

RC 1709311



**CORPORATE AFFAIRS COMMISSION
FEDERAL REPUBLIC OF NIGERIA**

Certificate of Incorporation

I hereby certify that

EVERYTIN FOOD AND GROCERIES INTERNATIONAL LIMITED

*is this day incorporated under the COMPANIES AND ALLIED
MATTERS ACT 1990 and that the Company is Limited By Shares.*

Given under my hand at Abuja this 9th day of September, 2020.



TAX IDENTIFICATION NUMBER: 23655371-0001

1395386

A. G. ABUBAKAR

Registrar - General

CORPORATE AFFAIRS COMMISSION
(Established under the Companies and Allied Matters Act 1990)



FORM CAC 1.1

APPLICATION FOR REGISTRATION OF COMPANY
Form Must be Typed and not Handwritten
(Carefully read the Notes overleaf before you fill in the Form)

Type of Company (Tick as appropriate)

☐ LIMITED BY SHARES

☒

LIMITED BY GUARANTEE

☐ UNLIMITED

COMPANY NAME

EVERYTIN FOOD AND GROCERIES INTERNATIONAL LIMITED

SECTION A: Company Address

Registered Office Address and Head Office Address if different from Registered Office Address	
* Registered Office Address:	NO.15/17, BUBA GALADIMA STREET, SABON PEGI DAMATURU, (DAMATURU, YOBE)
Head Office Address: (If different from Registered Office Address)	N/A
* Email Address:	alexjona330@gmail.com

SECTION B: THE AUTHORIZED SHARE CAPITAL OF THE COMPANY IS:

ONE MILLION NAIRA	₦ 1,000,000
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AMOUNT IN WORDS	
DIVIDED INTO	1,000,000
OF	₦ 1
EACH	

*

Signature of Director

*

Name of Director & Tel.

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<http://stampduty.gov.ng/verification>

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2020-0475-22804-00619

SECTION C: PARTICULARS OF FIRST DIRECTORS & THEIR CONSENT TO ACT

Name and Addresses of Persons who are First Directors of the Company & Their Consent to Act

1.

*Name:	ALEXANDER JONATHAN AZUA				
*Residential Address:	no.3, AJAYI STREET, NEW JERUSALEM, DAMATURU,			*Nationality:	NIGERIAN
*City:	DAMATURU	*State:	YOBE	*Country of Residence:	NIGERIA
*ID No:	75969855985	*ID Type:	National ID Card	*E-mail:	alexjona3390@gmail.com
*Date of Birth:	Jan 18, 1990	*Gender:	MALE	*Phone No:	08085460533

Signature:

Alexander Jonathan Azua

Date:

31 August 2020

I consent to be a Director of the above Company

2.

*Name:	BAMGBADE GBEMISOLA FOLAS				
*Residential Address:	5, KOLA OLUKOTUN STREET EJIGBO,			*Nationality:	NIGERIAN
*City:	LAGOS	*State:	LAGOS	*Country of Residence:	NIGERIA
*ID No:	A24271008	*ID Type:	Permanent Voters' Card	*E-mail:	gbemisolafolas1986@gmail.com
*Date of Birth:	May 7, 1986	*Gender:	FEMALE	*Phone No:	08035855752

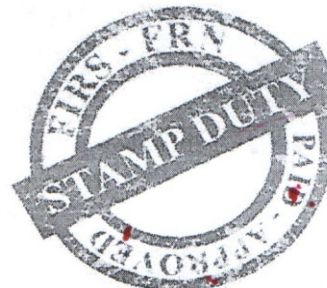
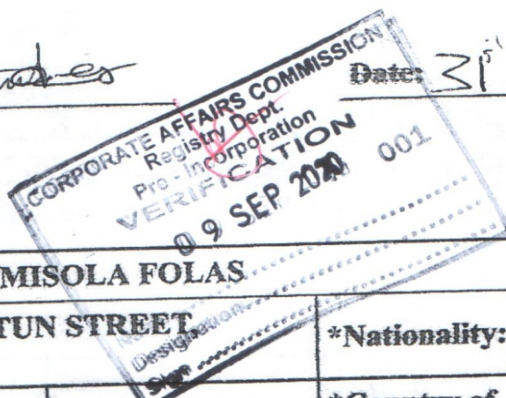
Signature:

Bamgbade Gbemisola Folas

Date:

31-08-2020

I consent to be a Director of the above Company



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3.

