

THE COMPANIES ACT, 1929



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

Declaration of Compliance with the Requirements of the
Companies Act, 1929, on Application for Registration
of a Company.

REGISTERED
4 DEC 1936

Pursuant to Section 15 (2).

Name
of
Company

MARLANDS ESTATES

Limited.

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
LONDON WALL, BIRCHIN LANE, AND 49 PARLIAMENT STREET, LONDON
AND TEMPLE ROW, BIRMINGHAM.

Presented by

CHURCHILL CLAPHAM & CO.

1 Broad Street Place E.C.4



I, CHARLES EDWARD CHURCHILL,

of 1 Broad Street Place in the City of London

(a) "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 Asso-
ciation 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 MARLANDS ESTATES

Limited

and That all the requirements of the Companies Act, 1929,
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 1 Broad Street Place

in the City of London

the 30th day of November

one thousand nine hundred and thirty six

Before me,

K. B. R. S. 400

A Commissioner for Oaths.

Charles Edward Churchill

No. of Company 321529

K9141
W
IC.A. 30J
23-7-36



MARLANDS ESTATES

LIMITED.

REGISTERED

4 DEC 1936

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100—Section 41, Finance Act, 1938.)

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,
LONDON WALL, BIRCHIN LANE, AND 49 PARLIAMENT STREET, LONDON;
AND 8 NEWHALL STREET, BIRMINGHAM.

Presented by

CHURCHILL CLAPHAM & CO.

1 Broad Street Place, E.C.2.



The NOMINAL CAPITAL of _____

MARLANDS ESTATES

Limited

is £ 200,000 divided into 200,000 shares of £ 1 each

Signature *Wm. H. Lamb*

Solicitors to the Company

State whether Director, or Manager, or Secretary.

Date 30th day of November 19 36

321529
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THE COMPANIES ACT, 1929.



COMPANY LIMITED BY SHARES.



Memorandum of

REGISTERED
Association
4 DEC 1936

— OF —

MARLANDS ESTATES LIMITED.



1. The name of the Company is "MARLANDS 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 acquire by purchase exchange or otherwise (either for an estate in fee simple or for any less estate, whether immediate or reversionary, and whether vested or contingent), any lands, tenements and hereditaments of any tenure, reversions, interests, annuities, life policies and any other property real or personal moveable or immoveable, either absolutely or conditionally, and either subject or not to any mortgage, ground rent or other rents and incumbrances, and to hold or to sell, let, alienate, mortgage, charge or deal with or develop the same or any part or parts thereof.
 - (b) To purchase or otherwise acquire, and to sell dispose of and deal with mines and mining rights, and property supposed to contain minerals, and undertakings connected therewith, and to work, exercise, develop and turn to account mines and mining rights and any undertakings connected therewith.
 - (c) To develop and turn to account any land acquired by or in which the Company is interested, and in particular by laying out and

preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.

- (d) To purchase for investment or resale, and to traffic in land, houses and shops, and other property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to make advances upon the security of land, mineral rights, shop or house or other property or any interest therein and generally to deal in and traffic by way of sale, lease, exchange or otherwise with land and house property and any other property whether real or personal moveable or immoveable.
- (e) To carry on the business of land, house and estate agents, auctioneers, valuers, mortgage brokers, builders, contractors, plumbers, decorators, carpenters, joiners, gas, electric light, hot water and sanitary engineers, merchants and dealers in stone, concrete (reinforced or otherwise), steel, steel sheets, lime, bricks, timber, hardware and other building requisites, concrete block and slab makers, brick and tile manufacturers, terra-cotta makers, job masters, mechanical transport contractors, carriers by land, water or air, licensed victuallers, hotel restaurant, club and cafe proprietors, tobacconists, stationers and caterers.
- (f) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business which the Company is authorised to carry on or calculated to enhance the value of or render profitable any of the Company's properties or rights but so that nothing in this sub-clause contained shall empower the Company to carry on any assurance business or to grant annuities within the provisions of the Assurance Companies Act 1909 as extended by the Industrial Assurance Act 1923 and the Road Traffic Acts 1930-34 or to re-insure any risks under any class of insurance business to which those Acts apply.
- (g) To buy, sell, manufacture and deal in articles and things of all kinds which may be required for the purposes of or be commonly dealt in by persons engaged in any such business or required by workmen and others employed by the Company.
- (h) To purchase or otherwise acquire for any estate or interest any business, undertaking, property, assets or rights of any kind,

patents, patent rights, inventions and concessions and to develop and turn to account and deal with the same in such manner as may be thought expedient.

