

Declaration of Compliance

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

231735
6 OCT 1925

(See Page 2 of this Form.)

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.

ented for filing by

M. A. Clarke & Co.

Indicitors - 12 Amtr. 1 Circle

I *Walter Joseph* _____
of *12 South Parade in the City of Leeds.*

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

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

Do solemnly and sincerely Declare that I am* *a Solicitor of the*
High Court engaged in the formation of
A Branthwaite & Co. _____

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 Leeds* _____

the *2nd* day of *October*,
One thousand nine hundred and *twenty-five*,
before me,

[Signature]

A Commissioner for Oaths.

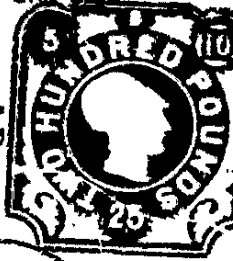
[Signature]

DIRECTORSHIPS.

Alexandra Building Services Ltd. (Chairman)
Walton Hosiery Co.Ltd. '
Hibbert & Buckland Ltd.
Hobourn Aero Components Ltd.
Henry Lister & Sons Ltd.
Palmer's Travelling Cradle & Scaffold Co.Ltd.
H.C. Wakefield & Sons Ltd.
Spray and Burgess Ltd.
Lime-Sand Mortar Limited.
A. Braithwaite & Co.Ltd.

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

COMPANY LIMITED BY SHARES.



Duty at
rate of 5
for every
£100 shou
be impress
here

Statement of the Nominal Capital

OF

A. Braithwaite & Co

LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891; as
amended by Section 7 of The Finance Act, 1899; and
by Section 39 of the Finance Act, 1920.

(See Page 2 of this Form.)

REGISTERED

231794

6 OCT 1925

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

CL. 204

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.

for filing by

W. H. Clarke & Co.

Solicitors. 12 South Parade.

London.

THE NOMINAL CAPITAL

OF

A. Braithwaite & Co. LIMITED,

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

Signature *A. Braithwaite*

Description *Director*

Dated the *Second* day
of *October* 19*25*.

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

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

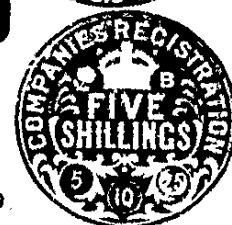


COMPANY LIMITED BY SHARES.



Memorandum of Association

OF

**A. BRAITHWAITE & Co., LIMITED**

1. The name of the Company is A. BRAITHWAITE & Co., 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 carry on, in any part of the world, the business of Builders and Contractors, and to construct, build and erect any houses or buildings of any description, and any public or private works and buildings whether on the Company's own account or under any contract with other persons.

(2) To carry on all or any of the following businesses, viz:— Painters, Decorators, Paperhangers, Glaziers, Carpenters, Joiners, Cabinet-Makers, Plumbers, Gas, Electric Light, Hot Water and Sanitary Engineers, Bell hangers and Locksmiths, Haulage and Transport Contractors, Manufacturers of, Agents for and Dealers in Bricks, Tiles, Drain and other Pipes, Chimney Pots, Pottery, Terra-cotta, Earthenware, Stones, Sand, Gravel, Cement, Lime, Hair, Hardware, Fireplaces, Chimney Pieces, Timber, Paint and General Building, Decorating and Furnishing Requisites, and to carry on and transact any other business and operation manufacturing,

