

4933/2021

COMPANIES AND OTHER BUSINESS ENTITIES
(CHAPTER 24:31)

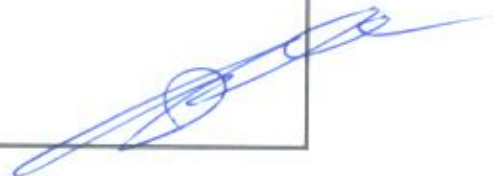
MEMORANDUM AND ARTICLES

OF

ASSOCIATION

OF

DOWN RAINS ENTERTAINMENT (PRIVATE) LIMITED





90415535



COMPANIES AND OTHER BUSINESS ENTITIES (CHAPTER) 24:31

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

DOWN RAINS ENTERTAINMENT (PRIVATE) LIMITED

1. The name of the company is

DOWN RAINS ENTERTAINMENT (PRIVATE) LIMITED

2. The objects for which the company is established are.

2/.....

- a) To carry on the trade and business of investors in public and private companies, any form of partnership and property together with all or any trade or business usually carried on in connection therewith.
- b) To carry on the business of online business marketing and advertising, it sales and services together with all or any trade or business usually carried on in connection therewith.
- c) To carry on the business of consultancy in the fields of managerial and technical, administrative, secretarial and financial services and advice to other persons and companies for reward; also as consultants, managers and co-ordinators in the full range of business organisation, judicial management, administration and advisory services, including, but not restricted to management, consultancy, credit control, taxation, personal selection and development, production management and general business and commercial administration in all its forms.
- d) To carry on the trade and business of hardware supplies, sellers, importers, exporters, distributors and dealers in all types of electrical components, tools, plumbing, roofing materials together with any trade or business usually carried on in connection therewith
- e) To carry on the trade or business of import and export of motor spares, component parts, accessories and fittings of all kinds thereof, to import, supply and deal in all kinds of fuel and other motive power, lubricants, tyres and tools; to trade as motor garage and filling and service station proprietors and operators general merchants, mechanical and electrical motor engineers together with any other business usually carried on in connection therewith.
- f) To establish and carry on business as shipping agents, freight handlers, customers clearing agents, commission agents, brokers, auctioneers, landowners, printers, brick markers, cartage contractors, cleaning services, fumigators, beauty parlours and dealers in fuel and operate filling stations.
- g) To carry on business as prospectors and proprietors of mines, mineral deposits, quarries or open pit mines, and to undertake the business of mining, geological consultation, mineral exploration and mineral marketing and these to include mining and dealing precious or semi-precious metals, oils or any other class of mineral wealth in Zimbabwe or elsewhere.
- h) To carry on the business of money lending, trade financing and project financing to such persons, firms, companies or corporations at interest or otherwise, with or without security.

- i) To carry on the business of the hotels, flats, restaurants, cafe, taverns, beer houses, refreshments rooms and lodging house keepers, licensed victuallers, wine, beer and spirits merchants, distillers, importers and manufacturers of aerated waters, mineral and artificial waters and other drinks, purveyors, caters for public amusements, proprietors of clubs, bath, dressing rooms, laundries, grounds and places of amusements and any other business which can conveniently be carried on in connection therewith.
- j) To purchase or by other means acquire and protect, extend and renew whether in Zimbabwe or elsewhere any copyright, patent rights, trademarks, designs, rights of production, brevets d' invention and licences which may appear likely to be advantageous or useful to the company and to use and turn to accounts and to manufacture under or grant licences or privileges in respect of the same, and sell, charge to expend money in experimenting upon and testing and improving or seeking to improve any patents, inventions or rights which the company may acquire or propose to acquire.
- k) To manage land, buildings and other property whether belonging to the Company or not, and to collect rents and supply to tenants and occupiers and others, refreshments, attendants, messengers, light waiting rooms, lavatories, laundry, conveniences, stables, garages, meeting rooms and any other business usually carried on in connection therewith.
- l) To provide passenger transport services, international haulage contractors, containerized and refrigerated haulage, livestock haulage, agricultural, industrial and commercial haulage contractors and truck inns.
- m) To carry on the business of video filming, documentaries, actors and actress agency, events management and recording.
- n) To carry on the business of production machining, fitting and turning, gear cutting and general sheet metal engineering and fabrication, hot and cold insulation, boiler and steam pipe insulation, boiler servicing and repairs, general maintenance, valve repairs, spares and accessories.
- o) To draw, make accepted, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments, and to operate bank account and deposit accounts of any kinds.
- p) To remunerate any person, firm or company rendering service to the company whether by cash payment or by the allotments to him or them of shares or securities of the company (or of any other company) credited as paid up in full or otherwise.
- q) To establish any carry on business of curio shops, as tour safari guides, travel agents, promoters of tourism agents for expeditions, operators of safari and game park lodgements, transporters, facilitators of any class of travellers or goods of any description and to do anything that is related to tours and safaris anywhere in Zimbabwe or any other parts of the World.

