No. of Certificate } 242345

[C.A. 1.]
28-5-29.

COMPANIES ACTS, 1908 to 1917.

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

COMPANIES REGISTRATION FIVE SHILLINGS

DECLARATION of Compliance with the requirements of the Companies Act, made pursuant to S. 17 (2) of the Companies (Consolidation) Act, 1908 (8 Edw. 7 Ch. 69) on behalf of a Company ~~proposed to~~ be registered as

REGISTERED 14 SEP 1929

Blydenstein Nominees,

Limited.

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
85 & 86 LONDON WALL, E.C. 2, 25 BIRCHIN LANE, E.C. 3, 49 PARLIAMENT STREET, S.W. 1,
LONDON; AND TEMPLE ROW, BIRMINGHAM.

Presented for filing by

I George Dempster Hugh-Jones

of 76 Moorgate in the City of London

Do solemnly and sincerely declare that I am (a) a Solicitor of the High Court engaged in the formation

(a) Here insert: "A Solicitor of the High Court engaged in the formation" or "A director [or Secretary] named in the Articles of Association."

of Blydenstein Nominees

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 34 Copthall Avenue in the City of London

the 11th day of September

one thousand nine hundred and twenty [illegible]

Before me,

[illegible]

A Commissioner for Oaths.

G. Hugh-Jones

(No. 834)

[C.A. 30]
28-2-20

No. of Certificate 242345/2

Blydenstein Nominees,

LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891, as amended by s. 39, Finance Act, 1920. (NOTE.—The Stamp Duty on the Nominal Capital is Twenty Shillings for every £100 or fraction of £100.)

REGISTERED
14 SEP 1929

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

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
85 & 36 LONDON WALL, E.C. 2, 25 BIRCHIN LANE, E.C. 3, 49 PARLIAMENT STREET, S.W. 1,
LONDON; AND TEMPLE ROW, BIRMINGHAM.

Presented for filing by

~~NORDON, HUGH-JONES & FLINN~~
SOLICITORS
56, MOORGATE, LONDON, E.C. 2.

COMPANIES REGISTRATION OFFICE
12 SEP 1929

The NOMINAL CAPITAL of Blydenstein Nominees,

Limited

is £100 divided into 100 shares of £1 each

Signature [signature]

Description Director.

Date 11th day of September 1929

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

THE COMPANIES ACTS, 1908 TO 1917.

COMPANY LIMITED BY SHARES.

Memorandum

AND

Articles of Association

OF

Blydenstein Nominees, Limited.

Registered as a Private Company
the day of , 1929.

Certificate No.

NORDON, HUGH-JONES & FLINN,
5?, Moorgate,
London, E.C.2.

AT 6229 P

242345/3

TWO POUNDS

THE COMPANIES ACTS, 1908 TO 1917.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

BLYDENSTEIN NOMINEES, LIMITED.

REGISTERED 14 SEP 1929

1. The name of the Company is "Blydenstein Nominees, 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 act as agent, nominee, attorney or trustee of or for any person or persons, company, corporation, government, state, colony, province, dominion, sovereign, or authority, supreme, municipal, local, or otherwise.

(2) To acquire and hold as agent, nominee, attorney or trustee of or for any such person or persons, company, corporation, government, state, colony, province, dominion, sovereign, or authority, and generally to sell, exchange, or otherwise dispose of, manage, develop, exchange, deal with, and turn to

12 SEP 1929

782

account real and personal property of all kinds whatsoever, and any interest therein.

(3) To procure the Company to be registered or recognised in any foreign country or place, and to obtain any Act of Parliament, provisional order, enactment, decree, or other legislative or executive act of any government, state, colony, province, dominion, sovereign, or authority, supreme, municipal, local, or otherwise, for enabling the Company to carry any of its objects into effect, or for effecting any alteration or modification of the Company's constitution.

(4) To act as Managers or to direct the management of the property and estates of trusts, corporations, foundations or private persons either in the capacity of trustees, nominees, administrators or receivers.

(5) To do all or any of the above things in any part of the world and as principals, agents, contractors, or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.

(6) To do all such other things as are incidental or conducive to the attainment of the above objects.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100, divided into 100 shares of £1 each.

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.
Jacques François Van Rees. 6 Julian Road. Folkestone. Banker.	One.
Jerriaan ten Doesschate "The Heights" Kingston Hill (Surrey) Bankmanager	One
Total Shares taken	Two

DATED the 11th day of September, 1929.

WITNESS to the above signatures:—

Mark Lawrence
Clerk to
Messrs Nordon Hugh-Jones & Flinn
Solicitors
56, Moorgate
London E.C.2

242345/α

THE COMPANIES ACTS, 1908 TO 1917.

COMPANY LIMITED BY SHARES.

REGISTERED 14 SEP 1929

Articles of Association

OF

BLYDENSTEIN NOMINEES, LIMITED.

