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MEMORANDUM OF ASSOCIATION (BY-LAWS) OF JAMBOSTAR PROPERTIES LIMITED.

ARTICLE I

OFFICES

The principal office of the corporation shall be located at **Avenue/7th Street, Amal Plaza Easleigh, Nairobi, Kenya**. A subsidiary office is located at 9153 Yancy st. Ne., Blaine, MN 55449 where *Jambostar Properties Limited* is also legally registered as a Limited Liability company. The board of directors shall have the power and authority to establish and maintain branch or subsidiary offices at any other locations.

ARTICLE II.

STOCKHOLDERS

1. *Annual Meeting*. The annual meeting of the stockholders shall be held on the *1st to 7th day* in the month of *December each year*, beginning with the year 2008, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in Kenya, such meeting shall be held on the next succeeding business day. If the election of directors is not held on the day designated herein for any annual meeting of the shareholders, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the stockholders as soon thereafter as is convenient.

2. *Special Meetings.* Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Chief Executive Officer (CEO) or by the board of directors, and shall be called by the Chief Executive Office at the request of the holders of not less than 10,000 of all the outstanding shares of the corporation entitled to vote at the meeting.
3. *Place of Meeting.* The board of directors may designate any place within State of Minnesota, Kenya or other agreed upon location, as the place of meeting for any annual meeting or for any special meeting. A waiver of notice signed by all stockholders entitled to vote at a meeting may designate any place, either within or without the State of Minnesota, as the place for the holding of such meeting. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be designated by the CEO or someone acting on his/her behalf.
4. *Notice of Meeting.* Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 nor more than 30 days before the date of the meeting, either personally, by electronic mail (email) or by regular mail, by or at the direction of the Chief Executive Officer (CEO), or the secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, Kenya Postal Service, or subsidiary Countries mail service addressed to the shareholder at his/her address as it appears on the stock transfer books of the corporation, with postage thereon prepaid.
5. *Closing Transfer Books or Fixing Record Date.* For the purpose of determining stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof, or stockholders entitled to receive payment of any dividend, or to make a determination of shareholders for any other proper purpose, the board of directors of the corporation may provide that the stock transfer books shall be closed for a stated period, but not to exceed 90 days. If the stock transfer books shall be closed for the purpose of determining stockholders entitled to notice of, or to vote at, a meeting of stockholders, such books shall be closed for at least 14 days immediately preceding such meeting. In lieu of closing the stock transfer books, the board of directors may fix in advance a date as the record date for any such determination of stockholders, such date in any event to be not more than 30 days, and in case of a meeting of stockholders, not less than 30 days prior to the date on which the particular action requiring such determination of stockholders is to be taken.

If the stock transfer books are not closed and no record date is fixed for the determination of stockholders entitled to notice of, or to vote at, a meeting of stockholders, or of stockholders entitled to receive payment of a dividend, the date that notice of the meeting is mailed or the date on which the resolution of the board of directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of stockholders. When a determination of stockholders entitled to vote at any meeting of stockholders has been made as provided in this section, such determination shall apply to any adjournment thereof except where the determination has been made through the closing of the stock transfer books and the stated period of closing has expired.

6. *Quorum.* A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders. If less than a majority of such outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally notified. The stockholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.
7. *Proxies.* At all meetings of stockholders, a stockholder may vote by proxy executed in writing by the stockholder or by his duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid after 1 year from the date of its execution unless otherwise provided in the proxy.
8. *Voting of Shares.* Subject to the provisions of any applicable law *or* any provision of the articles of *Jambostar Properties Limited.* or of these MOA concerning cumulative voting, each outstanding share entitled to vote shall be entitled to one vote on each matter submitted to a vote at a meeting of stockholders.

ARTICLE III

BOARD OF DIRECTORS

1. *General Powers.* The business and affairs of the corporation shall be managed by its board of directors.

2. *Number, Tenure, and Qualifications.* The number of directors of the corporation shall be 3. Directors shall be elected biannually at a meeting of stockholders, and the term of office of each director shall be until the next biannual meeting of stockholders and the election and qualification of his or her successor. Director can be re-elected into office to a maximum of 3 terms. The CEO of the corporation is automatic non-elected member of the board and shall remain so until termination of office by resignation, or assumption of new position other than CEO within the corporation.
3. *Regular Meetings.* A regular meeting of the board of directors shall be held without notice other than this MOA immediately after and at the same place as the annual meeting of stockholders or other agreed upon place. The board of directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office or such other place as the directors may determine in the absence of any designation in the resolution.
4. *Special Meetings.* Special meetings of the board of directors may be called by or at the request of the Chief Executive Officer (CEO) or any three (3) directors, and shall be held at the principal office of the corporation or at such other place as the directors may determine.
5. *Notice.* Notice of any special meeting shall be given at least 72 hours or as the case may be before the time fixed for the meeting, by written notice delivered personally, emailed, Phoned or mailed to each director at his or her business address, or the meeting could be conducted by telephone conference. If mailed, such notice shall be deemed to be delivered when deposited in Mail services of respective countries where Jambostar Properties Limited conducts business. If notice is given by telephone, such notice shall be deemed to be delivered when the Phone is answered. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.
6. *Quorum.* A majority of the number of directors fixed by these byMOA shall constitute a quorum for the transaction of business at any meeting of the board of directors, but if less than such majority is present at a meeting,

a majority of the directors present may adjourn the meeting from time to time without further notice.