4/.....

- r) To borrow money for any of the objectives or for any purpose of the company and secure the repayment of such money on the security of any part of the movable or immovable property and assets of the company, including by the issues of mortgages bonds, general bonds, debenture bonds, debenture or debenture stock, or by otherwise charging, pledging or hypothecating any of the assets of the company, movable and immovable.
 - s) To enter into any arrangement with any government or authority, supreme, municipal local or otherwise, and to obtain from any government or authority any right, concessions or privileges that may seem conducive to the attainment of the company's objects or any of them.
 - t) To establish and support or aid in the established and support of clubs, associations, funds, trusts and conveniences calculated to benefit and to grant pensions and allowance to, and make payment for or towards life or other insurance or assurance of existing or former employees, officers or directors of the company, or the dependents or connections or such persons and generally to subscribe or guarantee money to or for charitable benevolent objects or for any exhibitions or for any public general or useful object.
 - u) To pay out of the funds of the company al expenses which the company may lawfully pay of or incidental to the formation, registration and advertising of or the raising of money for the company, or the issue of its capital including brokerage and commission for obtaining applications for taking placing or underwriting shares, debentures or debentures stock.
 - v) To distribute among the members of the company any of the property of the company, and in particular, any shares, debentures or securities of other companies belonging to this company or of which the company have the power of disposing.
 - w) To do all such things as may be incidental or conducive to the attainment of the above objects or any of them.
- 3) The liability of the members is limited.
- 4) The shares of the company shall be Two Thousand (2 000) ordinary shares.

We, the several persons whose names, address and occupations are hereunto 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 out opposite our respective names.

Name, Address and Occupation	Number of Shares	Signature
AUTHUR MILES DAMBUDZO 6560 UNIT J SEKE CHITUNGWIZA		
DIRECTOR	<u>(50) fifty</u>	<u>A.M.D</u>
CAHRLES TAKUDZWA NECHIRONGWA 377 MANRESA PARK HARARE		
DIRECTOR	<u>(50) fifty</u>	<u>C.T.W</u>
PAMELLA MUNYUKIDZA 2203 KAMBUZUMA SECTION 6 HARARE		
DIRECTOR	<u>(50) fifty</u>	<u>P.M</u>
TOTAL SHARES TAKEN	<u>(150) One hundred and fifty</u>	

Dated at Harare this.....24thday of.....MARCH.....2021

Witness

Full Name : JOEL ZAH BUSINESS CONSULTANCY

Occupation : CONSULTANT

Address : 09 GEORGE SILUNDIKA

M FLOOR EASTWING

HARARE

Signature



ZIMBABWE

COMPANIES & OTHER BUSINESS ENTITIES ACT
(CHAPTER 24:31)

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

DOWN RAINS ENTERTAINMENT (PRIVATE) LIMITED

Subject hereinafter provided, the Articles contained in Part B of the Sixth Schedule of The Companies and Other Business Entities Act (CHAPTER 24:31, shall apply to this company and deemed to be adopted

We, the persons whose names, addresses and occupations are subscribed, are desirous of being formed into a company in pursuance of these Articles of Association.

