

RC 1514642



**CORPORATE AFFAIRS COMMISSION
FEDERAL REPUBLIC OF NIGERIA**

Certificate of Incorporation

I hereby certify that

NEBULAR ENGINEERING SOLUTIONS 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 31st day of July, 2018.



AZUKA OBIAGELI AZINGE

Registrar - General

1161906

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

COMPANIES LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION
OF**

NEBULAR ENGINEERING SOLUTIONS LIMITED

1. The name of the Company is: **NEBULAR ENGINEERING SOLUTIONS LIMITED**
2. The Registered office Company will be situated in Nigeria
3. The objects for which the Company is established are:
 - 1 To engage in the business of electricity power generation, distribution and electricity trading as prescribed by the electric Power sector reform Act 2001.
 - 2 To carry on the business of Electricity system operation including procurement and schedule of ancillary services, system Planning for long term capacity and such other activities as may be required for reliable and efficient electricity supply.
 - 3 To construct operate and maintain distribution system and facilities for electricity supply and to carry on business of extending and connecting electricity grid to outlying areas.
 - 4 To carry on business of installing, Billing and reading of Electricity Meters, Collection of revenue in respect of electricity supply and such other electricity distribution services as prescribed by the Electric Power Sector Reform Act 2001
 - 5 To engage in the generation and distribution of all forms of renewable energy and To acquire licences and engage in the lifting of crude oil and all other petroleum products including gas, petro chemical and kerosene by exportation from the country and to engage in bulk importation of refined petroleum and all allied products, commodities, appliances and things used for or in connection with the company's business and to prepare, package, preserve and deal in general goods of all kinds and description.
 - 6 To Develop Independent Power Plants (IPPs) in Nigeria, Develop power generation and distribution assets in Nigeria aimed at delivering power directly to homes and industries, Design and maintain cost effective power projects
 - 7 To engage in the sale, trade and commercial distribution of Power to homes, industries, government agencies and allied consumers.



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- 8 To carry on business as general contractors, importers, exporters, suppliers, dealer's retailers, manufacturers, agents, representatives and dealers in all kinds of power related products and articles within Nigeria and beyond
- 9 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 or assets.
- 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 1,000,000.00 divided into 1000000 ordinary shares of 1.00 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: MACHUNGA-SAMBO LADI AISHATU Address: NO. 4A WASE CLOSE GRA (JOS, PLATEAU)	200000	<i>[Signature]</i>
2	Name: OBANDE SOLOMON OGABA Address: NO. 4A WASE CLOSE GRA, (JOS, PLATEAU)		<i>[Signature]</i>



Dated this 31 Name day of 07 201 18

Particulars of witness to the above signatures:

Name of Witness:

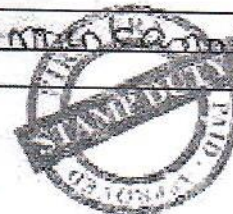
Address of Witness:

Occupation of Witness:

Maulumb Mark

No 9A N'diamena Street off Amankano Cre. Abuja

Solicitor



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

COMPANIES LIMITED BY SHARES

**ARTICLES OF ASSOCIATION
OF**

NEBULAR ENGINEERING SOLUTIONS LIMITED

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 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 THIS COMPANY



8. VOTING

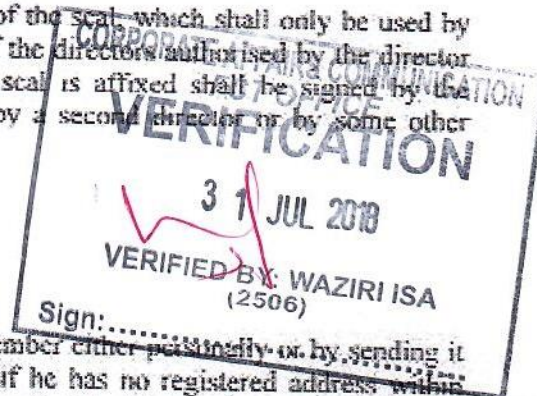
No member shall be entitled to vote at any general meeting unless all calls or other sums payable by him in respect of shares in the company have been paid.