REGISTERED
231793
6 OCT 1925

- (3) To acquire or take on lease or otherwise any land and buildings of any tenure or description, and any estate, interest, right, and any rights over land, and to make any improvements and to turn the same to account as may seem expedient, and to purchase or by preparing building sites, and by erecting, constructing, altering, improving, decorating, furnishing and maintaining houses, factories, buildings, works and conveniences of all kinds, by consolidating, connecting or subdividing properties, and leasing or otherwise disposing of the same, and by laying out roads and open spaces, and draining and sewerage the said lands, and by supplying water, gas, and electricity to such lands or any houses or buildings thereon.
- (4) To carry on business as house, land and estate agents, and to manage land, buildings and other properties, whether belonging to the Company or not, and to let any portion of any premises for residential trade or business purposes, or other public or private purposes.
- (5) To develop and assist in developing any landed property, and for that purpose to make advances, and to enter into guarantees, and, generally, to make such arrangements as may be expedient.
- (6) To acquire, work, develop and turn to account any quarries, brick-yards, gravel pits, and other property convenient for the purposes of the Company, and to use or sell the produce thereof.
- (7) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine; and to build or erect upon any land of the Company such mills, manufactories, workshops, and other buildings, and to erect such machinery and construct such roads, ways, tramways, and other works and conveniences as may be deemed necessary and convenient for developing or utilising any of the Company's property.
- (8) To carry on all or any other business or businesses, whether manufacturing or otherwise, which the Company may consider in any way auxiliary to the businesses aforesaid or any of them or capable of being conveniently carried on in connection with the above mentioned business or businesses, or calculated directly or indir-

erty to enhance the value of or render profitable any of the Company's property or rights or contracts, and to carry on, undertake and transact all kinds of agency or other business which an ordinary individual may lawfully undertake.

- (9) To apply for purchase or otherwise acquire, whether in the United Kingdom or elsewhere any Patents, Patent rights, brevets d'invention, licenses, protections, concessions and the like, which may appear likely to be advantageous or useful to the Company and to protect, prolong and renew the same or any of them, and to use, exercise, develop, and turn to account, and to manufacture under or grant licenses or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights, which the Company may acquire or propose to acquire.
- (10) To insure any servants of the Company against any risk or accident in the course of their employment with the Company and to pay any premiums on such insurance and to assist, promote, establish and contribute to, manage, control, or support sick funds and any associations or institutions for providing upon any terms or conditions, medicines, drugs, medical and surgical preparations and apparatus and restoratives or food, board and lodging during sickness or convalescence, or calculated to benefit employees or ex-employees of the Company, or the dependents or connections of such persons, and to grant pensions, donations and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object.
- (11) To purchase or otherwise acquire and undertake all or any part of the business property and liabilities of any person, firm, society or company carrying on any of the above businesses or any business or businesses which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, and also to purchase and acquire any machinery, plant, stock, apparatus, materials and other property and effects used in connection with and to conduct or liquidate and wind up any such business or to amalgamate with or enter into any arrangement for joint operation with any such person, firm, society or company.
- (12) To erect, construct, lay down, carry out, maintain, alter, improve, manage, work, control and superintend such manufactories, workshops, roads, ways, tramways, reservoirs, watercourses, wharves, gas works, electric works, factories, warehouses, and other works, buildings and conveniences which may seem directly or indirectly necessary or conducive to any of the Company's objects and to contribute to, subsidize or otherwise assist or take part in any such operations.

- (13) To adopt such means of making known the business or businesses of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by the publication of posters, by exhibiting signs, and by exhibition of works of art or interest, and by exhibition of books, periodicals, and by granting prizes, rewards and donations.
- (14) To enter into any arrangements with any Governments or Authorities, supreme, municipal, local or otherwise, or any companies, corporations, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company or persons any rights, privileges, and concessions which the Company may think it desirable to obtain, to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.
- (15) To amalgamate or enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concessions, or otherwise, with any person, firm, 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, whether such amalgamation or arrangement be by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking, subject to the liabilities of this or any other Company with or without winding up or by purchase (for fully or partly paid up shares or otherwise) of all the shares or stocks of any such other Company, or in any other manner.
- (16) 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.
- (17) To promote any Company or Companies for the purpose of acquiring all or any part of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (18) To carry on any such trade or business as aforesaid either in the United Kingdom or elsewhere and to establish Agencies in any part of the world for promoting and furthering the business and objects of the Company, and to discontinue and regulate the same.
- (19) To sell the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other Company having objects altogether or in part similar to those of this Company and to distribute the whole or any part of such consideration as cash among the members.

