

**THE FEDERAL REPUBLIC OF NIGERIA**  
**THE COMPANIES AND ALLIED MATTERS DECREE, 1990**

.....  
**COMPANY LIMITED BY SHARES**

.....  
**ARTICLES OF ASSOCIATION**

**OF**

**FURNITURE ESSENTIALS AND INTERIORS LIMITED**

1. Subject as hereinafter provided, the Regulations contained in Table "A" Part II in the first schedule to the Companies and Allied Matters Decree 1990 (hereinafter referred to as Table "A") shall apply to the company in its entirety except regulations stated as exempted herein.
  - (i) In these Regulations "The Decree" means the Companies and Allied Matters Decree, 1990
  - (ii) Unless the context otherwise requires words or expressions contained in these Regulations bear the same meaning as in the Decree.
2. Regulations 7 & 8 of Part II of Table 'A' in the first schedule shall not apply to the company but the clauses hereinafter contained in particular regulations on Pre-emptive rights of shareholders of the Company, Alteration of Capital, Meetings, Voting, Seal, and Notices together with the remaining clauses of Table 'A' subject to the modifications hereinafter expressed shall constitute the regulations of the company.

**PRIVATE COMPANY**

3. The Company is a private company and accordingly:-
  - (a) the right to transfer shares is restricted in the manner hereinafter prescribed
  - (b) the number of members of the company (exclusive of persons who are in the employment of the company and of persons who having been formerly in the employment of the company were while in such employment and have continued after the determination of such employment to be members of the company) is limited to fifty. Provided that where two or three or more persons hold one or more shares in the company jointly, they shall for the purposes of these regulations be treated as a single member.
  - (c) any invitation to the public to subscribe for any share or debenture of the company is prohibited
  - (d) the company shall not have power to issue share warrants to bearer.

**TRANSFER AND TRANSMISSION**

4. Subject to the provisions hereinafter contained, shares in the company shall be transferable by written instrument in the common form signed by both transferor and the transferee and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.
5. The Directors may in their absolute discretion and without assigning any reason therefore decline to register any transfer of shares whether or not it is a fully paid share on which the company has a lien. The Directors may also suspend the register of transfers during the fourteen days immediately preceeding the ordinary general

meeting in each year. The Directors may refuse to register any instrument of transfer unless:

- (a) A fee not exceeding Twenty Naira is paid the company in respect thereof; and
  - (b) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as Directors may reasonably require to show the right of the transfer or to make the transfer and if the directors refuse to register a transfer of any shares they shall within two months after the date on which the transfer was lodged with company send to the transferee notice of the refusal.
6. In the event of death of any member of the company, the shares shall be so transferred or transmitted to a recipient so named in the will of the deceased or where there is no will, it will be shared prorate to the surviving members in proportion to their existing shareholding.
7. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall be entitled to the same dividend and other advantages to which he would be entitled to if he were the registered holder of the share except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.

#### NOTICE OF GENERAL MEETINGS

8. An Annual General Meeting and a meeting called for the passing of special resolution shall be called by twenty-one days, notice in writing at the least, and a meeting of the company other than an annual general meeting or a meeting for the passing of an ordinary resolution shall be called by fourteen days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and hour of meeting and in case of special business the general nature of that business shall be given, in manner if any, as may be prescribed by the company in general meeting to such person as are under regulations of the company entitled to receive notices from the company, provided that a meeting of the company shall notwithstanding that it is called by shorter notice than that specified in this regulations, be deemed to have been duly called if it so agreed:
- (a) In the case of a meeting called as the annual general meeting by all the members entitled to attend and vote thereat; and
  - (b) In case of any other meeting by a majority, in numbers having together holding not less than 90% in nominal value of the shares giving that right.

The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings of that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

9. All business shall be deemed special that is transacted at any Extraordinary 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

Stamp: **Certified True Copy**  
07 APR 1961  
Name: \_\_\_\_\_  
Signature: \_\_\_\_\_  
Position: \_\_\_\_\_

in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.

