

Number of
Certificate

[Form No. 41.

"THE COMPANIES ACTS, 1908 to 1917"

Declaration of Compliance



A
Companies'
Fee Stamp
of 5s.
should be
impressed
here.

WITH THE

**REQUIREMENTS OF THE COMPANIES
(CONSOLIDATION) ACT, 1908,**

Made pursuant to Section 17, Sub-Section 2, of The Companies (Consolidation)
Act, 1908, on behalf of a Company proposed to be Registered as

The Luffow Trading Company,

LIMITED.

(See Page 2 of this Form.

59238-7.20.

TELEGRAMS: 'CERTIFICATE, FLEET, LONDON.'

TELEPHONE NUMBER: HOLBORN 248

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

JORDAN & SONS, LIMITED

I Charles Ernest Edwards

of 53, Queen Street in the City of Cardiff

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

*Hereinsert—
"A Solicitor
of the High
Court en-
gaged in the
formation,"
or "A person
named in the
Articles of
Association
as a
Director (or
Secretary)."

Do solemnly and sincerely Declare that I am* a Solicitor of the
High Court engaged in the formation of The
Luthors Trading Company,

LIMITED,

and that all the requirements of The Companies (Consolidation) Act, 1908,
in respect of matters precedent to the registration of the said Company
and incidental thereto have been complied with. 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 the City of
Cardiff

the 18th day of March

One thousand nine hundred and twenty,
one.

before me,

Joseph Lewis
A Commissioner for Oaths.

Charles Ernest Edwards

172250

97.5.16

Number of
Certificate }

Form No. 25.

THE STAMP ACT, 1891, and THE FINANCE ACTS 1899. 17926

COMPANY LIMITED BY SHARES.



Duty at the rate of 5s. for every £100 should be impressed here.

Statement of the Nominal Capital

OF

The Sutton Trading Company,

LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891, as amended by Section 7 of The Finance Act, 1899, and Section 39 of The Finance Act, 1920.
(See Page 2 of this Form.)

17278
22

This Statement is to be lodged with the Memorandum of Association and other Documents when the Registration of the Company is applied for.

51230-6, 19.

TELEGRAMS: "CERTIFICATE, FLEET, LONDON"

TELEPHONE NUMBER: HOLBORN 248.

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



Handwritten initials or signature.

THE NOMINAL CAPITAL

OF

The Sutton Trading Company

LIMITED,

is *Two thousand* Pounds,
divided into *Two thousand* Shares
of *One pound* each.

Signature *W. Davies*

Description *Secretary.*

Dated the *17th* day
of *March* 1921.

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

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



17200 48008

"The Companies Acts, 1908 to 1917."

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

THE SUTTON TRADING COMPANY, LIMITED.

1. The Name of the Company is "THE SUTTON TRADING COMPANY, 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 carry on at any place or places whatsoever the business or businesses of Coal, Coke, and Fuel Merchants, General Contractors, and Dealers in Coal, Coke, Clay, Bricks, Mineral Substances, or Products derived therefrom, Iron, Iron Work in all the branches of such businesses, Wagon Hirers, Exporters and Importers, Ship Store and Export Merchants, Import and Bond Store Merchants, General Factors and Agents, and Wholesale and Retail Dealers in all kinds of Goods, Wares, and Merchandise, including Consumable Stores.

(b) To carry on the business of Ship Owners, Ships' Store Managers, Tug and Barge Owners, Ship Brokers, Shipping Agents, Loading Brokers, Carriers, Forwarding Agents, Freight Contractors, Dealers in and Managers of Shipping Property, Warehousemen, Wharfingers, and General Traders.

Presented for filing by:-



- (c) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (d) To acquire the whole or any part of the business, goodwill, and assets, and undertake the liabilities of any person, firm, or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purpose of this Company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company.
- (e) To purchase, take on lease or in exchange, hire, or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business, and in particular any land, buildings, easements, patents, machinery, plant, and stock-in-trade.
- (f) To borrow money, whether on mortgage or otherwise, and to issue Debentures and secure the repayment of any money borrowed, raised, or owing by mortgage, charge, or lien upon the whole or any part of the Company's property or assets, whether present or future, including its uncalled Capital.
- (g) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (h) 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.

- (i) To promote any other company or companies for the purpose of purchasing or acquiring the whole or any part of the business or undertaking and assets of this Company.
- (j) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either as a whole or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock, or securities of any company purchasing the same.
- (k) To do all or any of the above things in any part of the world, and as principals, contractors, trustees, or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others.
- (l) To distribute in specie among the Members any of the property of the Company, and in particular any shares, debentures, debenture stock, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (m) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

4. The Liability of the Members is Limited.

5. The Capital of the Company is Two Thousand Pounds, divided into Two Thousand Shares of One Pound each. The Company has power from time to time to increase or reduce its Capital, and to issue any Shares in the original or increased Capital with preferred, deferred, or other special rights, or with such restrictions, whether in regard to Dividends, voting, or return of Capital or otherwise, as the Company may from time to time determine.

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 DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<i>William Clifford Davies.</i> <i>Trewaren.</i> <i>Newton</i> <i>Porthcawl. Glam.</i> <i>Merchant.</i>	<i>One.</i>
<i>John Rowan Evans</i> <i>Castle Hill,</i> <i>Dinas Cross</i> <i>Pen.</i> <i>Shipbroker</i>	<i>Two</i>

Dated the 17th day of March, 1921.

