

Certificate

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Form No. 19.



Longs

COMPANY, LIMITED.



STATEMENT of the Nominal Capital made pursuant to s. 112 of 54 and 55

ch. 39, Stamp Act, 1891, as amended by s. 7 of 62 and 63 Vict., ch. 9 (Finance Act,

(NOTE.—The Stamp Duty on the Nominal Capital is Five Shillings for every £100

tion of £100.)

his statement is to be filed with the Memorandum of Association, or other Document,

the Company is registered.

ted for registration by

Crandall & Co

110 Cannon Street London



The NOMINAL CAPITAL of the

Longs

Company, Limited,

is £ 2,000, divided into 1,000 ordinary shares of £ 1

each, and 200 Preference shares of £ 5 each

Signature Cruickshank & Co

Description Solicitors

Date 20th December 1900



THE COMPANIES' ACTS, 1862 to 1898.

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

LONGS, LIMITED.



1. The name of the Company is "LONGS, LIMITED."
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:—

(a) To acquire by purchase or otherwise the business of dealers in bicycles, typewriters, and other machines carried on by Long & Co., at No. 43, Moorgate Street, and 110, Cannon Street in the City of London, and to adopt and carry into effect with or without modification, an agreement for that purpose dated 15th day of December, 1900 made between Daniel Pearman of 110, Cannon Street in the City of London Merchant, of the one part, and F. W. Grimshaw of the Hampden Residential Club, Kings Cross, Gentleman as trustee for and on behalf of the Company of the other part.

(b) To carry on the business of agents for the purchase and sale on commission or otherwise and either by public



auction or private treaty of cycles, cycle accessories, type-writers machines and machinery of all kinds jewellery, articles of vertu, furniture, pictures, works-of-art and all other kinds of goods, articles and commodities of every kind and description either new or second hand and dealers and traders therein to open depôts, warehouses, offices and shops in the United Kingdom abroad or in the Colonies for the sale purchase, exchange and barter of all or any of the above articles, either as principles or as agents for others, to keep, print, circulate and publish a list or register of all or any of the above articles or of any kind of real or personal property, or an employment register with or without news or other matter of general interest and if thought expedient to manufacture all or any of the above articles, and generally to deal in the same upon such terms and subject to such conditions as may be considered expedient.

(c) To purchase or otherwise acquire the business and connections of any person or persons, firm or company interested in or carrying on any of the above businesses, or any business of a like nature and to pay for the same in cash or shares, or partly in cash and partly in shares.

(d) To purchase, take on lease or agreement, or otherwise acquire lands, houses, warehouses, factories, premises, buildings, shops, or offices, whether freehold, leasehold, or of any other tenure; to erect buildings, houses, factories, warehouses, shops, or premises on any lands so acquired, and to sell, lease, exchange, let, or otherwise dispose of all or any of such properties.

(e) To pay and discharge all costs, charges, disbursements, expenses, and promotion money of or incidental to the formation of the Company, and for that purpose to make, enter into and carry into effect any agreement or agreements.

(f) To apply for, purchase or otherwise acquire any patents, brevets d'invention, licenses, concessions, or other rights or privileges which may seem capable of being used for any of the purposes of the Company or calculated directly, or indirectly to benefit the Company, and to use, exercise, develop, grant licenses, or otherwise turn to account the property, rights and privileges so acquired.

(g) To raise and borrow money by way of mortgage, floating charge, and by the issue of debentures, secured upon all or any of the property and assets of the Company, present or future, including its uncalled capital, and by the deposit of bonds payable to bearer or otherwise of the Company upon such terms and for such purposes as may be necessary or considered advisable or expedient.

(h) To make, accept, endorse and issue any bills of exchange, promissory notes, or other negotiable instruments.

(i) To promote, either alone or in conjunction with others, any other company for the purpose of acquiring all or any of the property of the Company, and take over any of its liabilities, or to carry on any of its objects, or for any other purpose which may seem directly or indirectly to benefit this Company, and generally to conduct any financial operations in any way calculated to further or assist its business or to augment or render profitable any of its assets.

(j) To invest the monies of the Company, or lend the same, upon such security as may from time to time be determined.

(k) To establish, undertake, superintend or contribute to, or otherwise assist in any charitable or benevolent institution or undertaking, and to grant gratuities and pensions to the servants of the Company.

(l) To carry on any other business which may seem to the Company capable of being carried on in conjunction with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's businesses, property or rights.

(m) To sell, lease, let, or otherwise dispose of all or any part of the property, business, goodwill or effects of the Company to any other company, firm, or person, and either for cash or shares, or partly for cash or partly for shares, and upon such terms, stipulations, reservations and conditions as may be determined upon.

(n) To amalgamate with any other company carrying on the like or a similar business to that carried on by this Company, upon such terms as may be agreed upon.

(o) To do all such things as are incidental or conducive to the above objects or any of them.

4. The liability of the Members is limited.

5. The Capital of the Company is £2,000, divided into 1,000 Ordinary Shares of One Pound each, and 200 Preference Shares of £5 each with power to increase such Capital and to issue any Shares as Preferred, Ordinary or Deferred, and with such rights, privileges and priorities between the different classes of Shares, whether in respect to dividend or capital or both as shall be determined by the regulations of the Company existing from time to time.

