

RC 1736995



**CORPORATE AFFAIRS COMMISSION
FEDERAL REPUBLIC OF NIGERIA**

Certificate of Incorporation

I hereby certify that

ROCK HOMES & GARDENS ESTATE 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 20th day of November, 2020.

TAXPAYER IDENTIFICATION NUMBER
TIN: 23747657-0001



A. G. ABUBAKAR

Registrar - General

1378134

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**

X

☐ **LIMITED BY GUARANTEE**
☐ **UNLIMITED**

COMPANY NAME

ROCK HOMES & GARDENS ESTATE LIMITED

SECTION A: Company Address

Registered Office Address and Head Office Address if different from Registered Office Address	
* Registered Office Address:	NO 14B LINDA CHALKER CRESCENT ASOKORO (ABUJA, FCT)
Head Office Address: (If different from Registered Office Address)	N/A
* Email Address:	rockhomes@yahoo.com

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

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

Signature of Director

* **BENARD CHRISTOPHER**
080329219

Name of Director & Tel. No.

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

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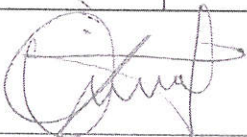
2020-5607-83096-69806

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

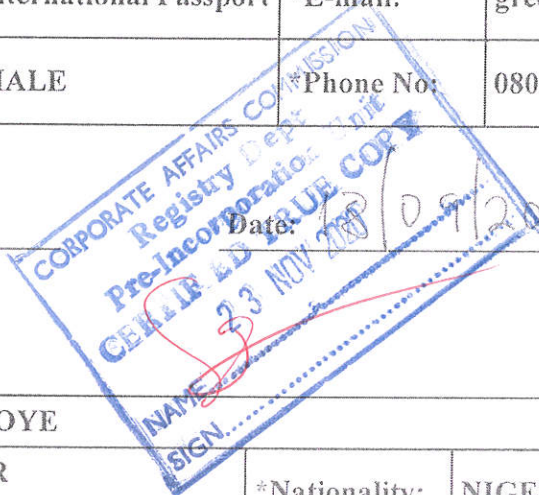
1.

*Name:	BENARD CHRISTOPHER				
*Residential Address:	NO 14B LINDA CHALKER CRESCENT, ASOKORO			*Nationality:	NIGERIAN
*City:	ABUJA	*State:	FCT	*Country of Residence:	NIGERIA
*ID No:	A09468292	*ID Type:	International Passport	*E-mail:	greenconna2@gmail.com
*Date of Birth:	Mar 13, 1980	*Gender:	MALE	*Phone No:	08032921901

Signature: 

I consent to be a Director of the above Company

Date: 09/12/2020



2.

*Name:	CHRIS- EZE AMEZE OMOYE				
*Residential Address:	NO 14B LINDA CHALKER CRESCENT, ASOKORO			*Nationality:	NIGERIAN
*City:	ABUJA	*State:	FCT	*Country of Residence:	NIGERIA
*ID No:	A08429453	*ID Type:	International Passport	*E-mail:	amezeigbinosa@yahoo.com
*Date of Birth:	Mar 17, 1982	*Gender:	FEMALE	*Phone No:	08033089220

Signature: 

I consent to be a Director of the above Company

Date: 18-09-2020



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*Name Of Deponent:	ODO JULIET CHIGOZIE		
*Address:	17 MAJEKUDUNMI CRESCENT,UTAKO (ABUJA, FCT)		
*Accreditation No. (If Any):	NBA/27595	*Phone No:	08036010565

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

Declared at

Abuja

On the

16th

day of

November

20

2020

Before Me:

Commissioner for Oaths/Notary Public

Deponent

PRESENTED FOR FILING BY

*Name:	ODO JULIET CHIGOZIE		
*Address:	FCT ABUJA		
*Phone No:	08036010565	*E-Mail:	odojuliet2016@gmail.com
Accreditation No. (Where Applicable):	NBA/IND/27595	*Date:	16/11/20



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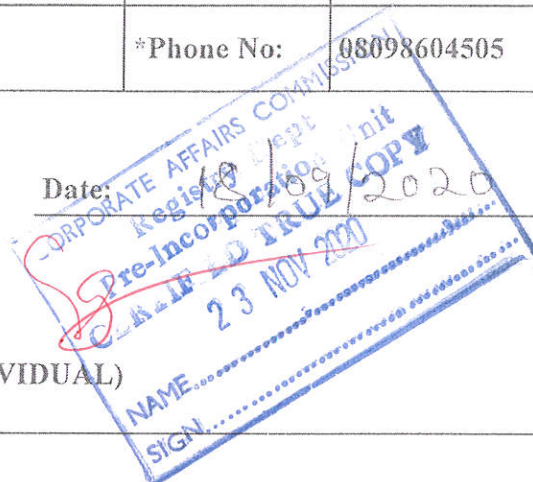
2020-5607-83096-69806

