

305515

Number of }  
Company } .....

Form No. 41.

## THE COMPANIES ACT, 1929.



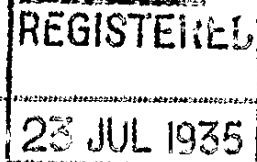
A 5s.  
Companies'  
Registration  
Fee Stamp  
must be  
impressed  
here.

DECLARATION of Compliance with the requirements of the  
Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the  
Name of the  
Company.

DOLPHIN ESTATES



LIMITED.

Presented by

FENGELLY & CO.,

14, South Square,

Gray's Inn, W.C.2.

The Solicitors' Law Stationery Society, Limited,  
22 Chancery Lane, W.C.2; 27 & 28 Walbrook, E.C.4; 40 Bedford Row, W.C.1; 9 Victoria Street, S.W.1;  
16 Manöver Street, W.1; 10 & 21 North John Street, Liverpool, 2; 77 Colmore Row, Birmingham, 3,  
and 63 St. Vincent Street, Glasgow.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

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

I, WILLIAM LISTER PENGELLY

of 14, South Square, Grays Inn, W.C.1.

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland  
"an Enrolled Law  
"Agent") "engaged  
"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) a Solicitor  
of the Supreme Court engaged in the formation

of DOLPHIN ESTATES

Limited, and that all the requirements of the Companies Act, 1920,  
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 14, South Square, Grays  
Inn in the County of London

W. L. Pengelly

the 15<sup>th</sup> day of July 1935

Before me,

H. C. Mowbray

Number of }  
Company }

303315 / 2

Form No. 25.

# THE STAMP ACT 1891.

(54 & 55 VICT., CH. 39.)

COMPANY LIMITED BY SHARES.

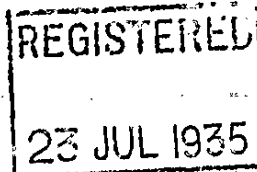


## Statement of the Nominal Capital

OF

DOLPHIN ESTATES

LIMITED.



Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

*NOTE.—The Stamp Duty on the Nominal Capital is Ten 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 by

FRENCHLY & CO.,

14, South Square,

Gray's Inn, W.C.1.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED,  
22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,  
15 Manoe Street, W.1, 19 & 21 North John Street, Liverpool, 2, 77 Colmore Row, Birmingham, 3,  
68 St. Vincent Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Company Form C.

# THE NOMINAL CAPITAL

OF

DOLPHIN ESTATES, Limited,

is £ 200, divided into two hundred

Shares of one pound each.

\*Signature



Officer

Director

Dated the

20<sup>th</sup>

day of

July

1935

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



THE COMPANIES ACT, 1929.



COMPANY LIMITED BY SHARES.

## Memorandum of Association

OF

DOLPHIN ESTATES LIMITED.

REGISTERED

23 JUL 1935

1. The name of the Company is "DOLPHIN ESTATES 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 purchase, take on lease, or in exchange, or otherwise acquire and hold any lands or buildings wherever situate, or rights or interests therein or connected therewith (and whether in possession or reversion or remainder) and to manage, farm or let the same or any part thereof for any period, and at such rent and on such conditions as the Company shall think fit, or to sell the same or any part thereof, or to develop the same or any part thereof as a building estate; and to construct and erect houses, flats, factories, warehouses and buildings of any kind thereon; to lay out roads and pleasure gardens and recreation grounds; to pull down, alter or improve buildings; to plant, drain or otherwise improve the land or any part thereof.
  - (b) To construct, equip and carry on works for the manufacture of gas and electricity, and to lay mains and pipes, instal services and carry on the business of the provision and supply of electricity and gas; to construct reservoirs and waterworks; to lay mains and pipes and supply water; and to provide and fix electric, gas and water fittings.
  - (c) To construct, equip, manage, and carry on theatres, cinemas, concert halls, reading rooms, hotels, clubs, restaurants, depositories, shops and stores,

and generally any institution, trade or business and to supply any service or accommodation which the Company shall deem likely to improve the value of their estates or any part thereof.