1. Subject as hereinafter provided, the regulations contained in the Table marked "A" in the First Schedule to the Companies (Consolidation) Act, 1908 (hereinafter called "Table A") shall apply to this Company.

2. The following provisions shall have effect, namely:—

(a) The number of Members for the time being 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) is not to exceed fifty; but where two or more persons hold one or more shares in the Company jointly they shall, for the purposes of this paragraph, be treated as a single Member.

(b) Any invitation to the public to subscribe for any shares or debentures or debenture stock of the Company is hereby prohibited.

783

(c) No share of the Company shall be transferred without the approval of the Directors, and the Directors may grant or withhold such approval in such cases as they think fit, and shall not be bound to assign any reason for non-approval, and Clause 20 of Table "A" shall be modified accordingly.

3. Subject as aforesaid, 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.

4. Clause 5 of Table "A" shall not apply.

5. The clause following shall be substituted for Clause 9 of Table "A"—"The Company shall have a first and paramount lien upon all the shares registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof, for his debts, liabilities, and engagements, solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfilment, or discharge thereof shall have actually arrived or not, and such lien shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares."

6. Clauses 35 to 40, inclusive, of Table "A" shall not apply.

7. In Clause 41 of Table "A" the words "a General Meeting" shall be substituted for the words "an Extraordinary Resolution."

8. Clause 42 of Table "A" shall not apply.

9. In Clause 49 of Table "A" the word "two" shall be substituted for the word "Seven."

10. In Clause 56 of Table "A" the words "one Member" shall be substituted for the words "three Members."

11. The clause following shall be substituted for Clause 60 of Table "A":—"On a show of hands every Member present in person shall have one vote and upon a poll every Member present in person or by proxy shall have one vote for every share held by him. Where a corporation, being a Member, is present by a proxy who is not a Member, such proxy shall be entitled to vote for such corporation on a show of hands."

12. In Clause 66 of Table "A" the words "twenty four" shall be substituted for the words "forty eight."

13. An instrument appointing a proxy may appoint several persons in the alternative and Clause 67 of Table "A" shall be modified accordingly.

14. The clause following shall be substituted for Clause 68 of Table "A":—"The number of Directors shall not be less than two nor more than nine.

15. The first Directors of the Company shall be Willem Ledeboer; Jacques Francois van Rees; Jurriaan ter Doesschate; ~~Nicholas~~ NICOLAAS Carel Lodewyk Sloot; Joseph Alfred King; Bernard Andreas Roelvink. A Director may be appointed at any time by the Company in General Meeting.

16. No person shall be appointed as a Director unless at the time of his appointment he is either a partner in or duly authorised procurist of the firm of B. W. Blydenstein & Co. resident in England.

17. Clause 70 of Table "A" shall not apply.

18. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions by or under the Articles of the Company for the time being vested in or exerciseable by the Directors generally.

19. A resolution in writing, signed by all the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

20. Clauses 73, 76 and 77 of Table "A" shall not apply.

21. The Directors shall provide for the safe custody of the seal, and every instrument to which the seal of the Company is affixed shall be signed by two Directors.

22. The office of a Director shall *ipso facto* be vacated (1) If he become bankrupt or enters into any arrangement or composition with his creditors generally (2) if by notice in writing to the Company he resigns his office (3) if the Company by resolution in General Meeting remove him.

23. Clauses 78 to 86 inclusive of Table "A" shall not apply.

24. The Directors shall have power at any time, and from time to time, to fill up any casual vacancy occurring in the Board of Directors.

25. The clause following shall be substituted for Clause 88 of Table "A":—"The quorum of Directors (when the number of Directors exceeds one) shall be two."

26. The last five words "but for no other purpose" shall be omitted from Clause 89 of Table "A."

27. Clause 108 of Table "A" shall not apply.

28. The Directors 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 and satisfy, all costs, losses, expenses, and liabilities incurred by any such Directors in the course of the Company's business.

29. On the winding up of the Company the Liquidator may with the sanction of an Extraordinary Resolution distribute all or any of the assets in specie among the contributories in accordance with their respective rights.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Jacques Francois van Rees.
6 Julian Road.
Folkestone.
Banker.

Jurriaan ten Doesschate
"The Heights"
Kingston Hill (Surrey)
Bank Manager

DATED the 11th day of September 1929.

WITNESS to the above signatures:—

Mark Laurence
Clerk to
Messrs Nordon Hugh-Jones & Flinn
Solicitors
56, Moorgate
London. E.C2

DUPLICATE FOR THE FILE.

No. 242345

Certificate of Incorporation

I Hereby Certify, That

LEYDENSTEIN NOMINEES, 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 fourteenth day of September One Thousand Nine Hundred and twenty-nine.

ASSISTANT: *Registrar of Joint Stock Companies.*

Certificate received by S Heinemann for Messrs. Nordon, Hugh Jones & Klein
56 Moorgate, E.C.2.

Date 16th September 1929.