No. of Certificate 48409CNL47399

Form No. 19.

Blackpool

Football Club ~~COMPANY~~, LIMITED.

REGISTERED
24792
18 JUN 1896

STATEMENT of the Nominal Capital made pursuant to s. 112 of 54 and 55 Vict., cap. 39, Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Two Shillings for every £100 or fraction of £100.)

This statement is to be filed with the Memorandum of Association, or other Document, when the Company is registered.

Presented for registration by

Thomas Slyfton

Sec^y Blackpool F.C.

171

The NOMINAL CAPITAL of the Blackpool

Football Club ~~Company~~, Limited,

is £ 5.000, divided into 5000 shares of £ One

each.

Signature Thomas Sefton

Description Sec^y Blackpool F C

Date June 16th 1896

This statement should be signed by an Officer of the Company.

Form No. 19

THE COMPANIES' ACTS, 1862 TO 1893.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF THE

Blackpool Football Club, Limited.

24793

18 JUN 1896

1. The name of the Company is "THE BLACKPOOL FOOTBALL CLUB, LIMITED."

2. The Registered Office of the Company will be situate in England.

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

   1. To promote the game of Football, and other athletic sports, and pastimes.

   2. To provide a Football ground at or near Blackpool, in the county of Lancaster, and to lay out and prepare such ground for Football, and other purposes of the Company, and to provide Pavilions, Lavatories, Refreshment Rooms and other conveniences connected therewith.

   3. To hold or arrange Football and other matches and competitions, and offer, and grant or contribute towards the provision of prizes, awards, and distinctions.

   4. To subscribe to, become a member, and co-operate with any other association, whether incorporated or not, whose objects are altogether, or in part, similar to those of this Company.

   5. To buy, sell and deal in all kinds and apparatus, and all kinds of provisions, liquid and solid, required by persons frequenting the Company's grounds.

   6. To purchase, take on lease, or otherwise acquire, any lands, buildings, easements or property, real and personal, which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Company.

   7. To raise money by subscriptions; and to grant any special rights and privileges to subscribers or shareholders.

   8. To develope and turn to account any land, or other property, acquired by the Company, or in which it is interested; and for this purpose, the erecting, constructing, altering or pulling down, re-building, repairing, decorating, maintaining, fitting-up, furnishing and improving any kind of buildings and other premises, and by planting, paving, sewering, draining, farming, cultivating, and otherwise dealing with, and managing the lands of the Company.

   9. To sell, lease, exchange, partition, or otherwise, from time to time, to deal with or dispose of the whole, or any part or parts of the real and personal estate of the Company.

   10. To let out on hire or work either alone or on sharing terms, any property or effects of the Company, or in partnership with any other Company or persons, all or any portion or portions of the property or effects of the Company.

11. To support and subscribe to any charitable or public object, and any institution, society, or club, which may be for the benefit of the Company, or its employés, or may be connected with any town or place where the Company carries on business; and to give pensions, gratuities or charitable aid, to any person or persons who may have served the Company, or to the wives, widows, children, or other relatives of such persons; and to form and contribute to provident and benefit funds, for the benefit of any persons employed by the Company.

12. To enter into partnership, or into any arrangement for sharing profits, union of interest, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or Company, carrying on, or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.

13. To subscribe for, take, purchase, or otherwise acquire and hold, shares, or other interests in, or secutities of any other Company having objects, altogether or in part, similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

14. To promote any other Company for the purpose of acquiring all, or any of the property and liabilities of this Company, or for any other purpose which may seem, directly or indirectly, calculated to benefit this Company.

15. To invest and deal with the monies of the Company, not immediately required, upon such securities, and in such manner as may, from time to time, be determined.

16. To borrow or raise money in such manner as the Company, by special resolution, shall authorise, and in particular, by the issue of debentures or debenture stock, perpetual or otherwise, and to secure the repayment of any money borrowed or raised 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 a similar mortgage, charge or lien to secure and guarantee the performance, by the Company, of any obligation or liability it may undertake.

17. To do all such other things as are incidental or conducive to the attainment of any of above objects.

4. The liability of the members is limited.

5. The Capital of the Company is £5,000, divided into 5,000 Shares of £1 each. The Company has power, from time to time, to increase its capital, and to issue any shares in the original or increased capital as Ordinary, Preferred, Deferred or Guaranteed shares, and to attach to any class or classes of such shares any preferences, rights, privileges, or conditions, or to subject the same to any restrictions or limitations that may be determined by any special resolution of the Company, passed before the issue of the shares affected thereby.

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We, the several persons whose names, addresses, and descriptions are subscribed, 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.

Names, Addresses, and Description of Subscribers.	No. of Shares taken by each Subscriber.
Whitaker Bros. No occupation 128 Albert Road Blackpool	one
John Walmsley. Master Plumber 9 Bailey Street. Blackpool	one
Richard Swarbrick Publican Crown Hotel Blackpool	one
Richard Seed Brewer 131 Lytham Road South Shore	one.
Thomas Sankey, Schoolmaster, Grammar School, Blackpool	one.
George Gettins Tailor 144 Church St. Blackpool	one
J. T. Todd. Architect & Surveyor County Chambers Abingdon St. Blackpool	one

Dated the 16th day of June 1896

Witness to the above signatures,

Thomas Sefton
300 Lytham Road
Blackpool

Secretary

48409CNL47399

THE COMPANIES' ACTS, 1862 TO 1893.

COMPANY LIMITED BY SHARES.

24794
18 JUN 1896

Articles of Association

OF THE

Blackpool Football Club, Limited.

1. The Regulations contained in the Table marked "A" in the first Schedule to the Companies' Act, 1862, shall be deemed to be the Regulations of the Company in so far as they are not excluded or modified by the Regulations hereinafter contained, that is to say :—

2. The shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons on such terms and conditions, and at such times as the Directors think fit, but no larger dividend to be declared than the maximum dividend allowed from time to time by the Football Association ; subject, nevertheless, to the stipulations contained in the said Agreement with reference to the shares to be alloted in pursuance thereof.

3. Every member shall be entitled to a certificate under the Common Seal of the Company, specifying the share or shares held by him, and the amount paid up thereon, and such certificate shall be given up to the Company for cancellation before any transfer of such share or shares, or transmission thereof by the death, bankruptcy, or insolvency of any member, shall be registered.

4. If such certificate shall be worn out or lost, it may be renewed on such evidence as the Directors may require, and on payment of such sum, not exceeding 1/-, as the Directors may prescribe.

5. The Directors may decline to register any transfer of shares or stocks upon which the Company has lien, and in case of shares not fully paid up may refuse to register the transfer without assigning any reason therefor.

6. That there shall be paid to the Company upon each transfer of shares, a fee not exceeding the sum of 2/6.

7. The quorum of a General Meeting shall be 20 members personally present. Shareholders holding under five shares shall be entitled to one vote, therefore, two votes for five shares, and one vote for every additional five shares.

8. If a poll is demanded by five or more members, it shall be taken of the whole of the shareholders on the register in such manner as the Chairman directs, and the result of such poll shall be deemed to be the resolution of the Company in General Meeting.

9. The number of Directors shall be decided by resolution of the Company in General Meeting.

10. The qualification of every Director shall be the holding in his own right of shares or stock of the Company of the nominal value of £10.

11. The office of a Director shall be vacated :—

(a) If he becomes a lunatic or of unsound mind.
(b) If he fails to attend at least one meeting during the period of twelve months.
(c) If he is the holder of less shares than the necessary qualifications.
(d) If by notice in writing to the Company he resigns his office.

12. No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, or otherwise, nor shall any such contract or arrangement, or any contract or arrangement entered into by or on behalf of the Company, with any company or partnership of, or in which any Director shall be a member or otherwise interested, be avoided, nor shall any Director so contracting or being such member, or so interested, be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office, or of the fiduciary relation thereby established ; and a Director may vote in respect of any such contract or arrangement, but the nature of his interest, where it does not appear on the face of the contract must be disclosed by him at the meeting of the Directors at which the contract or arrangement is determined on, if his interest then exists, or in any other case at the first meeting of the Directors after the acquisition of his interest.

13. The Directors may, whenever they think fit, and they shall upon a requisition made in writing by not less than one-fifth in number of the members of the Company, or representing one-fifth in value of the share capital, convene "an Extraordinary General Meeting."

14. In the case of an equality of votes at any General Meeting, the Chairman shall be entitled to a second or casting vote.

15. No share shall be sub-divided, and no Shareholder shall be entitled to more than one season ticket as a Shareholder.

16. No Director shall be entitled to receive any remuneration in respect of his office as Director.

17. On the dissolution of the Company the surplus assets shall be applied, first, in repaying to the members the amount paid on their shares respectively, and if such assets shall be insufficient to repay the said amount in full, they shall be applied rateably, so that the loss shall fall upon the members in proportion to the amount called up on their shares respectively, and no member shall be entitled to have any call made upon other members for the purpose of adjusting his rights ; but where any call has been made and has been paid by some of the members such call shall be enforced against the remaining members for the purpose of adjusting the rights of the members between themselves. If the surplus assets shall be more than sufficient to pay to the members the whole amount paid up on their shares, the balance shall be given to some other Club or Institute in the [city or county] having objects similar to those contained in the Memorandum of Association, or to any local charity, or charitable or benevolent institution situate within the same [city or county] such club, institution or charity to be decided upon, and such property apportioned among all or any of such clubs, institutions, or charities, by the members of the Club, at or before the time of dissolution as they shall direct, or in default of any such decision or apportionment by the members of the Club, the same to be decided upon and apportioned by a Judge of the High Court of Justice, having jurisdiction in such winding up or dissolution and as he shall determine, or such balance may be disposed of in such other manner as the members of the Club with the consent of the Council of the Football Association, if then existing, shall determine.

Name, Addresses, and Descriptions of Subscribers.

Whittaker Bond - No occupation
128 Albert Road Blackpool
Wm Walmsley. Master Plumber &
9 Bailey Street. Blackpool.
Richard Scarbrick, Publican
Crown Hotel, Blackpool
Richard Seed Brewer
131 Lytham Road South Shore.
Thomas Sankey, Grammar School
Blackpool — Schoolmaster
George Gettins Tailor
144. Church St Blackpool
J. T. Todd Architect & Surveyor
County Chambers Abingdon St Blackpool

Dated the 16th day of June 1896

Witness to the above signatures.

Thomas Sexton
300 Lytham Road
Blackpool.
Secretary

DUPLICATE FOR THE FILE.

R. 48409.

No. 47399

Certificate of Incorporation

OF THE

Blackpool Football Club, Limited.

I hereby Certify, That the

Blackpool Football Club, Limited,

is this day Incorporated under the Companies' Acts, 1862 to 1890, and that the Company is **Limited.**

Given under my hand at London this eighteenth day of June One Thousand Eight Hundred and Ninety six.

Fees and Deed Stamps £ 6.5.

Stamp Duty on Capital £ 5.—

Ernest Clews

Assistant Registrar of Joint Stock Companies.

Certificate received by A. Trew for Harrison & Sons 45 St. Martins Lane W.C.

Date 25th June 1896

[SEE BACK].

"The Companies Acts, 1862 to 1890."

25th and 26th Vict., c. 89; 30th and 31st Vict., c. 131; 40th and 41st Vict., c. 26; 42nd and 43rd Vict. c. 76; 43rd Vict., c. 19; and 46th & 47th Vict., cc. 28 & 30; and 49th Vict., c. 23; and 53 and 54 Vict., cc. 62 & 63.)

COMPANY LIMITED BY SHARES.

REG... 8394 17 FEB 1898

(COPY)

Special Resolutions

(Pursuant to The Companies Act, 1862, ss. 50 & 51,)

OF THE

Blackpool Football Club Company,

LIMITED.

Passed January 20th, 1898. *Confirmed February 7th, 1898.*

At an EXTRAORDINARY GENERAL MEETING of the Members of the said Company, duly convened, and held, at the registered office, 29 BIRLEY ST., BLACKPOOL, in the County of LANCASTER, on the 20th day of January, 1898, the following SPECIAL RESOLUTIONS were duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the Members of the said Company, also duly convened, and held, at the same place, on the 7th day of February, 1898, the following SPECIAL RESOLUTIONS were duly confirmed:—

RESOLVED—

1.—"*That clause 2 of the Articles of Association be struck out, and the following substituted:—*

"The Shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such times as the Directors think fit, subject, nevertheless, to the stipulations contained in the said Agreement with reference to the shares to be allotted in pursuance thereof, but no larger dividend to be declared than the maximum dividend allowed from time to time by the Football Association."

2.—"*Resolved that in clause 17. The words* 'city' *or* 'county' *be struck out and the word* 'Town' *be substituted.*

R. B. Moore &c

Secretary of the Company.

Filed at the Companies' Register Office on the 17th day of February, 1898.

Printed by ALFRED H. ATKINS, LIMITED, *Public Companies' Registration Agents, Stationers & Printers, 33 Bouverie Street, Fleet Street, London.*

No. of Certificate 48,409c.

66032

14 SEP. 1904

"THE COMPANIES ACTS, 1862 TO 1900."

COMPANY LIMITED BY SHARES.

SPECIAL RESOLUTIONS

OF THE

Blackpool Football Club, Ltd.

Passed 27th April, 1904. *Confirmed 20th May*, 1904.

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened, and held at the Stanley Arms Hotel, Church Street, Blackpool, in the County of Lancaster, on the 27th day of April, 1904, the following SPECIAL RESOLUTIONS were duly passed; and at a subsequent Extraordinary General Meeting of the Members of the said Company, also duly convened, and held at the Railway Hotel, Talbot Road, Blackpool, in the County of Lancaster, on the 20th day of May, 1904, the following SPECIAL RESOLUTIONS were duly confirmed:—

(1) That Article 8 be altered so as to read

"The quorum of a General Meeting shall be Ten Members, present personally or by proxy."

(2) That Article 10 be altered so as to read

"The qualification of every Director shall be the holding in his own right of shares or stock of the Company of the nominal value of five pounds."

Charles Ramsden

Chairman,

Witness to the Signature of Charles Ramsden,

S. Hayes Waterhouse

Solicitor,

Blackpool.

Filed with the Registrar of Joint Stock Companies on the day of , 1904.

No. of Certificate 48,409

"The Companies Acts, 1908 to 1917."

COMPANY LIMITED BY SHARES.

(COPY)

Special Resolutions

(*Pursuant to The Companies (Consolidation) Act, 1908, Sections 13, 41, and 69*)

OF

BLACKPOOL FOOTBALL CLUB,

LIMITED.

REGISTERED 128803 13 AUG 1924

Passed 16th July, 1924. *Confirmed 31st July, 1924.*

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened, and held at The Masonic Hall, Adelaide Street, Blackpool, in the County of Lancaster, on the 16th day of July, 1924, the following SPECIAL RESOLUTIONS were duly passed; and at a subsequent Extraordinary General Meeting of the Members of the said Company, also duly convened, and held at the same place on the 31st day of July, 1924, the following SPECIAL RESOLUTIONS were duly confirmed:—

1. "That the Capital of the Company be increased from £5000 to £8000 by the creation of 3000 new Ordinary Shares of £1 each."
2. "That the Articles of Association of the Company be altered in the manner following: that is to say—

   In Article No. I.—The words 'Companies (Consolidation) Act, 1908,' shall be substituted for the words 'Companies Act, 1862.'

   In Article No. II.—After the word 'fit' shall be inserted the words 'Shares may be issued at par or at a premium.'

Presented for filing by:-

JORDAN & SONS, LIMITED REGISTRATION AGENTS 13 AUG. 1924 116-117 CHANCERY LANE LONDON

That Article No. VII shall read as follows:—

No. VII. The quorum of a General Meeting shall be ten Members personally present. Shareholders present at the Meeting shall be entitled to one vote each on a show of hands.

In lieu of Article No. VIII.—The following Article shall apply:—

No. VIII. If a poll is demanded by twenty or more Members present at the Meeting who are eligible to vote, it shall be taken of the whole of the Shareholders on the Register, and the voting shall be as follows: under five Shares one vote, five Shares two votes, and one vote for every additional five Shares.

In lieu of Article No. IX.—The following Article shall apply:—

No. IX. The number of Directors shall be not less than six, nor more than twelve.

The following new Article to be included as one of the Articles of the Company:—

No. IXA. All nominations for Directors (other than retiring Directors) must be forwarded to the Secretary on or before 1st June each year, nominations to be proposed and seconded by two Shareholders.

The following new Article to be included as one of the Articles of the Company:—

No. IXB. A Shareholder shall not be entitled to vote until he has been a registered Shareholder of the Company for three calendar months.

In Article X.—The words 'twenty-five pounds' shall be substituted for the figure '£10.'

That Article XV shall be deleted, and in its place the following Article shall appear:—

No. XV. To issue season or other tickets admitting the Holders thereof to the grounds of the Company upon such terms, and at such times and occasions, and subject to such regulations as the Directors may determine, but so as to conform with the regulations of the Football Association."

Hon. Sec.

Filed with the Registrar of Companies on the 13th day of August, 1924.

[Form No. 26.

Number of Certificate } 48,409/47

THE STAMP ACT, 1891; THE FINANCE ACT, 1899; THE REVENUE ACT, 1903; and THE FINANCE ACT, 1920.

Inland Revenue Duty Stamp to be impressed here.

COMPANY LIMITED BY SHARES.

Statement of Increase of the Nominal Capital

OF

Blackpool Football Club,

LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891; Section 7 of The Finance Act, 1899; Section 5 of The Revenue Act, 1903; and Section 39 of The Finance Act, 1920.

(See Page 2 of this Form.)

REGISTERED 128805 13 AUG 1924

This Statement has to be registered with the Notice of Increase in the Nominal Capital required under Section 44 of The Companies (Consolidation) Act, 1908.

80355

TELEGRAMS: "CERTIFICATE, FLEET, LONDON." TELEPHONE: HOLBORN 434 (2 LINES).

JORDAN & SONS, LIMITED,
Company Registration Agents, Printers, and Publishers,
116 TO 118 CHANCERY LANE, LONDON, W.C. 2,
and 13 BROAD STREET PLACE, E.C. 2.

Presented for filing by Rigby, Brandon & Rickman 116 Chancery Lane

JORDAN & SONS, LIMITED REGISTRATION 13 AUG. 1924 LONDON

THE NOMINAL CAPITAL

OF

Blackpool Football Club, LIMITED,

has been increased by the addition thereto of the sum of

Three Thousand Pounds,

divided into Three Thousand Ordinary Shares

of One Pound each,

beyond the Registered Capital of Five Thousand Pounds.

Signature A. Fancoy

Description Secretary.

Dated the Eleventh day

of August, 1922.

*** *This Statement should be signed by an Officer of the Company.*

NOTE.—This margin is reserved for binding, and must not be written across.

Number of Certificate } 481409.

[Form No. 10.

"THE COMPANIES ACTS, 1908 to 1917."

Ad valorem Companies Fee Stamp to be impressed here.

COMPANY LIMITED BY SHARES.

Notice of Increase in the Nominal Capital

OF

Blackpool Football Club,

LIMITED.

Pursuant to Section 44 of The Companies (Consolidation) Act, 1908.

(See Page 2 of this Form).

REGISTERED
128804
13 AUG 1924

81202

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE: HOLBORN 434 (2 LINES).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 TO 118 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.

Presented for filing by

Lighy Gladstone & Co
Solicitors & Commissioners
Blackpool

JORDAN & SONS, LIMITED REGISTRATION 13 AUG. 1924

Notice of Increase in the Nominal Capital

OF

Blackpool Football Club Limited

To THE REGISTRAR OF JOINT STOCK COMPANIES.

The above-named Company hereby gives you notice, in accordance with Section 44 of The Companies (Consolidation) Act, 1908, that by a Special Resolution of the Company ~~dated~~ passed on the 16th day of July 1924, & confirmed on the 31st " " July 1924 the Nominal Capital of the Company has been increased by the addition thereto of the sum of Three Thousand Pounds, divided into Three Thousand Ordinary Shares of One Pound each, beyond the Registered Capital of Five Thousand Pounds.

Signature J. A. Parcroft

Description Secretary

Dated the Fourth day of August, 1924.

*** This Notice should be signed by the Manager or Secretary of the Company.

THE COMPANIES ACTS 1908 to 1917.

Company Limited by Shares.

Special Resolutions
of
The Blackpool Football Club Limited.

Passed 2nd April, 1925. Confirmed 23rd April, 1925.

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at the Masonic Hall, Adelaide Street, Blackpool, in the County of Lancaster, on the 2nd day of April, 1925, the following Special Resolutions were duly passed, and at a subsequent Extraordinary General Meeting of the Members of the said Company, also duly convened and held at the same place on the 23rd day of April, 1925, the following Special Resolutions were duly confirmed:

1. "That the new Articles of Association of the Company submitted to this Meeting, and for "the purpose of identification subscribed by the Chairman thereof, be and the same are "hereby approved and adopted as the Articles of Association of the Company in substitution "for and to the exclusion of all the existing Articles thereof."

2. "That the capital of the Company be increased from £5,000 to £10,000 by the creation of "5,000 new Ordinary Shares of £1 each."

3. "That, pursuant to clause 3 (16) of the Memorandum of Association of the Company, the "Directors may from time to time exercise the borrowing powers thereby conferred on the "Company, and in particular may raise or borrow money from time to time for the purposes "of the Company's business, and may, if the Directors think fit, secure the repayment of "the same by mortgage or charge upon the whole or any part of the property of the Company "(present or future), including its uncalled capital, and may issue bonds, debentures, or "debenture stock either charged upon the whole or any part of the property of the Company "(present or future)."

DATED this 23rd day of April 1925.

REGISTERED
59281
2 MAY 1925

S. J. Butterworth
Chairman

Presented for filing by:
ASCROFT, WHITESIDE & Co.,
Solicitors,
Blackpool.

56-

2

THE COMPANIES ACTS, 1908 TO 1917.

COMPANY LIMITED BY SHARES.

Articles of Association

OF THE

Blackpool Football Club Limited.

PRELIMINARY.

1. The Regulations contained in Table A in the First Schedule to the Companies (Consolidation) Act, 1908 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby, that is to say, the clauses of Table A numbered 2, 24, 29, 35 to 40, 60, 68, 69, 70, 72, 73, 77, 95, 96, 97, and 111, shall not apply to this Company, but in lieu thereof, and in addition to the remaining clauses of Table A, the following shall be the Regulations of the Company.