- (d) To carry on business as builders and decorators, joiners, plumbers, metal workers, engineers, electricians, sanitary engineers, merchants and dealers in builders' and decorators' requisites of all kinds, farmers, gardeners, dairymen, fruiterers, grocers, provision dealers, hotel keepers, licensed victuallers, house and estate agents, bankers, warehousemen storage contractors, carriers, motor car, coach and lorry proprietors, garage proprietors, tailors, dressmakers, boot and shoe dealers, hosiers, hatters, clothiers, iron-mongers and hardware dealers and general store-keepers.
- (e) To finance and assist persons purchasing or taking leases from or otherwise having dealings with the Company.
- (f) To carry on business as an investment trust company in all its branches, and in particular (but without prejudice to the generality of the foregoing words) to purchase or otherwise acquire, hold, mortgage and deal in any shares, debentures, stocks, bonds, scrip, or other securities (whether such shares or securities be fully paid or not) not involving unlimited liability issued by any company or association of any supreme, municipal, local, or other authority, whether in Great Britain or any overseas country or place.
- (g) To subscribe and pay for, on such terms and conditions as may be thought fit, any such shares, debentures, stocks, bonds, scrip or other securities; and to underwrite any such shares or other securities as aforesaid.
- (h) To negotiate advances to and to offer for public subscription, or otherwise place or assist in placing the shares, stock, debentures, bonds, scrip, or other securities of, or to promote and establish or assist in promoting and establishing any company, association, body, or authority, whether public or private, and to subscribe for, purchase or deal in its shares, stock, debentures, bonds, scrip, or other securities.
- (i) To guarantee the capital, dividends or interest of or upon any shares, stock, debentures, bonds, scrip, or other securities, or any obligation or contract entered into by any company, association, body, person or authority.
- (j) To undertake and execute agencies of all kinds, and to accept money securities and property of all kinds for safe custody or otherwise.

- (k) To undertake and execute any trust or trusts, to act as executors or administrators, receivers, managers, liquidators, attorneys or committees, and generally to undertake and perform any office of trust or confidence.
- (l) To arrange for and do all acts and things (whether by way of the promotion of companies or otherwise, howsoever) necessary or convenient for the amalgamation or joint working of undertakings, trades or industries of any kind, or for the promotion and establishment of selling organisations for their products.
- (m) To arrange and enter into any compromise or scheme thought necessary or desirable in the interests of the Company, and to take all such steps and proceedings and do and execute all such acts, deeds, matters and things as in the opinion of the Company may be desirable for the protection of its property or rights or the enhancement of the value thereof.
- (n) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently in connection with the before mentioned business.
- (o) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.
- (p) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- (q) To construct, alter, remove or replace any buildings, erections, structures, machinery, plant, tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company.
- (r) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (s) To manage, develop, sell, lease, mortgage, grant licences or rights of, in or over, or otherwise turn to account, any property of the Company.

- (t) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, as the Company shall think fit, including in the power aforesaid power to issue debentures, debenture stock (perpetual or otherwise) mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital).
- (u) To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- (v) To invest, lend, or otherwise deal with unemployed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (w) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (x) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the Shares or securities of such Company.
- (y) To promote or assist, financially or otherwise, any fund for the benefit, wholly or in part, of employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.
- (z) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of Shares or not.
- (aa) To pay for any property or assets acquired by the Company by the issue of fully or partly paid Shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.
- (bb) To pay the costs and expenses of or incidental to



the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.

- (cc) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (dd) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
- (ee) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for shares, debentures or other securities of other companies.
- (ff) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or power aforesaid in any part of the world.
- (gg) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (hh) 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 Share Capital of the Company is £200 divided into Two hundred Shares of One pound each with power for the Company to increase or reduce the said capital, and to issue any part of its capital original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights, or to any conditions or restrictions, and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.