SIGNATURES	FULL NAMES, OCCUPATION AND ADDRESSES OF SUBSCRIBERS
<u>A.M.D</u>	AUTHUR MILES DAMBUDZO 6560 UNIT J SEKE CHITUNGWIZA DIRECTOR
<u>C.T.N</u>	CAHRLES TAKUDZWA NECHIRONGA 377 MANRESA PARK HARARE DIRECTOR
<u>P.M</u>	PAMELA MUNYUKIDZA 2203 KAMBUZUMA SECTION 6 HARARE DIRECTOR


DATED AT HARARE THIS.....24TH DAY OF.....MARCH 2021

WITNESS TO ALL THE ABOVE SIGNATURES:

FULL NAMES : JOEL ZAH BUSINESS CONSULTANCY

ADDRESS : 9 GEORGE SILUNDIKA.
M FLOOR EAST WING
HARARE

OCCUPATION : CONSULTANT

SIGNATURE : 

Z.R.P. FORM 143A:

POLICE CERTIFICATE

MINISTRY OF PUBLIC POLICE
OFFICER COMMANDING

CID MINERALS FLORA AND FAUNA UNIT

12 AUG 2022

Official Communications should not be addressed to individuals

P.O BOX CY 34, CAUSEWAY, HARBRE

TEL +263 (04) 790631



SERIAL NUMBER: **0100224**
0339155365

Criminal Investigation Department Headquarters
Zimbabwe Republic Police
P.O. Box CY 683, Causeway
Zimbabwe

Tel: 2709134-38

TURKEY

AUTHORITIES

FOR PRODUCTION TO THE

TO WHOM IT MAY CONCERN
there are no convictions for any crime

THIS IS TO CERTIFY that

NECHIRONGA recorded in Zimbabwe, against N.R/P.N 42-222418-G-42

CHARLES TAKUDZWA

RUSAPE

born in



22nd day of

MAY 1988

Issue Date

12-Aug-22

Expiry Date

12-Feb-23

(single copy issue)

for

Director,

Criminal Investigation Department.

ORIGINAL COPY

Receipt No. 90415535

\$200

Nº 019323

No. 4933/2021



ZIMBABWE



Certificate of Incorporation

DOWN RAINS ENTERTAINMENT (PRIVATE) LIMITED

I hereby certify that.....

is this day incorporated under the Companies and Other Business Entities Act [Chapter 24:31] and that the Company is Limited.

HARARE

Given under my Hand and Seal at.....

this 15TH day of APRIL, 20 21

[Signature]
Registrar of Companies

ORIGINAL COPY

Receipt No. 90415535
\$200

No. 4933/2021

Nº 019323



ZIMBABWE



Certificate of Incorporation

DOWN RAINS ENTERTAINMENT (PRIVATE) LIMITED

I hereby certify that.....

.....

.....

is this day incorporated under the Companies and Other Business Entities Act [Chapter 24:31] and that the Company is Limited.

HARARE

Given under my Hand and Seal at.....

this 15TH day of APRIL, 2021

Registrar of Companies

9045535

TAKUDZWA RUZA
9 GEORGE SILUNDIKA
HARARE

Presented for filing by:

To the Registrar of Companies,
HARARE

Name of Entity: DOWN RAINS ENTERTAINMENT (PRIVATE) LIMITED

A LIST (a) OF DIRECTORS AND PRINCIPAL OFFICER OF A FOREIGN ENTITY

OR

PARTICULARS (a) OF REGISTER OF DIRECTORS AND SECRETARIES
AND OF ANY CHANGES THEREIN

.....

COMPANIES AND OTHER BUSINESS ENTITIES ACT
[CHAPTER 24:31]