2. It shall be lawful for the Company to pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares of the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company to any amount not exceeding one shilling per share.

3. The Company shall be entitled to treat the person whose name appears upon the register in respect of any share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such share whether or not it shall have express or other notice thereof.

SHARES.

4. (a) The shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons on such terms and conditions, and at such times as the Directors think fit. Shares may be issued at par or at a premium.

(b) No share shall be sub-divided.

CALLS ON SHARES.

5. A call may be made payable by instalments.

6. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.

7. If by the terms or conditions of allotment any amount is payable in respect of any shares by instalments at fixed times, every such instalment shall be payable as if it were a call duly made by the Directors of which due notice had been given.

FORFEITURE OF SHARES AND LIEN.

8. When any shares shall have been forfeited, an entry shall forthwith be made in the register of members of the Company stating the forfeiture and the date thereof, and so soon as the shares so forfeited shall have been disposed of, an entry shall also be made of the manner and date of the sale or disposal thereof.

9. The lien conferred by Clause 9 of Table A shall attach to fully-paid shares and to all shares registered in the name of any person indebted or under liability alone or jointly with any other person to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders.

10. An entry in the minute book of the Company of the forfeiture of any shares, or that any shares have been sold to satisfy a lien of the Company, shall be sufficient evidence, as against all persons entitled to such shares, that the said shares were properly forfeited or sold; and such entry and the receipt of the Company for the price of such shares shall constitute a good title to such shares, and the name of the purchaser shall be entered in the register as a member of the Company; and he shall be entitled to a certificate of title to the shares, and shall not be bound to see to the application of the purchase money. The remedy (if any) of the former holder of such shares and of any person claiming under or through him shall be against the Company and in damages only.

TRANSFER OF SHARES.

11. The Directors may decline to register any transfer of shares or stocks upon which the Company has a lien, and in case of shares not fully paid up may refuse to register the transfer without assigning any reason therefor, and Clause 20 of Table A shall be modified accordingly.

BORROWING POWERS.

12. The Directors may from time to time exercise the borrowing and other powers conferred on the Company by Clause 3 (16) of the Memorandum of Association in such manner as the Company shall have authorised, or shall, from time to time, authorise by special resolution.

13. The Directors shall cause a proper register to be kept in accordance with Section 100 of the Companies (Consolidation) Act, 1908, of all mortgages and charges specifically affecting the property of the Company.

GENERAL MEETING.

14. The quorum of a general meeting shall be ten members personally present and eligible to vote, and Clause 51 of Table A shall be modified accordingly.

VOTES OF MEMBERS.

15. On a show of hands every member present shall have one vote. If a poll is demanded by twenty or more members present at the meeting and eligible to vote, it shall be taken of the whole of the shareholders on the register, and the voting shall be as follows:—under five shares one vote, five shares two votes, and one vote for every additional five shares, and Clause 56 of Table A shall be modified accordingly.

16. A shareholder shall not be entitled to vote until he has been a registered shareholder of the Company for three calendar months.

DIRECTORS.

17. The number of Directors shall not be less than six, nor more than twelve.

18. The qualification of a Director shall be the holding in his own right of shares or stock of the Company of the nominal value of twenty-five pounds.

19. A Director shall not be entitled to receive any remuneration in respect of his office as Director.

POWERS OF DIRECTORS.

20. The Directors may issue season or other tickets admitting the holders thereof to the grounds of the Company, upon such terms, and at such times and occasions, and subject to such regulations as the Directors may determine, but so as to conform with the regulations of the Football Association.

DISQUALIFICATION OF DIRECTORS.

21. The office of a Director shall be vacated—

(a) If he becomes a lunatic or of unsound mind.
(b) If he fails to attend at least one meeting during the period of twelve months.
(c) If he is the holder of less shares than the necessary qualifications.
(d) If by notice in writing to the Company he resigns his office.

22. No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, or otherwise, nor shall any such contract or arrangement or any contract or arrangement entered into by or on behalf of the Company with any company or partnership of, or in which any director shall be a member or otherwise interested, be avoided, nor shall any Director so contracting or being such member, or so interested, be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office, or of the fiduciary relation thereby established; and a Director may vote in respect of any such contract or arrangement, but the nature of his interest, where it does not appear on the face of the contract, must be disclosed by him at the meeting of the Directors at which the contract or arrangement is determined on, if his interest then exists, or in any other case at the first meeting of the Directors after the acquisition of his interest.

4

23. Nominations for Directors to be elected from time to time at the Annual General Meeting (other than retiring Directors) must be forwarded to and received by the Secretary on or before the first day of June of each year, and nominations for Directors (other than retiring Directors) to be elected at any Extraordinary General Meeting must be forwarded to and received by the Secretary four days at least prior to any such Extraordinary General Meeting. Every nomination under this present clause must be in writing, signed by two shareholders as proposer and seconder.

24. If any Director or other person shall, at the request of the Directors, incur, or render himself liable to incur any liability, or render himself liable to make any payment on behalf of and for the Company, the Directors may secure to such Director or other person indemnity by the Company against such liability or payment by the issue to him of such debenture or charge on the assets and undertaking of the Company or any part thereof as shall, in each such case, be agreed on between such Director or other person and the Directors.

DIVIDENDS.

25. No dividend shall be payable except out of the profits arising from the business of the Company.

26. The Directors shall lay before the Company in general meeting a recommendation as to the amount which they consider ought to be paid by way of dividend, and the Company shall declare the dividend to be paid, but such dividend shall not exceed the amount recommended by the Directors. A larger dividend shall not be declared than the maximum dividend allowed from time to time by the Football Association and may be cumulative for the period allowed by the Football Association.

NOTICES.

27. A member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

WINDING-UP.

28. The dissolution of the Company may be determined on for any purpose whatever, and whether the object be the absolute dissolution of the Company or the reconstruction or modification of the Company or its amalgamation with any other Company having similar objects, and when determined on the Directors shall carry the same into effect accordingly.

29. On the dissolution of the Company the surplus assets shall be applied, first, in repaying to the members the amount paid on their shares respectively, and if such assets shall be insufficient to pay the said amount in full, they shall be applied rateably, so that the loss shall fall upon the members in proportion to the amount called up on their shares respectively, and no member shall be entitled to have any call made upon other members for the purpose of adjusting his rights; but where any call has been made and has been paid by some of the members, such call shall be enforced against the remaining members for the purpose of adjusting the rights of the members between themselves. If the surplus assets shall be more than sufficient to pay to the members the whole amount paid up on their shares, the balance shall be given to the Football National War Fund or any benevolent fund in connection with the Football Association, or to some club or institute in the Borough of Blackpool having objects similar to those contained in the Memorandum of Association, or to any local charity, or charitable or benevolent institution situate within the same borough, and such property shall be apportioned among all or any of such clubs, institutions, or charities, by the members of the Club in general meeting at or before the time of dissolution, or in default of any such decision or apportionment by the members of the Club, the said balance shall be apportioned by some competent Court of Justice, having jurisdiction in such winding-up or dissolution, or such balance may be disposed of in such other manner as the members of the Club, with the consent of the Council of the Football Association, if then existing, shall by resolution in general meeting determine.

Chairman

J. J. Butterworth

In the Matter of The Blackpool Football Club, Limited.

I, Harold Yates of 36 Birley Street Blackpool in the County of Lancaster Solicitor do solemnly and sincerely declare as follows:-

1. The Blackpool Football Club Limited a Company Limited by Shares was incorporated under the Companies Acts 1862 to 1893 in or about the month of June 1896 with a nominal capital of £5000 divided into 5000 Shares of £1 each.

2. In the month of July 1924 the said Company purported to increase its ~~nominal~~ nominal capital from £5000 to £8000 by the creation of 3000 new Ordinary Shares of £1 each and in the month of August 1924 the Statement of such Increase was duly filed and an ad valorem stamp duty of £30 was paid by the Company in respect of such purported increase of £3000.

3. In the month of February last I was consulted by the Directors of the said Company with respect to the said purported Increase of Capital when I advised them that owing to the invalidity of the Notice convening the Extraordinary General Meetings at which the Resolution to Increase the Capital of the Company as aforesaid was purported to be passed and confirmed as a Special Resolution the Increase of Capital was ineffective.

4. I am informed and verily believe that no part of the said increased capital of £3000 has ever been issued.

5. Acting on my advice the Directors convened Meetings to have the said Increase of Capital put in order and as the Company desired further capital the Directors

REGISTERED 59280 2 MAY 1925

COMPANIES REGISTRATION 29 APR 1925

decided to increase the nominal capital of the Company from £5000 to £10,000 by the creation of 5000 new Ordinary Shares of £1 each and accordingly by a Special Resolution passed on the 2nd day of April 1925 and confirmed on the 23rd day of April 1925 this increase was duly effected.

6. The said Increase of Capital of £5000 would ordinarily involve an ad valorem stamp duty of £50 but as the Increase of Capital purported to be made in the month of July 1924 was ineffective the ad valorem stamp duty of £30 paid in respect thereof as set out in paragraph 2 hereof should be allowed by way of deduction from the amount of ad valorem stamp duty now payable which would make the ad valorem stamp duty now payable in respect of the present Increase of Capital the sum of £20.

7. From the above facts I respectfully submit that the amount of ad valorem stamp duty payable on the Statement of Increase of the Nominal Capital of the Company accompanying this Declaration should be the sum of £20 only.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at Blackpool in the County of Lancaster this 24th day of April 1925,

Before me,

A Commissioner for Oaths.

Re The Blackpool Football Club, Limited.

Statutory Declaration as to ad valorem stamp duty payable on increase of capital.

Ascroft, Whiteside & Co;
Blackpool

Number of Certificate } 48409 53

[Form No. 26.

THE STAMP ACT, 1891; THE FINANCE ACT, 1899; THE REVENUE ACT, 1903; and THE FINANCE ACT, 1920.

Inland Revenue Duty Stamp to be impressed here.

COMPANY LIMITED BY SHARES.

Statement of Increase of the Nominal Capital

OF

The Blackpool Football Club

LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891; Section 7 of The Finance Act, 1899; Section 5 of The Revenue Act, 1903; and Section 39 of The Finance Act, 1920.

(See Page 2 of this Form.)

REGISTERED 59575 1925

This Statement has to be registered with the Notice of Increase in the Nominal Capital required under Section 44 of The Companies (Consolidation) Act, 1908.

5m.—9.20.

TELEGRAMS: "CERTIFICATE, FLEET, LONDON." TELEPHONE NUMBER: HOLBORN 246.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers

116 & 117 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.

Presented for filing by Ascroft, Whiteside & Co, Solicitors, Blackpool

THE NOMINAL CAPITAL

OF

The Blackpool Football Club LIMITED,

has been increased by the addition thereto of the sum of

Five thousand Pounds,

divided into Five thousand Shares

of One each,

beyond the Registered Capital of Five thousand pounds

Signature J. A. Bancroft

Description Secretary.

Dated the 24th day

of April 1925.

NOTE.—This margin is reserved for binding, and must not be written across.

*** *This Statement should be signed by an Officer of the Company.*

Number of Certificate 48199 / 54

[Form No. 10.

"THE COMPANIES ACTS, 1908 to 1917."

COMPANY LIMITED BY SHARES.

Ad valorem Companies Fee Stamp to be impressed here.

Notice of Increase in the Nominal Capital

OF

The Blackpool Football Club

LIMITED.

Pursuant to Section 44 of The Companies (Consolidation) Act, 1908.

(See Page 2 of this Form).

REGISTERED
59576
2 MAY 1925

79103

TELEGRAMS: "CERTIFICATE, FLEET, LONDON." TELEPHONE: HOLBORN 434 (2 LINES).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 TO 118 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.

Presented for filing by

Ascroft, Whiteside & Co.,
Solicitors,
Blackpool.

2

Notice of Increase in the Nominal Capital

OF

The Blackpool Football Club Limited.

To THE REGISTRAR OF JOINT STOCK COMPANIES.

The above-named Company hereby gives you notice, in accordance with Section 44 of The Companies (Consolidation) Act, 1908, that by a Special Resolution of the Company ~~dated~~ passed on the 2nd day of April 1925, and confirmed on the 23rd day of April 1925 the Nominal Capital of the Company has been increased by the addition thereto of the sum of Five thousand Pounds, divided into Five thousand Shares of One pound each, beyond the Registered Capital of Five thousand Pounds.

Signature N. A. Bancroft

Description Secretary.

Dated the 24th day of April 1925.

*** This Notice should be signed by the Manager or Secretary of the Company.

48469 64

THE COMPANIES ACT, 1929.

Company Limited by Shares.

REGISTERED
15 OCT 1930

Extraordinary and Special Resolutions

of

The Blackpool Football Club Limited

AT AN EXTRAORDINARY GENERAL MEETING of the members of the above-named Company, duly convened and held at the Lecture Hall, Free Library, Queen Street, Blackpool, in the County of Lancaster on Thursday, the 2nd day of October, 1930, at 8 p.m. the following Extraordinary and Special Resolutions were duly passed :—

1. The undermentioned Resolution was passed as an Extraordinary Resolution viz. :—
   "That the capital of the Company be increased from £10,000 divided into 10,000 "shares of £1 each to £15,000 divided into 15,000 shares of £1 each by the creation of "an additional 5,000 shares of £1 each, such additional shares to rank equally with the "original capital of the Company and to be issued at such time or times and on such "terms and conditions as the Directors may prescribe, but so that there shall be no "obligation to offer any such new shares to persons entitled to receive notice from "the Company of General Meetings."

2. The following Resolution was passed as a Special Resolution :—
   "That the new Articles of Association of the Company submitted to this Meeting, and for "the purpose of indentification subscribed by the Chairman thereof, be and the same are "hereby approved and adopted as the Articles of Association of the Company in substi-"tution for and to the exclusion of the existing Articles thereof."

DATED the 2nd day of October, 1930.

S. J. Butterworth

Chairman.

Presented for filing by:-

JORDAN & SONS, LIMITED
REGISTRATION
1 5 OCT. 1930

2

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

The Blackpool Football Club Limited

(Adopted pursuant to Special Resolution passed on the 2nd day of October, 1930).

PRELIMINARY.

1. The Regulations contained in Table A in the First Schedule to the Companies Act 1862 shall not apply to the Company.

2. The Regulations contained in Table A in the First Schedule to the Companies Act, 1929 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby, that is to say, the clauses of Table A numbered 28, 39, 40, 47, 48, 50, 52, 53, 54, 58, 64, 65, 66, 68, 69, 72, 89 and 104 shall not apply to this Company, but in lieu thereof, and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

3. It shall be lawful for the Company to pay a commission to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally, for any shares of the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company at any rate not exceeding Ten per cent. of the price at which the said shares are issued.

4. The Company shall be entitled to treat the person whose name appears upon the register in respect of any share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such share whether or not it shall have express or other notice thereof.

SHARES.

5. (a) The shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons on such terms and oenditions, and at such times as the Directors think fit. Shares may be issued at par or at a premium.

(b) No Share shall be sub-divided.

PREFERENCE SHARES.

6. Preference Shares may be issued with a cumulative preference dividend not exceeding £7 10s. per cent. per annum for a period not exceeding three years, but the Company may not issue more Preference Shares than its subscribed Ordinary Shares.

CALLS ON SHARES.

7. A call may be made payable by instalments.

8. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.

9. If by the terms or conditions of allotment any amount is payable in respect of any shares by instalments at fixed times, every such instalment shall be payable as if it were a call duly made by the Directors of which due notice had been given.

JORDAN & SONS, LIMITED
REGISTRATION
1 OCT 1930
COMPANY LAW, LONDON

FORFEITURE OF SHARES AND LIEN.

10. When any shares shall have been forfeited, an entry shall forthwith be made in the register of members of the Company stating the forfeiture and the date thereof, and so soon as the shares so forfeited shall have been disposed of, an entry shall also be made of the manner and date of the sale or disposal thereof.

11. An entry in the Minute Book of the Company of the forfeiture of any shares, or that any shares have been sold to satisfy a lien of the Company, shall be sufficient evidence, as against all persons entitled to such shares, that the said shares were properly forfeited or sold and the Company may receive the consideration (if any) given for the Share on any sale or disposition thereof and may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed of. Such entry in the Minute Book and the receipt of the Company for the price of such shares shall constitute a good title to such shares, and the name of the purchaser shall be entered in the register as a member of the Company; and he shall be entitled to a certificate of title to the shares, and shall not be bound to see to the application of the purchase money nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture sale or disposal of the share. The remedy (if any) of the former holder of such shares and of any person claiming under or through him shall be against the Company and in damages only.

12. The lien conferred by Clause 7 of Table A shall also attach to fully paid up shares and to all shares registered in the name of any person indebted or under liability alone or jointly with any other person to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders.

BORROWING POWERS.

13. The Directors may from time to time exercise the borrowing and other powers conferred on the Company by Clause 3 (16) of the Memorandum of Association in such manner as the Company shall have authorised, or shall, from time to time, authorise by special resolution.

14. No Mortgage, or other Security or charge upon any assets of the Company to secure more than the principal money advanced, and interest at £7½ per cent. per annum, shall be issued without the previous consent of The Football Association. All Loans to the Company except with the previous consent of The Football Association shall be limited to the same rate of interest.

GENERAL MEETINGS.

15. A General Meeting of the Company shall be held in each year in either the month of July or August at such time and place as the Directors shall appoint. In default of a General Meeting being so held a General Meeting may be convened by any two Members in the same manner as nearly as possible as that in which General Meetings are to be convened by the Directors. The aforesaid General Meetings shall be called "Ordinary General Meetings," all other General Meetings shall be called "Extraordinary General Meetings."

16. In the case of an Extraordinary General Meeting called in pursuance of a requisition, unless such Meeting shall have been called by the Directors, no business other than that stated in the requisition as the objects of the Meeting shall be transacted.

17. The quorum of a General Meeting shall be ten members personally present and eligible to vote; and Clause 45 of Table A shall be modified accordingly.

18. The Chairman (if any) of the Board of Directors shall preside as Chairman at every General Meeting of the Company. If there be no such Chairman, or if at any Meeting he be not present within fifteen minutes after the time appointed for holding the Meeting, or is unwilling to act as Chairman, the Members present shall choose one of the Directors present to be Chairman; or if no Director be present and willing to take the chair, the Members present shall choose one of their number to be Chairman.

VOTES OF MEMBERS.

19. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless such Meeting shall resolve that the same shall be by ballot of those present or unless a poll is (before or on the declaration of the result of the show of hands or ballot) demanded by at least ten members present in person (or by proxy) entitled to vote if those members together hold not less than 10 per cent. of the paid up capital of the Company, but in the case of any meeting at which an Extraordinary Resolution or a Special Resolution is submitted a poll shall be taken to be effectively demanded if not less than five members present in person and entitled to vote make the demand. On a show of hands (or if ballot papers are used at a Meeting) every member present in person shall have one vote. On a poll whether taken at a meeting or by post, every member shall have one vote for each share of which he is the holder.

20. On a poll votes may be given either personally or by proxy or in accordance with the provisions of Article 24 hereof.

21. Unless a poll is so demanded a declaration by the Chairman that a Resolution has, on a show of hands, or by ballot, been carried, or carried unanimously or by a majority, or lost, and an entry to that effect in the book of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that Resolution.

22. A poll demanded upon the election of a Chairman or upon a question of adjournment shall be taken forthwith.

23. A poll duly demanded on any other question shall be taken at such time and place and (subject to the provisions of Article 24 hereof) in such manner as the Directors present at the Meeting may direct and the result of the poll shall be deemed to be the Resolution of the Meeting at which the poll is demanded. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

24. If a poll is duly demanded it may (if directed by the Directors present at the Meeting) be taken by means of voting papers sent through the post by the Company to each Shareholder entitled to vote and receive Notice from the Company specifying the proposed Resolution or Resolutions to be voted upon, and such voting papers shall be completed and signed by the Shareholder and duly witnessed or if the Shareholder is a Corporation, either duly sealed, or under the hand of an officer or attorney duly authorised, and returned to the office of the Auditors of the Company by such time and in accordance with such general directions as shall be determined by the Directors present at the Meeting, at which the Poll is directed. In the event of a poll being taken by voting papers the Auditors of the Company shall forthwith scrutinise the returned voting papers and certify in writing the result of the voting to the Board of Directors, and the result of the Poll shall be deemed to be the Resolution of the Meeting at which the poll is demanded and shall be announced by the Board of Directors either by sending through the post notice to each Shareholder entitled to receive Notices or by publication in a local newspaper within 7 days after the result has been certified by the Auditors. The accidental omission to send any voting paper to or the non-receipt of any voting paper by any member or the non-receipt by the Company of any voting paper shall not invalidate any poll taken by means of voting papers.

25. A proxy shall be a member of the Company and entitled to vote and Clause 59 of Table A shall be modified accordingly.

26. In the case of an equality of votes whether on a show of hands or on a ballot or on a poll whether taken at a meeting or by means of voting papers sent through the post the Chairman of the Meeting at which the show of hands or ballot takes place or at which the poll is demanded shall be entitled to a second or casting vote.

DIRECTORS.

27. The number of Directors shall not be less than five, nor more than nine.

28. The qualification of a Director shall be :—

(a) The holding in his own right of shares or stock of the Company to the nominal value of twenty five pounds at the least.

(b) The undertaking by him of personal liability for the liabilities of the Company whether as Guarantor or otherwise to an extent equal at least to that (if any) which each of the other Directors of the Company for the time being is personally liable and within one month after his election a Director shall sign such documents and do all such acts and things as may be necessary to enable him to assume such personal liability.

29. A Director shall not be entitled to receive any remuneration in respect of his office as Director, or as an employee of the Club, but he shall be entitled to be repaid any disbursements or travelling expenses properly paid by him in the performance of his duties.

30. A memorandum in wiriting signed by all the Directors for the time being and pasted in or attached to the Minute Book shall be as effective for all purposes as a resolution of the Directors passed at a Meeting duly convened, held, and constituted.

SHAREHOLDER'S SEASON TICKETS.

31. A Shareholder may have issued to him a Season Ticket or Tickets subject to a deduction of 5 per cent. from the amount charged to non-shareholders. Tickets so issued must not be sold and the privilege granted under this Article shall be restricted to such holder, and in case of transference on death to such member of his family as shall become the registered holder of the Shares. The privilege cannot be sold or granted to any other transferee.