- (i) To construct, maintain, improve and remove or replace any buildings, hydraulic works, gas works, electric works, factories, mills, offices, warehouses, bridges, reservoirs, canals, docks, wharves, roads, railways, machinery, engines, walls, fences, banks, dams, sluices, watrecourses and other works and conveniences and to manage, work, control and superintend the same.
- (j) To sell, exchange, lease, grant licences and other rights over or otherwise deal with or dispose of the undertaking and all or any part of the property of the Company for such consideration as may be thought fit and in particular for stocks or shares (whether fully paid up or not) or any securities of any other Company.
- (k) To enter into partnership or into any arrangement for sharing profits, union of interests, joint-adventure, co-operation, amalgamation, reciprocal concessions or for any other purpose with any corporation, firm or person carrying on or about to carry on any business which this Company is authorised to carry on.
- (l) To give credit to customers of the Company and others, to lend money with or without security and to guarantee the contracts or obligations of or the capital or principal of and the dividends or interest on any stock, shares or securities of any corporation, firm or person.
- (m) To invest moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell, or otherwise deal with such investments.
- (n) To borrow or raise or secure the payment of money in such manner and on such terms as the Directors may deem expedient and in particular by the issue of bonds, debentures or debenture stock perpetual or redeemable or by mortgage, charge or lien upon the whole or any part of the property of the Company, present or future, including uncalled capital.
- (o) To make, draw, accept, endorse, negotiate, discount, buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments.
- (p) To promote or assist in promoting or contract with any person or company for the promotion of any other company or business whatsoever.

- (g) To underwrite, subscribe for, conditionally or unconditionally purchase or otherwise acquire and to hold, dispose of and deal in the stocks, shares and securities of any other company.
- (r) To distribute any property of the Company amongst the members of the Company in specie.
- (s) To establish and support or to aid in the establishment and support of associations, institutions, funds and trusts calculated to benefit any of the employees and ex-employees of the Company and the dependents and connections of such persons and to grant pensions 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 objects.
- (t) To apply for, promote and obtain any Act of Parliament and any order or sanction of any authority, national, local, municipal or otherwise for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or any extension of its powers 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 or its objects.
- (u) To do whatever may be necessary or expedient to procure the Company to be registered or incorporated as a body politic or corporate or otherwise to establish for the Company a legal domicile or representation and to enable the affairs and operations of the Company to be effectively carried on in any part of the world.
- (v) To carry out all or any of the foregoing objects in any part of the world and either as principals, agents, contractors, trustees or otherwise.
- (w) To do all such other things as may be considered conducive to the foregoing objects or any of them.

And it is hereby declared that the word "company" in this clause except where used in reference to this Company 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 that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly

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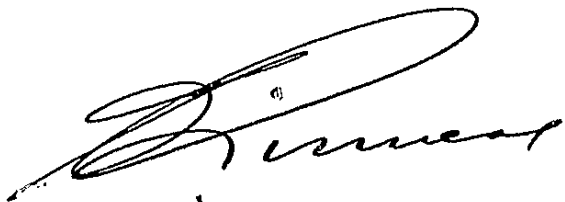
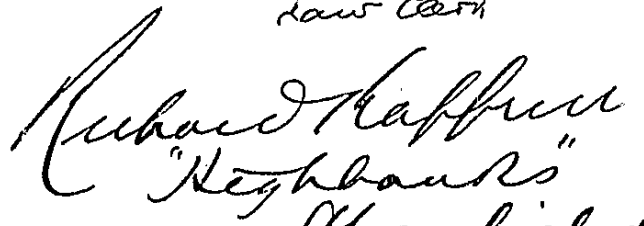
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provided in any such paragraph) shall be separate and distinct objects and shall not be in anywise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

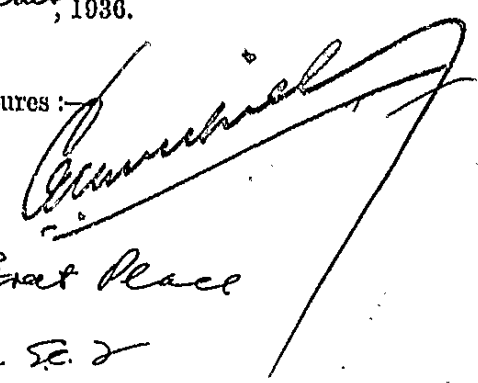
5. The share capital of the Company is £200,000, divided into 200,000 shares of £1 each.

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.
 J Springall Street Beckenham S.E. 15 Law Clerk	one
 Richard Haffner "Keghbaurs" Shenfield Essex. Law Clerk	One

Dated the 27 day of November, 1936.

Witness to the above signatures:


 Broad Street Place
 London E.C. 2
 Solicitor

321529/6



THE COMPANIES ACT, 1929.

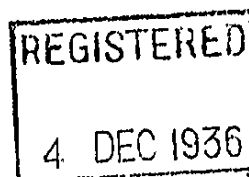


COMPANY LIMITED BY SHARES.