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<br>of Subscribers.  | Number of Shares<br>taken by each<br>Subscriber. |
|---|--|
| <p><i>Betty Paul</i><br/>57 Vineyard Hill Road<br/>Wimbledon Park S.W. 19<br/>retail Butcher</p> <p><i>James H Thomas</i><br/>Hartington<br/>97 Home Park Rd<br/>Wimbledon Park<br/>S. W. 19</p> <p><i>Provision Dealer</i></p> | <p><i>One</i></p> <p><i>One</i></p>              |

DATED the 14<sup>th</sup> day of July 1935.

WITNESS to the above Signatures :-

*F. Eldridge.*  
119, Elmleigh Rd Wandsworth. S. W. 18.  
*Howard.*



303315/

(7)

4



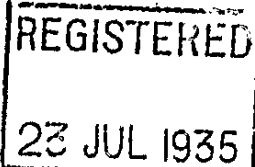
THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

# Articles of Association

OF

DOLPHIN ESTATES LIMITED.



## PRELIMINARY.

1. Subject as hereinafter provided, the regulations in Table "A" in the First Schedule to the Companies Act, 1929, (hereinafter referred to as "the Act"), shall apply to the Company.

2. The Company is registered as a Private Company within the meaning of Section 26 of the Act, and accordingly :-

- (A) The right to transfer Shares is restricted in manner hereinafter provided.
- (B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of that employment to be, Members of the Company) is limited to fifty. Provided that where two or more persons hold one or more Shares in the Company jointly, they shall, for the purpose of this Article, be treated as a single person.
- (C) Any invitation to the Public to subscribe for any Shares or debentures of the Company is prohibited.

## SHARES.

3. Subject to the provisions of Clause 2 hereof the Shares of the Company shall be allotted by the Directors to such persons at such times and upon such terms and conditions and either at a premium or at par as they think fit, and with full power to give to any person the call of any Shares either at par or at a premium during such time and for such consideration as the Directors think fit.

4. The following provisions shall have effect and shall be added after Clause 6 of Table "A" viz :-

- (1) The Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares in the Company, or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any Shares in the Company, but so that the amount or rate of commission shall not exceed 10 per cent. of the price at which the Shares are issued. Any such commission may be paid in cash or Shares. The Company shall deliver to the Registrar of Companies a statement as required by Section 43 of the Act and shall otherwise comply with that Section and with Sections 44 and 108 and (where necessary) with Section 42.
- (2) The Company shall not be bound to recognise or take notice of any interest or claim of any kind in or to any share, other than the ownership of the registered holder for the time being, and the Company shall be entitled to treat such ownership as absolute notwithstanding notice to the contrary.

#### LIEN.

5. The Company shall have a lien on every Share, whether fully paid or not, and whether registered in the name of one or more Members. In the case of a share registered in the names of more than two persons the lien shall extend to cover all moneys presently payable by any of such persons or his estate to the Company. Clause 7 of Table "A" shall be modified accordingly.

#### CALLS ON SHARES.

6. In Clause 11 of Table "A" the words "provided that no call shall exceed one-fourth of the nominal amount of the Share or be payable at less than one month from the last call" shall be omitted.

#### TRANSFER AND TRANSMISSION OF SHARES.

7. In Clause 19 of Table "A" between the words "The Directors may" and the word "decline" the words "in their absolute discretion and without assigning any reason therefor" shall be inserted and in the same clause the words "not being fully paid shares" shall be omitted.

8. The following clauses shall be added after Clause 22 of Table "A" viz :-

- (a) Except as hereinafter provided no share in the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