DISQUALIFICATION OF DIRECTORS.

32. The office of a Director shall be vacated :—

(a) If he become bankrupt or insolvent or compound with his creditors.

(b) If he become of unsound mind or be found a lunatic ;

(c) If he be convicted of an indictable offence ;

(d) If he cease to hold the necessary share qualification, or do not obtain the same within one month from the date of his appointment ;

(e) If he absent himself from the Meetings of Directors for a period of four months without special leave of absence from the other Directors or unless such absence shall be certified by a qualified Medical Practitioner to be due to illness ;

(f) If he give the Directors notice in writing that he resigns his office ;

(g) If he become prohibited from being a Director by reason of any order made under Sections 217 or 275 of the Companies Act, 1929 ;

(h) If he ceases to be bound under any obligation entered into by him pursuant to Article 28 (b) hereof ;

(i) If he be suspended by The Football Association from taking part in football management.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice has been served upon the Directors or an entry has been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

33. No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, or otherwise, nor shall any such contract or arrangement or any contract or arrangement entered into by or on behalf of the Company with any company or partnership of, or in which any director shall be a member or otherwise interested, be avoided, nor shall any Director so contracting or being such member, or so interested, be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office, or of the fiduciary relationship thereby established ; but a Director shall not vote in respect of any such contract or arrangement, and the nature of his interest, where it does not appear on the face of the contract, must be disclosed by him at the meeting of the Directors at which the contract or arrangement is first taken into consideration if his interest then exists, or in any other case at the first meeting of the Directors after the acquisition of his interest. A general notice given to the Directors by a Director to the effect that he is a member of a specified company or firm and is to be regarded as interested in any contract, arrangement, or dealing which may, after the date of the notice, be entered into or made with that company or firm, shall, for the purpose of this Article, be deemed to be a sufficient disclosure of interest in relation to any contract, arrangement or dealing so entered into or made.

34. Nominations for Directors to be elected from time to time at the Ordinary General Meeting (other than retiring Directors who shall be eligible for re-election without a preliminary nomination) must be forwarded to and received by the Secretary on or before the first day of June in each year, and nominations for Directors (other than retiring Directors as aforesaid) to be elected at any Extraordinary General Meeting must be forwarded to and received by the Secretary six days at least prior to any such Extraordinary General Meeting. Every nomination under this present Article must be in writing and signed by two shareholders.

35. If any Director or other person shall, at the request or by the approval of the Directors, incur, or render himself liable to incur any liability, or render himself liable to make any payment on behalf of and for the Company, the Directors may secure to such Director or other person indemnity by the Company against such liability or payment by the issue to him of such debenture or charge on the assets and undertaking of the Company or any part thereof as shall, in each such case, be agreed on between such Director or other person and the Directors.

DIVIDENDS.

36. The Directors shall lay before the Company in general meeting a recommendation as to the amount which they consider ought to be paid by way of dividend, and the Company may declare the dividend to be paid, but such dividend shall not exceed the amount recommended by the Directors. A larger dividend shall not be declared than the maximum dividend allowed from time to time by The Football Association and may be cumulative for a period not exceeding three years. All dividends unclaimed for six years after having been declared may be forfeited by the Directors for the benefit of the Company.

NOTICES.

37 A member who has no registered address in the United Kingdom, and has not supplied to the Company any address within the United Kingdom for the giving of notices to him shall not be entitled to receive any notices from the Company. A member shall be deemed to have no registered address in the United Kingdom, and not entitled to receive Notices if four consecutive notices addressed to him at an address supplied by him to the Company shall have been returned undelivered through the General Post Office after being properly stamped.

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WINDING-UP.

38. The dissolution of the Company may be determined on for any purpose whatever, and whether the object be the absolute dissolution of the Company or the reconstruction or modification of the Company or its amalgamation with any other Company having similar objects, and when determined on the Directors shall carry the same into effect accordingly.

39. On the dissolution of the Company the surplus assets shall be applied, first, in repaying to the members the amount paid on their shares respectively, and if such assets shall be insufficient to repay the said amount in full, they shall be applied rateably, so that the loss shall fall upon the members in proportion to the amount called up on their shares respectively, and no member shall be entitled to have any call made upon other members for the purpose of adjusting his rights ; but where any call has been made and has been paid by some of the members, such call shall be enforced against the remaining members for the purpose of adjusting the rights of the members between themselves. If the surplus assets shall be more than sufficient to pay to the members the whole amount paid up on their shares, the balance shall be given to the Football National War Fund or any benevolent fund in connection with The Football Association, or to some Club or Institute in the Borough of Blackpool having similar objects to those contained in the Memorandum of Association, or to any local charity, or charitable or benevolent institution situate within the same Borough, such club, institution, or charity to be decided upon and such property apportioned among all or any of such Clubs, instututions, or charities, by the Members of the Club, at or before the time of dissolution as they shall direct, or in default of any such decision or apportionment by the members of the Club, the same to be decided upon and apportioned by a Judge of the High Court of Justice or the Vice-Chancellor of the Chancery of the County Palatine of Lancaster, having jurisdiction in such winding-up or dissolution, or such balance may be disposed of in such other manner as the members of the Club, with the consent of the Council of The Football Association, if then existing, shall by resolution in general meeting determine.

L. G. Butterworth

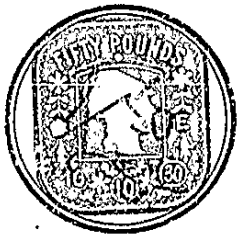
Chairman.

Number of Company } 215409

[Form No. 26.

THE STAMP ACT, 1891; THE FINANCE ACT, 1899; THE REVENUE ACT, 1903; and THE FINANCE ACT, 1920.

COMPANY HAVING A SHARE CAPITAL.



Inland Revenue Duty Stamp to be impressed here.

Statement of Increase of the Nominal Capital

OF

THE BLACKPOOL FOOTBALL CLUB

LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891; Section 7 of The Finance Act, 1899; Section 5 of The Revenue Act, 1903; and Section 39 of The Finance Act, 1920.

(*See Page 2 of this Form.*)

REGISTERED 15 OCT 1930

The Statement has to be registered with the Notice of Increase in the Nominal Capital required under Section 52 of The Companies Act, 1929.

cl. 8869

TELEGRAMS: "CERTIFICATE, FLEET, LONDON." TELEPHONE: HOLBORN 0434 (2 LINES).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 TO 118 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.

Presented by Jacob Parkinson & Co.,

Birley Street, Blackpool,

Solicitors to the Company.

JORDAN & SONS, LIMITED REGISTRATION 15 OCT. 1930 AGENTS CHANCERY LANE, LONDON.

655

15 OCT. 1930

THE NOMINAL CAPITAL

OF

THE BLACKPOOL FOOTBALL CLUB

LIMITED,

has, by a Resolution of the Company dated the Second day of October, 1930 been increased by the addition thereto of the sum of Five Thousand Pounds, divided into Five Thousand Shares of One Pound each, beyond the Registered Capital of Ten Thousand Pounds.

Signature Jacob Parkinson

Description Director.

Dated the fourth day

of October 1930

NOTE.—This margin is reserved for binding, and must not be written across.

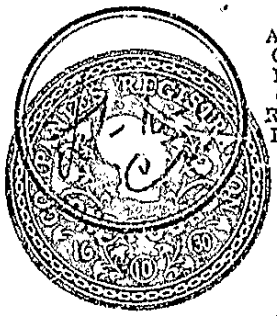
*** *This Statement should be signed by an Officer of the Company.*

[Form No. 10.

Number of Company

"THE COMPANIES ACT, 1929."

COMPANY HAVING A SHARE CAPITAL.



Ad valorem Companies Fee Stamp (including Registration Fee of 5s.) must be impressed here.

Notice of Increase in the Nominal Capital

OF

THE BLACKPOOL FOOTBALL CLUB

REGISTERED 15 OCT 1930

LIMITED.

Pursuant to Section 52 of The Companies Act, 1929.

(See Page 2 of this Form)

G.9101

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE: HOLBORN 0434 (2 LINES).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 TO 118 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.

Presented by Jacob Parkinson & Co.,

17 Birley Street, Blackpool,

Solicitors to the Company.

15 OCT 1930

Notice of Increase in the Nominal Capital

OF

THE BLACKPOOL FOOTBALL CLUB

Limited.

To THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 52 of The Companies Act, 1929, that by (*a*) an Extraordinary Resolution of the Company dated the Second day of October 1930, the Nominal Capital of the Company has been increased by the addition thereto of the sum of £5,000 ----------; beyond the Registered Capital of £10,000----------

The additional Capital is divided as follows:—

Number of Shares.	Class of Share (*b*).	Nominal Amount of each Share
5000	Ordinary Shares	£1

The conditions (*e.g.* voting rights, Dividends, &c.) subject to which the new Shares have been or are to be issued are as follows:—

The additional shares are to rank equally with the original capital of the Company and are to be issued at such time or times and on such terms and conditions as the Directors may prescribe but so that there shall be no obligation to offer any such new shares to persons entitled to receive notice from the Company of General Meetings.

Signature [signature]

Description (*c*) Director.

Dated the fourth day of October 1930.

(*a*) *Insert* "an Ordinary," "an Extraordinary," *or* "a Special," as the case may be.
(*b*) If any of the new Shares are Preference Shares state whether they are redeemable or not.
(*c*) State whether Director or Manager or Secretary of the Company.

This margin is reserved for binding, and must not be written across.

No. of Company 48,409.

92.

"The Companies Act, 1929."

COMPANY LIMITED BY SHARES

(COPY)

Special Resolution

(*Pursuant to The Companies Act*, 1929, *Sections* 10 *and* 117)

OF

The Blackpool Football Club,

LIMITED.

REGISTERED 28 JUL 1938

Passed the 18*th day of July*, 1938.

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened, and held on the 18th day of July, 1938, the following SPECIAL RESOLUTION was duly passed:—

"That the Articles of Association of the Company be altered or amended as follows:—

(1) By adding the following new Article:—

26A. (i) The Company may at any time by Ordinary Resolution appoint to the office of President any Member of the Company. Such appointment shall be made for the purpose of showing appreciation of the services rendered by such Member to the Company and to the game of football, or other athletic sports or pastimes.

(ii) If and whenever a President shall be appointed as aforesaid, he shall be entitled to hold that office for the remainder of his life, or until he resigns, and every such President shall, so long as he holds the office of President, be also a Director of the Company with all the rights and privileges of a Director, notwithstanding that by reason of his so acting the maximum number of Directors may be exceeded.

28 JUL 1938

(iii) A President (whether or not he was a Director at the time of his appointment) shall not be subject to the Regulations of the Company as to the retirement or removal of Directors and shall not be taken into account in determining the rotation of retirement of Directors.

(iv) The provisions of Paragraph (B) of Article 28 hereof and the provisions of Paragraph (H) of Article 32 hereof, shall not apply to a President.

(v) The President shall not, as such, have any rights or privileges other than those of an ordinary Director.

(2) By adding to the end of Article 27 the following words 'but in computing such maximum number a President (if any) shall be excluded'."

William Jackman. *Chairman.*

Presented to the Registrar of Companies on the 28th day of July, 1938.

JORDAN & SONS, LIMITED,
COMPANY REGISTRATION AGENTS, PRINTERS, AND PUBLISHERS,
CHANCERY LANE, LONDON, W.C.2, AND 13 BROAD STREET PLACE, E.C.2.—50006-38

OF COMPANY 48,409

The Companies Act, 1948

COMPANY LIMITED BY SHARES

(COPY)

Special Resolution

(Pursuant to The Companies Act, 1948, Sec

OF

Blackpool Football Club Limited

Passed the 19th day of August, 1948

REGISTERED
14 SEP 1948

an EXTRAORDINARY GENERAL MEETING of the above-named Company, convened, and held at Blackpool Cricket Club Pavilion, Stanley Park, kpool, in the County of Lancaster, on the 19th day of August, 1948, the wing SPECIAL RESOLUTION was duly passed :—

"That the following new Article be inserted in the Articles of Association after Article 28 :—

28x. Notwithstanding any statutory prohibition or requirement to the contrary a Director shall not be disqualified from being appointed to or holding office as such by reason of his having attained any specified age."

Harry Evans
Chairman

nted to the Registrar of Companies
the 14th day of September, 1948

14 SEP 1948

JORDAN & SONS, LIMITED,
COMPANY REGISTRATION AGENTS, PRINTERS, AND PUBLISHERS,
CHANCERY LANE, LONDON, W.C.2, AND 13 BROAD STREET PLACE E.C.2.—RG-97374

A 1897

No. of Company 48,409.

113.

THE COMPANIES ACT, 1948.

COMPANIES REGISTRATION FIVE SHILLINGS

COMPANY LIMITED BY SHARES.

Special Resolution

(*Pursuant to the Companies Act*, 1948, *Sections* 10 *and* 141)

OF

The Blackpool Football Club Limited

Passed the 10*th day of August*, 1951

REGISTERED 3 SEP 1951

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened and held on the 10th day of August, 1951, the following SPECIAL RESOLUTION was duly passed :—

"That the new Articles of Association already approved by this Meeting, and for the purpose of identification subscribed by the Chairman thereof, be and the same are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles thereof."

Harry Evans

Chairman.

Presented to the Registrar of Companies on the 3rd day of September 1951.

JORDAN & SONS LIMITED REGISTRATION 3 SEP 1951

A 3804

COMPANIES REGISTRATION OFFICE 3 SEP 1951

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

The Blackpool Football Club Limited

(Adopted by Special Resolution passed on the 10th day of August, 1951)

PRELIMINARY

1. The Regulations contained in Table A in the First Schedule to the Companies Act, 1929 shall not apply to the Company.

2. The Regulations contained in Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, neither Clauses 53, 58, 59, 60, 61, 62, 67, 75, 76, 77, 84, 87, 88, 93, 107, 108, 109, 128 and 129 in Part I. of Table A nor the Clauses in Part II. of Table A shall apply to the Company; but in lieu thereof, and in addition to the remaining Clauses in Part I. of Table A, the following shall be the Regulations of the Company.

SHARE CAPITAL AND SHARES

3. The Share Capital of the Company at the time of the adoption of these Articles is Fifteen thousand pounds, divided into Fifteen thousand Shares of One pound each.

4. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

5. No Share shall be sub-divided.

6. Preference Shares may be issued with a Cumulative Preferential Dividend not exceeding Seven pounds Ten shillings per centum per annum for a period not exceeding three years, but the Company may not issue more Preference Shares than its subscribed Ordinary Shares.

7. The lien conferred by Clause II. in Part I. of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETINGS

8. Every Notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditors for the time being of the Company.

Harry Evans
Chairman
B. F.C.

9. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; and such quorum shall consist of six Members personally present.

10. In the case of an Extraordinary General Meeting no business other than that stated in the notice convening the Meeting as the objects of the Meeting shall be transacted.

VOTES OF MEMBERS

11. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless such Meeting shall resolve that the same shall be by ballot of those present or unless a poll is (before or on the declaration of the result of the show of hands or ballot) demanded by the Directors then present or by at least five Members present in person or by proxy or by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Meeting.

12. On a show of hands (or if ballot papers are used at a Meeting) every Member present in person shall have one vote. On a poll, whether taken at a Meeting or by post, every Member shall have one vote for each Share of which he is the holder.

13. On a poll, votes may be given either personally or by proxy or in accordance with the provisions of Article 16 hereof.

14. Unless a poll is so demanded a declaration by the Chairman that a Resolution has, on a show of hands, or by ballot, been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that Resolution.

15. A poll demanded upon the election of a Chairman or upon a question of adjournment shall be taken forthwith. A poll duly demanded on any other question shall be taken at such time and place and (subject to the provisions of Article 16 hereof) in such manner as the Directors present at the Meeting may direct and the result of the poll shall be deemed to be the Resolution of the Meeting at which the poll is demanded. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

16. If a poll is duly demanded it may (if directed by the Directors present at the Meeting) be taken by means of voting papers sent through the post by the Company to each Shareholder entitled to vote and receive Notices from the Company specifying the proposed Resolution or Resolutions to be voted upon, and such voting papers shall be completed and signed by the Shareholder (or his duly authorised attorney) and duly witnessed or, if the Shareholder is a Corporation, either duly sealed, or under the hand of an officer or attorney duly authorised, and returned to the office of the Auditors of the Company by such time and in accordance with such general directions as shall be determined by the Directors present at the Meeting at which the poll is directed. In the event of a poll being taken by voting papers the Auditors of the Company shall forthwith scrutinise the returned voting papers and certify in writing the result of the voting to the Board of Directors, and the result of the poll shall be deemed to be the Resolution of the Meeting at which the poll is demanded and shall be announced by the Board of Directors either by sending through the post notice to each Shareholder entitled to receive notices or by publication in a local newspaper within seven days after the result has been certified by the Auditors. The accidental omission to send any voting paper to or the non-receipt of any voting paper by any Member or the non-receipt by the Company of any voting paper shall not invalidate any poll taken by means of voting papers.

17. In the case of an equality of votes whether on a show of hands or on a ballot or on a poll whether taken at a Meeting or by means of voting papers sent through the post the Chairman of the Meeting at which the show of hands or ballot takes place or at which the poll is demanded shall be entitled to a second or casting vote.

Harry Evans
Chairman
B. of C.

DIRECTORS

18. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than five nor more than nine.

19. The Directors of the Company at the time of the adoption of these Articles are: Messieurs Harry Evans, Albert Holliday Hindley, Richard Seed, James Charlton Haslam, Rhodes William Marshall, Joseph Ramsden, Henry Markland and Frederick Herbert Grime.

20. The qualification of a Director shall be:—

(a) The holding in his own right of Shares of the Company to the nominal value of Twenty-five pounds at the least, and

(b) the undertaking by him of personal liability for the liabilities of the Company whether as Guarantor or otherwise to an extent equal at least to that (if any) for which each of the other Directors of the Company for the time being is personally liable, and within two calendar months after his election a Director shall sign such documents and do all such acts and things as may be necessary to enable him to assume such personal liability.

21. A Director shall be entitled to be repaid any disbursements or travelling expenses properly paid by him in the performance of his duties, but he shall not be entitled to receive any remuneration in respect of his office as Director or as an employee of the Company.

22. No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company with any company or partnership of or in which any Director shall be a member or otherwise interested, be avoided, nor shall any Director so contracting or being such member, or so interested, be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of the fiduciary relationship thereby established; but a Director shall not vote as a Director in respect of any such contract or arrangement, and the nature of his interest must be declared by him at the Meeting of the Directors at which the contract or arrangement is first taken into consideration, or if the Director was not at the date of that Meeting interested in the contract, at the next Meeting of the Directors held after he became so interested and, in a case where the Director becomes interested in a contract after it is made, the said declaration shall be made at the first Meeting of the Directors held after the Director becomes so interested. A general notice given to the Directors by a Director (if it is given at a Meeting of Directors, or such Director takes reasonable steps to secure that it is brought up and read at the next Meeting of Directors after it is given) to the effect that he is a member of a specified company or firm and is to be regarded as interested in any contract or arrangement which may, after the date of the notice, be entered into or made with that company or firm, shall, for the purpose of this Article, be deemed to be a sufficient declaration of interest in relation to any contract or arrangement so entered into or made.

23. Nominations for Directors to be elected from time to time at the Annual General Meeting (other than retiring Directors who shall be eligible for re-election without a preliminary nomination) must be forwarded to and received by the Secretary on or before the first day of June in each year, and nominations for Directors to be elected at any Extraordinary General Meeting must be forwarded to and received by the Secretary within four days from the time when the Notice convening the Meeting shall be deemed to have been served. Every nomination under this Article must be in writing and signed by two Members.

24. If any Director or other person shall, at the request or with the approval of the Directors, incur, or render himself liable to incur, any liability, or render himself liable to make any payment on behalf of and for the Company, the Directors may secure to such Director or other person indemnity by the Company against such liability or payment by the issue to him of such debenture or charge on the assets and undertaking of the Company or any part thereof as shall, in each such case, be agreed on between such Director or other person and the Directors.

Harry Evans
Chairman
B. & C.

DISQUALIFICATION OF DIRECTORS

25. The office of a Director shall be vacated :—

(a) If he becomes bankrupt or insolvent or compound with his creditors;

(b) If he become of unsound mind;

(c) If he cease to hold the necessary share qualification or do not obtain the same within two calendar months from the date of his appointment;

(d) If he absent himself from the Meetings of Directors for a period of four calendar months without special leave of absence from the other Directors; or unless such absence shall be certified by a qualified medical practitioner to be due to illness;

(e) If he become prohibited from being a Director by reason of any order made under Section 188 of The Companies Act, 1948;

(f) If he declines to be bound under any obligation required to be entered into by him pursuant to paragraph (b) of Article 20 hereof;

(g) If he gives the Company notice in writing that he resigns his office;

(h) If he be suspended by The Football Association from taking part in football management.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Company or an entry shall have been made in the Directors Minute Book stating that such Director has ceased to be a Director of the Company.

26. No person shall be incapable of being appointed a Director by reason of his having attained the age of seventy years or any other age, nor shall any Director vacate his office by reason of his attaining or having attained the age of seventy years or any other age; and the provisions of Sub-Sections (1) to (6) inclusive of Section 185 of The Companies Act, 1948, shall be excluded from applying to the Company.

SHAREHOLDER'S SEASON TICKETS

27. A Shareholder may have issued to him a Season Ticket or Tickets subject to a deduction of five per cent. from the amount charged to non-shareholders. Tickets so issued must not be sold and the privilege granted under this Article shall be restricted to such holder, and in case of transference on death to such member of his family as shall become the registered holder of the Shares. The privilege cannot be sold or granted to any other transferee.

BORROWING POWERS

28. Clause 79 in Part I. of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

29. No Mortgage or other security or charge upon any assets of the Company to secure more than the principal money advanced, and interest at Seven pounds Ten shillings per centum per annum, shall be issued without the previous consent of The Football Association. All loans to the Company except with the previous consent of The Football Association shall be limited to the same rate of interest.

DIVIDENDS

30. A larger Dividend shall not be declared than the maximum Dividend allowed from time to time by The Football Association, and may be cumulative for a period not exceeding three years. Until otherwise determined by The Football Association, the maximum Dividend payable in respect of any year shall be Seven pounds Ten shillings per centum, but if the Dividend is paid free of income tax such maximum Dividend shall be Five pounds per centum. All Dividends unclaimed for six years after having been declared may be forfeited by the Directors for the benefit of the Company.