No. of Entity: 4933/2021

Sections 217 and 241 of Act
Sections 10,11,13,14,15,16,17,18,20 of Regulations

FORM No. C.R. 6

ZIMBABWE

**Particulars (a) of Directors and Secretaries/Principal Officer
of
DOWN RAINS ENTERTAINMENT (PRIVATE) LIMITED**

1. Date of Appointment (b)	2. Present forenames and Surnames (state an former forenames and surnames in brackets after existing names)	3. National Identification Number/Passport Number and Nationality)	4. Full Residential or Business Address and Postal Address	5. Particulars of other Directorships (f)	6. Nature of Change (g)	Date of Change(h) (state in brackets after nature of change the date the company was notified of change (i)
	Directors (c)					
Date of Incorporation	ATHUR MILES DAMBUDZO	63-1635602L46	6560 UNIT J, SEKE, CHITUNGWIZA		Appointed	Date of Incorporation
Date of Incorporation	CHARLES TAKUDZWA NECHIRONGA	42-222418G15	377 MANRESA PARK, HARARE		Appointed	Date of Incorporation
Date of Incorporation	PAMELA MUNYUKIDZA	63-2322936N15	2203 KAMBUZUMA, SECTION 6, HARARE		Appointed	Date of Incorporation
	Secretaries (d) or Principal Officer(e)					
Date of Incorporation	ATHUR MILES DAMBUDZO	63-1635602L46	6560 UNIT J, SEKE, CHITUNGWIZA		Appointed	Date of Incorporation

NOTES:

- (a) A complete list of the existing directors should always be given.
- (b) This date should always be shown, whether or not it is in respect of an old or new appointment.
- (c) Particulars of Directors, Secretaries or Principal Officers.
- (d) National Identity Number or Passport Number must be shown in this column.
- (e) In the case of a foreign company, if the Director is a corporate body, its name and the situation of its principal office must be shown.
- (f) In the case of the Secretary being in a corporate body, the name and the situation of its registered office must be given.
- (g) In the case of the Principal Officer being a corporate body or partnership, the corporate body or partnership name must be shown, and, if it is a partnership, all the names of the partners must be shown.
- (h) In the case of an individual, if he is the director of any other company registered in this country, the name of every such company must be entered. This applies only in respect of new appointees.
- (i) State "Resigned", "Retired", "Died", or as the case may be. In the case of a new appointment since the last list was filed, it must be stated here in whose place or whether additional.
- (j) Give the date of the occurrence referred to in the previous column. Both columns 8 and 9 must be completed in the event of a change.
- (k) This is regarded as the effective date of the entry in the register.

A.W.D.
(signed) Director/Secretary/Principal Officer

Dated this ...24th ... day of ...MARCH.... 202

ZIMBABWE

Form No. C.R. 5

Section 31 and 241 of Act
Section 10, 11, 13, 14, 15, 16, 17, 18, 20 of Regulations

COMPANIES AND OTHER BUSINESS ENTITIES COMPANIES ACT
[CHAPTER 24:31]

No. of Entity..... 4933/2021

NOTICE OF SITUATION AND POSTAL ADDRESS OF A COMPANY'S REGISTERED OFFICE OR OF A FOREIGN COMPANY'S PRINCIPAL PLACE OF BUSINESS, AND OF ANY CHANGE THERETO

Name of Entity **DOWN RAINS ENTERTAINMENT (PRIVATE) LIMITED**

TO THE REGISTRAR OF COMPANIES,
HARARE



The above-mentioned entity hereby gives you notice that the registered office/principal place of business of the entity.-

- (a) -
 - (i) is/was situated at: **NO. 30 SAMORA MACHEL, HARARE**
 - (ii) the postal address*is/was at **AS ABOVE**
 - (iii) email address is/was **downrainsentertainment@gmail.com**

(b) Has been changed from the above address to:
Situating at.....

- (i) Postal address
- (ii) Email address is

With effect from **DATE OF INCORPORATION**

A.M.D
.....
(Signed) ~~DIRECTOR/SECRETARY/CHIEF AGENT~~

This**24th** Day of**MARCH**.....**2021**

Presented for filing by **TAKUDZWA RUZA**
9 GEORGE SILUNDIKA
HARARE

Delete whichever is inappropriate.

* To be completed only in the event of a change of address.
NOTES: (a) In the case of a change of address, this form must be submitted to the registrar **BEFORE** the proposed change takes place

If the registered address of a company has been altered by a public authority, so that the change address designates the same premises as before, no fee will be charged if the registrar is satisfied as to the facts and the name of the authority which ordered the change as stated on the form