*Name:	OKON UNYIME JOSEPHINE				
*Residential Address:	NO.7, NEW JERUSALEM,			*Nationality:	NIGERIAN
*City:	DAMATURU	*State:	YOBE	*Country of Residence:	NIGERIA
*ID No:	A25137617	*ID Type:	Permanent Voters' Card	*E-mail:	unyimeokon771@gmail.com
*Date of Birth:	Oct 20, 1989	*Gender:	FEMALE	*Phone No:	08175877968

Signature: _____

I consent to be a Director of the above Company

Date: 31st August 2020

4.

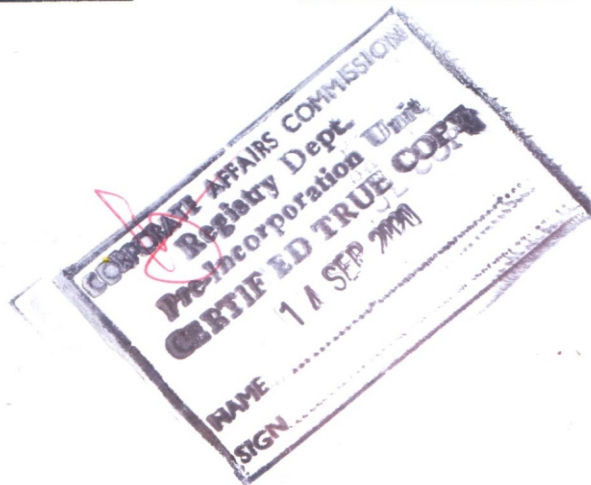
*Name:	FOSTER EVELYN				
*Residential Address:	TITUS JAMES RESDENCE, OKALA ESTATE,			*Nationality:	NIGERIAN
*City:	YENAGOA	*State:	BAYELSA	*Country of Residence:	NIGERIA
*ID No:	A08553014	*ID Type:	International Passport	*E-mail:	evelynfoster2020@gmail.com
*Date of Birth:	Nov 10, 1984	*Gender:	FEMALE	*Phone No:	08068225465

Signature: _____

I consent to be a Director of the above Company

Date: _____

31 August 2020



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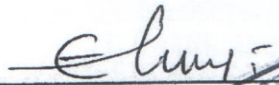
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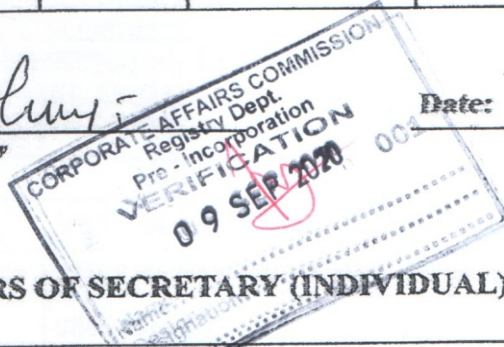
*Name:	EDOKI ELIAS ISAAC				
*Residential Address:	N0,3, AGABARA PLAYGROUND ROAD, IGBO-EKUERKU, ABI LGA,			*Nationality:	NIGERIAN
*City:	IGBO-EKUERKU	*State:	CROSS RIVER	*Country of Residence:	NIGERIA
*ID No:	46005393859	*ID Type:	National ID Card	*E-mail:	dailtonedetailing@gmail.com
*Date of Birth:	Nov 11, 1976	*Gender:	MALE	*Phone No:	08037336990

Signature:

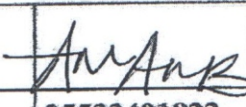


I consent to be a Director of the above Company

Date:

31st August - 2020

SECTION D: PARTICULARS OF SECRETARY (INDIVIDUAL)

*Name:	ABUBAKAR ABDULLAHI BAGARE				
*Address:	NO.3, BAREWA STREET, GRA, DAMATURU, (DAMATURU, YOBE)				
*Phone No:	07068333869	*E-Mail:	abdullahiabubakarabagare@gmail.com	*Signature:	
*ID Type:	National ID Card			*ID No:	25533401823

SECTION D1: PARTICULARS OF SECRETARY (FIRM/CORPORATION)