10. 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 purposes hereof, unless it is otherwise provided, two members present in person or by proxy shall be a quorum.
11. 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 a day, time and place agreed by the members who requisitioned the meeting, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members of whatever class present shall be a quorum.
12. At any General Meeting a resolution put to the vote of the of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of a 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 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 and not less than one-tenth of the total sum paid upon all the share 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 or against such resolution. A proxy need not be a member of the company.
13. Any corporation which is a member of this company may, by resolution of its directors or other governing body, authorise any person to act as its representatives at any meeting or meetings of this company or if any class of members thereof and such representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as if he has been an individual shareholder or including power when personally present to vote on a show of hands.
14. Subject to the provisions of the Decree, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meeting (or being corporations by their duly authorized representatives) shall be valid and effectual as if the same had been passed at a General Meeting of the Company duly convened and held.
15. A proxy may take part in the proceedings of general meetings as if he were the member whom he represents.

#### VOTES OF MEMBERS

16. On a show of hands every member present in person or by proxy, shall have one vote. On a poll every member shall have vote for each share of which he is the holder.

Amended and  
Certified True Copy  
07 APR 2003

In the event of a tie of votes on a show of hands, the Chairman of the meeting shall have a second vote.

### **DIRECTORS**

17. The first Directors of the company shall be appointed by subscribers to the Memorandum of Association.
18. Unless and otherwise determined by the company in a general meeting the number of Directors shall be not less than two or more than seven.
19. The Directors shall have power at any time and from time to time appoint a person as an additional Director.
20. The company in General meeting may from time to time direct such 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.
21. 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 of, and to attend all general meetings.

### **POWERS AND DUTIES OF DIRECTORS**

22. Any director may at any time appoint any other Director or appoint any other person approved by a majority of the other Directors for the time being to be his alternate and may at any time remove any 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 meetings to which the Director appointing him is not present and at such meetings to exercise all powers, duties and authorities of the Directors appointing him. Every person acting as an alternate Director shall be an officer of the company and shall not be deemed to be an agent of or for the Director appointing him. All appointments and removal 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**

23. 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.

### **DISQUALIFICATION OF DIRECTORS**

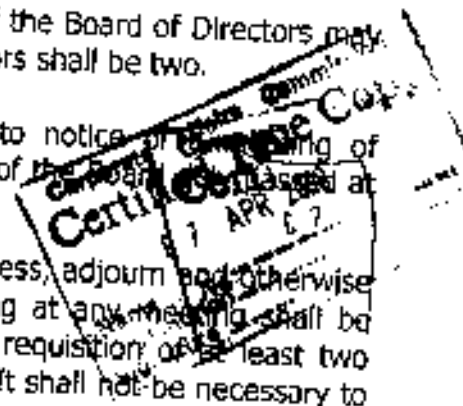
24. The Office of a Director shall be vacated:-
  - i) Upon removal in accordance with the provisions of Section 262 of the Decree
  - ii) If by notice in writing to the company he resigns the office of the Directors.

Not a True Copy  
Name: \_\_\_\_\_  
Signature: \_\_\_\_\_  
Date: \_\_\_\_\_

- iii) If he becomes bankrupt or insolvent or enters into any agreement with his creditors
  - iv) If he is prohibited from being a Director by an order made under any of the provisions of the Companies and Allied Matters Decree, 1990
  - v) If he is found to be a lunatic or becomes of unsound mind
  - vi) If he is requested in writing by all the other Directors to resign his office
25. A Director may hold any other office or 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.
26. A Director shall be capable of contracting or participating in the profit of any contract with the company in the same manner as if he were not a Director subject nevertheless to the following provisions:-
- i) He shall declare the nature of his interest in any contract or proposed contract in which he is interested; and
  - ii) After he has become interested therein he shall not vote as a Director in respect of the contract or proposed contract or any matter arising there out, and if he does so vote his vote shall not be counted. The prohibition against voting shall not, however, apply to any contract or agreement 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 any contract for or 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 be suspended, relaxed or removed to any extent and on any terms or conditions by the company in general meeting.
  - iii) A Director shall be counted for the purpose of forming a quorum notwithstanding that he may be disqualified from voting under this Article.
27. 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 claim such Director may have for damages for breach of any contract of service between him and the company.

#### **PROCEEDINGS AND QUORUM FOR DIRECTORS' MEETINGS**

28. In case of an equality of votes the chairman shall have a second or casting vote
29. The quorum necessary for the transaction of a meeting of the Board of Directors may be fixed by the Directors and unless so fixed by the Directors shall be two.
30. A resolution in writing signed by all Directors entitled to notice or attending of Directors shall have same effect and validity as resolution of the Board passed at a meeting of the Board convened and constituted.
31. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by majority of votes. The Secretary may on the requisition of at least two Directors at any time, summon a meeting of the directors. It shall not be necessary to



give notice of meeting of Directors to any Directors for the time being absent from Nigeria.