Harry Evans
Chairman
B. of C.

NOTICES

31. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company. A Member shall be deemed to have no registered address in the United Kingdom and not be entitled to receive notices if four consecutive notices addressed to him at an address supplied by him to the Company shall have been returned undelivered through the General Post Office after having been properly stamped.

WINDING UP

32. On the winding up of the Company the surplus assets shall be applied, first, in repaying to the Members the amount paid on their Shares respectively, and if such assets shall be insufficient to repay the said amount in full, they shall be applied rateably, so that the loss shall fall upon the Members in proportion to the amount called upon their Shares respectively, and no Member shall be entitled to have any call made upon other Members for the purpose of adjusting his rights; but where any call has been made and has been paid by some of the Members such call shall be enforced against the remaining Members for the purpose of adjusting the rights of the Members between themselves. If the surplus assets shall be more than sufficient to pay to the Members the whole amount paid up on their Shares, the balance shall be given to The Football Association Benevolent Fund, or to some other Club or Institute in the County of Lancaster having objects similar to those contained in the Memorandum of Association, or to any local charity or charitable or benevolent institution situate within the said County, such club, institution, or charity to be decided upon and such surplus apportioned among all or any of such clubs, institutions, or charities by the Members of the Company at or before the time of dissolution as they shall direct, or in default of any such decision or apportionment by the Members of the Company, the same to be decided upon and apportioned by a Judge of the High Court of Justice or the Vice-Chancellor of the County Palatine of Lancaster having jurisdiction in such winding up or dissolution and as he shall determine, or such balance may be disposed of in such other manner as the Members of the Company with the consent of the Council of The Football Association, if then existing, shall determine.

Harry Evans
Chairman
B. F. C.

No. of Company 48,409 | 131

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

REGISTERED
13 NOV 1961

Special Resolution

(*Pursuant to the Companies Act*, 1948, *Sections* 10 *and* 141).

of

THE BLACKPOOL FOOTBALL CLUB LIMITED

Passed the 23*rd day of October*, 1961

AT the ANNUAL GENERAL MEETING of the Members of the above-named Company, duly convened and held in Blackpool on the 23rd day of October, 1961 the following SPECIAL RESOLUTION was duly passed:

"That the Articles of Association be altered by the substituting in article 23 the word 'August' for the word 'June'".

A. H. HINDLEY,

Chairman.

32

NO. OF COMPANY 48409/32.

[C.F. 103]

THE COMPANIES ACT, 1948.

A 5/- Companies Registration Fee Stamp must be *impressed* here.

Notice of Place where Register of Members is kept or of any Change in that place.

Pursuant to Section 110 (3).

NAME OF COMPANY BLACKPOOL FOOTBALL CLUB LIMITED.

REGISTERED 20 NOV 1961

CAT. NO. C.F. 103.

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

S2700 (N) L O

20 NOV 1961

Presented by

Blane, Gaulter & Blane.

46, Lord Street,

Blackpool.

38

Notice of Place where Register of Members is kept or of any Change in that place.

To the REGISTRAR OF COMPANIES.

BLACKPOOL FOOTBALL CLUB

LIMITED

hereby gives you notice, in accordance with subsection (3) of Section 110 of the Companies Act, 1948, that the Register of Members of the Company is kept at

46, Lord Street, Blackpool.

(*Signature*) Richard Lewis.

(*State whether Director or Secretary*) Secretary.

DATED 14th *day of* November 19 61

This margin to be reserved for binding.

484409/157

C.A. 51

THE COMPANIES ACTS 1948 TO 1967

COPY

† SPECIAL Resolutions

(pursuant to Section 141 ( ) of the Companies Act 1948) ‡

OF

BLACKPOOL FOOTBALL CLUB LIMITED

Passed the 6th *day of* April 19 72.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at THE IMPERIAL HOTEL, BLACKPOOL.

on the 6th day of April 1972, the following † Special Resolutions were duly passed :—

*

1. That the Articles of Association of the Company be altered as follows:-

By inserting in Regulation 23 after the words "on or before," the words "5-0 p.m. on the 1st day of June," and deleting from the said Regulation 23 the words "1st day of August."

2. That the Articles of Association of the Company be altered as follows:-

By inserting in Regulation 31 after the figure "31" the figure "(i)"

By adding after Regulation 31 (i) the following Regulations to be numbered

31(ii) Any member to whom four such notices shall have been undelivered as aforesaid shall be deemed to wish to sell the shares registered in his name at the fair value certified in writing by the Auditor (who shall be considered to be acting as an expert and not as an arbitrator, and accordingly the Arbitration Act 1950 shall not apply) and the Company shall be deemed to be the member's agent for the purpose only of selling all or any of the said shares to any person or persons selected by the Directors. The Company shall give notice of the intended sale to such member and the Company shall be bound to complete the sale unless the member shall notify the Company in writing

Cont/d...

† Insert "Special" or "Extraordinary" as the case may be.

‡ Where this form is returned to the Publishers to be printed, they will fill in the correct references to the Sections under which the Resolution was passed.

This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company.

The copy Resolution must then be filed with the Registrar of Companies within 15 DAYS after the passing of the same.

JORDAN & SONS LIMITED
Company Registration Agents, Printers & Publishers
City Office: Wilco House, 82 City Road
LONDON E.C.1

11

of his objection to the intended sale within eight days from the Company sending him notice as aforesaid. The Directors may consider the merits of such objection and the Company may complete the intended sale or not as the Directors in their absolute discretion consider fit. If the member shall not execute a transfer of such shares within twenty-one days from the Company sending him the said notice, the Company may appoint any person to execute a transfer of the shares and the Company may receive the purchase moneys on behalf of such member, who shall be bound to return any certificate in respect of such shares to the Company. The receipt of the Company for the purchase moneys shall be a good discharge to the purchaser, and upon completion of the said transfer the Company shall delete the name of the member from the Register of Members and thereupon such members shall cease to be a member of the Company (but shall, notwithstanding, remain liable to pay to the Company all moneys then payable by him to the Company in respect of such shares, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares), and the Company shall cause the name of the purchaser to be entered in the Register of Members.

31(iii) Upon the sale of any share in pursuance of sub-Article (ii) of this Article the purchase moneys received by the Company shall be a debt due to the Member in whose name they were registered before such sale as aforesaid and time shall be deemed to run for the purposes of the Limitation Act 1939 from the date when such moneys as aforesaid are received by the Company. Interest shall not be payable to the person or persons entitled to such moneys.

Frank M. Beckinsale

CHAIRMAN

NO. 48409 | 169

COMPANIES ACT, 1948

SPECIAL RESOLUTION

(Pursuant to Section 143 of the Companies Act 1948) of Blackpool Football Club Limited

---

At the Annual General Meeting of the members of the above Company duly convened and held at the Imperial Hotel, Blackpool on the 28th day of July, 1975 the following special resolution was duly passed

That the objects of the Company be extended so as to include power to carry on business as a licensed social club, and that the Memorandum of Association of the Company be modified accordingly by adding at the end of sub-clause 16 of clause 3 thereof the following words namely:

17(i) To establish and carry on a licensed social club to be called the Club Tangerine and to permit to be used by the members of such club or any persons, with or without payment, any club-house and any other property of the Company.

(ii) To buy, take on hire, make or provide furniture, utensils, linen, glass, china, plate and all other things commonly or conveniently used in connection with a club.

(iii) To buy, provide, make and sell meals, food, intoxicating and non-intoxicating drinks, tobacco, cigars, and cigarettes, and all other things commonly consumed in a club.

(iv) To provide all things necessary for games and for music and other social entertainment.

AND by substituting the number 18 for the number 17 immediately before existing clause 3(17) of the Memorandum.

(Signed) .....
SECRETARY.

COMPANIES REGISTRATION OFFICE
19 AUG 1975

JORDAN & SONS, LIMITED
REGISTRATION AGENTS
61787

DUPLICATE

48409/170

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum and Articles of Association of

THE BLACKPOOL FOOTBALL CLUB LIMITED

(Incorporated the day of 19)

39

Jordan & Sons Limited

International Law Agents, Consultants and Publishers

Jordan House, 47, Brunswick Place, London, N1 6EE

COMPANIES REGISTRATION OFFICE
27 NOV 1975

N.T.C. Gain
Secretary

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

THE BLACKPOOL FOOTBALL CLUB LIMITED

(As altered by Special Resolution passed on the 28th day of July, 1975)

1. The name of the Company is "THE BLACKPOOL FOOTBALL CLUB LIMITED."

2. The Registered Office of the Company will be situate in England.

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

1. To promote the game of Football, and other athletic sports, and pastimes.

2. To provide a Football Ground at or near Blackpool, in the County of Lancaster, and to lay out and prepare such ground for Football, and other purposes of the Company, and to provide Pavilions, Lavatories, Refreshment Rooms and other conveniences connected therewith.

3. To hold or arrange Football and other matches and competitions, and offer, and grant or contribute towards the provision of prizes, awards, and distinctions.

4. To subscribe to, become a member, and co-operate with any other association, whether incorporated or not, whose objects are altogether, or in part, similar to those of this Company.

5. To buy, sell and deal in all kinds of apparatus, and all kinds of provisions, liquid and solid, required by persons frequenting the Company's grounds.

6. To purchase, take on lease, or otherwise acquire, any lands, buildings, easements or property, real and personal, which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Company.

7. To raise money by subscriptions; and to grant any special rights and privileges to subscribers or shareholders.

8. To develop and turn to account any land, or other property, acquired by the Company or in which it is interested; and for this purpose, the erecting, constructing, altering, or pulling down, re-building, repairing,

JORDAN & SONS, LIMITED
REGISTRATION AGENTS
61787
BRISTOL

decorating, maintaining, fitting up, furnishing and improving any kind of buildings and other premises, and by planting, paving, sewering, draining, farming, cultivating, and otherwise dealing with, and managing the lands of the Company.

9. To sell, lease, exchange, partition, or otherwise, from time to time, to deal with or dispose of the whole, or any part or parts of the real and personal estate of the Company.

10. To let out on hire or work either alone or on sharing terms, any property or effects of the Company, or in partnership with any other Company or persons all or any portion or portions of the property or effects of the Company.

11. To support and subscribe to any charitable or public object, and any institution, society, or club, which may be for the benefit of the Company, or its employees, or may be connected with any town or place where the Company carries on busiess; and to give pensions, gratuities or charitable aid, to any person or persons who may have served the Company, or to the wives, widows, children, or other relatives of such persons; and to form and contribute to provident and benefit funds, for benefit of any persons employed by the Company.

12. To enter into partnership, or into any arrangement for sharing profits, union of interest, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or Company, carrying on, or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.

13. To subscribe for, take, purchase, or otherwise acquire and hold, shares, or other interests in, or securities of any other Company having objects, altogether or in part, similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

14. To promote any other Company for the purpose of acquiring all, or any of the property and liabilities of this Company, or for any other purpose which may seem, directly or indirectly, calculated to benefit this Company.

15. To invest and deal with the moneys of the Company, not immediately required, upon such securities, and in such manner as may, from time to time, be determined.

16. To borrow or raise money in such manner as the Company, by special resolution shall authorise, and in particular, by the issue of debentures or debenture stock, perpetual or otherwise, and to secure the repayment of any money borrowed or raised 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 a similar mortgage, charge or lien to secure and guarantee the performance, by the Company, of any obligation or liability it may undertake.

17. (i) To establish and carry on a licensed social club to be called the Club Tangerine and to permit to be used by the members of such club or any persons, with or without payment, any club-house and any other property of the Company.

(ii) To buy, take on hire, make or provide furniture, utensils, linen, glass, china, plate and all other things commonly or conveniently used in connection with a club.

(iii) To buy, provide, make and sell meals, food, intoxicating and non-intoxicating drinks, tobacco, cigars, and cigarettes, and all other things commonly consumed in a club.

(iv) To provide all things necessary for games and for music and other social entertainment.

18. To do all such other things as are incidental or conducive to the attainment of any of above objects.

4. The liability of the members is limited.

5. *The Capital of the Company is £5,000, divided into 5,000 Shares of £1 each. The Company has power, from time to time, to increase its capital, and to issue any shares in the original or increased capital as Ordinary Preferred, Deferred, or Guaranteed shares, and to attach to any class or classes of such shares any preferences, rights, privileges, or conditions, or to subject the same to any restrictions or limitations that may be determined by any special resolution of the Company, passed before the issue of the shares affected thereby.

*By Special Resolution passed on the 23rd day of April, 1925, the Share Capital of the Company was increased to £10,000 divided into 10,000 Shares of £1 each and by Special Resolution passed on the 2nd day of October, 1975 the Share Capital was further increased to £15,000 divided into 15,000 Shares of £1 each.

Secretary.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

THE BLACKPOOL FOOTBALL CLUB LIMITED

(Adopted by Special Resolution passed on the 10th day of August, 1951) ~~and Altered by Special Resolution passed on the 28th day of July, 1975)~~

PRELIMINARY

1. The Regulations contained in Table A in the First Schedule to the Companies Act, 1929 shall not apply to the Company.

2. The Regulations contained in Table A in the First Schedule to the Companies Act, 1948 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, neither Clauses 53, 58, 59, 60, 61, 62, 67, 75, 76, 77, 84, 87, 88, 93, 107, 108, 109, 128 and 129 in Part I of Table A nor the Clauses in Part II of Table A shall apply to the Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the Regulations of the Company.

SHARE CAPITAL AND SHARES

3. The Share Capital of the Company at the time of the adoption of these Articles is Fifteen thousand pounds, divided into Fifteen thousand Shares of One Pound each.

4. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

5. No Share shall be sub-divided.

6. Preference Shares may be issued with a Cumulative Preferential Dividend not exceeding Seven pounds Ten shillings per centum per annum for a period not exceeding three years but the Company may not issue more Preference Shares than its subscribed Ordinary Shares.

7. The lien conferred by Clause II in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETINGS

8. Every Notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditors for the time being of the Company.

9. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; and such quorum shall consist of six Members personally present.

10. In the case of an Extraordinary General Meeting no business other than that stated in the notice convening the Meeting as the objects of the Meeting shall be transacted.

VOTES OF MEMBERS

11. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless such Meeting shall resolve that the same shall be by ballot of those present or unless a poll is (before or on the declaration of the result of the show of hands or ballot) demanded by the Directors then present or by at least five Members present in person or by proxy or by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Meeting.

12. On a show of hands (or if ballot papers are used at a Meeting) every Member present in person shall have one vote. On a poll, whether taken at a Meeting or by post, every Member shall have one vote for each Share of which he is the holder.

13. On a poll, votes may be given either personally or by proxy, or in accordance with the provisions of Article 16 hereof.

14. Unless a poll is so demanded a declaration by the Chairman that a Resolution has, on a show of hands, or by ballot, been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that Resolution.

15. A poll demanded upon the election of a Chairman or upon a question of adjournment shall be taken forthwith. A poll duly demanded on any other question shall be taken at such time and place and (subject to the provisions of Article 16 hereof) in such manner as the Directors present at the Meeting may direct and the result of the poll shall be deemed to be the Resolution of the Meeting at which the poll is demanded. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

16. If a poll is duly demanded it may (if directed by the Directors present at the Meeting) be taken by means of voting papers sent through the post by the Company to each Shareholder entitled to vote and receive Notice from the Company specifying the proposed Resolution or Resolutions to be voted upon, and such voting papers shall be completed and signed by the Shareholder (or his duly authorised attorney) and duly witnessed or, if the Shareholder is a Corporation, either duly sealed, or under the hand of an officer or attorney duly authorised, and returned to the office of the Auditors of the Company by such time and in accordance with such general directions as shall be determined by the Directors present at the Meeting at which the poll is directed. In the event of a poll being taken by voting papers the Auditors of the Company shall forthwith scrutinise the returned voting papers and certify in writing the result of the voting to the Board of Directors, and the result of the poll shall be deemed to be the Resolution of the Meeting at which the poll is demanded and shall be announced by the Board of Directors either by sending through the post notice to each Shareholder entitled to receive notices or by publication in a local newspaper within seven days after the result has been certified by the Auditors. The accidental omission to send any voting paper to or the non-receipt of any voting paper by any Member or the non-receipt by the Company of any voting paper shall not invalidate any poll taken by means of voting papers.

17. In the case of an equality of votes whether on a show of hands or on a ballot or on a poll whether taken at a Meeting or by means of voting papers sent through the post the Chairman of the Meeting at which the show of hands or ballot takes place or at which the poll is demanded shall be entitled to a second or casting vote.

DIRECTORS

18. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than five nor more than nine.

19. The Directors of the Company at the time of the adoption of these Articles are: Messieurs Harry Evans, Albert Holliday Hindley, Richard Seed, James Charlton Haslam, Rhodes William Marshall, Joseph Ramsden, Henry Markland and Frederick Herbert Grime.

20. The qualification of a Director shall be:-

(a) The holding in his own right of Shares of the Company to the nominal value of Twenty-five pounds at the least, and

(b) the undertaking by him of personal liability for the liabilities of the Company whether as Guarantor or otherwise to an extent equal at least to that (if any) for which each of the other Directors of the Company for the time being is personally liable, and within two calendar months after his election a Director shall sign such documents and do all such acts and things as may be necessary to enable him to assume such personal liability.

21. A Director shall be entitled to be repaid any disbursements or travelling expenses properly paid by him in the performance of his duties, but he shall not be entitled to receive any remuneration in respect of his office as Director or as an employee of the Company.

22. No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company with any company or partnership of or in which any Director shall be a member or otherwise interested, be avoided, nor shall any Director so contracting or being such member, or so interested, be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of the fiduciary relationship thereby established; but a Director shall not vote as a Director in respect of any such contract or arrangement, and the nature of his interest must be declared by him at the Meeting of the Directors at which the contract or arrangement is first taken into consideration, or if the Director was not at the date of that Meeting interested in the contract, at the next Meeting of the Directors held after he became so interested, and, in a case where the Director becomes interested in a contract after it is made, the said declaration shall be made at the first Meeting of the Directors held after the Director becomes so interested. A general notice given to the Directors by a Director (if it is given at a Meeting of Directors, or such Director takes reasonable steps to secure that it is brought up and read at the next Meeting of Directors after it is given) to the effect that he is a member of a specified company or firm and is to be regarded as interested in any contract or arrangement which may, after the date of the notice, be entered into or made with that company or firm, shall, for the purpose of this Article, be deemed to be a sufficient declaration of interest in relation to any contract or arrangement so entered into or made.

23. Nominations for Directors to be elected from time to time at the Annual General Meeting (other than retiring Directors who shall be eligible for re-election without a preliminary nomination) must be forwarded to and received by the Secretary on or before 5 p.m. on the first day of June in every year and nominations for Directors to be elected at any Extraordinary General Meeting must be forwarded to and received by the Secretary within four days from the time when the Notice convening the Meeting shall be deemed to have been served. Every nomination under this Article must be in writing and signed by two Members.

24. If any Director or other person shall, at the request or with the approval of the Directors, incur, or render himself liable to incur, any liability, or render himself liable to make any payment on behalf of and for the Company, the Directors may secure to such Director or other person indemnity by the Company against such liability or payment by the issue to him of such debenture or charge on the assets and undertaking of the Company or any part thereof as shall, in each such case, be agreed on between such Director or other person and the Directors.

DISQUALIFICATION OF DIRECTORS

25. The office of a Director shall be vacated: -

(a) If he becomes bankrupt or insolvent or compound with his creditors;

(b) If he become of unsound mind;

(c) If he cease to hold the necessary share qualification or do not obtain the same within two calendar months from the date of his appointment;

(d) If he absent himself from the Meetings of Directors for a period of four calendar months without special leave of absence from the other Directors; or unless such absence shall be certified by a qualified medical practitioner to be due to illness;

(e) If he become prohibited from being a Director by reason of any order made under Section 188 of The Companies Act, 1948;

(f) If he declines to be bound under any obligation required to be entered into by him pursuant to paragraph (b) of Article 20 hereof;

(g) If he gives the Company notice in writing that he resigns his office;

(h) If he be suspended by The Football Association from taking part in football management.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Company or an entry shall have been made in the Directors Minute Book stating that such Director has ceased to be a Director of the Company.

26. No person shall be incapable of being appointed a Director by reason of his having attained the age of seventy years or any other age, nor shall any Director vacate his office by reason of his attaining or having attained the age of seventy years or any other age; and the provisions of Sub-Sections (1) to (6) inclusive of Section 185 of The Companies Act, 1948, shall be excluded from applying to the Company.

SHAREHOLDER'S SEASON TICKETS

27. A Shareholder may have issued to him a Season Ticket or Tickets subject to a deduction of five per cent. from the amount charged to non-shareolders. Tickets so issued must not be sold and the privilege granted under this Article shall be restricted to such holder, and in case of transference on death to such member of his family as shall become the registered holder of the Shares. The privilege cannot be sold or granted to any other transferee.

C1

BORROWING POWERS

28. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

29. No Mortgage or other security or charge upon any assets of the Company to secure more than the principal money advance, and interest at Seven pounds Ten shillings per centum per annum, shall be issued without the previous consent of The Football Association. All loans to the Company except with the previous consent of The Football Association shall be limited to the same rate of interest.

DIVIDENDS

30. A larger Dividend shall not be declared than the maximum Dividend allowed from time to time by The Football Association, and may be cumulative for a period not exceeding three years. Until otherwise determined by The Football Association, the maximum Dividend payable in respect of any year shall be Seven pounds Ten shillings per centum, but if the Dividend is paid free of income tax such maximum Dividend shall be Five pounds per centum. All Dividends unclaimed for six years after having been declared may be forfeited by the Directors for the benefit of the Company.

NOTICES

31. (i) A Member who has no registered address in the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company. A Member shall be deemed to have no registered address in the United Kingdom and not be entitled to receive notices if four consecutive notices addressed to him at an address supplied by him to the Company shall have been returned undelivered through the General Post Office after having been properly stamped.