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: MACHUNGA-SAMBO LADI AISHATU Address: NO. 4A WASE CLOSE GRA (JOS, PLATEAU)	
2	Name: OBANDE SOLOMON Address: NO. 4A WASE CLOSE GRA (JOS, PLATEAU)	



Dated this 31 day of 07

Particulars of witness to the above signatures

Name of Witness:

Address of Witness:

Occupation of Witness:

Mailbox Mark
No 9A Midamena Street, Off Aminu Kano She, Abuja
Subscriber



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CORPORATE AFFAIRS COMMISSION

(Established under the Companies and Allied Matters Act 1990)



FORM CAC L1

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



LIMITED



COMPANY NAME

NEBULAR ENGINEERING SOLUTIONS LIMITED

SECTION A: Company Address

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

Registered Office Address:

4B WASE CLOSE GRA, JOS, PLATEAU STATE

Head Office Address:
(If different from Registered Office Address)

Email Address:

obandesolomon@gmail.com



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

one million naira

N 1,000,000.00

AMOUNT IN WORDS

DIVIDED INTO

1,000,000

OF N 1.00

EACH

Signature of Director

Corporate Affairs Commission
Certified True Copy

01 AUG 2018

Name

Designation

Signature

Name of Director & Tel No



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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:	ORANDE SOLOMON OGABA				
*Residential Address:	NO 4A WASE CLOSE GRA, (JOS, PLATEAU)		*Nationality:	Nigerian	
*City:	JOS	*State:	PLATEAU	*Country of Residence:	NIGERIA
*ID No:	A06046599	*ID Type:	International Passport	*E-Mail:	orandesolomon@gmail.com
*Date of Birth:	Jul 28, 1947	*Gender:	MALE	*Phone No.:	08036168182

Signature: [Signature]

I Consent to be a Director of the above named Company

2.

*Name:	MACHUNGA-SAMBO LADI AISHATU				
*Residential Address:	NO 4A WASE CLOSE GRA (JOS, PLATEAU)		*Nationality:	Nigerian	
*City:	JOS	*State:	PLATEAU	*Country of Residence:	NIGERIA
*ID No:	A50283434	*ID Type:	International Passport	*E-Mail:	msaisha@temple.edu
*Date of Birth:	Apr 29, 1984	*Gender:	FEMALE	*Phone No.:	07080812505

Signature: [Signature]

I Consent to be a Director of the above named Company

Date: 31/07/2018

SECTION D: PARTICULARS OF SECRETARY (INDIVIDUAL)

*Name:	MAILIMO MARK				
*Address:	NO 9A, N'DJAMENA STREET, OFF AMINU KANO CRESCENT, WUST II				
*Phone No:	08035909111	*E-Mail:	markmaile@gmail.com	*Signature:	<u>[Signature]</u>
*ID Type:	International Passport		*ID No:	A072736638	

SECTION DI: PARTICULARS OF SECRETARY (FIRM/ CORPORATION)

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

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

*Name Of Deponent:	MARK MAILUMO		
*Address:	NO. 9A, N'DJAMENA STREET, OFF AMINI/ KANO CRESCENT, WUSE II,		
*Accreditation No. (If Any):	NBA/TND/10020	*Phone No.:	08035909111

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

Declared at _____ On the 31st Day Of July 20 18


Before Me:



Commissioner for Oaths/Notary Public

RUTH IDOWU
NOTARY PUBLIC
 SUITE B48, DANZIYAL PLAZA,
 OPP. NNPC FILLING STATION,
 OBU WAY CBD, ABUJA,
 08050775048, 08033471617
 ruthidowu23@gmail.com

Sign: _____ Date: _____


 Deponent

PRESENTED FOR FILING BY:

*Name:	MAHJIMO MARK TERVIER		
*Address:	64, ASSOCIATED ESTATES, KARMOLIFE-CAMP, D 1 AUG 2018		
*Phone No:	2348035909111	Name:	terviermark@gmail.com
*Accreditation Number (Where Applicable):	NBA/TND/10020	Designation:	
		Signature:	<u>31 JUL 2018</u>

Corporate Affairs Commission
Certified True Copy



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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 registered 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 N10,000 and N500,000 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



FEDERAL REPUBLIC OF NIGERIA



CORPORATE AFFAIRS COMMISSION

NOTICE OF APPROVAL

The CAC is pleased to inform you that one of your requested names has been **approved** and will be reserved for 60 (Sixty) days.

APPROVED NAME	NEBULAR ENGINEERING SOLUTIONS LIMITED
AVAILABILITY CODE	32190537729
RESERVED ON	2018-07-02 07:29:15.667
RESERVED UNTIL	August 31, 2018
APPROVED BY	Ibrahim Gassol

SUBMITTED BY	mailumo mark terver
ADDRESS	64, ASSOCIATED ESTATES, KARMO LIFE-CAMP,
PHONE NO.	2348035909111
COMMENTS	

Note:

1. Notwithstanding availability of name, the Commission reserves the right to refuse registration of name.
2. Any registration initiated without payment of filing fees shall expire after 60 days from the date of approval of the reserved name.