Witness to the above Signatures---

Wm. E. Evans
Cliff
Solicitor

173770



"The Companies Acts, 1908 to 1917."

COMPANY LIMITED BY SHARES.

Articles of Association

OF

THE SUTTON TRADING COMPANY, LIMITED.

1. The Regulations contained in Table A in the First Schedule to The Companies (Consolidation) Act, 1908 (such Table being hereinafter referred to as "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, 5, 35 to 40, 73, 77, 88, 108, 111, and 114 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. The Company shall not offer any of its Shares or Debentures to the public for subscription.

3. The number of Members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be Members of the Company) shall not at any time exceed fifty.

4. The Directors may in their absolute and uncontrolled discretion refuse to register any proposed transfer of Shares; and Clause 20 of Table A shall be modified accordingly.

5. The initial Capital of the Company is Two Thousand Pounds, divided into Two Thousand Shares of One Pound each.



6. The Directors may from time to time at their discretion raise or borrow or secure the repayment of any sum or sums of money for the purposes of the Company in such manner and upon such terms and conditions in all respects as they shall think fit, and in particular by the issue of Debentures or Debenture Stock of the Company, charged upon all or any part of the property of the Company, both present and future, including its uncalled or unissued Capital for the time being.

7. A General Meeting shall be held at such time and place as may be determined by the Directors, and three days' notice shall be sufficient notice thereof. At any General Meeting a poll may be demanded by one or more Members entitled to vote and either alone or together holding or representing by proxy not less than one fifth of the Capital of the Company for the time being issued. The quorum necessary at a General Meeting shall be two Members personally present.

8. The quorum necessary for the transaction of the business of the Directors shall be fixed by the Directors.

9. A resolution in writing or letter signed by all the Members or by all the Directors, as the case may be, shall be as valid and effectual as if it had been passed at a General Meeting or at a Meeting of the Directors respectively duly called and constituted.

10. Any Director may hold any other office or place of profit in the Company (except that of Auditor) in conjunction with his Directorship, and may be appointed thereto upon such terms as to remuneration, tenure of office, or otherwise as may be arranged by the Directors.

11. The office of Director shall *ipso facto* be vacated—

- (a) If he become bankrupt or suspend payment or compound with his creditors;
- (b) If he be found lunatic or become of unsound mind,
- (c) If he cease to hold the required amount of Shares to qualify him for office or do not acquire the same within two months after election or appointment;

- (d) If he be absent from the Meetings of the Directors during a period of six calendar months without special leave of absence from the other Directors;
- (e) If by notice to the Company he resign his office;
- (f) If he be convicted of an indictable offence.

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 Directors 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.

12. Where a notice is sent by post it shall be deemed to have been served at the expiration of twenty-four hours after it was posted; and Clause 110 of Table A shall be modified accordingly.

13. A Member who has no registered address within 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.

14. With the sanction of an Extraordinary Resolution of the Shareholders any part or parts of the assets of the Company, including any Shares in other companies, may be distributed by way of Dividend or otherwise divided between the Members of the Company in specie, or upon a winding up of the Company may be vested in trustees for the benefit of such Members, and the liquidation of the Company may be closed and the Company dissolved, but so that in no event shall a Member be compelled to accept any shares whereon there is any liability.

15. Every Director, Manager, Secretary, or other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay, all costs, losses, and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

William Clifford Davies
Yreawarren.
Newton
Porthcawl. Glam.
Merchant.

John Bowen Lewis,
Castle Hill,
Dun's Cross
Fen.
Shipton

Dated the 17th day of March, 1921.

Witness to the above Signatures—

Chas. E. E. Thomas
Cardiff
Solicitor

173250

Certificate No.

[Form No. 59.]

"THE TRADING WITH THE ENEMY AMENDMENT ACT, 1914."

[No Registration Fee payable.]

Declaration

Made pursuant to Section 9, Sub-Section (1) (a), of the said Act.

NAME OF COMPANY

The Sutton Trading Company,

LIMITED.

(See Page 2 of this Form.)

01560-2500-0.20.

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



I Charles Ernest Edwards

of 53, Queen Street in the City of Cardiff,

Do solemnly and sincerely Declare that I am a Solicitor of the Supreme
Court engaged in the formation of *The Lutton Trading*
Company, _____

LIMITED,

and that the Company is not formed for the purpose or with the intention
of acquiring the whole or any part of the undertaking of a person, firm,
or company, the books and documents of which are liable to inspection
under Sub-Section (2) of Section 2 of The Trading with the Enemy Act,
1914. 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 *The City of*
Cardiff

the *18th* day of *March*

One thousand nine hundred and twenty,
one.

before me,

Joseph R. Lewis
A Commissioner for Oaths.

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

DUPLICATE FOR THE FILE.

No. 173870



Certificate of Incorporation

I Hereby Certify, That the

Lutton Trading Company, Limited

is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company is Limited.

Given under my hand at London this Twenty second day of March

One Thousand Nine Hundred and Twenty one.

Fees and Deed Stamps £ 3. 10/-

Stamp Duty on Capital £ 20

A. B. Taylor
Assistant Registrar of Joint Stock Companies.

Certificate received by

R. Platt

J. Jordan & Sons Ltd

117 Chancery Lane

Date

24/3/21