

RC 1511666



**CORPORATE AFFAIRS COMMISSION
FEDERAL REPUBLIC OF NIGERIA**

Certificate of Incorporation

I hereby certify that

NIGERIA AIR 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 18th day of July, 2018.



AZUKA OBIAGELI AZINGE

Registrar - General

1101609

CORPORATE AFFAIRS COMMISSION

FEDERAL REPUBLIC OF NIGERIA



FORM CAC 1.1

THE COMMISSIONER OF
STAMP DUTIES CHARGEABLE WITH A
DUTY OF...
AND THE DUTY THEREON HAS BEEN
ASSESSED ACCORDINGLY
COMMISSIONER OF STAMP DUTIES

STAMP DUTY

PAID

Type of Company
(Tick as appropriate)

NIN 50BJ

10-01-04 03:40

LIMITED BY SHARES

X

LIMITED BY GUARANTEE

CORPORATE AFFAIRS COMMISSION
Registry Dept.
Pre-Incorporation Unit
CERTIFIED TRUE COPY

18 JUL 2018

COMPANY NAME

NIGERIA AIR LIMITED

SECTION A: Company Address

Registered Office Address and Head Office Address if different from Registered Office Address

Registered Office Address:	NO. 16 YEDSERAM CRESCENT OFFICE WAY, MAITAMA, ABUJA FCT , ABUJA, FCT
Head Office Address: (If different from Registered Office Address)	
Email Address:	EHMUSA33@HOTMAIL.COM

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

TWO BILLION SHARES N 2,000,000,00

DIVIDED INTO

2,000,000,000

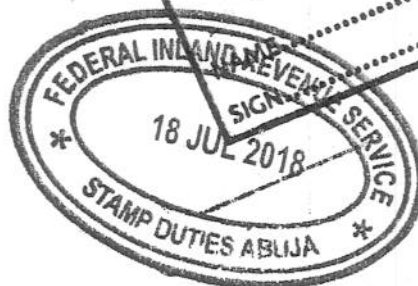
AMOUNT IN WORDS

EACH

Signature of Director

CORPORATE AFFAIRS COMMISSION
Registry Dept.
Pre-Incorporation Unit
VERIFICATION
18 JUL 2018 004

Name of Director & Tel. No.



Verify Electronic Stamp here: <http://stampduty.gov.ng/verification>

Stamp Duty Cert. No: 2018-0086-07548-70129

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

1. Name and Addresses of Persons who are First Directors of the Company & Their Consent to Act					
*Name:	MUSA HASSAN				
*Residential Address:	NO. 2A HABISCUS CLOSE GADUWA HOUSING ESTATE, ABUJA (ABUJA, FCT)			*Nationality:	Nigerian
*City:	ABUJA	*State:	FCT	*Country of Residence:	NIGERIA
*ID No:	F0034546	*ID Type:	International Passport	*E-Mail:	EHMUSA33@HOTMAIL
*Date of Birth:	Oct 10, 1962	*Gender:	MALE	*Phone No.:	08088812344

Signature: _____

Date: 17TH JULY 2018

I Consent to be a Director of the above named Company

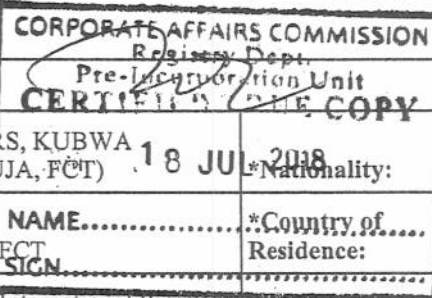
2.