SECTION E: Statutory Declaration of Compliance with the requirements of CAMA by a Legal Practitioner



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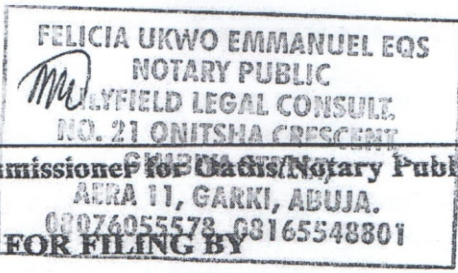
Stamp Duty Cert. No:

2020-0475-22804-00619

*Name Of Deponent:	YELWA VICTORIA		
*Address:	SUIT 307B SAMFA PLAZA WUSE ZONE 5F (ABUJA, FCT)		
*Accreditation No. (If Any):	NBA/IND/44143	*Phone No:	08036189098

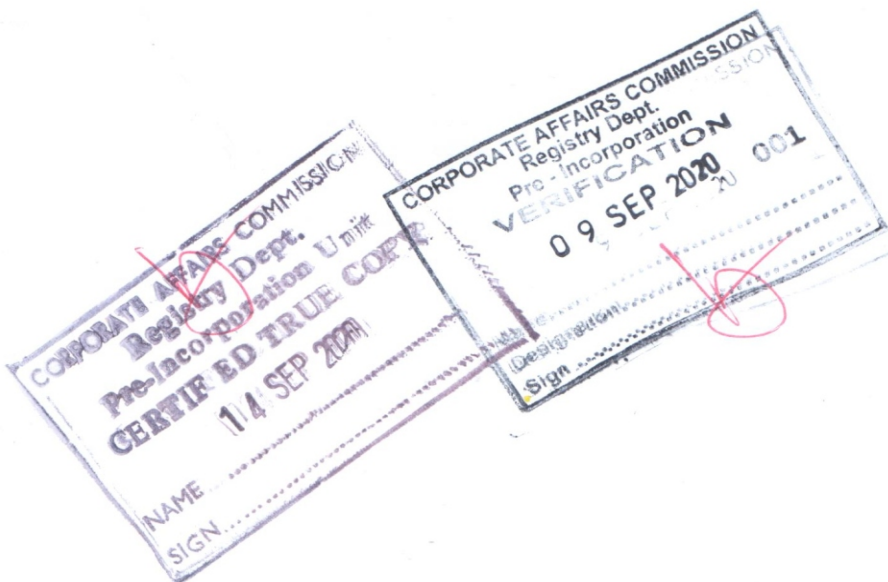
Do solemnly declare that the above proposed company has fulfilled the requirements for its registration

Declared at Abuja On the 31st day of August 2020

Before Me: 
 FELICIA UKWO EMMANUEL EQS
 NOTARY PUBLIC
 LILYFIELD LEGAL CONSULT
 NO. 21 ONITSHA CRESCENT
 GARKI, ABUJA.
 08076055578, 08165548801
 Commissioner for Oaths/Notary Public
 PRESENTED FOR FILING BY


 Deponent

*Name:	YELWA VICTORIA		
*Address:	SUIT 307B SAMFA PLAZA WUSE ZONE 5 (WUSE, FCT)		
*Phone No:	08036189098	*E-Mail:	victoriayelwa444@gmail.com
Accreditation No. (Where Applicable):	NBA/NYSC/1502	*Date:	31-08-2020



Verify Electronic Stamp here:

<http://stampduty.gov.ng/verification>

Stamp Duty Cert. No:

2020-0475-22804-00619

Notes:

A copy of either the Data Page of International Passport, driver's license or National Identity Card of every individual director, subscriber and secretary must be attached to this application. For non-Nigerians only Data Page of International Passport is acceptable.

Directors must be individuals and not below the age of 18 years. See section 257 CAMA for other grounds of disqualification.

Minors can subscribe to the shares of the company provided there are at least two other qualified persons.

A copy of Birth Certificate of every minor that is a subscriber issued by the National Population Commission or Data Page of International Passport must be attached.

Where a corporate body is a subscriber or nominates a director to the board for a fixed term, a board resolution to that effect must be attached. For a corporate body registered outside Nigeria, a copy of certificate of registration duly translated if not in English Language must in addition be provided.