*Name:	EZE VINCENT				
*Residential Address:	NO 14B LINDA CHALKER CRESCENT ASOKORO			*Nationality:	NIGERIAN
*City:	ABUJA	*State:	FCT	*Country of Residence:	NIGERIA
*ID No:	A08390084	*ID Type:	International Passport	*E-mail:	ezevincent@gmail.com
*Date of Birth:	Mar 15, 1985	*Gender:	MALE	*Phone No:	08098604505

Signature:

I consent to be a Director of the above Company

Date:



SECTION D: PARTICULARS OF SECRETARY (INDIVIDUAL)

*Name:	CHRIS EZE AMEZE OMOYE				
*Address:	NO 14B LINDA CHALKER CRESCENT, ASOKORO (ABUJA, FCT)				
*Phone No:	08033089220	*E-Mail:	amezeigbinosa@yahoo.com	*Signature:	
*ID Type:	International Passport			*ID No:	A08429453

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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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 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*



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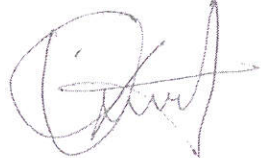
FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS ACT, 1990
COMPANIES LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF

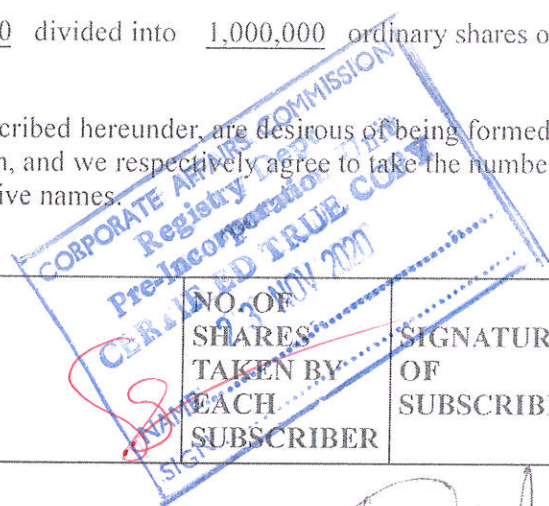
ROCK HOMES & GARDENS ESTATE LIMITED

1. The name of the Company is: **ROCK HOMES & GARDENS ESTATE 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 real estate, landed property, property managers, property developers, property management and to employ the services of estate managers and solicitors. To acquire land, buildings and real estate of any description including easements and other proprietary right(s) and to hold, improve, alter, develop, let, sell or otherwise dispose of the same.
 - B. To carry on the business of construction services, maintenance, alterations, make, acquire, lease, hire construction equipment and construct railways, tramways, tarmacs, roads, houses, pipelines, docks, canals, bridges, tanks or storage accommodation, reservoirs, plant or machinery of every description, infrastructure development services.
 - C. To carry on business as seller and suppliers of building materials, building material's agents, importers and exporters of all kinds of building materials, manufacturer's agents and dealers in all allied products may seem conducted with the afore-mentioned businesses in so far as such allied products may seem conducive to the company's interests.
 - D. To carry on the business of import, export, trading, marketing, general suppliers, general contracts; to buy, sell, manufacture and deal in all articles, substances, products, commodities, appliances and things used for or in connection with the company's business or required for commonly or usually bought, sold, manufactured, or dealt in by persons carrying on any of the businesses herein mentioned.
 - E. To carry on the business of provision of logistics and procurement service in all its ramification.
 - F. To carry on any business associated with all sorts of indoor and outdoor events management of recreational parks in all its ramification.
 - G. To carry on all or any business of a manufacturing or industrial nature either alone in association with some other person or persons and to prepare, package and preserve for sale, manufactured goods of all descriptions.
 - H. To carry on the business of oil and gas exploration and production, refinery acquisition, operation, marketing of petroleum products of all grades including bio - fuel, oil field (off-shore and on-shore) services (supply and installation of oil production tools), oil vessel acquisition and leasing.
 - I. To carry on the business of agro allied products, and to engage in all types of farming, whether describable as arable farming, poultry farming, animal husbandry, mechanized farming, organic farming, fish farming and production, Yoghurt, food processing, to cultivate the soil and to grow crops of all descriptions, including food crops, cash crops, and fodder crops.
 - J. To carry on the business of general contractors and general merchants; to buy, sell, manufacture and deal in all articles, substances, products, systems and appliances that will enable it realize its objects that is commonly or usually bought, sold, manufactured or dealt in by persons carrying on any of the businesses having objects similar to that of the company.
 - K. To borrow or raise money in such manner as the company shall deem fit, and in part for the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of 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).