*Name:	IBRAHIM AMINU DUTSE				
*Residential Address:	BLOCK C, FLAT 1, PSIN QUARTERS, KUBWA EXPRESSWAY, ABUJA FCT (ABUJA, FCT)			*Nationality:	Nigerian
*City:	ABUJA	*State:	FCT	*Country of Residence:	NIGERIA
*ID No:	F00029413	*ID Type:	International Passport	*E-Mail:	AMINUDUTSEIBRAHIM
*Date of Birth:	Oct 6, 1960	*Gender:	MALE	*Phone No.:	08037162013

Signature: _____

Date: 17TH JULY, 2018

I Consent to be a Director of the above named Company

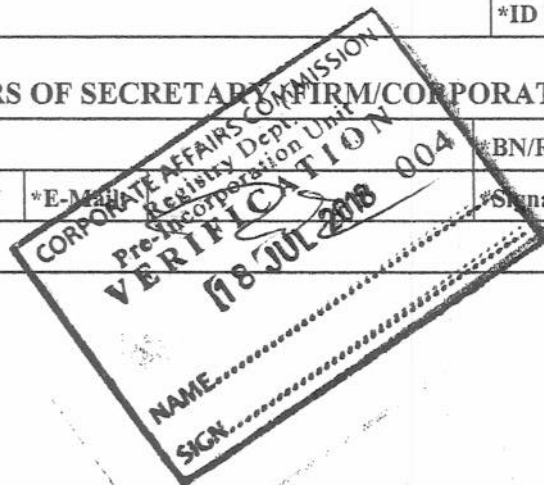


SECTION D: PARTICULARS OF SECRETARY (INDIVIDUAL)

*Name:	LIMAN SULEIMAN SHEHU				
*Address:	NO. 20 ANDY AROMIE STREET OFF NEPA ROAD, KUBWA, ABUJA FCT				
*Phone No:	08029018215	*E-Mail:	LAUDCLEAR@YAHOO.COM	*Signature:	
*ID Type:	Driver's License			*ID No:	ABC33075AC16

SECTION D1: PARTICULARS OF SECRETARY (FIRM/CORPORATION)

*Name:				*BN/RC No.:	
*Phone No:		*E-Mail:		*Signature:	
*Address:					

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Stamp Duty Cert. No: 2018-0086-07548-70129

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

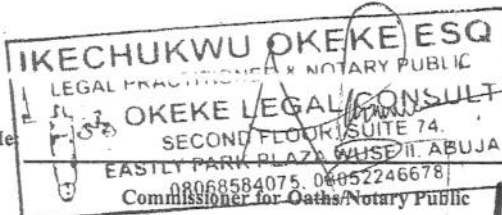
*Name Of Deponent:	ABDULKADIR GIDADO		
*Address:	SUITE 111-113 THEODAK PLAZA CBD ABUJA FCT		
*Accreditation No. (If Any):	NBA/IND/10166	*Phone No.:	08038498744

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

Declared at Abuja On the _____

Day Of 07 2018

Before Me



[Signature]
Deponent



PRESENTED FOR FILLING BY:

*Name:	GIDADO ABDULKADIR RILWAN	NAME.....
*Address:	19 dasuki crest kubwa	SIGN.....
*Phone No:	08038498744	*E-Mail: ragdanmallamborgu@gmail.com
*Accreditation Number (Where Applicable):	nba/ind/10166	*Date:



FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS ACT, 1990

FEDERAL REPUBLIC OF NIGERIA

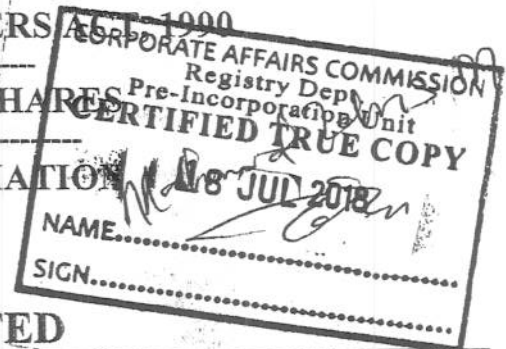
COMPANIES LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION
OF