- (b) Every member or other person referred to in Clause 22 of Table "A" who intends to transfer shares (hereinafter called "the Vendor") shall give notice in writing to the Board of his intention. That notice shall constitute the Board his Agent for the sale of the said shares in one or more lots at the discretion of the Board to Members of the Company at a price to be agreed upon by the Vendor and the Board, or, in case of difference, at the price which the Auditor of the Company for the time being shall certify, by writing under his hand, to be in his opinion the fair selling value thereof as between a willing Vendor and a willing Purchaser.
- (c) Upon the price being fixed as aforesaid the Board shall forthwith give notice to all the members of the Company (holding more than 30 shares of the same class as those offered for sale) of the number and price of the shares to be sold and invite each of them to state in writing within twenty-one days from the date of the said notice whether he is willing to purchase any, and if so, what maximum number of the said shares.
- (d) At the expiration of the said twenty-one days the Board shall allocate the said shares to or amongst the member or members who shall have expressed his or their willingness to purchase as aforesaid, and (if more than one) so far as may be pro rata according to the number of shares of the same class already held by them respectively provided that no member shall be obliged to take more than the said maximum number of shares so notified by him as aforesaid. Upon such allocation being made the Vendor shall be found on payment of the said price to transfer the shares to the Purchaser or Purchasers and if he make default in so doing the Board may receive and give a good discharge for the purchase money on behalf of the Vendor, and enter the name of the Purchaser in the register of members as holder by transfer of the said shares purchased by him.
- (e) In the event of the whole of the said shares not being sold under Clause (b) hereof the Vendor may at any time within six months after the expiration of the said twenty one days transfer the shares not so sold to any person (subject to Clause 19 of Table "A" and Clause 7 hereof) at any price.
- (f) Clauses (a) (b) (c) (d) and (e) hereof shall not apply to a transfer to a person who is already a member of the Company, nor to a transfer merely for the purpose of effectuating the appointment of new Trustees nor to a transfer by personal representatives to a legatee under the Will of or to the husband, wife or next of kin of a.

deceased member, nor to a transfer by a Trustee to a beneficiary, provided that it is proved to the satisfaction of the Board that the transfer bona fide falls within one of these exceptions.

#### CONVERSION OF SHARES INTO STOCK.

9. Clauses 30 to 33 inclusive of Table "A" shall not apply.

#### GENERAL MEETINGS.

10. In Clauses 39 and 41 of Table "A" the words "one Member" shall be substituted for the words "two Members".

#### PROCEEDINGS AT GENERAL MEETINGS.

11. Two Members personally present shall form a quorum and accordingly in Clause 45 of Table "A" the word "two" shall be substituted for the word "three".
12. In Clause 50 of Table "A" the words "one member" shall be substituted for the words "three members present in person or by proxy entitled to vote or by one member or two members so present and entitled, if that member or those two members together hold not less than 15 per cent. of the paid up capital of the Company".
13. The following Clause shall be added after Clause 50, of Table "A" viz :-

Subject to the Companies Act 1929 :- "Any ordinary resolution of the Company determined on without any general meeting and evidenced by writing under the hands of all the directors or a sole director and of members of the Company holding three fourths of the issued Shares of the Company shall be as effectual as an ordinary resolution duly passed at a general meeting of the Company".

#### DIRECTORS.

14. The number of Directors shall not be less than two nor more than five, but the Company in General Meeting may reduce or increase these limits and Clause 64 of Table "A" shall be modified accordingly.

#### POWERS AND DUTIES OF DIRECTORS.

15. Clause 69 of Table "A" shall not apply, and the following clause shall be substituted therefor :-

69. The Directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purposes of the Company's business and may secure the repayment of the same by mortgage or charge upon the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may issue bonds, debentures or debenture stock (perpetual or redeemable)

either charged upon the whole or any part of the assets of the Company or not so charged.

DISQUALIFICATIONS OF DIRECTORS.

16. Clause 72 of Table "A" shall not apply, and the following Clause shall be substituted therefor :-

72. The office of Director shall be vacated if the Director :-

- (A) Fails to obtain his qualification within one month from the date of his appointment or thereafter ceases at any time to hold his qualification.
- (B) Becomes bankrupt or suspends payment or compounds with his creditors.
- (C) Becomes prohibited from being a Director by reason of any Order made under Sections 217 or 275 of the Act.
- (D) Is found lunatic or becomes of unsound mind.
- (E) Is absent from Directors' meetings for six calendar months without reasonable excuse and without the consent of the other Directors and they resolve that he vacate office.
- (F) Resigns his office by notice in writing to the Company.