(ii) Any member to whom four such notices shall have been undelivered as aforesaid shall be deemed to wish to sell the shares registered in his name at the fair value certified in writing by the Auditor (who shall be considered to be acting as an expert and not as an arbitrator, and accordingly the Arbitration Act 1950 shall not apply) and the Company shall be deemed to be the member's agent for the purpose only of selling all or any of the said shares to any person or person selected by the Directors. The Company shall give notice of the intended sale to such member and the Company shall be bound to complete the sale unless the member shall notify the Company in writing of his objection to the intended sale within eight days from the Company sending him notice as aforesaid. The Directors may consider the merits of such objection and the Company may complete the intended sale or not as the Directors in thier absolute discretion consider fit. If the member shall not execute a transfer of such shares within twenty-one days from the Company sending him the said notice,

the Company may appoint any person to execute a transfer of the shares and the Company may receive the purchase moneys on behalf of such member, who shall be bound to return any certificate in respect of such shares to the Company. The receipt of the Company for the purchase moneys shall be a good discharge to the purchaser, and upon completion of the said transfer the Company shall delete the name of the member from the Register of Members and thereupon such members shall cease to be a member of the Company (but shall, notwithstanding, remain liable to pay to the Company all moneys then payable by him to the Company in respect of such shares, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares) and the Company shall cause the name of the purchaser to be entered in the Register of members.

(iii) Upon the sale of any share in pursuance of sub-Article (ii) of this Article the purchase moneys received by the Company shall be a debt due to the Member in whose name they were registered before such sale as aforesaid and time shall be deemed to run for the purposes of the Limitation Act 1939 from the date when such moneys as aforesaid are received by the Company. Interest shall not be payable to the person or persons entitled to such moneys.

WINDING UP

32. On the winding up of the Company the surplus assets shall be applied, first, in repaying to the Members the amount paid on their Shares respectively, and if such assets shall be insufficient to repay the said amount in full, they shall be applied rateably, so that the loss shall fall upon the Members in proportion to the amount called upon their Shares respectively, and no Member shall be entitled to have any call made upon other Members for the purpose of adjusting his rights; but where any call has been made and has been paid by some of the Members such call shall be enfoced against the remaining Members for the purpose of adjusting the rights of the Members between themselves. If the surplus assets shall be more than sufficient to pay to the Members the whole amount paid up on their Shares, the balance shall be given to the Football Association Benevolent Fund, or to some other Club or Institute in the County of Lancaster having objects similar to those contained in the Memorandum of Association, or to any local charity or charitable or benevolent institution situate within the said County, such club, institution, or charity to be decided upon and such surplus apportioned among all or any of such clubs, institutions, or charities by the Members of the Company at or before the time of dissolution as they shall direct, or in default of any such decision or apportionment by the Members of the Company, the same to be decided upon and apportioned by a Judge of the High Court of Justice or the Vice-Chancellor of the County Palatine of Lancaster having jurisdiction in such winding up or dissolution and as he shall determine, or such balance may be disposed of in such other manner as the Members of the Company with the consent of the Council of The Football Association, if then existing, shall determine.

No. of Company: 48409/181

form No. C.A.51

THE COMPANIES ACTS 1948 TO 1967

(COPY)

SPECIAL **resolution** (1)

pursuant to section 141 of the Companies Act 1948

of .....

.....The Blackpool Football Club..... Limited

Passed the .....10th..... day of .....August..... 19..76..

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at .....the Imperial Hotel, Blackpool.....

.....

on the .....10th..... day of .....August..... 1976....

the following (1) SPECIAL RESOLUTION was duly passed:—

(2)

That the capital of the Company be increased from £15,000 divided into 15,000 shares of £1 each, to £30,000 divided into 30,000 Shares of £1 each by the creation of an additional 15,000 shares of £1 each, such additional shares to rank equally with the original capital of the Company and to be issued at such time or times and on such terms and conditions as the Directors may prescribe, but so that there shall be no obligation to offer any such new shares to persons entitled to receive notice from the Company of General Meetings.

W. C. Hitchcock Bartlett

CHAIRMAN

BRITISH COMPANIES HOUSE 24 JUL 1977

NOTES:
(1) Insert "Special" or "Extraordinary" as the case may be.
(2) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and must then be filed with the Registrar of Companies within 15 days after being passed.

Jordan & Sons Limited Legal and Information Services, Printers and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE Telephone 01-253 3030 Telex 261010

48409/182 number of company

form No. 10

no filing fee payable

THE COMPANIES ACTS 1948 TO 1967

Notice of

increase in nominal capital

pursuant to section 63 of the Companies Act 1948

name of company

The Blackpool Football Club Limited

REGISTRATION OFFICE
24 JAN 1977

Jordan & Sons Limited
International Law Agents, Consultants and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE
Telephone 01–253 3030 Telex 261010

Presented by

Presenter's Reference

To the Registrar of Companies

The Blackpool Football Club Limited

hereby gives you notice pursuant to Section 63 of the Companies Act 1948 that, by (1) Special Resolution of the Company dated 10th August 1976, the nominal Capital of the Company has been increased by the addition thereto of the sum of £15,000 beyond the registered Capital of £15,000

The additional Capital is divided as follows :—

Number of Shares	Class of Share	Nominal Amount of each Share
15,000	Ordinary	£1

The conditions (*e.g.*, voting rights, dividend rights, winding up rights, etc.), subject to which the new Shares have been, or are to be, issued, are as follows:— Rank equally with the original shares

none of the new Shares are Preference Shares, and are (2) [not] redeemable.

William Mitchell (Signature)

Director (State whether Director or Secretary)

Dated 10th August 1976

(1) "Ordinary," "Extraordinary" or "Special"

(2) Delete as appropriate.

No. of Company: 48409 / 192. form No. C.A.51

THE COMPANIES ACTS 1948 TO 1967

(COPY)

SPECIAL **resolution** (1)

pursuant to section 141 of the Companies Act 1948

of THE BLACKPOOL FOOTBALL CLUB

Limited

Passed the 23rd day of October 19.78

At an ~~Extraordinary~~ Annual General Meeting of the members of the above-named company, duly convened and held at Club Tangerine, Bloomfield Road, Blackpool

on the 23rd day of October 19..78.

the following (1) Special RESOLUTION was duly passed:—

(2)

That paragraph four of the Articles of Association be deleted and the following inserted in its stead:-

'The Shares shall be under the control of the Directors who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit. After the 23rd October, 1978 the Directors shall decline to register any transfer of less than five Shares with the exception of transfers of complete shareholdings held at that date by holders of less than five Shares. Such shareholdings of less than five Shares shall not be transferable to any person unless that person will then have a shareholding of five or more Shares. From the said date the Directors shall also decline to register any transfer which would reduce the transferor's shareholding to less than five Shares.'

William Raybone Gregson

REGISTRATION OFFICE
-8 NOV 1978

NOTES:
(1) Insert "Special" or "Extraordinary" as the case may be.
(2) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and must then be filed with the Registrar of Companies within 15 days after being passed.

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Jordan House, 47 Brunswick Place, London N1 6EE Telephone 01-253 3030 Telex 261010

No. of Company 48409 | 195

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

Memorandum and Articles of Association of

THE BLACKPOOL FOOTBALL CLUB LIMITED

(Incorporated the 18th day of June 1961)

COMPANIES REGISTRATION OFFICE
-1 FEB 1979

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THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

31/1/29

MEMORANDUM OF ASSOCIATION OF

THE BLACKPOOL FOOTBALL CLUB LIMITED

(As altered by Special Resolution passed on the 28th day of July, 1975)

1. The name of the Company is "THE BLACKPOOL FOOTBALL CLUB LIMITED."

2. The Registered Office of the Company will be situate in England.

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

1. To promote the game of Football, and other athletic sports, and pastimes.

2. To provide a Football Ground at or near Blackpool, in the County of Lancaster, and to lay out and prepare such ground for Football, and other purposes of the Company, and to provide Pavilions, Lavatories, Refreshment Rooms and other conveniences connected therewith.

3. To hold or arrange Football and other matches and competitions, and offer, and grant or contribute towards the provision of prizes, awards, and distinctions.

4. To subscribe to, become a member, and co-operate with any other association, whether incorporated or not, whose objects are altogether, or in part, similar to those of this Company.

5. To buy, sell and deal in all kinds of apparatus, and all kinds of provisions, liquid and solid, required by persons frequenting the Company's grounds.

6. To purchase, take on lease, or otherwise acquire, any lands, buildings, easements or property, real and personal, which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Company.

7. To raise money by subscriptions, and to grant any special rights and privileges to subscribers or shareholders.

REGISTRATION
-1 FEB 1979

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8. To develop and turn to account any land, or other property, acquired by the Company or in which it is interested; and for this purpose, the erecting, constructing, altering, or pulling down, re-building, repairing, decorating, maintaining, fitting up, furnishing and improving any kind of buildings and other premises, and by planting, paving, sewering, draining, farming, cultivating, and otherwise dealing with, and managing the lands of the Company.

9. To sell, lease, exchange, partition, or otherwise, from time to time, to deal with or dispose of the whole, or any part or parts of the real and personal estate of the Company.

10. To let out on hire or work either alone or on sharing terms, any property or effects of the Company, or in partnership with any other Company or persons all or any portion or portions of the property or effects of the Company.

11. To support and subscribe to any charitable or public object, and any institution, society, or club, which may be for the benefit of the Company, or its employees, or may be connected with any town or place where the Company carries on business; and to give pensions, gratuities or charitable aid, to any person or persons who may have served the Company, or to the wives, widows, children, or other relatives of such persons; and to form and contribute to provident and benefit funds, for benefit of any persons employed by the Company.

12. To enter into partnership, or into any arrangement for sharing profits, union of interest, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or Company, carrying on, or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.

13. To subscribe for, take, purchase, or otherwise acquire and hold, shares, or other interests in, or securities of any other Company having objects, altogether or in part, similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

14. To promote any other Company for the purpose of acquiring all, or any of the property and liabilities of this Company, or for any other purpose which may seem, directly or indirectly, calculated to benefit this Company.

15. To invest and deal with the moneys of the Company, not immediately required, upon such securities, and in such manner as may, from time to time, be determined.

16. To borrow or raise money in such manner as the Company, by special resolution shall authorise, and in particular, by the issue of debentures or debenture stock, perpetual or otherwise, and to secure the repayment of any money borrowed or raised 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 a similar mortgage, charge or lien to secure and guarantee the performance, by the Company, of any obligation or liability it may undertake.

17. (i) To establish and carry on a licensed social club to be called the Club Tangerine and to permit to be used by the members of such club or any persons, with or without payment, any club-house and any other property of the Company.

(ii) To buy, take on hire, make or provide furniture, utensils, linen, glass, china, plate and all other things commonly or conveniently used in connection with a club.

(iii) To buy, provide, make and sell meals, food, intoxicating and non-intoxicating drinks, tobacco, cigars, and cigarettes, and all other things commonly consumed in a club.

(iv) To provide all things necessary for games and for music and other social entertainment.

18. To do all such other things as are incidental or conducive to the attainment of any of above objects.

4. The liability of the members is limited.

5.* The Capital of the Company is £30,000 divided into 30,000 Shares of £1 each. The Company has power, from time to time, to increase its capital, and to issue any shares in the original or increased capital as Ordinary Preferred, Deferred, or Guaranteed shares, and to attach to any class or classes of such shares or preferences, rights, privileges, or conditions, or to subject the same to any restrictions or limitations that may be determined by any special resolution of the Company, passed before the issue of the shares affected thereby.

*By Special Resolutions passed 23rd day of April 1925, 2nd day of October 1975 and the 10th day of August 1976, the Share Capital was increased from £5,000 to £30,000.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

31/1/79

ARTICLES OF ASSOCIATION OF

THE BLACKPOOL FOOTBALL CLUB LIMITED

(Adopted by Special Resolution passed on the 10th day of August, 1951 and altered by Special Resolution passed on the 23rd day of October, 1978).

PRELIMINARY

1. The Regulations contained in Table A in the First Schedule to the Companies Act, 1929 shall not apply to the Company.

2. The Regulations contained in Table A in the First Schedule to the Companies Act, 1948 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, neither Clauses 53, 58, 59, 60, 61, 62, 67, 75, 76, 77, 84, 87, 88, 93, 107, 108, 109, 128 and 129 in Part I of Table A nor the Clauses in Part II of Table A shall apply to the Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the Regulations of the Company.

SHARE CAPITAL AND SHARES

3. The Share Capital of the Company at the time of the adoption of these Articles is Fifteen thousand pounds, divided into Fifteen thousand Shares of One Pound each.

4. The Shares shall be under the control of the Directors who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit. After the 23rd October, 1978 the Directors shall decline to register any transfer of less than five Shares with the exception of transfers of complete shareholdings held at that date by holders of less than five Shares. Such shareholdings of less than five Shares shall not be transferable to any person unless that person will then have a shareholding of five or more Shares. From the said date the Directors shall also decline to register any transfer which would reduce the transferor's shareholding to less than five Shares.

5. No Share shall be sub-divided.

6. Preference Shares may be issued with a Cumulative Preferential Dividend not exceeding Seven pounds Fifty pence per centum per

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annum for a period not exceeding three years but the Company may not issue more Preference Shares than its subscribed Ordinary Shares.

7. The lien conferred by Clause II in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETINGS

8. Every Notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditors for the time being of the Company.

9. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; and such quorum shall consist of six Members personally present.

10. In the case of an Extraordinary General Meeting no business other than that stated in the notice convening the Meeting as the objects of the Meeting shall be transacted.

VOTES OF MEMBERS

11. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless such Meeting shall resolve that the same shall be by ballot of those present or unless a poll is (before or on the declaration of the result of the show of hands or ballot) demanded by the Directors then present or by at least five Members present in person or by proxy or by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Meeting.

12. On a show of hands (or if ballot papers are used at a Meeting) every Member present in person shall have one vote. On a poll, whether taken at a Meeting or by post, every Member shall have one vote for each Share of which he is the holder.

13. On a poll, votes may be given either personally or by proxy, or in accordance with the provisions of Article 16 hereof.

14. Unless a poll is so demanded a declaration by the Chairman that a Resolution has, on a show of hands, or by ballot, been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that Resolution.

15. A poll demanded upon the election of a Chairman or upon a question of adjournment shall be taken forthwith. A poll duly demanded on any other question shall be taken at such time and place and (subject to the provisions of Article 16 hereof) in such manner as the Directors present at the Meeting may direct and the result of the poll shall be deemed to be the Resolution of the Meeting at which the poll is demanded. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

16. If a poll is duly demanded it may (if directed by the Directors present at the Meeting) be taken by means of voting papers sent through the post by the Company to each Shareholder entitled to vote and receive Notice from the Company specifying the proposed Resolution or Resolutions to be voted upon, and such voting papers shall be completed and signed by the Shareholder (or his duly authorised attorney) and duly witnessed or, if the Shareholder is a Corporation, either duly sealed, or under the hand of an officer or attorney duly authorised, and returned to the office of the Auditors of the Company by such time and in accordance with such general directions as shall be determined by the Directors present at the Meeting at which the poll is directed. If the event of a poll being taken by voting papers the Auditors of the Company shall forthwith scrutinise the returned voting papers and certify in writing the result of the voting to the Board of Directors, and the result of the poll shall be deemed to be the Resolution of the Meeting at which the poll is demanded and shall be announced by the Board of Directors either by sending through the post notice to each Shareholder entitled to receive notices or by publication in a local newspaper within seven days after the result has been certified by the Auditors. The accidental omission to send any voting paper to or the non-receipt of any voting paper by any Member or the non-receipt by the Company of any voting paper shall not invalidate any poll taken by means of voting papers.

17. In the case of an equality of votes whether on a show of hands or on a ballot or on a poll whether taken at a Meeting or by means of voting papers sent through the post the Chairman of the Meeting at which the show of hands or ballot takes place or at which the poll is demanded shall be entitled to a second or casting vote.

DIRECTORS

18. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than five nor more than nine.

19. The Directors of the Company at the time of the adoption of these Articles are: Messieurs Harry Evans, Albert Holliday Hindley, Richard Seed, James Charlton Haslam, Rhodes William Marshall, Joseph Ramsden, Henry Markland and Frederick Herbert Grime.

20. The qualification of a Director shall be:-

(a) The holding in his own right of Shares of the Company to the nominal value of Twenty-five pounds at the least, and

(b) the undertaking by him of personal liability for the liabilities of the Company whether as Guarantor or otherwise to an extent equal at least to that (if any) for which each of the other Directors of the Company for the time being is personally liable, and within two calendar months after his election a Director shall sign such documents and do all such acts and things as may be necessary to enable him to assume such personal liability.

21. A Director shall be entitled to be repaid any disbursements or travelling expenses properly paid by him in the performance of his duties, but he shall not be entitled to receive any remuneration in respect of his office as Director or as an employee of the Company.

22. No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company with any company or partnership of or in which any Director shall be a member or otherwise interested, be avoided, nor shall any Director so contracting or being such member, or so interested, be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of the fiduciary relationship thereby established; but a Director shall not vote as a Director in respect of any such contract or arrangement, and the nature of his interest must be declared by him at the Meeting of the Directors at which the contract or arrangement is first taken into consideration, or if the Director was not at the date of that Meeting interested in the contract, at the next Meeting of the Directors held after he became so interested, and, in a case where the Directors becomes interested in a contract after it is made, the said declaration shall be made at the first Meeting of the Directors held after the Director becomes so interested. A general notice given to the Directors by a Director (if it is given at a Meeting of Directors, or such Director takes reasonable steps to secure that it is brought up and read at the next Meeting of Directors after it is given) to the effect that he is a member of a specified company or firm and is to be regarded as interested in any contract or arrangement which may, after the date of the notice, be entered into or made with that company or firm, shall, for the purpose of this Article, be deemed to be a sufficient declaration of interest in relation to any contract or arrangement so entered into or made.

23. Nominations for Directors to be elected from time to time at the Annual General Meeting (other than retiring Directors who shall be eligible for re-election without a preliminary nomination) must be forwarded to and received by the Secretary on or before 5 pm on the first day of June in every year and nominations for Directors to be elected at any Extraordinary General Meeting must be forwarded to and received by the Secretary within four days from the time when the Notice convening the Meeting shall be deemed to have been served. Every nomination under this Article must be in writing and signed by two Members.

24. If any Director or other person shall, at the request or with the approval of the Directors, incur or render himself liable to incur, any liability, or render himself liable to make any payment on

behalf of and for the Company, the Directors may secure to such Director or other person indemnity by the Company against such liability or payment by the issue to him of such debenture or charge on the assets and undertaking of the Company or any part thereof as shall, in each such case, be agreed on between such Director or other person and the Directors.

DISQUALIFICATION OF DIRECTORS

25. The office of a Director shall be vacated:-

(a) If he becomes bankrupt or insolvent or compound with his creditors;

(b) If he becomes of unsound mind;

(c) If he cease to hold the necessary share qualification or do not obtain the same within two calendar months from the date of his appointment;

(d) If he absent himself from the Meetings of Directors for a period of four calendar months without special leave of absence from the other Directors; or unless such absence shall be certified by a qualified medical practitioner to be due to illness;

(e) If he become prohibited from being a Director by reason of any order made under Section 188 of The Companies Act, 1948;

(f) If he declines to be bound under any obligation required to be entered into by him pursuant to paragraph (b) of Article 20 hereof;

(g) If he gives the Company notice in writing that he resigns his office;

(h) If he be suspended by The Football Association from taking part in football management.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Company or an entry shall have been made in the Directors Minute Book stating that such Director has ceased to be a Director of the Company.

26. No person shall be incapable of being appointed a Director by reason of his having attained the age of seventy years or any other age, nor shall any Director vacate his office by reason of his attaining or having attained the age of seventy years or any other age; and the provisions of Sub-Sections (1) to (6) inclusive of Section 185 of The Companies Act, 1948, shall be excluded from applying to the Company.

SHAREHOLDER'S SEASON TICKETS

27. A Shareholder may have issued to him a Season Ticket or Tickets subject to a deduction of five per cent. from the amount charged to non-shareholders. Tickets so issued must not be sold

and the privilege granted under this Article shall be restricted to such holder, and in case of transference on death to such member of his family as shall become the registered holder of the Shares. The privilege cannot be sold or granted to any other transferee.

BORROWING POWERS

28. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

29. No Mortgage or other security or charge upon any assets of the Company to secure more than the principal money advance, and interest at Seven pounds Fifty pence per centum per annum, shall be issued without the previous consent of The Football Association. All loans to the Company except with the previous consent of The Football Association shall be limited to the same rate of interest.

DIVIDENDS

30. A larger Dividend shall not be declared than the maximum Dividend allowed from time to time by The Football Association, and may be cumulative for a period not exceeding three years. Until otherwise determined by The Football Association, the maximum Dividend payable in respect of any year shall be Seven pounds Fifty pence per centum, but if the Dividend is paid free of income tax such maximum Dividend shall be Five pounds per centum. All Dividends unclaimed for six years after having been declared may be forfeited by the Directors for the benefit of the Company.

NOTICES

31. (i) A Member who has no registered address in the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company. A Member shall be deemed to have no registered address in the United Kingdom and not be entitled to receive notices if four consecutive notices addressed to him at an address supplied by him to the Company shall have been returned undelivered through the General Post Office after having been properly stamped.

(ii) Any member to whom four such notices shall have been undelivered as aforesaid shall be deemed to wish to sell the shares registered in his name at the fair value certified in writing by the Auditor (who shall be considered to be acting as an expert and not as an arbitrator, and accordingly the Arbitration Act 1950 shall not apply) and the Company shall be deemed to be the member's agent for the purpose only of selling all or any of the said shares to any person or persons selected by the Directors. The Company shall give notice of the intended sale to such member and the Company shall be bound to complete the sale unless the member shall notify the Company in writing of his objection to the intended sale within eight days from the Company sending him notice as aforesaid. The Directors may consider the merits of such objection and the Company may complete the intended sale or not as the Directors in their absolute discretion consider fit. If the member shall not execute a

transfer of such shares within twenty-one days from the Company sending him the said notice, the Company may appoint any person to execute a transfer of the shares and the Company may receive the purchase moneys on behalf of such member, who shall be bound to return any certificate in respect of such shares to the Company. The receipt of the Company for the purchase moneys shall be a good discharge to the purchaser, and upon completion of the said transfer the Company shall delete the name of the member from the Register of Members and thereupon such members shall cease to be a member of the Company (but shall, notwithstanding, remain liable to pay to the Company all moneys then payable by him to the Company in respect of such shares, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares) and the Company shall cause the name of the purchaser to be entered in the Register of members.