STAMP DUTY

NIGERIA AIR LIMITED



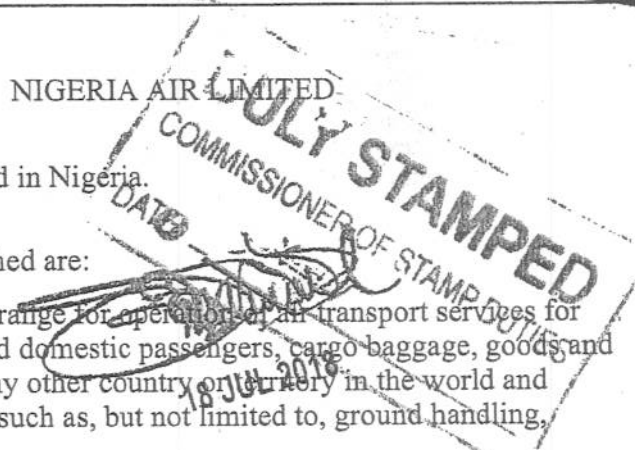
NGN START 10-01-01 00.40

1. The name of the Company is: NIGERIA AIR LIMITED

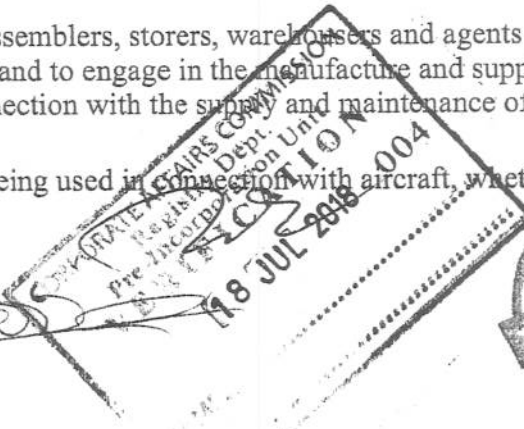
2. The Registered office Company will be situated in Nigeria.

3. The objects for which the Company is established are:

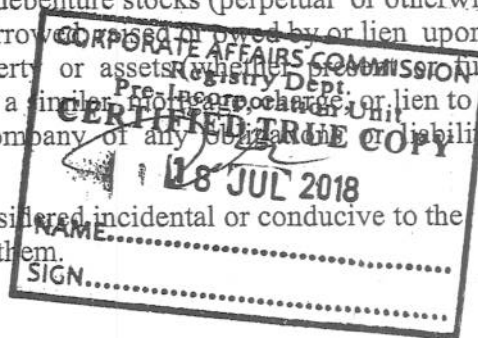
- 1 To establish, operate, manage and arrange for operation of all transport services for carriage of international, regional and domestic passengers, cargo baggage, goods and mails to or from Nigeria or within any other country or territory in the world and provide services as may be required such as, but not limited to, ground handling, catering, maintenance, training etc.
- 2 To provide all necessary or desirable services ancillary to the aforementioned object, including booking, reservation, routing and ticketing services, baggage management, in-flight catering and entertainment, and the provision of hotel accommodation where appropriate.
- 3 To purchase, hire, charter, or otherwise acquire aircraft of all descriptions, whether or not classified as feeder liners or airliners, and including helicopters, hovercraft and seaplanes; and to operate, use, maintain, dispose of, and deal in the same in any desired manner.
- 4 To engage in the business of airline contractor managers, and, on behalf of owners wheresoever domiciled, to run and manage airlines howsoever characterized and of whatever fleet size.
- 5 To carry on the business of assemblers, storers, warehousemen and agents or the sale of aircraft parts and accessories and to engage in the manufacture and supply of things capable of being used in connection with the supply and maintenance of aircraft parts and accessories.
- 6 To manage sites capable of being used in connection with aircraft, whether or not as aircraft depot or aerodromes.