Provided that any Director and any company or firm of which a Director is a member may enter into contracts with the Company and any Director may vote as Director or shareholder in respect of any such contract and retain for his own use profits made by him under any such contract. Provided always that any Director who is in any way, whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest to his Co-Directors in the manner required by Section 149 of the Act, and if any such Director shall be at the time sole Director, the contract must be entered into by the Company in general meeting, and before the contract is entered into the Director must disclose the nature of his interest to the Meeting.

17. A Director may hold any position or office of profit under the Company in addition to his Directorship except that of Auditor, and the terms and conditions of his employment may be fixed by the Board.

PROCEEDINGS OF DIRECTORS.

18. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and until so fixed shall be two. Clause 82 of Table "A" shall be deemed to be modified accordingly.

19. A resolution determined on without any meeting of

Directors and evidenced by writing signed by all the Directors, shall be as valid and effectual as a resolution duly passed at a meeting of the Directors.

#### INDEMNITY.

20. Every Director or other Officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is referred to in paragraph C of the proviso to Section 152 of the Act), which he may sanction or incur in or about the execution of his duties of office or otherwise in relation thereto, and no Director or other Officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect so far as its provisions are not avoided by the said Section.

#### ACCOUNTS.

21. Clause 101 of Table "A" shall not apply.

22. Clause 104 of Table "A" shall be deleted and the following substituted therefor :-

104. Notices may be served on Members who have no registered address in the United Kingdom and who have not notified an address within the United Kingdom for the giving of notices to them, by exhibiting the same in the window of the Company's Registered Office for twenty-four hours, at the expiration of which period it shall be deemed to have been served upon them.

#### DIVIDENDS AND CAPITALISATION OF PROFITS.

23. Any General Meeting declaring a dividend may resolve that such dividend be paid wholly or in part by the distribution of specific assets, and in particular of paid-up shares, debentures, or debenture stock of the Company, or of any other Company, or in any one or more of such ways.

24. Any General Meeting may resolve that any moneys forming part of the undivided profits of the Company, or standing to the credit of the reserve fund, be capitalised and distributed amongst such of the shareholders as would be entitled to receive the same if distributed way of dividend, and in the same proportions, on the footing that they become entitled thereto as capital, and that all or any part of such capitalised sum be applied on behalf of such shareholders in paying up in full any unissued shares, debentures or debenture stock of the company, which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares, and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalised sum.

25. For the purpose of giving effect to any resolution under the last two preceding clauses hereof, the Directors



may settle any difficulty which may arise in regard to the distribution as they think expedient, and in particular may issue fractional certificates, and may fix the value for distribution of any specific assets, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such cash or specific assets in trustees upon such trusts for the persons entitled to the dividend or capitalised sum as may seem expedient to the Directors. Where requisite, a proper contract shall be filed in accordance with Section 42 of the Companies Act 1929, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to the dividend or capitalised sum and such appointment shall be effective.

#### WINDING UP.

26. In a winding up the Liquidators may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution, provided always that if any such distribution is proposed to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed pursuant to Section 234 of the Companies Act 1929.

## Names, Addresses and Descriptions of Subscribers.

*Bertie Crane**57 Vineyard Hill Road  
Wimbledon Park S.W. 19**retired retail Butcher**James Hartington Thomas**97 Home Park Rd**Wimbledon Park**S.W. 19.**Provision Dealer*DATED the *14<sup>th</sup>* day of *July* 1935.

WITNESS to the above Signatures :-

*J. Eldridge.**117. Elmleigh Rd Wandsworth. S.W. 19.**Steward.*

DUPLICATE FOR THE FILE.

No. 588815



# Certificate of Incorporation

I Hereby Certify, That

**DOLPHIN ESTATES LIMITED**

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this twenty-third day of July One

Thousand Nine Hundred and thirty-five.

Registrar of Companies.

