistic services required in enhancing corporate growth.
- W. To engage in human resources management, project management, total quality management, and to organize for recruiting and training institutes, workshops and seminars of all kinds.
- X. To borrow or raise money in such manner as the company shall deem fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any m borrowed, raised or owning, by mortgage charge, or lien upon the whole or any part of the property or assets (whether present or future) including its uncalled capital, and also by any mortgage, charge lien to secure and guarantee the performance by the company of its engagements liability it may undertake
- Y. To do all such other things as may be considered incidental or conducive to the attainment of the above objects or any of them.

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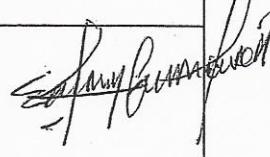
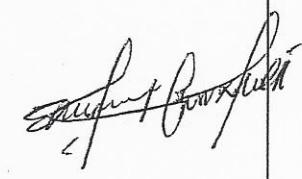
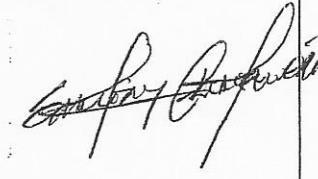
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4. The Company is a private company

5. The liability of the members is limited by share.

6. The nominal share capital of the Company is 50,000,000 divided into 50,000,000 ordinary shares of 1 each.

We, the several persons whose names and addresses are subscribed hereunder, 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.

SN	NAME AND ADDRESS OF SUBSCRIBER	NO. OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
1	Name: CONNEXXION ENGINEERING LTD Address: 38B, LAKE CHAD CRESCENT, MAITAMA, ABUJA	10,000,000	
2	Name: CONNEXXION ENERGY LTD Address: 38B, LAKE CHAD CRESCENT, MAITAMA, ABUJA	10,000,000	
3	Name: CONNEXXION TELECOM AND SOLUTIONS LTD Address: 38B, LAKE CHAD CRESCENT, MAITAMA, ABUJA	10,000,000	
4	Name: CSWITCH IMAGINOVA LTD Address: 21, COLORADO STREET, OFF THAMES STREET, MAITAMA, ABUJA	5,000,000	

Dated this 25th

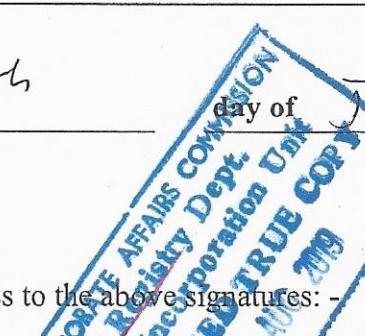
day of

July

2019

Particulars of witness to the above signatures: -

Name of Witness:

 
Raiwo Adabale

Address of Witness:

DB Suites 11 & 12, APO Sparklight Plaza, Durumi;

Occupation of Witness:

Lawyer

FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS ACT, 1990
COMPANIES LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF

CONNEXXION GROUP LIMITED

1. INTERPRETATION

In this regulations, "the Act" means the Companies and Allied Matters Act.

Unless the content otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act.

2. CLASS 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 Act.

3. RESTRICTIONS 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.

4. 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 shares to which the shareholder is entitled to subscribe and limiting a time, not being less than twenty-eight 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 intimations from the shareholder that he 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 4 and 5 above are not alterable except with the unanimous consent of all the members of the company.

5. COMMISSIONS AND BROKERAGE

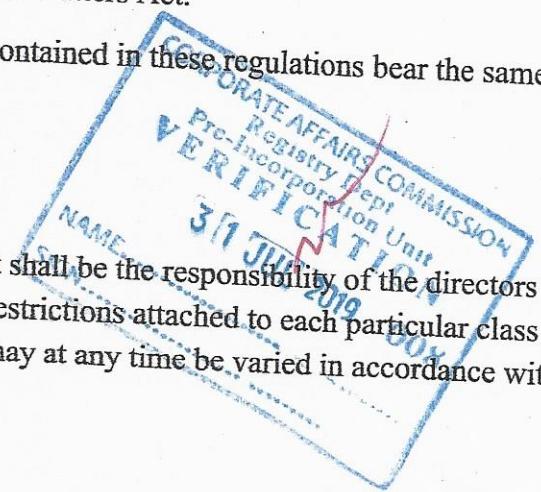
The company may exercise the powers of paying commissions conferred by section 153 of the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be in accordance with the manner required by the said section. Such commission may be satisfied by the payment of cash.

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allotment of fully or partly paid shares or partly in one way and partly in the other. The company may also on any issue of shares pay such brokerage as may be lawful.

6. ALTERATION OF CAPITAL

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 Act. 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, any capital redemption fund or any share premium account.

7. MEETINGS

The annual general meeting shall be held at such time and place as the director shall appoint. 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 director present shall elect one of their number to be chairman of the meeting. 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 the holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

8. VOTING

No member shall be entitled to vote at any general meeting unless all calls or other sums payable by him in respect of shares in the company have been paid.

9. THE SEAL

The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the director or of a committee of the directors authorised by the director that behalf and every instrument to which the seal is affixed shall be signed by the director and countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

10. NOTICE

A notice may be given by the company 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 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 the expiration of seven days after the letter containing the same is posted.