The minimum share capital for a private company is N10,000 and N500,000 for a public company. At least 10 percent of the nominal share capital must be issued at all times. Please check the guidelines of other regulatory bodies for the capital requirements for companies operating in those sectors.

A company limited by guarantee should not be registered with a share capital. The Commission is also required by law to refer the memorandum to the Attorney General of the Federation for approval before registration.

Foreigners that are directors or subscribers using Nigerian addresses must attach copies of their residence permit. Other foreigners should use their residential addresses in their country of residence.

This form must be accompanied by duly signed and stamped copies of the memorandum and articles of association. Companies are required to adopt the applicable model articles in Table 'A' of CAMA. Any modification to the table must be highlighted and registered together with the memorandum.

A first director or subscriber can prepare or present the incorporation documents directly to the Commission for processing. The use of accredited professionals is no longer necessary provided all matters incidental to the registration are complied with.

All asterisked fields on the form are mandatory



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<http://stampduty.gov.ng/verification>

Stamp Duty Cert. No:

2020-0475-22804-00619

FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS ACT, 1990
COMPANIES LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF

**EVERYTIN FOOD AND GROCERIES INTERNATIONAL
LIMITED**

1. The name of the Company is: **EVERYTIN FOOD AND GROCERIES INTERNATIONAL LIMITED**
2. The Registered office of the Company will be situated in Nigeria.
3. The objects for which the Company is established are:
 - A. To carry on the business of manufacturing and processing of agro products into consumable, agric and agro allied products, be keeping exportation and harvesting, processing, bagging and otherwise dealing in all farm produce. To engage in the business of solid mineral in all its branches, to manufacture, extract, own, operate and deal in all solid mineral products to supply, export, all forms of solid minerals and to act as government representatives both in Nigeria and outside in distribution of solid mineral components.
 - B. To carry on the business of food production food processing, manufacture and supply repackaging of finish food, beverages and foods of all kinds and description. including processing mineral drinks manufacture and supply of nature's yield cola, juice of all kinds, bottled water, To act as distributors, wholesalers, retailers, dealers, importers, exporters of beverages of all kinds.
 - C. To operations of e-commerce platforms for groceries and food items, operations of point sales shops for groceries and food items across cities, formation of franchise shops for food and groceries.
 - D. To act as a marketing company or wholesaler to manufacturers, and to act as a general contracts for food items, groceries, and consumable products
 - E. To carry on all or any business of transport, (excluding air and sea) cartage and haulage contractors, garage proprietors, owners and charters of motor vehicles, a and tugs, ships, barges and boats of every description, lighter men and carriers of goods and passengers by road, rail, water or cabmen, cartage contractors and agents.
 - F. To carry on any of or all of the operations involved in the production, storage, processing, packaging, manufacturing, distribution and marketing of agricultural produce and products, including the supply of goods and services required for agricultural production, and generally to engage in agribusiness and in any or all facets of the agro-allied industry.
 - G. To carry on the business of agricultural services and production of agric and agro allied products, bee keeping exportation and harvesting, processing, bagging and otherwise dealing in all farm produce. To engage in the business of solid mineral in all its branches, to manufacture, extract, own, operate and deal in all solid mineral products to supply, export, all forms of solid minerals and to act as government representatives both in Nigeria and outside in distribution of solid mineral components.
 - H. To carry on the business of food production food processing, manufacture and supply repackaging of finish food, beverages and foods of all kinds and description. including processing mineral drinks manufacture and supply of nature's yield cola, juice of all kinds, bottled water, To act as distributors, wholesalers, retailers, dealers, importers, exporters of beverages of all kinds.
 - I. To carry on the business of trading and marketing, sales and distribution of general goods, manufactured or not, commission agents, manufacturers' representatives, importers, exporters, suppliers, general contractors and general merchants; to buy, sell, manufacture or otherwise deal in any substance products systems and appliances that will enable it realize its set objects or that is commonly or usually bought, sold, manufactured or dealt in by persons carrying on any businesses having objects similar to that of the company.