(iii) Upon the sale of any share in pursuance of sub-Article of this Article the purchase moneys received by the Company shall be a debt due to the Member in whose name they were registered before such sale as aforesaid and time shall be deemed to run for the purposes of the Limitation Act 1939 from the date when such moneys as aforesaid are received by the Company. Interest shall not be payable to the person or persons entitled to such moneys.

WINDING UP

32. On the winding up of the Company the surplus assets shall be applied, first, in repaying to the Members the amount paid on their Shares respectively, and if such assets shall be insufficient to repay the said amount in full, they shall be applied rateably, so that the loss shall fall upon the Members in proportion to the amount called upon their Shares respectively, and no Member shall be entitled to have any call made upon other Members for the purpose of adjusting his rights; but where any call has been made and has been paid by some of the Members such call shall be enforced against the remaining Members for the purpose of adjusting the rights of the Members between themselves. If the surplus assets shall be more than sufficient to pay to the Members the whole amount paid up on their Shares the balance shall be given to the Football Association Benevolent Fund, or to some other Club or Institute in the County of Lancaster having objects similar to those contained in the Memorandum of Association, or any local charity or charitable or benevolent institution situate within the said County, such club, institution, or charity to be decided upon and such surplus apportioned among all or any of such clubs, institutions, or charities by the Members of the Company at or before the time of dissolution as they shall direct, or in default of any such decision or apportionment by the Members of the Company, the same to be decided upon and apportioned by a Judge of the High Court of Justice or the Vice-Chancellor of the County Palatine of Lancaster having jurisdiction in such winding up or dissolution and as he shall determine, or such balance may be disposed of in such other manner as the Members of the Company with the consent of the Council of The Football Association, if then existing, shall determine.

No. 48409/196

CERTIFICATION

WE HEREBY CERTIFY that this print incorporates all alterations made to this company's Memorandum of Association by filed resolutions and is lodged in compliance with the requirements of the European Communities Act 1972.

DATED 29/8/29

p.p. JORDAN & SONS LIMITED

JORDAN & SONS LIMITED INTERNATIONAL LAW AGENTS 89043

COMPANIES REGISTRATION OFFICE 30 MAY 1979

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

THE BLACKPOOL FOOTBALL CLUB LIMITED

(As altered by Special Resolution passed on the 28th day of July 1975)

1. The name of the Company is "THE BLACKPOOL FOOTBALL CLUB LIMITED."

2. The Registered Office of the Company will be situate in England.

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

1. To promote the game of Football, and other athletic sports, and pastimes.

2. To provide a Football Ground at or near Blackpool, in the County of Lancaster, and to lay out and prepare such ground for Football, and other purposes of the Company, and to provide Pavilions, Lavatories, Refreshment Rooms and other conveniences connected therewith.

3. To hold or arrange Football and other matches and competitions, and offer, and grant or contribute towards the provision of prizes, awards, and distinctions.

4. To subscribe to, become a member, and co-operate with any other association, whether incorporated or not, whose objects are altogether, or in part, similar to those of this Company.

5. To buy, sell and deal in all kinds of apparatus, and all kinds of provisions, liquid and solid, required by persons frequenting the Company's grounds.

6. To purchase, take on lease, or otherwise acquire, any lands, buildings, easements or property, real and personal, which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Company.

7. To raise money by subscriptions; and to grant any special rights and privileges to subscribers or shareholders.

8. To develop and turn to account any land, or other property, acquired by the Company or in which it is interested; and for this purpose, the erecting, constructing, altering, or pulling down, re-building, repairing, decorating, maintaining, fitting up, furnishing and improving any kind of buildings and other premises, and by planting, paving, sewering, draining, farming, cultivating, and otherwise dealing with, and managing the lands of the Company.

9. To sell, lease, exchange, partition, or otherwise, from time to time, to deal with or dispose of the whole, or any part or parts of the real and personal estate of the Company.

10. To let out on hire or work either alone or on sharing terms, any property or effects of the Company, or in partnership with any other Company or persons all or any portion or portions of the property or effects of the Company.

11. To support and subscribe to any charitable or public object, and any institution, society, or club, which may be for the benefit of the Company, or its employees, or may be connected with any town or place where the Company carries on business; and to give pensions, gratuities or charitable aid, to any person or persons who may have served the Company, or to the wives, widows, children, or other relatives of such persons; and to form and contribute to provident and benefit funds, for benefit of any persons employed by the Company.

12. To enter into partnership, or into any arrangement for sharing profits, union of interest, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or Company, carrying on, or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.

13. To subscribe for, take, purchase, or otherwise acquire and hold, shares, or other interests in, or securities of any other Company having objects, altogether or in part, similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

14. To promote any other Company for the purpose of acquiring all, or any of the property and liabilities of this Company, or for any other purpose which may seem, directly or indirectly, calculated to benefit this Company.

15. To invest and deal with the moneys of the Company, not immediately required, upon such securities, and in such manner as may, from time to time, be determined.

16. To borrow or raise money in such manner as the Company, by special resolution shall authorise, and in particular, by the issue of debentures or debenture stock, perpetual or otherwise, and to secure the repayment of any money borrowed or raised 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 a similar mortgage, charge or lien to secure and guarantee the performance, by the Company, of any obligation or liability it may undertake.

17. (i) To establish and carry on a licensed social club to be called the Club Tangerine and to permit to be used by the members of such club or any persons, with or without payment, any club-house and any other property of the Company.

(ii) To buy, take on hire, make or provide furniture, utensils, linen, glass, china, plate and all other things commonly or conveniently used in connection with a club.

(iii) To buy, provide, make and sell meals, food, intoxicating and non-intoxicating drinks, tobacco, cigars, and cigarettes, and all other things commonly consumed in a club.

(iv) To provide all things necessary for games and for music and other social entertainment.

18. To do all such other things as are incidental or conducive to the attainment of any of above objects.

4. The liability of the members is limited. ✓

5.* The Capital of the Company is £30,000 divided into 30,000 Shares of £1 each. The Company has power, from time to time, to increase its capital, and to issue any shares in the original or increased capital as Ordinary Preferred, Deferred, or Guaranteed shares, and to attach to any class or classes of such shares or preferences, rights, privileges, or conditions, or to subject the same to any restrictions or limitations that may be determined by any special resolution of the Company, passed before the issue of the shares affected thereby.

* By Resolutions passed 2nd day of April 1925, 2nd day of October 1930 and the 10th day of August 1976, the Share Capital was increased from £5,000 to £30,000.

CERTIFICATION

WE HEREBY CERTIFY that this print incorporates all alterations made to the Company's Articles of Association by filed resolutions and is lodged in compliance with the requirements of the European Communities Act 1972.

DATED 29/5/91

p.p. JORDAN & SONS LIMITED

JORDAN & SONS LIMITED INTERNATIONAL LAW AGENTS 89043 BRISTOL

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

THE BLACKPOOL FOOTBALL CLUB LIMITED

(Adopted by Special Resolution passed on the 10th day of August, 1951 and altered by Special Resolutions passed on the 6th day of April 1972 and the 23rd day of October, 1978).

PRELIMINARY

1. The Regulations contained in Table A in the First Schedule to the Companies Act, 1929 shall not apply to the Company.

2. The Regulations contained in Table A in the First Schedule to the Companies Act, 1948 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, neither Clauses 53, 58, 59, 60, 61, 62, 67, 75, 76, 77, 84, 87, 88, 93, 107, 108, 109, 128 and 129 in Part I of Table A nor the Clauses in Part II of Table A shall apply to the Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the Regulations of the Company.

SHARE CAPITAL AND SHARES

3. *The Share Capital of the Company at the time of the adoption of these Articles is Fifteen thousand pounds, divided into Fifteen thousand Shares of One Pound each.

4. The Shares shall be under the control of the Directors who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit. After the 23rd October, 1978 the Directors shall decline to register any transfer of less than five Shares with the exception of transfers of complete shareholdings held at that date by holders of less than five Shares. Such shareholdings of less than five Shares shall not be transferable to any person unless that person will then have a shareholding of five or more Shares. From the said date the Directors shall also decline to register any transfer which would reduce the transferor's shareholding to less than five Shares.

5. No Share shall be sub-divided.

* The Share Capital was increased to £30,000 by Special Resolution passed on the 10th day of August, 1976.

6. Preference Shares may be issued with a Cumulative Preferential Dividend not exceeding Seven pounds Fifty pence per centum per annum for a period not exceeding three years but the Company may not issue more Preference Shares than its subscribed Ordinary Shares.

7. The lien conferred by Clause II in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETINGS

8. Every Notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditors for the time being of the Company.

9. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; and such quorum shall consist of six Members personally present.

10. In the case of an Extraordinary General Meeting no business other than that stated in the notice convening the Meeting as the objects of the Meeting shall be transacted.

VOTES OF MEMBERS

11. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless such Meeting shall resolve that the same shall be by ballot of those present or unless a poll is (before or on the declaration of the result of the show of hands or ballot) demanded by the Directors then present or by at least five Members present in person or by proxy or by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Meeting.

12. On a show of hands (or if ballot papers are used at a Meeting) every Member present in person shall have one vote. On a poll, whether taken at a Meeting or by post, every Member shall have one vote for each Share of which he is the holder.

13. On a poll, votes may be given either personally or by proxy, or in accordance with the provisions of Article 16 hereof.

14. Unless a poll is so demanded a declaration by the Chairman that a Resolution has, on a show of hands, or by ballot, been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that Resolution.

15. A poll demanded upon the election of a Chairman or upon a question of adjournment shall be taken forthwith. A poll duly demanded on any other question shall be taken at such time and place and (subject to the provisions of Article 16 hereof) in such manner as the Directors present at the Meeting may direct and the result of the poll shall be deemed to be the Resolution of the Meeting at which the poll is demanded. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

16. If a poll is duly demanded it may (if directed by the Directors present at the Meeting) be taken by means of voting papers sent through the post by the Company to each Shareholder entitled to vote and receive Notice from the Company specifying the proposed Resolution or Resolutions to be voted upon, and such voting papers shall be completed and signed by the Shareholder (or his duly authorised attorney) and duly witnessed or, if the Shareholder is a Corporation, either duly sealed, or under the hand of an officer or attorney duly authorised, and returned to the office of the Auditors of the Company by such time and in accordance with such general directions as shall be determined by the Directors present at the Meeting at which the poll is directed. If the event of a poll being taken by voting papers the Auditors of the Company shall forthwith scrutinise the returned voting papers and certify in writing the result of the voting to the Board of Directors, and the result of the poll shall be deemed to be the Resolution of the Meeting at which the poll is demanded and shall be announced by the Board of Directors either by sending through the post notice to each Shareholder entitled to receive notices or by publication in a local newspaper within seven days after the result has been certified by the Auditors. The accidental omission to send any voting paper to or the non-receipt of any voting paper by any Member or the non-receipt by the Company of any voting paper shall not invalidate any poll taken by means of voting papers.

17. In the case of an equality of votes whether on a show of hands or on a ballot or on a poll whether taken at a Meeting or by means of voting papers sent through the post the Chairman of the Meeting at which the show of hands or ballot takes place or at which the poll is demanded shall be entitled to a second or casting vote.

DIRECTORS

18. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than five nor more than nine.

19. The Directors of the Company at the time of the adoption of these Articles are: Messieurs Harry Evans, Albert Holliday Hindley, Richard Seed, James Charlton Haslam, Rhodes William Marshall, Joseph Ramsden, Henry Markland and Frederick Herbert Grime.

20. The qualification of a Director shall be:-

(a) The holding in his own right of Shares of the Company to the nominal value of Twenty-five pounds at the least, and

(b) the undertaking by him of personal liability for the liabilities of the Company whether as Guarantor or otherwise to an extent equal at least to that (if any) for which each of the other Directors of the Company for the time being is personally liable, and within two calendar months after his election a Director shall sign such documents and do all such acts and things as may be necessary to enable him to assume such personal liability.

21. A Director shall be entitled to be repaid any disbursements or travelling expenses properly paid by him in the performance of his duties, but he shall not be entitled to receive any remuneration in respect of his office as Director or as an employee of the Company.

22. No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company with any company or partnership of or in which any Director shall be a member or otherwise interested, be avoided, nor shall any Director so contracting or being such member, or so interested, be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of the fiduciary relationship thereby established; but a Director shall not vote as a Director in respect of any such contract or arrangement, and the nature of his interest must be declared by him at the Meeting of the Directors at which the contract or arrangement is first taken into consideration, or if the Director was not at the date of that Meeting interested in the contract, at the next Meeting of the Directors held after he became so interested, and, in a case where the Directors becomes interested in a contract after it is made, the said declaration shall be made at the first Meeting of the Directors held after the Director becomes so interested. A general notice given to the Directors by a Director (if it is given at a Meeting of Directors, or such Director takes reasonable steps to secure that it is brought up and read at the next Meeting of Directors after it is given) to the effect that he is a member of a specified company or firm and is to be regarded as interested in any contract or arrangement which may, after the date of the notice, be entered into or made with that company or firm, shall, for the purpose of this Article, be deemed to be a sufficient declaration of interest in relation to any contract or arrangement so entered into or made.

23. Nominations for Directors to be elected from time to time at the Annual General Meeting (other than retiring Directors who shall be eligible for re-election without a preliminary nomination) must be forwarded to and received by the Secretary on or before 5 pm on the first day of June in every year and nominations for Directors to be elected at any Extraordinary General Meeting must be forwarded to and received by the Secretary within four days from the time when the Notice convening the Meeting shall be deemed to have been served. Every nomination under this Article must be in writing and signed by two Members.

24. If any Director or other person shall, at the request or with the approval of the Directors, incur or render himself liable to incur, any liability, or render himself liable to make any payment on

behalf of and for the Company, the Directors may secure to such Director or other person indemnity by the Company against such liability or payment by the issue to him of such debenture or charge on the assets and undertaking of the Company or any part thereof as shall, in each such case, be agreed on between such Director or other person and the Directors.

DISQUALIFICATION OF DIRECTORS

25. The office of a Director shall be vacated:-

(a) If he becomes bankrupt or insolvent or compound with his creditors;

(b) If he becomes of unsound mind;

(c) If he cease to hold the necessary share qualification or do not obtain the same within two calendar months from the date of his appointment;

(d) If he absent himself from the Meetings of Directors for a period of four calendar months without special leave of absence from the other Directors; or unless such absence shall be certified by a qualified medical practitioner to be due to illness;

(e) If he become prohibited from being a Director by reason of any order made under Section 188 of The Companies Act, 1948;

(f) If he declines to be bound under any obligation required to be entered into by him pursuant to paragraph (b) of Article 20 hereof;

(g) If he gives the Company notice in writing that he resigns his office;

(h) If he be suspended by The Football Association from taking part in football management.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Company or an entry shall have been made in the Directors Minute Book stating that such Director has ceased to be a Director of the Company.

26. No person shall be incapable of being appointed a Director by reason of his having attained the age of seventy years or any other age, nor shall any Director vacate his office by reason of his attaining or having attained the age of seventy years or any other age; and the provisions of Sub-Sections (1) to (6) inclusive of Section 185 of The Companies Act, 1948, shall be excluded from applying to the Company.

SHAREHOLDER'S SEASON TICKETS

27. A Shareholder may have issued to him a Season Ticket or Tickets subject to a deduction of five per cent. from the amount charged to non-shareholders. Tickets so issued must not be sold

and the privilege granted under this Article shall be restricted to such holder, and in case of transference on death to such member of his family as shall become the registered holder of the Shares. The privilege cannot be sold or granted to any other transferee.

BORROWING POWERS

28. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

29. No Mortgage or other security or charge upon any assets of the Company to secure more than the principal money advance, and interest at Seven pounds Fifty pence per centum per annum, shall be issued without the previous consent of The Football Association. All loans to the Company except with the previous consent of The Football Association shall be limited to the same rate of interest.

DIVIDENDS

30. A larger Dividend shall not be declared than the maximum Dividend allowed from time to time by The Football Association, and may be cumulative for a period not exceeding three years. Until otherwise determined by The Football Association, the maximum Dividend payable in respect of any year shall be Seven pounds Fifty pence per centum, but if the Dividend is paid free of income tax such maximum Dividend shall be Five pounds per centum. All Dividends unclaimed for six years after having been declared may be forfeited by the Directors for the benefit of the Company.

NOTICES

31. (i) A Member who has no registered address in the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company. A Member shall be deemed to have no registered address in the United Kingdom and not be entitled to receive notices if four consecutive notices addressed to him at an address supplied by him to the Company shall have been returned undelivered through the General Post Office after having been properly stamped.

(ii) Any member to whom four such notices shall have been undelivered as aforesaid shall be deemed to wish to sell the shares registered in his name at the fair value certified in writing by the Auditor (who shall be considered to be acting as an expert and not as an arbitrator, and accordingly the Arbitration Act 1950 shall not apply) and the Company shall be deemed to be the member's agent for the purpose only of selling all or any of the said shares to any person or persons selected by the Directors. The Company shall give notice of the intended sale to such member and the Company shall be bound to complete the sale unless the member shall notify the Company in writing of his objection to the intended sale within eight days from the Company sending him notice as aforesaid. The Directors may consider the merits of such objection and the Company may complete the intended sale or not as the Directors in their absolute discretion consider fit. If the member shall not execute a

transfer of such shares within twenty-one days from the Company sending him the said notice, the Company may appoint any person to execute a transfer of the shares and the Company may receive the purchase moneys on behalf of such member, who shall be bound to return any certificate in respect of such shares to the Company. The receipt of the Company for the purchase moneys shall be a good discharge to the purchaser, and upon completion of the said transfer the Company shall delete the name of the member from the Register of Members and thereupon such members shall cease to be a member of the Company (but shall, notwithstanding, remain liable to pay to the Company all moneys then payable by him to the Company in respect of such shares, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares) and the Company shall cause the name of the purchaser to be entered in the Register of members.

(iii) Upon the sale of any share in pursuance of sub-Article of this Article the purchase moneys received by the Company shall be a debt due to the Member in whose name they were registered before such sale as aforesaid and time shall be deemed to run for the purposes of the Limitation Act 1939 from the date when such moneys as aforesaid are received by the Company. Interest shall not be payable to the person or persons entitled to such moneys.

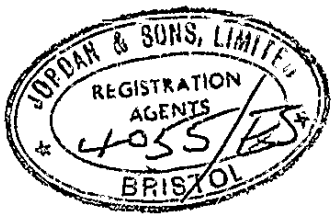
WINDING UP

32. On the winding up of the Company the surplus assets shall be applied, first, in repaying to the Members the amount paid on their Shares respectively, and if such assets shall be insufficient to repay the said amount in full, they shall be applied rateably, so that the loss shall fall upon the Members in proportion to the amount called upon their Shares respectively, and no Member shall be entitled to have any call made upon other Members for the purpose of adjusting his rights; but where any call has been made and has been paid by some of the Members such call shall be enforced against the remaining Members for the purpose of adjusting the rights of the Members between themselves. If the surplus assets shall be more than sufficient to pay to the Members the whole amount paid up on their Shares the balance shall be given to the Football Association Benevolent Fund, or to some other Club or Institute in the County of Lancaster having objects similar to those contained in the Memorandum of Association, or any local charity or charitable or benevolent institution situate within the said County, such club, institution, or charity to be decided upon and such surplus apportioned among all or any of such clubs, institutions, or charities by the Members of the Company at or before the time of dissolution as they shall direct, or in default of any such decision or apportionment by the Members of the Company, the same to be decided upon and apportioned by a Judge of the High Court of Justice or the Vice-Chancellor of the County Palatine of Lancaster having jurisdiction in such winding up or dissolution and as he shall determine, or such balance may be disposed of in such other manner as the Members of the Company with the consent of the Council of The Football Association, if then existing, shall determine.

No. of Company: 48409 / 209

form No. C.A.51

THE COMPANIES ACTS 1948 TO 1967



(COPY)

SPECIAL

resolution (1)

pursuant to section 141 of the Companies Act 1948

of THE BLACKPOOL FOOTBALL CLUB Limited

Passed the 14TH day of MARCH 19 80

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at CLUB TANGERINE, BLOOMFIELD ROAD, BLACKPOOL

on the 14TH day of MARCH 19 80

the following (1) SPECIAL RESOLUTION was duly passed:—

(2)

That the Articles of Association of the Company be modified by the deletion of Clause 29 viz :

' No Mortgage or other security or charge upon any assets of the Company to secure more than the principal money advance, and interest at Seven pounds Fifty pence per centum per annum, shall be issued without the previous consent of The Football Association. All loans to the Company except with the previous consent of The Football Association shall be limited to the same rate of interest.'

NOTES:
(1) Insert "Special" or "Extraordinary" as the case may be.
(2) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and must then be filed with the Registrar of Companies within 15 days after being passed.

Jordan & Sons Limited Legal and Information Services, Printers and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE Telephone 01-253 3030 Telex 261010

No. of Company: 48409 / 208

form No. C.A. 51

THE COMPANIES ACTS 1948 TO 1967

(COPY)

SPECIAL
resolution (1)

pursuant to section 141 of the Companies Act 1948

of THE BLACKPOOL FOOTBALL CLUB Limited

Passed the 14TH day of March 19 80

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at CLUB TANGERINE, BLOOMFIELD ROAD, BLACKPOOL

on the 14TH day of MARCH 19 80

the following (1) SPECIAL RESOLUTION was duly passed:—

(2)

That the Memorandum of Association of the Company be modified by deleting the whole of item 16 of the objects clause 3 and by substituting in lieu thereof item 16 as set out as follows :

'To borrow or raise money in such manner as the Company by a majority of its Directors shall authorise and in particular, to secure the repayment of any money borrowed or raised 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 a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake to a limit of One hundred thousand pounds (£100,000) free of interest or up to half the Bank of England base rate of interest in force at the time of the loan arrangement. '

NOTES:
(1) Insert "Special" or "Extraordinary" as the case may be.
(2) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and must then be filed with the Registrar of Companies within 15 days after being passed.