- (20) To form, constitute or promote any Company or Companies for the purpose of acquiring all, or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company
- (21) To invest and deal with the money of the Company not immediately required upon such securities and in such manner as may from time to time be determined other than in the purchase of its own shares.
- (22) To lend money or give credit to such persons, firms or companies, and on such terms as may seem expedient, and in particular to customers and persons having dealings with the Company, and to give any guarantee or indemnity as may seem expedient.
- (23) To make advances upon, hold in trust and buy, sell, or otherwise acquire or dispose of, on commission or otherwise, any stocks, insurance policies, shares, investments, securities, or properties of any class or description, or any interest therein.
- (24) To apply for, promote, and obtain any Act of Parliament, provisional order or license of the Board of Trade, or other authority, for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interests.
- (25) To receive money on deposit and to raise, borrow or secure the payment of money in such manner and on such terms as may seem expedient, and in particular by the issue of Debentures or Debenture Stock, whether perpetual or otherwise, and charges or any charge upon the whole or any part of the property of the Company, both present and future, including its uncalled Capital, and either with or without the further security of a Trust Deed, and to redeem, purchase, or pay off any such securities.
- (26) To draw, make, accept, endorse, discount, execute, and issue Bills of Exchange, Promissory Notes, Debentures, Bills of Lading, and other negotiable or transferable instruments or securities.
- (27) To remunerate any person or Company for services rendered, or to be rendered, in placing or assisting to place any Shares in the Company's Capital or any Debentures, Debenture Stock, or other securities of the Company or in or about the formation or promotion of the Company, or the conduct of its business, and generally

to pay the costs, charges, and expenses of the Company in the formation, incorporation, reconstruction, reorganisation, and carrying on of its business and for the Company.

(28) To distribute amongst the members of the Company in specie any property of the Company, and in particular any Shares, Debentures, or Securities of other companies, belonging to this Company, or of which this Company may have the power of disposing.

(29) To hold in the names of others any property which the Company is authorised to acquire, and to carry on or do any of the businesses, acts, and things aforesaid in any part of the world, and either as principals, agents, or trustees, or by or through trustees, agents, or otherwise, and either alone or in conjunction with others.

(30) To do all such other things as are incidental or conducive to the attainment of the above objects, and so that the word "Company" in this Clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and so that the objects specified in each paragraph of the Clause shall, except when otherwise expressed in such paragraph, be in no wise limited or restricted by reference to, or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The Share Capital of the Company is £20,000, divided into 20,000 Ordinary Shares of £1 each.

6. The Company has power from time to time to increase or reduce its capital, and to sub-divide or consolidate its shares for the time being or any of them, and any of the Shares of the Company for the time being unissued and any new Shares from time to time to be created, may from time to time be issued with any such guarantee or any such right of preference, whether in respect of dividend or of payment of capital, or both, or any such other special privilege or advantage over any Shares previously issued or then about to be issued or at such a premium or with such deferred rights as compared with any Shares previously issued or then about to be issued or subject to any such conditions or provisions, and with any such right of voting or without any such right and generally on such terms as the Company may from time to time by Special Resolution determine.

WE, the several persons whose names and addresses 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
<p>Albert Mathewson Quarry owner Springwood Roughway Leeds</p>	<p><u>One</u></p>
<p>Albert Henry Mathewson Grey Court, Gledhow Leeds. Quarry owner</p>	<p><u>One.</u></p>

Dated the 2nd day of October, 1925.

Witness to the above Signatures:—

J. C. L. S.
Solicitor
12 South Parade
Leeds



THE COMPANIES ACTS, 1908 to 1917.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

REGISTERED
231797
6 OCT 1925

A. BRAITHWAITE & Co., LIMITED

1. Subject as hereinafter provided the Statutory Regulations contained in Table "A" of the Companies (Consolidation) Act, 1908, shall apply to this Company.

2. Clauses 2 and 5 and 35 to 40 inclusive, Clauses 68, 70 and 76, Sub-Clauses (b) and (c) of Clause 77 and the Proviso to Clause 77 of the above-mentioned Table "A" shall not apply.

3. The Company is intended to be a "Private Company," within the meaning of the Companies Acts, 1908 to 1917, and shall not offer any of its Shares or Debentures to the Public for subscription.