J. To borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) 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 (whether present or future) including its uncalled capital, and also by similar mortgage, charge lien to secure and guarantee the performance by the company of any obligations or liability it may undertake

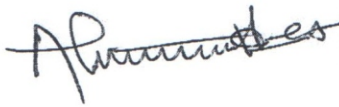
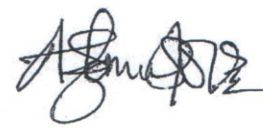

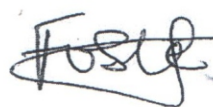

K. To do all such other things as may be considered incidental or conducive to the attainment of the above objects or any of them.

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 divided into 1,000,000 ordinary shares of 1 each.

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: ALEXANDER JONATHAN AZUA Address: NO.3, AJAYI STREET, NEW JERUSALEM, DAMATURU, (DAMATURU, YOBE)	800,000	
2	Name: BAMGBADE GBEMISOLA FOLAS Address: 5, KOLA OLUKOTUN STREET, EJIGBO, (LAGOS, LAGOS)	50,000	
3	Name: OKON UNYIME JOSEPHINE Address: NO.7, NEW JERUSALEM, (DAMATURU, YOBE)	50,000	
4	Name: FOSTER EVELYN Address: TITUS JAMES RESDENCE, OKAKA ESTATE, (YENAGOA, BAYELSA)	50,000	
5	Name: EDOKI ELIAS ISAAC Address: NO.3, AGABARA PLAYGROUND ROAD, IGBO-EKUERKU, ABI LGA, (IGBO-EKUERKU, CROSS RIVER)	50,000	



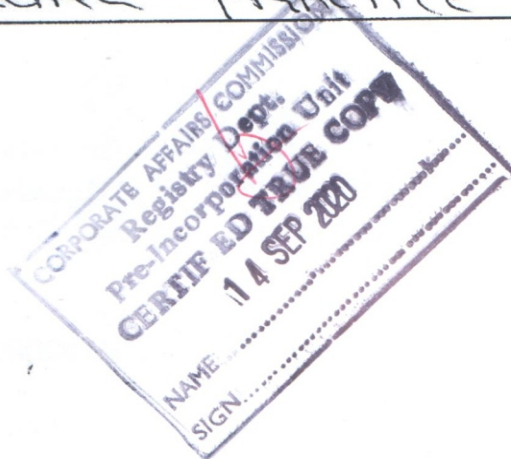
Dated this 31st day of August 20 20

Particulars of witness to the above signatures: -

Name of Witness: YELWA VICTORIA

Address of Witness: SUIT 307, SAMFA PLAZA, PLOT 2055
NUDDLA CRESCENT, OFF MICHAEL OKPARA WUSE ZONE ABU

Occupation of Witness: LEGAL PRACTICE



FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS ACT, 1990
COMPANIES LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF

EVERYTIN FOOD AND GROCERIES INTERNATIONAL
LIMITED

1. INTERPRETATION

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

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.

4. PRE-EMPTIVE RIGHTS OF SHAREHOLDERS OF THE COMPANY

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 not exceed 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

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.


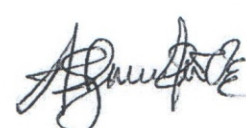

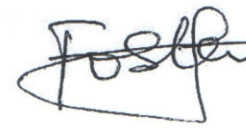

9. THE SEAL

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 it 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	Name: ALEXANDER JONATHAN AZUA Address: NO.3, AJAYI STREET, NEW JERUSALEM, DAMATURU, (DAMATURU, YOBE)	
2	Name: BAMGBADE GBEMISOLA FOLAS Address: 5, KOLA OLUKOTUN STREET, EJIGBO (LAGOS, LAGOS)	
3	Name: OKON UNYIME JOSEPHINE Address: NO.7, NEW JERUSALEM, (DAMATURU, YOBE)	
4	Name: FOSTER EVELYN Address: TITUS JAMES RESDENCE, OKAKA ESTATE, (YENAGOA, BAYELSA)	
5	Name: EDOKI ELIAS ISAAC Address: NO.3, AGABARA PLAYGROUND ROAD, IGBO-EKUERKU, ABI LGA, (IGBO-EKUERKU, CROSS RIVER)	

Dated this 31 day of August 2020

Particulars of witness to the above signatures:

Name of Witness:

TELWA VICTORIA

Address of Witness:

SUIT 307, SAMFA PLAZA, PLOT 2055,
OFF MICHAEL OKPARA WAY WUSE ZONE 5 ABUJA

Occupation of Witness:

LEGAL PRACTICE