A/N 14, 183, 005
18 JUL 2018



- 7 To provide air support services of any description whatsoever, whether or not in connection with rescue operations and the delivery of emergency aid by air, aerial fire-fighting; aerial photography, the aerial inspection of, or attention to, pipelines, telephone cables, industrial and military installations, livestock, game animals, farmland, archaeological sites and ecological features.
- 8 To carry on the business of general contractors, general suppliers, trading, marketing, sale and distribution of general goods be they manufactured or not, commission agents, manufacturers' representatives, importers and exporters, general merchandise; general services, to buy, sell, manufacture and deal in all articles, substances, products, systems and appliances that will enable it realize its set objectives.
- 9 To borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debenture and debenture stocks (perpetual or otherwise), and to secure the repayment of any money borrowed by or lien upon the whole or any part of the company's property or assets (including its uncalled capital and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the company of any obligation or liabilities it may undertake).
- 10 To do all such other things as may be considered incidental or conducive to the attainment of the above objects or any of them.

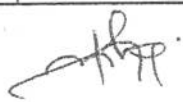


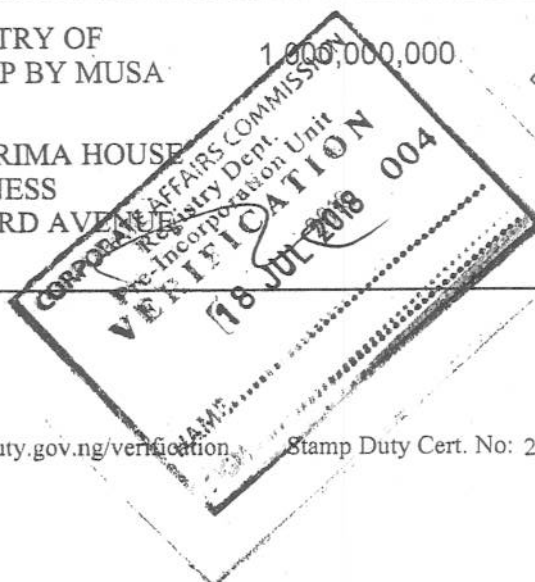
4. The Company is a private company

5. The liability of the members is limited by share.

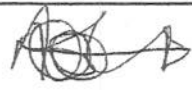
6. The nominal share capital of the Company is 2,000,000,000 divided into 2000000000 ordinary shares of 1.0 each.

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: FEDERAL MINISTRY OF Transportation (REP BY MUSA HASSAN) Address: BUKAR DIPCHARIMA HOUSE CENTRAL BUSINESS DISTRICT, OFF 3RD AVENUE ABUJA FCT	1,000,000,000	



Verify Electronic Stamp here: <http://stampduty.gov.ng/verification> Stamp Duty Cert. No: 2018-0086-07548-70129

SN	NAME AND ADDRESS OF SUBSCRIBER	NO. OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
2	Name: FEDERAL MINISTRY OF TRANSPORTATION(REP BY IBRAHIM AMINU DUTSE) Address: BUKAR DIPCHARIMA HOUSE CENTRAL BUSINESS DISTRICT, OFF 3RD AVENUE, ABUJA FCT	1,000,000,000	

Dated this 17 day of

day of

Particulars of witness to the above signatures:

Name of Witness:

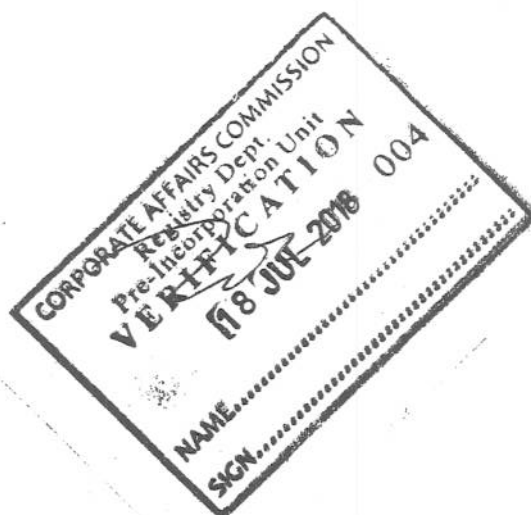
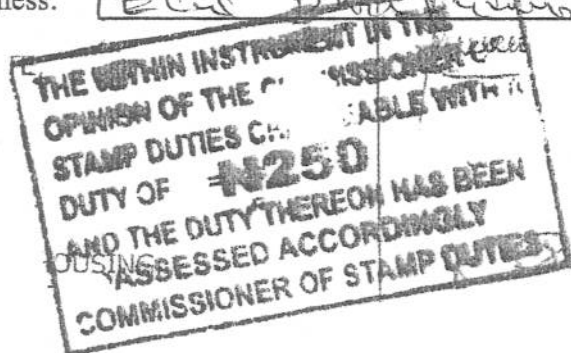
Address of Witness:

Occupation of Witness:

A. R. G. I. S.

Suite 111-113

12000 2nd Floor



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Stamp Duty Cert. No: 2018-0086-07548-70129

**FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS ACT, 1990**

FEDERAL REPUBLIC OF NIGERIA

COMPANIES LIMITED BY SHARES

**ARTICLES OF ASSOCIATION
OF**

FIRS

FEDERAL INLAND REVENUE SERVICE

STAMP DUTY

NIGERIA AIR LIMITED



NGN SHART 18-01 01 05140

1. INTERPRETATION

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

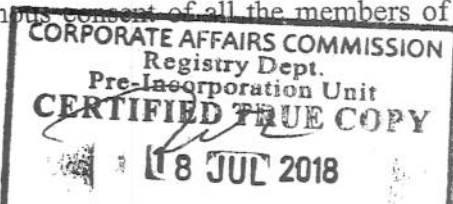
4. PRE-EMPTIVE RIGHTS OF SHAREHOLDERS OF THE COMPANY



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Stamp Duty Cert. No: 2018-0086-07548-70129 ..

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.

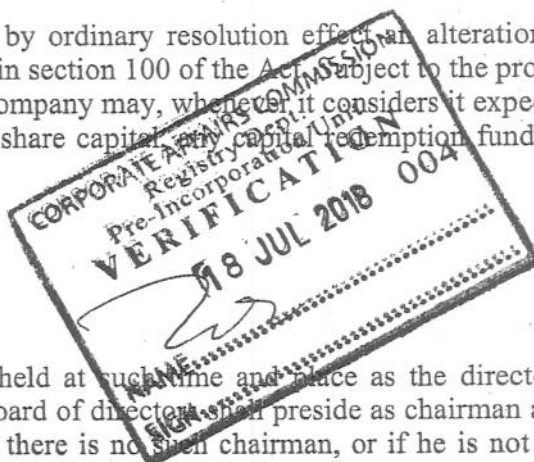


5. COMMISSIONS AND BROKERAGE

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 be disclosed 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 any issue of shares pay such brokerage as may be lawful.

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, or any capital redemption fund or any share premium account.



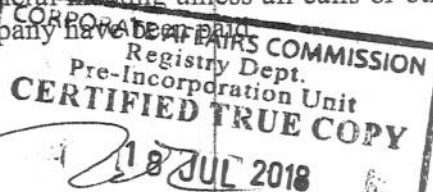
7. MEETINGS

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.