Certificate  
received by

V. Lupton for Penzance & Co  
14 South Square  
Gray's Inn W.C.1

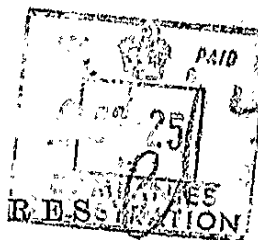
Date

23 July 1935

Number of Company 303315/57



The Companies Act, 1948



COMPANY LIMITED BY SHARE REGISTRATION

## Special Resolution

(Pursuant to s. 141 (2))

OF

The blanks in this heading may be filled up in writing.

DOLPHIN ESTATES

LIMITED

Passed 17th September, 1964.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 15, Eastcheap, London, E.C.3.

on the 17th day of September, 1964, the subjoined Special Resolution was duly passed, viz.:-

### RESOLUTION

REGISTERED

21 SEP 1964

THAT the capital of the Company be increased to £10,000 by the creation of £9,800 additional ordinary shares of £1 each

This Special Resolution must be put to the vote in this space, or in the margin, or in the margin of the private copy when it is required to be put to the vote. See the Companies Act and Notes.

Signature

*Michael D. D. 15*

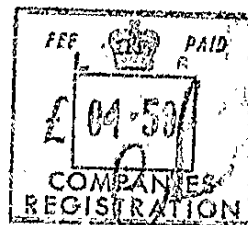
Director and Secretary.

To be signed by the Chairman, a Director, or the Secretary of the Company.

NOTE:- To be filed within 15 days after the passing of the Resolution(s).  
Section 143 (1) and (4) printed overleaf.

Number of  
Company

303315



Form No. 10

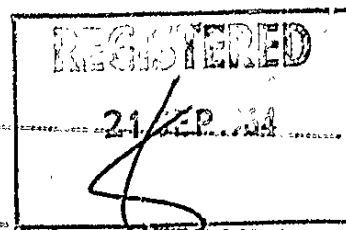
## THE COMPANIES ACT, 1948

### Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the  
Name  
of the  
Company

DOLPHIN ESTATES



### LIMITED

**NOTE.**—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Sent by

Sunderland, Mountstephen & Co.,  
Dunelm House,  
15, Eastcheap,  
London, E.C.3.



The Solicitors' Law Stationery Society, Limited  
-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
-11 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES,

Dolphin Estates

Limited, hereby gives you notice, pursuant to

\*\*"Ordinary",  
"Extra-  
ordinary", or  
"Special".

Section 63 of the Companies Act, 1948, that by a \* Special

Resolution of the Company dated the 17th day of September 1964

the Nominal Capital of the Company has been increased by the addition thereto of  
the sum of £ 9,800 beyond the Registered Capital  
of £ 200.

The additional Capital is divided as follows:—

Number of Shares

Class of Share

Nominal amount  
of each Share

9,800

Ordinary

£1. each.

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:—

The ordinary shares rank pari passu with the existing  
Ordinary Shares in the Company

\* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

Michael H. Li

State whether Director}  
or Secretary}

Director and Secretary

Dated the 17th day of September 1964.

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

Number of  
Company

303315

53

Form 5-2

# THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

## Statement of Increase of the Nominal Capital

OF

DOLPHIN ESTATES

LIMITED

REGISTERED

21 SEP 1964

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

*NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is Increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

Sunderland, Mountstephen & Co.,  
Dundee House,  
15, Eastcheap,  
London, E.C.3.

The Solicitors' Law Stationery Society, Limited.

191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

# THE NOMINAL CAPITAL

OF

DOLPHIN ESTATES

Limited

has by a Resolution of the Company dated

17th September

196<sup>4</sup>

been increased by

the addition thereto of the sum of £9,800

divided into :—

9,800

Shares of £1

each

Shares of -

each

beyond the registered Capital of £200.

Signature

Michael H. Ditz

(State whether Director or Secretary) Director and Secretary

Dated the 17th day of September 196<sup>4</sup>.

Note—This margin is reserved for binding and must not be written across