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latest amended copy

No. of Company 48409 210

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

Memorandum and Articles of Association of

THE BLACKPOOL FOOTBALL CLUB LIMITED

(Incorporated the 18th day of June 1896)

COMPANIES REGISTRATION AGENTS 15 AUG 1990 LTD

JORDAN & SONS REGISTRATION AGENTS L6553 BRISTOL

Jordan & Sons Limited
Legal and Information Services
Printers and Publishers
Jordan House
47, Brunswick Place, London N1 6EE
Telephone 012533030 Telex 261010

CERTIFICATION

WE HEREBY CERTIFY that this print incorporates all alterations made to this Company's Memorandum of Association by filed resolutions and is lodged in compliance with the requirements of the European Communities Act 1972

DATED 14/8/80

p.p JORDAN & SONS LIMITED

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

THE BLACKPOOL FOOTBALL CLUB LIMITED

(As altered by Special Resolutions passed on the 28th day of July, 1975 and the 14th day of March, 1980)

1. The name of the Company is "THE BLACKPOOL FOOTBALL CLUB LIMITED".

2. The Registered Office of the Company will be situate in England.

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

1. To promote the game of Football, and other athletic sports, and pastimes. N/C

2. To provide a Football Ground at or near Blackpool, in the County of Lancaster, and to lay out and prepare such ground for Football, and other purposes of the Company, and to provide Pavilions, Lavatories, Refreshment Rooms and other conveniences connected therewith.

3. To hold or arrange Football and other matches and competitions, and offer, and grant or contribute towards the provision of prizes, awards, and distinctions.

4. To subscribe to, become a member, and co-operate with any other association, whether incorporated or not, whose objects are altogether, or in part, similar to those of this Company.

5. To buy, sell and deal in all kinds of apparatus, and all kinds of provisions, liquid and solid, required by persons frequenting the Company's grounds.

6. To purchase, take on lease, or otherwise acquire, any lands, buildings, easements or property, real amd personal, which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Company.

7. To raise money by subscriptions; and to grant any special rights and privileges to subscribers or shareholders.

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8. To develop and turn to account any land, or other property, acquired by the Company or in which it is interested; and for this purpose, the erecting, constructing, altering, or pulling down, re-building, repairing, decorating, maintaining, fitting up, furnishing and improving any kind of buildings and other premises, and by planting, paving, sewering, draining, farming, cultivating, and otherwise dealing with, and managing the lands of the Company.

9. To sell, lease, exchange, partition, or otherwise, from time to time, to deal with or dispose of the whole, or any part or parts of the real and personal estate of the Company.

10. To let out on hire or work either alone or on sharing terms, any property or effects of the Company, or in partnership with any other Company or persons all or any portion or portions of the property or effects of the Company.

11. To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company, or its employees, or may be connected with any town or place where the Company carries on business; and to give pensions, gratuities or charitable aid, to any person or persons who may have served the Company, or to the wives, widows, children, or other relatives of such persons; and to form and contribute to provident and benefit funds, for benefit of any persons employed by the Company.

12. To enter into partnership, or into any arrangement for sharing profits, union of interest, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or Company, carrying on, or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.

13. To subscribe for, take, purchase, or otherwise acquire and hold, shares, or other interests in, or securities of any other Company having objects, altogether or in part, similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

14. To promote any other Company for the purpose of acquiring all, or any of the property and liabilities of this Company, or for any other purpose which may seem, directly or indirectly, calculated to benefit this Company.

15. To invest and deal with the moneys of the Company, not immediately required, upon such securities, and in such manner as may, from time to time, be determined.

16. To borrow or raise money in such manner as the Company by a majority of its Directors shall authorise and in particular, to secure the repayment of any money borrowed or raised 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 a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or

liability it may undertake to a limit of One hundred thousand pounds (£100,000) free of interest or up to half the Bank of England base rate of interest in force at the time of the loan arrangement.

17. (i) To establish and carry on a licensed social club to be called the Club Tangerine and to permit to be used by the members of such club or any persons, with or without payment, any club-house and any other property of the Company.

(ii) To buy, take on hire, make or provide furniture, utensils, linen, glass, china, plate and all other things commonly or conveniently used in connection with a club.

(iii) To buy, provide, make and sell meals, food, intoxicating and non-intoxicating drinks, tobacco, cigars, and cigarettes, and all other things commonly consumed in a club.

(iv) To provide all things necessary for games and for music and other social entertainment.

18. To do all such other things as are incidental or conducive to the attainment of any of above objects.

4. The liability of the members is limited.

5. *The Capital of the Company is £30,000 divided into 30,000 Shares of £1 each. The Company has power, from time to time, to increase its capital, and to issue any shares in the original or increased capital as Ordinary Preferred, Deferred, or Guaranteed shares, and to attach to any class or classes of such shares or preferences, rights, privileges, or conditions, or to subject the same to any restrictions or limitations that may be determined by any special resolution of the Company, passed before the issue of the shares affected thereby.

* By Resolutions passed on the 2nd day of April, 1925, the 2nd day of October, 1930 and the 10th day of August, 1976, the Share Capital was increased from £5,000 to £30,000.

CERTIFICATION

WE HEREBY CERTIFY that this print incorporates all alterations made to the Company's Articles of Association by filed resolutions and is lodged in compliance with the requirements of the European Communities Act 1972.

DATED 14/8/82

p JORDAN & SONS LIMITED

JORDAN & SONS, LIMITED REGISTRATION AGENTS BRISTOL

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

THE BLACKPOOL FOOTBALL CLUB LIMITED

(Adopted by Special Resolution passed on the 10th day of August, 1951 and altered by Special Resolutions passed on the 6th day of April, 1972, the 23rd day of October, 1978 and the 14th day of March, 1980)

PRELIMINARY

1. The Regulations contained in Table A in the First Schedule to the Companies Act, 1929 shall not apply to the Company.

2. The Regulations contained in Table A in the First Schedule to the Companies Act, 1948 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, neither Clauses 53, 58, 59, 60, 61, 62, 67, 75, 76, 77, 84, 87, 88, 93, 107, 108, 109, 128 and 129 in Part I of Table A nor the Clauses in Part II of Table A shall apply to the Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the Regulations of the Company.

SHARE CAPITAL AND SHARES

3. *The Share Capital of the Company at the time of the adoption of these Articles is Fifteen thousand pounds, divided into Fifteen thousand Shares of One Pound each.

4. The Shares shall be under the control of the Directors who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit. After the 23rd October 1978 the Directors shall decline to register any transfer of less than five Shares with the exception of transfers of complete shareholdings held at that date by holders of less than five Shares. Such shareholdings of less than five Shares shall not be transferable to any person unless that person will then have a shareholding of five or more Shares From the said date the Directors shall also decline to register any transfer which would reduce the transferor's shareholding to less than five Shares.

5. No Share shall be sub-divided.

* The Share Capital was increased to £30,000 by Special Resolution passed on the 10th day of August, 1976.

6. Preference Shares may be issued with a Cumulative Preferential Dividend not exceeding Seven pounds Fifty pence per centum per annum for a period not exceeding three years but the Company may not issue more Preference Shares than its subscribed Ordinary Shares.

7. The lien conferred by Clause II in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETINGS

8. Every Notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditors for the time being of the Company.

9. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; and such quorum shall consist of six Members personally present.

10. In the case of an Extraordinary General Meeting no business other than that stated in the notice convening the Meeting as the objects of the Meeting shall be transacted.

VOTES OF MEMBERS

11. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless such Meeting shall resolve that the same shall be by ballot of those present or unless a poll is (before or on the declaration of the result of the show of hands or ballot) demanded by the Directors then present or by at least five Members present in person or by proxy or by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Meeting.

12. On a show of hands (or if ballot papers are used at a Meeting) every Member present in person shall have one vote. On a poll, whether taken at a Meeting or by post, every Member shall have one vote for each Share of which he is the holder.

13. On a poll, votes may be given either personally or by proxy, or in accordance with the provisions of Article 16 hereof.

14. Unless a poll is so demanded a declaration by the Chairman that a Resolution has, on a show of hands, or by ballot, been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that Resolution.

15. A poll demanded upon the election of a Chairman or upon a question of adjournment shall be taken forthwith. A poll duly demanded on any other question shall be taken at such time and place and (subject to the provisions of Article 16 hereof) in such manner as the Directors present at the Meeting may direct and the result of the poll shall be deemed to be the Resolution of the Meeting at which the poll is demanded. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

16. If a poll is duly demanded it may (if directed by the Directors present at the Meeting) be taken by means of voting papers sent through the post by the Company to each Shareholder entitled to vote and receive Notice from the Company specifying the proposed Resolution or Resolutions to be voted upon, and such voting papers shall be completed and signed by the Shareholder (or his duly authorised attorney) and duly witnessed or, if the Shareholder is a Corporation, either duly sealed, or under the hand of an officer or attorney duly authorised, and returned to the office of the Auditors of the Company by such time and in accordance with such general directions as shall be determined by the Directors present at the Meeting at which the poll is directed. If the event of a poll being taken by voting papers the Auditors of the Company shall forthwith scrutinise the returned voting papers and certify in writing the result of the voting to the Board of Directors, and the result of the poll shall be deemed to be the Resolution of the Meeting at which the poll is demanded and shall be announced by the Board of Directors either by sending through the post notice to each Shareholder entitled to receive notices or by publication in a local newspaper within seven days after the result has been certified by the Auditors. The accidental omission to send any voting paper to or the non-receipt of any voting paper by any Member or the non-receipt by the Company of any voting paper shall not invalidate any poll taken by means of voting papers.

17. In the case of an equality of votes whether on a show of hands or on a ballot or on a poll whether taken at a Meeting or by means of voting papers sent through the post the Chairman of the Meeting at which the show of hands or ballot takes place or at which the poll is demanded shall be entitled to a second or casting vote.

DIRECTORS

18. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than five nor more than nine.

19. The Directors of the Company at the time of the adoption of these Articles are: Messieurs Harry Evans, Albert Holliday Hindley, Richard Seed, James Charlton Haslam, Rhodes William Marshall, Joseph Ramsden, Henry Markland and Frederick Herbert Grime.

20. The qualification of a Director shall be:-

(a) The holding in his own right of Shares of the Company to the nominal value of Twenty-five pounds at the least, and

(b) the undertaking by him of personal liability for the liabilities of the Company whether as Guarantor or otherwise to an extent equal at least to that (if any) for which each of the other Directors of the Company for the time being is personally liable, and within two calendar months after his election a Director shall sign such documents and do all such acts and things as may be necessary to enable him to assume such personal liability.

21. A Director shall be entitled to be repaid any disbursements or travelling expenses properly paid by him in the performance of his duties, but he shall not be entitled to receive any remuneration in respect of his office as Director or as an employee of the Company.

22. No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company with any company or partnership of or in which any Director shall be a member or otherwise interested, be avoided, nor shall any Director so contracting or being such member, or so interested, be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of the fiduciary relationship thereby established; but a Director shall not vote as a Director in respect of any such contract or arrangement, and the nature of his interest must be declared by him at the Meeting of the Directors at which the contract or arrangement is first taken into consideration, or if the Director was not at the date of that Meeting interested in the contract, at the next Meeting of the Directors held after he became so interested, and, in a case where the Directors becomes interested in a contract after it is made, the said declaration shall be made at the first Meeting of the Directors held after the Director becomes so interested. A general notice given to the Directors by a Director (if it is given at a Meeting of Directors, or such Director takes reasonable steps to secure that it is brought up and read at the next Meeting of Directors after it is given) to the effect that he is a member of a specified company or firm and is to be regarded as interested in any contract or arrangement which may, after the date of the notice, be entered into or made with that company or firm, shall, for the purpose of this Article, be deemed to be a sufficient declaration of interest in relation to any contract or arrangement so entered into or made.

23. Nominations for Directors to be elected from time to time at the Annual General Meeting (other than retiring Directors who shall be eligible for re-election without a preliminary nomination) must be forwarded to and received by the Secretary on or before 5 pm on the first day of June in every year and nominations for Directors to be elected at any Extraordinary General Meeting must be forwarded to and received by the Secretary within four days from the time when the Notice convening the Meeting shall be deemed to have been served. Every nomination under this Article must be in writing and signed by two Members.

24. If any Director or other person shall, at the request or with the approval of the Directors, incur or render himself liable to incur, any liability, or render himself liable to make any payment on

behalf of and for the Company, the Directors may secure to such Director or other person indemnity by the Company against such liability or payment by the issue to him of such debenture or charge on the assets and undertaking of the Company or any part thereof as shall, in each such case, be agreed on between such Director or other person and the Directors.

DISQUALIFICATION OF DIRECTORS

25. The office of a Director shall be vacated:-

(a) If he becomes bankrupt or insolvent or compound with his creditors;

(b) If he becomes of unsound mind;

(c) If he cease to hold the necessary share qualification or do not obtain the same within two calendar months from the date of his appointment;

(d) If he absent himself from the Meetings of Directors for a period of four calendar months without special leave of absence from the other Directors; or unless such absence shall be certified by a qualified medical practitioner to be due to illness;

(e) If he become prohibited from being a Director by reason of any order made under Section 188 of The Companies Act, 1948;

(f) If he declines to be bound under any obligation required to be entered into by him pursuant to paragraph (b) of Article 20 hereof;

(g) If he gives the Company notice in writing that he resigns his office;

(h) If he be suspended by The Football Association from taking part in football management.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Company or an entry shall have been made in the Directors Minute Book stating that such Director has ceased to be a Director of the Company.

26. No person shall be incapable of being appointed a Director by reason of his having attained the age of seventy years or any other age, nor shall any Director vacate his office by reason of his attaining or having attained the age of seventy years or any other age; and the provisions of Sub-Sections (1) to (6) inclusive of Section 185 of The Companies Act, 1948, shall be excluded from applying to the Company.

SHAREHOLDER'S SEASON TICKETS

27. A Shareholder may have issued to him a Season Ticket or Tickets subject to a deduction of five per cent. from the amount charged to non-shareholders. Tickets so issued must not be sold

and the privilege granted under this Article shall be restricted to such holder, and in case of transference on death to such member of his family as shall become the registered holder of the Shares. The privilege cannot be sold or granted to any other transferee.

BORROWING POWERS

28. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

29. No Mortgage or other security or charge upon any assets of the Company to secure more than the principal money advance, and interest at Seven pounds Fifty pence per centum per annum, shall be issued without the previous consent of The Football Association. All loans to the Company except with the previous consent of The Football Association shall be limited to the same rate of interest.

DIVIDENDS

30. A larger Dividend shall not be declared than the maximum Dividend allowed from time to time by The Football Association, and may be cumulative for a period not exceeding three years. Until otherwise determined by The Football Association, the maximum Dividend payable in respect of any year shall be Seven pounds Fifty pence per centum, but if the Dividend is paid free of income tax such maximum Dividend shall be Five pounds per centum. All Dividends unclaimed for six years after having been declared may be forfeited by the Directors for the benefit of the Company.

NOTICES

31. (i) A Member who has no registered address in the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company. A Member shall be deemed to have no registered address in the United Kingdom and not be entitled to receive notices if four consecutive notices addressed to him at an address supplied by him to the Company shall have been returned undelivered through the General Post Office after having been properly stamped.

(ii) Any member to whom four such notices shall have been undelivered as aforesaid shall be deemed to wish to sell the shares registered in his name at the fair value certified in writing by the Auditor) who shall be considered to be acting as an expert and not as an arbitrator, and accordingly the Arbitration Act 1950 shall not apply) and the Company shall be deemed to be the member's agent for the purpose only of selling all or any of the said shares to any person or persons selected by the Directors. The Company shall give notice of the intended sale to such member and the Company shall be bound to complete the sale unless the member shall notify the Company in writing of his objection to the intended sale within eight days from the Company sending him notice as aforesaid. The Directors may consider the merits of such objection and the Company may complete the intended sale or not as the Directors in their absolute discretion consider fit. If the member shall not execute a

transfer of such shares within twenty-one days from the Company sending him the said notice, the Company may appoint any person to execute a transfer of the shares and the Company may receive the purchase moneys on behalf of such member, who shall be bound to return any certificate in respect of such shares to the Company. The receipt of the Company for the purchase moneys shall be a good discharge to the purchaser, and upon completion of the said transfer the Company shall delete the name of the member from the Register of Members and thereupon such members shall cease to be a member of the Company (but shall, notwithstanding, remain liable to pay to the Company all moneys then payable by him to the Company in respect of such shares, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares) and the Company shall cause the name of the purchaser to be entered in the Register of members.

(iii) Upon the sale of any share in pursuance of sub-Article of this Article the purchase moneys received by the Company shall be a debt due to the Member in whose name they were registered before such sale as aforesaid and time shall be deemed to run for the purposes of the Limitation Act 1939 from the date when such moneys as aforesaid are received by the Company. Interest shall not be payable to the person or persons entitled to such moneys.

WINDING UP

32. On the winding up of the Company the surplus assets shall be applied, first, in repaying to the Members the amount paid on their Shares respectively, and if such assets shall be insufficient to repay the said amount in full, they shall be applied rateably, so that the loss shall fall upon the Members in proportion to the amount called upon their Shares respectively, and no Member shall be entitled to have any call made upon other Members for the purpose of adjusting his rights; but where any call has been made and has been paid by some of the Members such call shall be enforced against the remaining Members for the purpose of adjusting the rights of the Members between themselves. If the surplus assets shall be more than sufficient to pay to the Members the whole amount paid up on their Shares the balance shall be given to the Football Association Benevolent Fund, or to some other Club or Institute in the County of Lancaster having objects similar to those contained in the Memorandum of Association, or any local charity or charitable or benevolent institution situate within the said County, such club, institution, or charity to be decided upon and such surplus apportioned among all or any of such clubs, institutions, or charities by the Members of the Company at or before the time of dissolution as they shall direct, or in default of any such decision or apportionment by the Members of the Company, the same to be decided upon and apportioned by a Judge of the High Court of Justice or the Vice-Chancellor of the County Palatine of Lancaster having jurisdiction in such winding up or dissolution and as he shall determine, or such balance may be disposed of in such other manner as the Members of the Company with the consent of the Council of The Football Association, if then existing, shall determine.

No. of Company: 48409 | 214 **form No. C.A. 51**

THE COMPANIES ACTS 1948 TO 1967

(COPY) SPECIAL

resolution (1)

pursuant to section 141 of the Companies Act 1948

of the Blackpool Football Club

Limited

Passed the Twentieth day of October 19 80

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at Club Tangerine, Bloomfield Road, Blackpool

on the Twentieth day of October 19 80

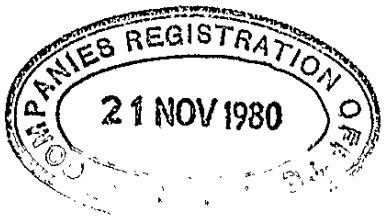
the following (1) SPECIAL RESOLUTION was duly passed:—

(2) That the Memorandum and Articles of Association of the Company be altered by deleting the whole of item 16 of the objects clause 3 of the memorandum and by substituting in lieu thereof :

"16 (i) to borrow or raise money in such manner as the Company shall authorise, and in particular, by the issue of debentures or debenture stock, perpetual or otherwise and to secure the repayment of any money borrowed or raised 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 a similar mortgage charge or lien to secure and guarantee the performance, by the Company, of any obligation or liability it may undertake.

16(ii) In addition to any borrowing arranged under the provisions of 16 (i) above, to borrow or raise money in such manner as the Company by a majority of its Directors shall authorise and in particular, to secure the repayment of any money borrowed or raised 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 to a limit of One Hundred Thousand Pounds (£100,000) free of interest or up to half the Bank of England base rate of interest in force at the time of the loan arrangement."

Janet Johnson.
Company Secretary



NOTES:
(1) Insert "Special" or "Extraordinary" as the case may be.
(2) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and must then be filed with the Registrar of Companies within 15 days after being passed.

Jordan & Sons Limited Legal and Information Services, Printers and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE Telephone 01-253 3030 Telex 261010

No. of Company 48409 215

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

Memorandum and Articles of Association of

THE BLACKPOOL FOOTBALL CLUB LIMITED

(Incorporated the 18th day of June 1896)

COMPANIES REGISTRATION OFFICE
5 DEC 1980
* LC *

Jordan & Sons Limited
Company Formation and Information Services
Stationers and Publishers
Jordan House
Brunswick Place, London N1 6EE
Telephone: 01-253 3030 Telex: 261010

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

COMPANIES REGISTRATION OFFICE
5 DEC 1980

4/12/80

MEMORANDUM OF ASSOCIATION OF

4055/2

THE BLACKPOOL FOOTBALL CLUB LIMITED

(As altered by Special Resolutions passed on the 28th day of July, 1975, the 14th day of March, 1980 and the 20th day of October, 1980.)

1. The name of the Company is "THE BLACKPOOL FOOTBALL CLUB LIMITED".

2. The Registered Office of the Company will be situate in England.

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

1. To promote the game of Football, and other athletic sports, and pastimes.

2. To provide a Football Ground at or near Blackpool, in the County of Lancaster, and to lay out and prepare such ground for Football, and other purposes of the Company, and to provide Pavilions, Lavatories, Refreshment Rooms and other conveniences connected therewith.

3. To hold or arrange Football and other matches and competitions, and offer, and grant or contribute towards the provision of prizes, awards, and distinctions.

4. To subscribe to, become a member, and co-operate with any other association, whether incorporated or not, whose objects are altogether, or in part, similar to those of this Company.

5. To buy, sell and deal in all kinds of apparatus, and all kinds of provisions, liquid and solid, required by persons frequenting the Company's grounds.

6. To purchase, take on lease, or otherwise acquire, any lands, buildings, easements or property, real amd personal, which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Company.

7. To raise money by subscriptions; and to grant any special rights and privileges to subscribers or shareholders.

8. To develop and turn to account any land, or other property, acquired by the Company or in which it is interested; and for this purpose, the erecting, constructing, altering, or pulling down, re-building, repairing, decorating, maintaining, fitting up, furnishing and improving any kind of buildings and other premises, and by planting, paving, sewering, draining, farming, cultivating, and otherwise dealing with, and managing the lands of the Company.

9. To sell, lease, exchange, partition, or otherwise, from time to time, to deal with or dispose of the whole, or any part or parts of the real and personal estate of the Company.

10. To let out on hire or work either alone or on sharing terms, any property or effects of the Company, or in partnership with any other Company or persons all or any portion or portions of the property or effects of the Company.

11. To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company, or its employees, or may be connected with any town or place where the Company carries on business; and to give pensions, gratuities or charitable aid, to any person or persons who may have served the Company, or to the wives, widows, children, or other relatives of such persons; and to form and contribute to provident and benefit funds, for benefit of any persons employed by the Company.

12. To enter into partnership, or into any arrangement for sharing profits, union of interest, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or Company, carrying on, or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.

