

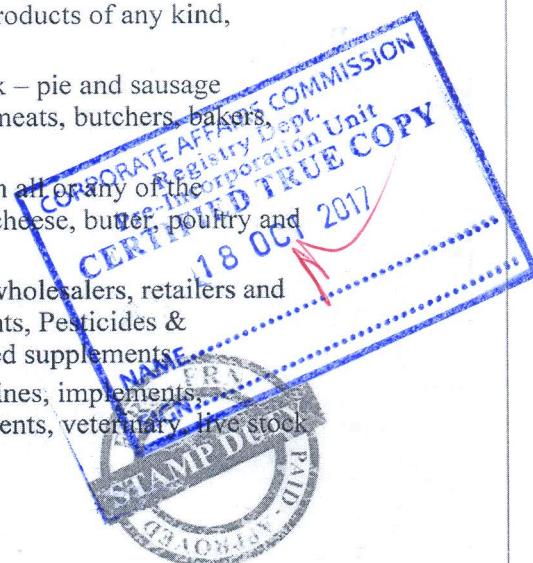
FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS ACT, 1990

COMPANIES LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF

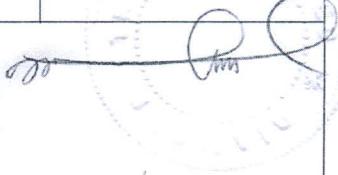
ISABEL TECHNOLOGIES NIG LIMITED

1. The name of the Company is: ISABEL TECHNOLOGIES NIG LIMITED
2. The Registered office Company will be situated in Nigeria.
3. The objects for which the Company is established are:
 - 1 To carry on the business of farming and production of agricultural products as well as deal on forest species of proven utility and to buy, sell, export, import, process and distribute such agricultural products.
 - 2 To develop forest resources based products, promote forest resources based industries; arrange marketing of timber and other forest resources products, establish and run industries for manufacturing forest, agricultural and horticultural products.
 - 3 To maintain and improve wild life and other natural resources, operations pertaining to agriculture, horticulture, fisheries, poultry, piggery, sheep, game, live and dead stock of every description, dairying and other related activities.
 - 4 To breed, or otherwise acquire all kinds of animals, agricultural products and manufacture or otherwise acquire manufactured agricultural products of any kind, whether to be used as food or otherwise.
 - 5 To carry on the business of dairymen, cheese, butter, egg, pork – pie and sausage manufacturing, poultry merchants, livestock breeders, potted meats, butchers, bakers, confectioners.
 - 6 To cultivate and deal in any vegetable products and to carry on all or any of the business of dairymen, milk contractors, and vendors of milk, cheese, butter, poultry and provisions of all kinds of agricultural products.
 - 7 To carry on business as manufacturers, importers, exporters, wholesalers, retailers and dealers in all types of agri-inputs, like fertilizers, Micronutrients, Pesticides & insecticides, veterinary and live stock feeds, fish feeds and feed supplements.
 - 8 To buy, import, export, sell and generally deal in plants/machines, implements, accessories, tools and all types of modern agricultural implements, veterinary, live stock and poultry equipments and also to carry on such business.



- 9 To borrow or raise money in such manner as the company shall think fit and to secure the repayment of any money borrowed, raised, or owed, by mortgage, charge or lien upon the whole or any part of the company's property or assets.
- 10 To do all such other things as may be considered incidental or conducive to the attainment of the above objects or any of them.
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 1,000,000.00
1000000 ordinary shares of 1.00

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: DIAMOND STRIPES LIMITED (REP. BY GEORGE NWANGWU) Address: 1 Rima street, Maitama Abuja. (ABUJA, FCT ABUJA)	500000	
2	Name: ISABEL TECHNOLOGIES INCORPORATED (REP. BY ERIC HAGER) Address: 600 California Avenue San Francisco, CA 94130 U.S.A	500000	

Dated this 5TH day of OCTOBER

Particulars of witness to the above signatures: -

Name of Witness: VICTOR CHIMEZIE
 Address of Witness: 1, RIMA STREET, MAITAMA, ABUJA
 Occupation of Witness: LEGAL PRACTITIONER

FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS ACT, 1990

COMPANIES LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF

ISABEL TECHNOLOGIES NIG LIMITED

1. INTERPRETATION

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



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 131 of the Act, 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 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

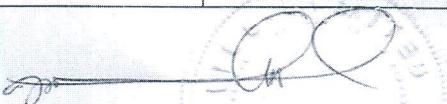
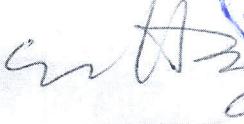
No member shall be entitled to vote at any general meeting unless all calls or other sums payable by him in respect of shares in the company have been paid.

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 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.

SN	NAME AND ADDRESS OF SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
1	<p>Name: DIAMOND STRIPES LIMITED (REP. BY GEORGE NWANGWU)</p> <p>Address: 1 Rima street, Maitama Abuja. (ABUJA, FCT ABUJA)</p>	
2	<p>Name: ISABEL TECHNOLOGIES INCORPORATED (REP. BY ERIC HAGER)</p> <p>Address: 600 California Avenue San Francisco, CA 94130 U.S.A</p>	  

Dated this 5TH day of OCTOBER

Particulars of witness to the above signatures: -

Name of Witness: VICTOR CHIMEZIE

Verify Electronic Stamp here: <http://stampduty.gov.ng/verification> Stamp Duty Cert. No: 2017-1398-76552-38029

Address of Witness: 1, RIMA STREET, MAITAMA, ABUJA
Occupation of Witness: LEGAL PRACTITIONER



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