- L. To do all such other things as may be considered incidental or conducive to the attainment of the above objects or any of them.
- M. 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: BENARD CHRISTOPHER Address: NO 14B LINDA CHALKER CRESCENT, ASOKORO (ABUJA, FCT)	500,000	
2	Name: CHRIS- EZE AMEZE OMOYE Address: NO 14B LINDA CHALKER CRESCENT, ASOKORO (ABUJA, FCT)	100,000	
3	Name: CHRIS- EZE ISABELLE CHIAMAKA Address: NO 14B LINDA CHALKER CRESCENT, ASOKORO (ABUJA, FCT)	100,000	
4	Name: CHRIS- EZE ROHI CHIGOZIE Address: NO 14B LINDA CHALKER CRESCENT, ASOKORO (ABUJA, FCT)	100,000	
5	Name: CHRIS- EZE SOCHI JEFFREY Address: NO 14B LINDA CHALKER CRESCENT, ASOKORO (ABUJA, FCT)	100,000	
6	Name: EZE VINCENT Address: NO 14B LINDA CHALKER CRESCENT ASOKORO (ABUJA, FCT)	100,000	



Dated this

18th

day of

SEPTEMBER

20 20

Particulars of witness to the above signatures: -

Name of Witness:

Nnenna Samuel Ukiwo

Address of
Witness:

6 Oke Agbe Street, Garki 2.

Occupation of
Witness:

Teacher



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

ROCK HOMES & GARDENS ESTATE 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, provide 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 amount fully

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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, 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

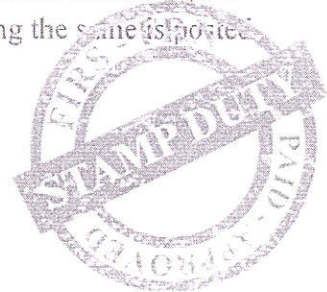
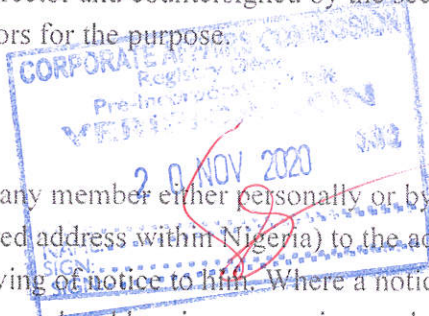
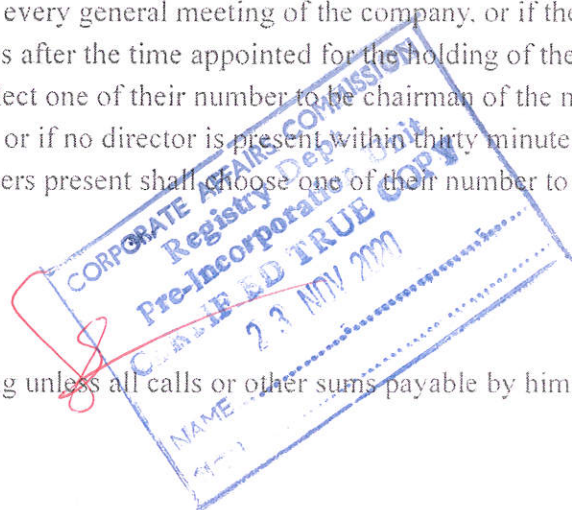
No member shall be entitled to vote at any general meeting unless all calls or other sums payable by him in respect of shares in the company have been paid.

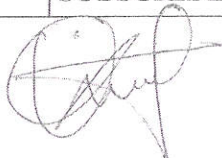
9. THE SEAL

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: BENARD CHRISTOPHER Address: NO 14B LINDA CHALKER CRESCENT, ASOKORO (ABUJA, FCT)	
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Dated this

18th

day of

September

20

20

Particulars of witness to the above signatures: -

Name of Witness:

Nnenna Samuel Ukiwo

Address of
Witness:

6 Oke Agbe Street, Garki 2

Occupation of
Witness:

Teacher

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