13. To subscribe for, take, purchase, or otherwise acquire and hold, shares, or other interests in, or securities of any other Company having objects, altogether or in part, similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

14. To promote any other Company for the purpose of acquiring all, or any of the property and liabilities of this Company, or for any other purpose which may seem, directly or indirectly, calculated to benefit this Company.

15. To invest and deal with the moneys of the Company, not immediately required, upon such securities, and in such manner as may, from time to time, be determined.

16. (i) To borrow or raise money in such manner as the Company shall authorise, and in particular, by the issue of debentures or debenture stock, perpetual or otherwise and to secure the repayment of any money borrowed or raised 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 a similar mortgage, charge or lien to secure and guarantee the performance, by the Company, of any obligation or liability it may undertake.

(ii) In addition to any borrowing arranged under the provisions of 16 (i) above, to borrow or raise money in such manner as the Company by a majority of its Directors shall authorise and in particular, to secure the repayment of any money borrowed or raised 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 to a limit of One Hundred Thousand Pounds (£100,000) free of interest or up to half the Bank of England base rate of interest in force at the time of the loan arrangement.

17. (i) To establish and carry on a licensed social club to be called the Club Tangerine and to permit to be used by the members of such club or any persons, with or without payment, any club-house and any other property of the Company.

(ii) To buy, take on hire, make or provide furniture, utensils, linen, glass, china, plate and all other things commonly or conveniently used in connection with a club.

(iii) To buy, provide, make and sell meals, food, intoxicating and non-intoxicating drinks, tobacco, cigars, and cigarettes, and all other things commonly consumed in a club.

(iv) To provide all things necessary for games and for music and other social entertainment.

18. To do all such other things as are incidental or conducive to the attainment of any of above objects.

4. The liability of the members is limited.

5. *The Capital of the Company is £30,000 divided into 30,000 Shares of £1 each. The Company has power, from time to time, to increase its capital, and to issue any shares in the original or increased capital as Ordinary Preferred, Deferred, or Guaranteed shares, and to attach to any class or classes of such shares or preferences, rights, privileges, or conditions, or to subject the same to any restrictions or limitations that may be determined by any special resolution of the Company, passed before the issue of the shares affected thereby.

* By Resolutions passed on the 2nd day of April, 1925, the 2nd day of October, 1930 and the 10th day of August, 1976, the Share Capital was increased from £5,000 to £30,000.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

4/12/80

ARTICLES OF ASSOCIATION OF

4653/63

THE BLACKPOOL FOOTBALL CLUB LIMITED

(Adopted by Special Resolution passed on the 10th day of August, 1951 and altered by Special Resolutions passed on the 6th day of April, 1972, the 23rd day of October, 1978 and the 14th day of March, 1980)

PRELIMINARY

1. The Regulations contained in Table A in the First Schedule to the Companies Act, 1929 shall not apply to the Company.

2. The Regulations contained in Table A in the First Schedule to the Companies Act, 1948 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, neither Clauses 53, 58, 59, 60, 61, 62, 67, 75, 76, 77, 84, 87, 88, 93, 107, 108, 109, 128 and 129 in Part I of Table A nor the Clauses in Part II of Table A shall apply to the Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the Regulations of the Company.

SHARE CAPITAL AND SHARES

3. *The Share Capital of the Company at the time of the adoption of these Articles is Fifteen thousand pounds, divided into Fifteen thousand Shares of One Pound each.

4. The Shares shall be under the control of the Directors who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit. After the 23rd October 1978 the Directors shall decline to register any transfer of less than five Shares with the exception of transfers of complete shareholdings held at that date by holders of less than five Shares. Such shareholdings of less than five Shares shall not be transferable to any person unless that person will then have a shareholding of five or more Shares From the said date the Directors shall also decline to register any transfer which would reduce the transferor's shareholding to less than five Shares.

5. No Share shall be sub-divided.

* The Share Capital was increased to £30,000 by Special Resolution passed on the 10th day of August, 1976.

6. Preference Shares may be issued with a Cumulative Preferential Dividend not exceeding Seven pounds Fifty pence per centum per annum for a period not exceeding three years but the Company may not issue more Preference Shares than its subscribed Ordinary Shares.

7. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETINGS

8. Every Notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditors for the time being of the Company.

9. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; and such quorum shall consist of six Members personally present.

10. In the case of an Extraordinary General Meeting no business other than that stated in the notice convening the Meeting as the objects of the Meeting shall be transacted.

VOTES OF MEMBERS

11. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless such Meeting shall resolve that the same shall be by ballot of those present or unless a poll is (before or on the declaration of the result of the show of hands or ballot) demanded by the Directors then present or by at least five Members present in person or by proxy or by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Meeting.

12. On a show of hands (or if ballot papers are used at a Meeting) every Member present in person shall have one vote. On a poll, whether taken at a Meeting or by post, every Member shall have one vote for each Share of which he is the holder.

13. On a poll, votes may be given either personally or by proxy, or in accordance with the provisions of Article 16 hereof.

14. Unless a poll is so demanded a declaration by the Chairman that a Resolution has, on a show of hands, or by ballot, been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that Resolution.

15. A poll demanded upon the election of a Chairman or upon a question of adjournment shall be taken forthwith. A poll duly demanded on any other question shall be taken at such time and place and (subject to the provisions of Article 16 hereof) in such manner as the Directors present at the Meeting may direct and the result of the poll shall be deemed to be the Resolution of the Meeting at which the poll is demanded. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

16. If a poll is duly demanded it may (if directed by the Directors present at the Meeting) be taken by means of voting papers sent through the post by the Company to each Shareholder entitled to vote and receive Notice from the Company specifying the proposed Resolution or Resolutions to be voted upon, and such voting papers shall be completed and signed by the Shareholder (or his duly authorised attorney) and duly witnessed or, if the Shareholder is a Corporation, either duly sealed, or under the hand of an officer or attorney duly authorised, and returned to the office of the Auditors of the Company by such time and in accordance with such general directions as shall be determined by the Directors present at the Meeting at which the poll is directed. If the event of a poll being taken by voting papers the Auditors of the Company shall forthwith scrutinise the returned voting papers and certify in writing the result of the voting to the Board of Directors, and the result of the poll shall be deemed to be the Resolution of the Meeting at which the poll is demanded and shall be announced by the Board of Directors either by sending through the post notice to each Shareholder entitled to receive notices or by publication in a local newspaper within seven days after the result has been certified by the Auditors. The accidental omission to send any voting paper to or the non-receipt of any voting paper by any Member or the non-receipt by the Company of any voting paper shall not invalidate any poll taken by means of voting papers.

17. In the case of an equality of votes whether on a show of hands or on a ballot or on a poll whether taken at a Meeting or by means of voting papers sent through the post the Chairman of the Meeting at which the show of hands or ballot takes place or at which the poll is demanded shall be entitled to a second or casting vote.

DIRECTORS

18. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than five nor more than nine.

19. The Directors of the Company at the time of the adoption of these Articles are: Messieurs Harry Evans, Albert Holliday Hindley, Richard Seed, James Charlton Haslam, Rhodes William Marshall, Joseph Ramsden, Henry Markland and Frederick Herbert Grime.

20. The qualification of a Director shall be:-

(a) The holding in his own right of Shares of the Company to the nominal value of Twenty-five pounds at the least, and

(b) the undertaking by him of personal liability for the liabilities of the Company whether as Guarantor or otherwise to an extent equal at least to that (if any) for which each of the other Directors of the Company for the time being is personally liable, and within two calendar months after his election a Director shall sign such documents and do all such acts and things as may be necessary to enable him to assume such personal liability.

21. A Director shall be entitled to be repaid any disbursements or travelling expenses properly paid by him in the performance of his duties, but he shall not be entitled to receive any remuneration in respect of his office as Director or as an employee of the Company.

22. No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company with any company or partnership of or in which any Director shall be a member or otherwise interested, be avoided, nor shall any Director so contracting or being such member, or so interested, be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of the fiduciary relationship thereby established; but a Director shall not vote as a Director in respect of any such contract or arrangement, and the nature of his interest must be declared by him at the Meeting of the Directors at which the contract or arrangement is first taken into consideration, or if the Director was not at the date of that Meeting interested in the contract, at the next Meeting of the Directors held after he became so interested, and, in a case where the Directors becomes interested in a contract after it is made, the said declaration shall be made at the first Meeting of the Directors held after the Director becomes so interested. A general notice given to the Directors by a Director (if it is given at a Meeting of Directors, or such Director takes reasonable steps to secure that it is brought up and read at the next Meeting of Directors after it is given) to the effect that he is a member of a specified company or firm and is to be regarded as interested in any contract or arrangement which may, after the date of the notice, be entered into or made with that company or firm, shall, for the purpose of this Article, be deemed to be a sufficient declaration of interest in relation to any contract or arrangement so entered into or made.

23. Nominations for Directors to be elected from time to time at the Annual General Meeting (other than retiring Directors who shall be eligible for re-election without a preliminary nomination) must be forwarded to and received by the Secretary on or before 5 pm on the first day of June in every year and nominations for Directors to be elected at any Extraordinary General Meeting must be forwarded to and received by the Secretary within four days from the time when the Notice convening the Meeting shall be deemed to have been served. Every nomination under this Article must be in writing and signed by two Members.

24. If any Director or other person shall, at the request or with the approval of the Directors, incur or render himself liable to incur, any liability, or render himself liable to make any payment on

behalf of and for the Company, the Directors may secure to such Director or other person indemnity by the Company against such liability or payment by the issue to him of such debenture or charge on the assets and undertaking of the Company or any part thereof as shall, in each such case, be agreed on between such Director or other person and the Directors.

DISQUALIFICATION OF DIRECTORS

25. The office of a Director shall be vacated:-

(a) If he becomes bankrupt or insolvent or compound with his creditors;

(b) If he becomes of unsound mind;

(c) If he cease to hold the necessary share qualification or do not obtain the same within two calendar months from the date of his appointment;

(d) If he absent himself from the Meetings of Directors for a period of four calendar months without special leave of absence from the other Directors; or unless such absence shall be certified by a qualified medical practitioner to be due to illness;

(e) If he become prohibited from being a Director by reason of any order made under Section 188 of The Companies Act, 1948;

(f) If he declines to be bound under any obligation required to be entered into by him pursuant to paragraph (b) of Article 20 hereof;

(g) If he gives the Company notice in writing that he resigns his office;

(h) If he be suspended by The Football Association from taking part in football management.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Company or an entry shall have been made in the Directors Minute Book stating that such Director has ceased to be a Director of the Company.

26. No person shall be incapable of being appointed a Director by reason of his having attained the age of seventy years or any other age, nor shall any Director vacate his office by reason of his attaining or having attained the age of seventy years or any other age; and the provisions of Sub-Sections (1) to (6) inclusive of Section 185 of The Companies Act, 1948, shall be excluded from applying to the Company.

SHAREHOLDER'S SEASON TICKETS

27. A Shareholder may have issued to him a Season Ticket or Tickets subject to a deduction of five per cent. from the amount charged to non-shareholders. Tickets so issued must not be sold

and the privilege granted under this Article shall be restricted to such holder, and in case of transference on death to such member of his family as shall become the registered holder of the Shares. The privilege cannot be sold or granted to any other transferee.

BORROWING POWERS

28. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

29. This Article was deleted by Special Resolution passed on the 14th day of March, 1980.

DIVIDENDS

30. A larger Dividend shall not be declared than the maximum Dividend allowed from time to time by The Football Association, and may be cumulative for a period not exceeding three years. Until otherwise determined by The Football Association, the maximum Dividend payable in respect of any year shall be Seven pounds Fifty pence per centum, but if the Dividend is paid free of income tax such maximum Dividend shall be Five pounds per centum. All Dividends unclaimed for six years after having been declared may be forfeited by the Directors for the benefit of the Company.

NOTICES

31. (i) A Member who has no registered address in the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company. A Member shall be deemed to have no registered address in the United Kingdom and not be entitled to receive notices if four consecutive notices addressed to him at an address supplied by him to the Company shall have been returned undelivered through the General Post Office after having been properly stamped.

(ii) Any member to whom four such notices shall have been undelivered as aforesaid shall be deemed to wish to sell the shares registered in his name at the fair value certified in writing by the Auditor) who shall be considered to be acting as an expert and not as an arbitrator, and accordingly the Arbitration Act 1950 shall not apply) and the Company shall be deemed to be the member's agent for the purpose only of selling all or any of the said shares to any person or persons selected by the Directors. The Company shall give notice of the intended sale to such member and the Company shall be bound to complete the sale unless the member shall notify the Company in writing of his objection to the intended sale within eight days from the Company sending him notice as aforesaid. The Directors may consider the merits of such objection and the Company may complete the intended sale or not as the Directors in their absolute discretion consider fit. If the member shall not execute a

transfer of such shares within twenty-one days from the Company sending him the said notice, the Company may appoint any person to execute a transfer of the shares and the Company may receive the purchase moneys on behalf of such member, who shall be bound to return any certificate in respect of such shares to the Company. The receipt of the Company for the purchase moneys shall be a good discharge to the purchaser, and upon completion of the said transfer the Company shall delete the name of the member from the Register of Members and thereupon such members shall cease to be a member of the Company (but shall, notwithstanding, remain liable to pay to the Company all moneys then payable by him to the Company in respect of such shares, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares) and the Company shall cause the name of the purchaser to be entered in the Register of members.

(iii) Upon the sale of any share in pursuance of sub-Article of this Article the purchase moneys received by the Company shall be a debt due to the Member in whose name they were registered before such sale as aforesaid and time shall be deemed to run for the purposes of the Limitation Act 1939 from the date when such moneys as aforesaid are received by the Company. Interest shall not be payable to the person or persons entitled to such moneys.

WINDING UP

32. On the winding up of the Company the surplus assets shall be applied, first, in repaying to the Members the amount paid on their Shares respectively, and if such assets shall be insufficient to repay the said amount in full, they shall be applied rateably, so that the loss shall fall upon the Members in proportion to the amount called upon their Shares respectively, and no Member shall be entitled to have any call made upon other Members for the purpose of adjusting his rights; but where any call has been made and has been paid by some of the Members such call shall be enforced against the remaining Members for the purpose of adjusting the rights of the Members between themselves. If the surplus assets shall be more than sufficient to pay to the Members the whole amount paid up on their Shares the balance shall be given to the Football Association Benevolent Fund, or to some other Club or Institute in the County of Lancaster having objects similar to those contained in the Memorandum of Association, or any local charity or charitable or benevolent institution situate within the said County, such club, institution, or charity to be decided upon and such surplus apportioned among all or any of such clubs, institutions, or charities by the Members of the Company at or before the time of dissolution as they shall direct, or in default of any such decision or apportionment by the Members of the Company, the same to be decided upon and apportioned by a Judge of the High Court of Justice or the Vice-Chancellor of the County Palatine of Lancaster having jurisdiction in such winding up or dissolution and as he shall determine, or such balance may be disposed of in such other manner as the Members of the Company with the consent of the Council of The Football Association, if then existing, shall determine.

THE COMPANIES ACTS 1948 TO 1980

Declaration by old public company that it does not meet the requirements for a public company

Pursuant to section 8(9) of the Companies Act 1980

GR9

Please do not write in this binding margin

Please complete legibly, preferably in black type, or bold block lettering

For official use: 229

Company number: 48409

Name of company: THE BLACKPOOL FOOTBALL CLUB Limited

I, David Johnson

of Bloomfield Road, BLACKPOOL FY1 6JJ

being [the Secretary] [~~a Director~~]* of the above named company do solemnly and sincerely declare: that the company does not at the time of this Declaration satisfy the conditions specified in section 8(11) of the Companies Act 1980

*delete as appropriate

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declaration Act 1835

Declared at Blackpool in the County of Lancaster

the 1st day of February

One thousand nine hundred and eighty two

before me Peter R. Bracegirdle

~~A Commissioner for Oaths or Notary Public or Justice of the Peace~~ or Solicitor having the powers conferred on a Commissioner for Oaths

Signature of Declarant: David Johnson

Presentor's name, address and reference (if any):

Haworth, Moore & Co.
Chartered Accountants
Veritas House, 54 Cousins Street,
BLACKPOOL FY1 3LA

For official use
General section

Post room

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Companies GR9
December 1980

FILE COPY

CERTIFICATE STATING
COMPANY IS A PRIVATE COMPANY

No. 48409 / 230

I hereby certify that

THE BLACKPOOL FOOTBALL CLUB LIMITED

is, with effect from 12TH FEBRUARY 1982 a private company within the meaning of the Companies Act 1980.

Dated at Cardiff the 12TH FEBRUARY 1982

Assistant Registrar of Companies

C 457

THE COMPANIES ACTS 1948 TO 1976

Form No. 3

Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3(1) of the Companies Act 1976

Please do not write in this binding margin

Please complete legibly, preferably in black type, or bold black lettering

To the Registrar of Companies

For official use

2 3 4

Name of company

*delete if inappropriate

THE BLACKPOOL FOOTBALL CLUB

Limited*

Note

Please read notes 1 to 5 overleaf before completing this form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Company number	Day	Month
48409	3 1	0 5

†delete as appropriate

The current accounting reference period of the company is to be treated as [shortened] ~~[extended]~~† and ~~[is to be treated as having come to an end]~~ [will come to an end]† on

Day	Month	Year
3 1	0 5	1 9 8 3

See note 4(c) and complete if appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

‡delete as appropriate

The company is a [subsidiary] [holding company]‡ of _____

_____, company number _____

the accounting reference date of which is _____

§delete as appropriate

Signed Laurie Johnson [Director] [Secretary] §Date 15/11/82

Presentor's name, address and reference: (if any)

For official use

Data punch | General section | Post room

COMPANIES REGISTRATION OFFICE M 25 NOV 1982 24

48409 /236

Haworth, Moore & Co.
Chartered Accountants

Partners
GORDON W. CURRIE
GRAHAM COWBURN
PETER TOMLINSON
MICHAEL D. SHAW
GARRY M. WHITTLE

Our Ref GC/JE/1756

Your Ref

VERITAS HOUSE
54 CAUNCE STREET
BLACKPOOL
FY1 3LA
Telephone Blackpool 21512

16 November, 1983

D. Johnson, Esq.,
Secretary,
Blackpool Football Club Ltd.,
Bloomfield Road,
BLACKPOOL

Dear Mr. Johnson,

Following the Annual General Meeting of the Club, we hereby tender our resignation as auditors to the company and can confirm that there are no matters which need to be brought to the attention of members or creditors as required under Section 16 Companies' Act 1976.

Yours faithfully,

Partner

COMPANIES REGISTRATION OFFICE
M
28 NOV 1983
27

Number of Company 48409

Form No. CA 50

THE COMPANIES ACTS 1948 TO 1981

247

[COPY]

special resolution(s)

of BLACKPOOL FOOTBALL CLUB Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at CLUB TANGERINE, BLOOMFIELD ROAD, BLACKPOOL, LANCASHIRE

on the FIFTEENTH day of OCTOBER 19 84

the following SPECIAL RESOLUTION(S) was/were duly passed:–

To consider and if thought fit to pass the following special resolution:-

That the Articles of Association of the company be modified by deleting the whole of Article 21 and by substituting in lieu thereof Article 21 as set out as follows:

"A Directors shall be entitled to be repaid any disturbance or travelling expenses properly paid by him in the performance of his duties.

Subject to the rules and regulations of the Football Association and the Football League the company shall be entitled to appoint Directors and Executives who shall be entitled to receive remuneration in respect of their office as Director Executives or as employees of the company provided that the terms of any such appointment shall be notified to and approved by the Football Association and the Football League".

COMPANIES REGISTRATION OFFICE
10 JAN 1985
20

David Johnson.
Company Secretary

NOTES:
(1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
(2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

MEMBER LAW STATIONERS ASSOCIATION

Printed and supplied by:–
Jordan & Sons Limited Company Formation and Information Services, Stationers and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010

THE COMPANIES ACT 1985

J51

(COPY)

(1) SPECIAL **resolution**

Company Number 48409.

of THE BLACKPOOL FOOTBALL CLUB Limited

Passed the 26TH day of MARCH 1990

At an Annual General Meeting of the members of the above-named company, duly convened and held at SEASIDERS CLUB, BLAMPIELD ROAD BLACKPOOL

on the 26TH day of MARCH 1990

the following (1) SPECIAL RESOLUTION was duly passed:—

(2)

PURSUANT TO SECTION 9 OF THE COMPANIES ACT 1985 THAT THE ARTICLES OF ASSOCIATION BE ALTERED BY THE REMOVAL OF ARTICLE NUMBER 8 (a) SO THAT THERE BE NO MINIMUM OR MAXIMUM NUMBER OF DIRECTORS

Director

NOTES:
(1) Insert "Special" or "Extraordinary" as the case may be.
(2) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and must then be filed with the Registrar of Companies within 15 days after being passed, and can be sent to Jordan & Sons Ltd for that purpose.

Jordans Jordan & Sons Limited
21 St. Thomas Street, Bristol BS1 6JS Tel. 0272-230600 Telex 449119 2.89

THE COMPANIES ACT 1985

J51

(COPY)

(1) SPECIAL **resolution**

Company Number

48409.

of THE BLACKPOOL FOOTBALL CLUB

Limited

Passed the 9TH day of JANUARY 1992

At an EXTRAORDINARY General Meeting of the members of the above-named company, duly convened and held at THE TANGERINE CLUB, BLOOMFIELD ROAD, BLACKPOOL

on the 9TH day of JANUARY 1992

the following (1) SPECIAL RESOLUTIONS were duly passed:—

(2)

1. That the Memorandum of Association of the Company be amended by the adoption of the following clause as a new clause 3(1)(b) and the redesignation of the existing clause 3(1) as 3(1)(a).

"The Company grants to the Blackpool Football Club Limited the right to utilise land belonging to the Company as a football stadium."

2. That the Articles of Association of the Company be amended by the adoption of the following sub-article as an addition to Article 13 which shall be designated Article 13(b)(iv):

"13.(b)(iv) If a majority of the Directors of the Company in writing request his resignation."

COMPANIES HOUSE
13 FEB 1992
58
M

NOTES:
(1) Insert "Special" or "Extraordinary" as the case may be.
(2) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and must then be filed with the Registrar of Companies within 15 days after being passed, and can be sent to Jordan & Sons Ltd. for that purpose.

Jordans Jordan & Sons Limited
21 St. Thomas Street, Bristol BS1 6JS Tel. 0272-230600 Telex 449119