We, the several persons whose Names, Addresses and Descriptions are hereunto 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 Descriptions of Subscribers.	No. of Shares taken by each Subscriber.
✓ Alfred Harvey Johnson 666 Fulham Road. Middlesex. Stationer	one ordinary.
✓ Daniel Parnass 361 Brixton Road, Merchant.	One ordinary
✓ Arthur Bullock Crumwell 110 Cannon Street London. Solicitor	one ordinary
✓ Charles Bouverland Campbell 20. Church Road, Richmond Surrey. Retired Officer in Army	one ordinary
✓ Arthur Charles Pollard 4 Huddleton Road Farnham Gate Essex Solicitor & Clerk	One Ordinary
✓ John Alfred Pugh 68 Kenmare Road, Kenmare. Hill London E.C.	One ordinary
✓ Frederick William Grimshaw Hampden Club, N. W. King's Cross London Cycl. Manufacturer	one ordinary

Dated this 20th day of December, 1900.

Witness to the above signatures—

Alfred Harvey Johnson Daniel Parnass
Charles Bouverland Campbell Arthur Charles
Pollard John Alfred Pugh and Frederick William
Grimshaw Arthur Bullock Crumwell
Solicitor 110 Cannon Street London E.C.
Notice as to the above signature
of Arthur Bullock Crumwell
R. A. Tricott
110 Cannon St. E. C
Clerk to Solicitor



THE COMPANIES ACTS, 1862 TO 1898.



COMPANY LIMITED BY SHARES.

Articles of Association OF LONGS, LIMITED.

It is agreed as follows:—

1. The provisions of the first schedule of the Companies Act, 1862 (25 and 26 Victoria chapter 89, Table A) shall apply to this Company, except in so far as the same are altered, varied or added to by these Articles.

TRANSFER OF SHARES.

2. The Managing Director (or the Board of Directors if appointed as hereinafter provides) may decline to register any transfer to any transferee who in his or their opinion is not a desirable person to place on the Register of Members.

3. A fee not exceeding 2/6 may be charged for each transfer.

BUSINESS.

4. The business of the Company shall include all or any of the businesses or any part thereof comprised in the Memorandum of Association, and it may be commenced as soon as the Directors think



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fit, notwithstanding that only part of the capital may have been subscribed, and the Directors may do all things necessary for carrying the above into effect.

5. The Managing Director (or Board of Board of Directors if appointed as hereinafter provided) shall forthwith adopt and carry into effect the agreement mentioned in the Company's Memorandum of Association but with full power to modify the same. The fact that the Managing Director is the vendor shall in no way invalidate or effect such agreement and he may issue to himself or his nominees any shares or debentures therein provided for.

CAPITAL.

6. The shares of the Company may be issued either as Ordinary Shares wholly or partly paid up, or partly as Ordinary, and partly as Preference Shares with a Preference or guaranteed dividend and partly as Deferred Shares. All such different classes of shares may be issued with such preference or priority as regards the capital, or dividends, or profits, or both, or such other rights, privileges, property or advantages as the Company in Extraordinary Meeting may direct, or as the Managing Director (or the Board if appointed as hereinafter provided) think expedient.

INCREASE OF CAPITAL.

7. The Managing Director (or the Board) may, with the sanction of the Company previously given in General Meeting by a majority of two-thirds of the votes thereat, increase its capital by the issue of new shares, either Ordinary, Preference, or Deferred, and with such priorities, privileges and advantages, both as to capital and dividend, and of such amounts as the Company in General Meeting directs, or if no direction is given, as the Managing Director (or the Board) think expedient, and subject to any such directions any capital raised by the creation of new shares shall be considered as part of the original capital and subject to the same provisions as if it had been part of such original capital.

REDUCTION OF CAPITAL.

8. The Company may by special resolution from time to time reduce its capital.

 NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Alfred Harvey Johnson. 66 Dalham Road Middlesex. Stationer

Daniel Parmann 26 Vicar Street, Kent. Merchant

Arthur Bullock Crundall 110 Cannon Street London
Solicitor

Charles Bouverbank Sampson
20 Fenchurch Lane and 111 Fenchurch Lane
Retired Officer R.M. Army

Arthur Charles Pollard 4 Huddleston Road Forest Gate Essex
Solicitor Clerk.

John Alfred Fague 68 Remmark Road
Remmark Hill London S.E. Merchant

Frederick William Grimshaw
Stampen Club Kings Cross, London N.W.
Cycle Manufacturer

Dated this 20th day of December 1900.

WITNESS to the above-named Signatures—

Alfred Harvey Johnson, Daniel Parmann
Dennis Bouverbank Campbell, Arthur Charles
Pollard, John Alfred Fague and Frederick
William Grimshaw

Arthur Bullock Crundall
Solicitor 110 Cannon Street London E.C.

Witness to the above signatures of
Arthur Bullock Crundall

R. A. Tinscott

McJannet S.E.C.

Clark & Whiston

DUPLICATE FOR THE FILE.

No. 68496



Certificate of Incorporation

I hereby Certify, That the

Longo, Limited

is this day Incorporated under the Companies' Acts, 1862 to 1898, and that the Company is
Limited.

Given under my hand at London this Twentieth day of December

One Thousand Nine Hundred.

Fees and Deed Stamps £ 3. 5/-

Stamp Duty on Capital £ 5-

Registrar of Joint Stock Companies.

Certificate received by

Arthur J. Windall
Solicitor

110 Cannon Street London
E.C.

Date 22nd Dec 1900

[SEE BACK.]