#### **MANAGING DIRECTOR AND MANAGER**

32. The directors may from time to time appoint one or more of their body to the office of Managing Director or Chairman/Chief Executive for such period and on such terms as they think fit, and subject to the terms of an agreement entered into in any particular case, may revoke such appointment. A director so appointed shall not whilst holding any such office be subject to retirement by rotation or retirement of Directors but his appointment shall, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, be automatically determined if he ceases for any cause to be a Director. A Managing Director or Chairman/Chief Executive shall receive such remuneration whether by way of salary, commission or participation in profits or partly in one way and partly in another as the Directors may determine.

#### **SECRETARY**

33. The Directors and or two-third holders of the shares of the company shall appoint a Secretary as provided in Section 293 and 295 of the Company and Allied Act, 1990.

#### **WINDING UP**

34. In the event of the company being wound up every present and past member shall be liable to contribute to the assets of the company as provided in S.92 of the Companies and Allied matters Act 1990

#### **INDEMNITY**

35. Every Director, Manager, Secretary, Agent and other Officer or servant of the company shall be indemnified by the company out of the assets of the company against any losses or expenses which any officer or servant may incur or become liable to by reason of any contracts entered into or deed done by him as such officer or servant, or in anyway in the discharge of his duties.
36. No Director or other officer of the company shall be liable for the acts, receipts, neglect, or defaults of any other Director or officer, or for joining in any receipt or other act, for conformity, or for any loss or expenses happening to the company through the insufficiency of the title of any property acquired by order of the Directors for or on behalf of the company, or for insufficiency or deficiency of any security in or upon or damage arising from the insolvency of any person with whom any moneys, securities or effects shall be deposited, or for any other loss, damages or misfortune whatsoever, which shall happen in the execution of the duties or in relation thereto unless the same happens through his own willful act or default.

#### **AUDIT**

37. The Accounts of the company shall be audited by professionally qualified Accountants, Chartered or Certified Accountants who qualified by Examination only.

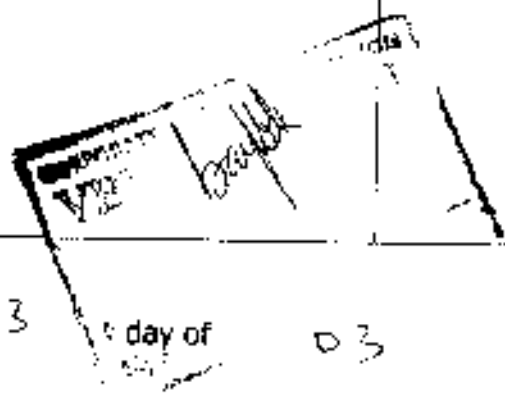
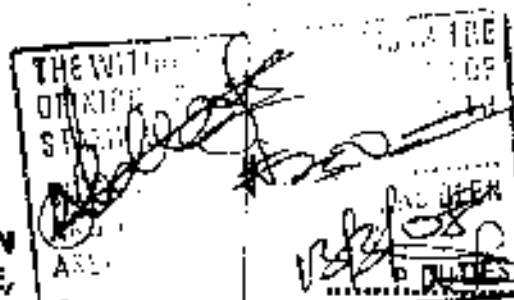
**NAMES, ADDRESSES AND  
DESCRIPTION OF  
SUBSCRIBERS**

**SIGNATURE**

**CHIEF KOLE LANLEHIN**  
12, MILLENIUM AVENUE,  
OFF BISI AFOLABI STREET,  
OKE - IRA NLA, AJAH, LAGOS.

*[Signature]*

**MRS. DOLAPO LANLEHIN**  
12, MILLENIUM AVENUE,  
OFF BISI AFOLABI STREET,  
OKE - IRA NLA, AJAH, LAGOS.



Dated this

13

day of

03

2008

Witness to the above Signatures:

Name: *Kole Ogunigbi*

Address: *208 Plantain Road, Palmgrove, Lagos*

Occupation: *Human Resources*

Signature: *[Signature]*

