

Certificate No:

THE FEDERAL REPUBLIC OF NIGERIA

COMPANIES AND ALLIED MATTERS ACT, 2004

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ROCKMINES GEO-ENVIRONMENTAL SERVICES LIMITED

Incorporated this _____ day of _____ 2013



**THE FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATERS ACT, 2004
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION**

OF

ROCKMINES GEO-ENVIRONMENTAL SERVICES LIMITED

1. The name of the Company is **ROCKMINES GEO-ENVIRONMENTAL SERVICES LIMITED**
2. The registered office of the Company shall be situated in Nigeria
3. The objects for which it is established are:
 - (a) To engage in the business of industrial and household waste in a sustainable manner, provide both technical and solutions to waste management. To carry out all technical solutions to environmental management in line with best practices.
 - (b) To carry on the business of waste management, environmental management contractors, geological investigation/contractors, pollution control consultant/contractors waste management contractors, community compensation and claim, liquefied/water waste disposal industrial site protection, vibration monitoring and corrosion control and environmental services to governmental agencies and corporate bodies.
 - (c) To carry on business of environmental impact assessment, environmental auditing solid mineral exploration and exploitation, oil exploration services, chemical tracking, engage in business as industrial cleaners occupational hygienists, pest control services and fumigation works and suppliers of industrial and agro – allied chemicals; to engage in landscaping and waste management services, environmental seminars, and all other activities that is usually or commonly engaged in by persons carrying on any businesses having objects similar to that of the company.
 - (d) To carry on business of trading and marketing, sales and distribution of general goods, import, export, wholesale and retail, manufacturers' representatives, general suppliers and general contract.
 - (e) To buy, sell, export, import, prepare for market and deal in all kind of 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.
 - (f) 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 owing, by mortgage, charge or lien upon the whole or any part of the company's property or assets.
 - (g) To do all such other things as may be considered to be 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 shares.
6. The share capital of the company is **N1,000,000.00** Divided into **1,000,000** Ordinary shares of **N1.00** each.

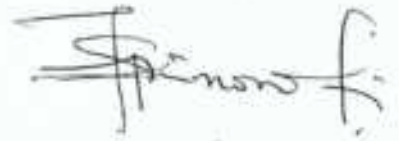
DULY STAMPED
COMMISSIONER OF STAMP DUTIES
DATE: 18/6/23

COMMISSION
STAMP DUTIES
STAMP

We, the several persons whose names, addresses and descriptions 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 set opposite our respective names.

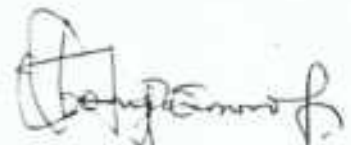
IPINMOROTI PETER SHOLA
NO. 1, CHRIST AVENUE STREET,
BEHIND DUROSULEMAN, ILORIN,
KWARA STATE
(DIRECTOR)

600,000



IPINMOROTI GLADYS HOPE
NO. 1, CHRIST AVENUE STREET,
BEHIND DUROSULEMAN, ILORIN,
KWARA STATE

400,000



(DIRECTOR)



Dated this day of JUNE, 2013

Witness to the above Signatures:

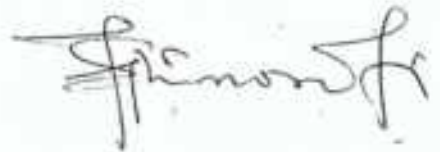
Name: **AJAYI ILESANMI, ESQ.**

Address: **SUITE 74 IDE PLAZA ABUJA**

Occupation: **LEGAL PRACTITIONER**




IPINMOROTI PETER SHOLA
NO. 1, CHRIST AVENUE STREET
BEHIND DUROSULEMAN, ILORIN,
KWARA STATE
(DIRECTOR)



IPINMOROTI GLADYS HOPE
NO. 1, CHRIST AVENUE STREET
BEHIND DUROSULEMAN, ILORIN,
KWARA STATE
(DIRECTOR)



Dated this day of **JUNE**, 2013
Witness to the above Signatures:
Name: **AJAYI ILESANMI, ESQ.**
Address: **SUITE 74 IDE PLAZA ABUJA**
Occupation: **LEGAL PRACTITIONER**



WITHIN INSTRUMENT IN THE
POSSESSION OF THE COMMISSIONER OF
STAMP DUTIES, ASSESSABLE WITHIN
DUTY OF
AND THE DUTY THEREON HAS BEEN
ASSESSED BY THE COMMISSIONER OF
STAMP DUTIES



COMMISSIONER OF
STAMP DUTIES
NAME
SIGN



THE FEDERAL REPUBLIC OF NIGERIA

COMPANIES AND ALLIED MATTERS ACT 2004

DULY STAMPED

COMPANY LIMITED BY SHARES

COMMISSIONER OF STAMP DUTIES

ARTICLES OF ASSOCIATION

DATE

OF

ROCKMINES GEO ENVIRONMENTAL SERVICES LIMITED

(PURSUANT TO SECTIONS 33 AND 34 OF THE COMPANIES AND ALLIED
MATTERS ACT NO. 1, 1990)

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

- Part I (Public Company Limited by shares)
- Part II (Private Company Limited by shares)
- Part III (Unlimited Company)

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Respectively of Table "A" in schedule 1 of this Act, with additions, omissions or alterations as may be required in the circumstances.