4. 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.



5. The Shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons, and on such terms and conditions, and at such times as the Directors think fit. No Share save as hereinafter provided shall be transferred, either by the Directors or by a member or the executors or administrators of a deceased member to a stranger, if a member is willing to purchase the same at the price offered by such stranger. Provided always that any Share may be transferred by a member, and any Share of a deceased member may be transferred by his executors or administrators to any wife or husband or son or daughter or grandson or granddaughter or son-in-law or daughter-in-law or father or mother or brother or sister or nephew or niece of such member or deceased member or some of them, subject, however, to the general restriction that in no case shall any transfer be made to a minor or person of unsound mind.

6. The number of Directors shall not be less than two, nor more than seven.

7. The qualification of a Director shall be the holding of at least 10 Ordinary Shares in the Company..

8. The first Directors of the Company shall be:—Albert Braithwaite, of "Springwood," Roundhay, in the City of Leeds, Quarry Owner; William Penrose Green, of "Towerhurst," Roundhay, in the City of Leeds, Iron Master; and Albert Newby Braithwaite, of "Greycourt," Gledhow, in the City of Leeds, Quarry Owner.

9. The Directors shall have power from time to time and at any time to appoint any other persons to be Directors, but so that the total number of the Directors shall not at any time exceed the maximum number fixed above.

10. The Seal of the Company shall not be affixed to any instrument except by the Authority of a Resolution of the Board of Directors and in the presence of two Directors or of one Director and the Secretary, or such other person as the Directors may appoint for the purpose, and such Directors or Director and Secretary, or other person as aforesaid, shall sign every instrument to which the Seal of the Company is so affixed in their presence.

11. No Director shall be disqualified by his office from contracting with the Company nor shall any such contract or any contract entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realized by any such contract by reason only of such Director holding that office, or of the fiduciary relations thereby established, but it is declared that the nature of his interest must be disclosed by him at the Meeting of Directors at which the contract 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. A Director may vote in respect of any contract or arrangement in which he is interested.

12. (a) The Company in General Meeting may from time to time pass a Resolution to the effect that it is desirable to Capitalise a sum or sums, being the whole or part of the undivided profits of the Company whether standing to the credit of the Company's Reserve Fund or Funds, or carried forward generally or arising from the appreciation in value of Capital Assets and accordingly that the sum be distributed as a Bonus amongst the holders of the existing Shares in the proportions in which such existing Shares are held by them, and that the Directors be authorised to distribute such Shares accordingly.

(b) When such Resolution has been passed, the Directors may allot and issue the said Shares credited as fully paid up to the holders of the existing Shares in satisfaction of the said bonus, and as nearly as may be in the proportions in which such existing Shares are held by them with full power to make such provision by the issue of fractional certificates or otherwise as they think expedient for the case of fractions, and prior to such allotment the Directors may authorise any person or persons on behalf of the holders of such Shares to enter into an Agreement with the Company, providing for the allotment to them of such Shares credited as fully paid up and in satisfaction as aforesaid, and any agreement made under such authority shall be effective.

13. Whenever it is intended to pass a Special Resolution the two meetings may be convened by one and the same Notice and it shall be no objection that the Notice only convenes the second meeting contingently on the Resolution being passed by the requisite majority at the first meeting.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Albert. Marchwaile
 Springfield
 Round Bay
 Quarry owner

Albert Henry Hawthorne
 Ex. cont.
 Elehow
 L. ed.

Quarry owner.

Dated the 2nd day of October, 1925.

Witness to the above Signatures:—

E. J. Carter.
 Solicitor
 12 South Parade
 Leeds

DUPLICATE FOR THE FILE.

No. 218835



Certificate of Incorporation

I Hereby Certify, That

A. BRAITHEWAITE & CO., 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 sixth day of October

Thousand Nine Hundred and twenty-five

Fees and Deed Stamps £ 10. 5. 0

Stamp Duty on Capital £ 200.

A. C. Campbell
Registrar of Joint Stock Companies

Certificate received by *2 M. Stripe for Waterlows*
L. Wall.

Date *6.10.15*