7. *Board Decisions.* The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors *except that vote of not less than 2/3 of all the members of the board shall be required for the amendment of or addition to these bylaws or as the case may be.*
8. *Vacancies.* Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of stockholders called for that purpose.
9. *Compensation.* By resolution of the board of directors, the directors may be paid their expenses, if any, of attendance at each meeting of the board of directors, and may be paid a fixed sum for attendance at each meeting of the board of directors. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefore.
10. *Presumption of Assent.* A director of the company who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the company immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE IV

OFFICERS

11. *Number.* The officers of the corporation shall be a
 - Chief Executive Officer (CEO)
 - Four (4) Chief Operation Officers (COOs) as below
 - i. Rentals

- ii. Inventory, Research and Technology
 - iii. Sales and Marketing
 - iv. Construction and Designs
- Company Treasurer
 - Company Secretary

Each Officer above shall report directly to the CEO. Such other officers and assistant officers as may be deemed necessary may report to the head of the officer directly supervising him/her.

12. *Removal.* Any officer or agent elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
13. *Vacancies.* A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the CEO with the approval of board of directors for the unexpired portion of the term.
14. *Powers and duties.* The powers and duties of the several officers shall be as provided from time to time by resolution or other directive of the board of directors. In the absence of such provisions, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to this corporation.
15. *Salaries.* The salaries of the officers shall be fixed from time to time by the board of directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation.

ARTICLE V

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

1. *Contracts.* The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

16. *Loans.* No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.
17. *Checks, Drafts, or Orders.* All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the company shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.
18. *Deposits.* All funds of the company not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

ARTICLE VI.

CERTIFICATES FOR SHARES; TRANSFERS

1. *Certificates for Shares.* Certificates representing shares of the company shall be in such form as shall be determined by the board of directors. Such certificates shall be signed by the Chief Executive Officer (CEO) and by the secretary or an assistant secretary. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the corporation. All certificates surrendered to the company for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except that in case of a lost, destroyed, or mutilated certificate a new one may be issued therefore on such terms and indemnity to the corporation as the board of directors may prescribe.
19. *Transfer of Shares.* Transfer of shares of the company shall be made in the manner specified in agreed and specified by the board of directors. The corporation shall maintain stock transfer books, and any transfer shall be registered thereon only on request and surrender of the stock certificate representing the transferred shares, duly endorsed. The company shall have the absolute right to recognize as the owner of any shares of stock issued by it, the person or persons in whose name the certificate

representing such shares stands according to the books of the company for all proper corporate purposes, including the voting of the shares represented by the certificate at a regular or special meeting of stockholders, and the issuance and payment of dividends on such shares.

ARTICLE VII

FISCAL YEAR

The fiscal year of the corporation shall be the calendar year and begins on January 1st of each and end at midnight on December 31st of the following year.

ARTICLE VIII

DIVIDENDS

The board of directors may from time to time declare, and the company may pay, dividends on its outstanding shares in the manner and on the terms and conditions provided by law and its *articles* of incorporation.

ARTICLE IX

SEAL

The board of directors shall provide a company/corporate seal, which shall be circular in form and shall have inscribed thereon the name of the company and the country or state of incorporation and the words "Corporate Seal." The seal shall be stamped or affixed to such documents as may be prescribed by law or custom or by the board of directors.

ARTICLE X

WAIVER OF NOTICE

Whenever any notice is required to be given to any stockholder or director of the corporation under the provisions of these bylaws or under the provisions of the *articles* of incorporation or under the provisions of

law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

AMENDMENTS

These Memorandum of Association may be altered, amended, or repealed and new MOA may be adopted by the board of directors at any regular or special meeting of the board; provided, however, that the number of directors shall not be increased or decreased nor shall the provisions of Article Two, concerning the stockholders, be substantially altered, without the prior approval of the stockholders at a regular or special meeting of the stockholders, or by written consent. Changes in and additions to the bylaws by the board of directors shall be reported to the stockholders at their next regular meeting and shall be subject to the approval or disapproval of the stockholders at such meeting. If no action is then taken by the stockholders on a change in or addition to the bylaws, such change or addition shall be deemed to be fully approved and ratified by the stockholders.

Officers Title Signature Date

Abdullahi Mohamud COO (sales and Marketing) _____ / /
Ali M. Mahamud Chief Executive Office (CEO) _____ / /