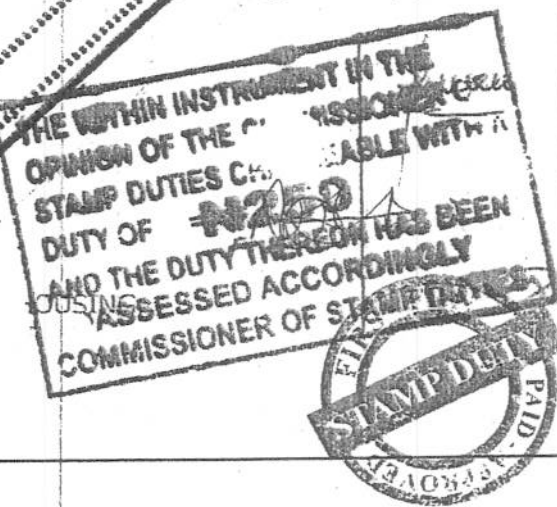
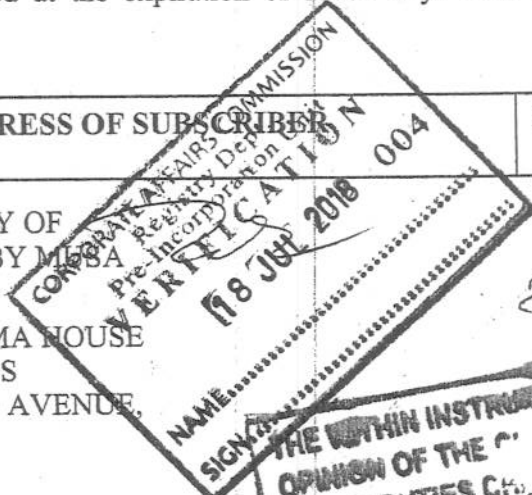
9. THE SEAL

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: FEDERAL MINISTRY OF Transportation (REP BY MUSA HASSAN) Address: BUKAR DIPCHARIMA HOUSE CENTRAL BUSINESS DISTRICT, OFF 3RD AVENUE, ABUJA FCT	
2	Name: FEDERAL MINISTRY OF TRANSPORTATION (REP BY IBRAHIM AMINU DUTSE) Address: BUKAR DIPCHARIMA HOUSE CENTRAL BUSINESS DISTRICT, OFF 3RD AVENUE, ABUJA FCT	



Dated this

13

day of

1

2018

Particulars of witness to the above signatures:

Name of Witness:

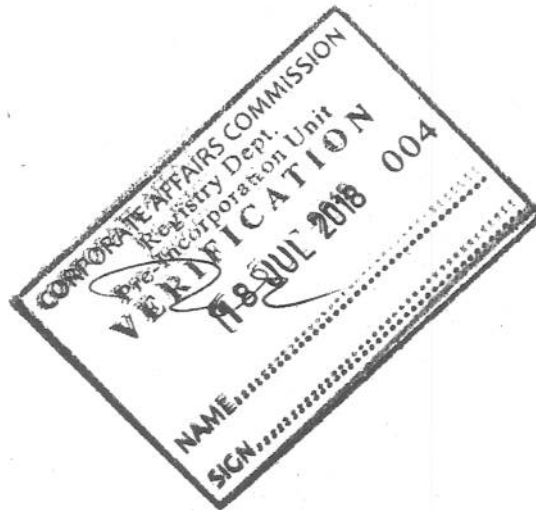
A. N. Oisany

Address of Witness:

Suite 116-117, IT House, Phase 1A

Occupation of Witness:

Legal practitioner



Verify Electronic Stamp here: <http://stampduty.gov.ng/verification>

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Notes:

- a) 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.
- b) Directors must be individuals and not below the age of 18 years. See section 257 CAMA for other grounds of disqualification.
- c) Minors can subscribe to the shares of the company provided there are at least two other qualified persons.
- d) 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.
- e) 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 incorporated outside Nigeria, a copy of certificate of registration duly translated if not in English Language must in addition be provided.
- f) The minimum share capital for a private company is ₦10,000 and for a public company, at least 25 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.
- g) A company limited by guarantee should not be registered with a share capital. The Commission is also required by law to refer the memorandum of article of association to the Attorney General of the Federation for approval before registration.
- h) 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.
- i) 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.
- j) 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.
- k) All asterisked fields on the form are mandatory