Articles of Association

— OF —

MARLANDS ESTATES LIMITED.



1. Subject as hereunder provided, the Regulations contained in Table "A" in the First Schedule to the Companies Act, 1929 shall apply to this Company.

2. Clauses 35, 45, 65, 69, 72 (b) (g) and the proviso to Clause 72, Clauses 101, 104 and 107 of Table "A" shall not apply.

3. The shares may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms and conditions as the Directors may determine but so that except as provided by the Act, no shares shall be issued at a discount. If by the terms of allotment of any share the whole or part of the amount or issue price thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the person who for the time being shall be the registered holder of the share. The Directors shall, within one month after any allotment of shares, file with the Registrar of Companies all returns and documents relating thereto required by the Act.

4. The Company or the Directors on its behalf may pay a commission to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally, for any shares in the Company, or

321

procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company. Provided that (1) the commission paid or agreed to be paid does not exceed ten per cent. of the price at which the shares are issued or an amount equivalent thereto (2) the amounts or rate per cent. of the commission paid or agreed to be paid and the number of shares which persons have agreed for a commission to subscribe absolutely shall be disclosed in manner provided by Section 43 of the Act. The total amount of the sums paid by way of commission in respect of any shares, debentures or debenture stock of the Company, or allowed by way of discount in respect of any debentures or debenture stock or so much thereof as shall not have been written off shall be stated in every balance-sheet of the Company until the whole amount thereof has been written off.

5. The special rights conferred upon the holders of any shares or class of shares issued with preferred or other special rights shall not unless otherwise expressly provided by the conditions of issue of such shares be deemed to be modified by the creation or issue of further shares ranking *pari passu* therewith.

PRIVATE COMPANY.

6. The Directors may at any time in their absolute and uncontrolled discretion, and without assigning any reason therefor, decline to register any proposed transfer of shares and Clause 19 of Table "A" shall be regarded as modified accordingly.

7. The number of Members of the Company (exclusive of persons in the employment of the Company, and of persons who, having been formerly in the employment of the Company, were, while in that employment, and have continued after the determination of that employment, to be Members of the Company) shall not at any time exceed fifty provided that for the purpose of this Article two or more joint holders of one or more shares in the Company shall be treated as a single Member.

8. The Company shall not at any time offer any of its shares, debentures, or debenture stock to the public for subscription.

PROCEEDINGS AT GENERAL MEETINGS.

9. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two members personally present shall be a quorum.

DIRECTORS.

10. The Board shall be entitled to receive by way of remuneration in each year such sum as may be voted to them by the shareholders in General Meeting. Such remuneration shall be divided amongst the Directors in such proportion and manner as they shall from time to time agree or failing agreement equally and any Director holding office for part of a year shall be entitled to a proportionate part of such remuneration.

11. In addition to the remuneration mentioned in the last preceding Article any Director may with the sanction of a resolution of the Board of Directors be paid such reasonable travelling hotel and other expenses as he may incur in attending meetings of the Board or of Committees of the Board or General Meetings or which he may otherwise incur in or about the business of the Company.

12. The Directors may from time to time at their discretion borrow or raise any sum or sums of money upon such terms as to interest or otherwise as they may deem fit, and for the purpose of securing the same and interest, or for any other purpose, create and issue any perpetual or redeemable debentures or debenture stock, or any mortgage or charge on the undertaking or the whole or any part of the property, present or future, or uncalled capital of the Company, and any debentures, debenture stock, and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued; and any debentures, debenture stock and other securities may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, drawings, allotments of shares, attending and voting at General Meetings of the Company, appointment of Directors and otherwise.

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

14. No Director or intending Director shall be disqualified by his office from contracting with the Company either as vendor, lessor, ^{or otherwise} or otherwise; nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company with any company or partnership of or in which any Director shall be a Member or otherwise interested be avoided, nor shall any Director so contracting or being such Member, or so interested be liable to account to the Company for any profit realised by any such contract or

arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established. Provided that the fact of his being interested therein and the nature of his interest be declared by him at the Meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration or if the Director was not at the date of that Meeting interested in the proposed contract or arrangement at the next Meeting of the Board held after he became so interested and in a case where the Director becomes interested in a contract or arrangement after it is made such declaration shall be made at the first Meeting of the Board held after he becomes so interested. No Director shall vote in respect of any such contract or arrangement in which he may be interested, and if he do vote, his vote shall not be counted; but this prohibition shall not apply to any matter arising in connection with any contract by or on behalf of the Company to give to the Directors or any of them any security by way of indemnity in respect of advances made by them, or to any contract or dealing with a corporation of which the Directors of this Company or any of them may be directors or members or to any resolution to allot shares or obligations to any Director of the Company or to pay to him a commission in respect of the subscription thereof, and it may at any time or times be suspended or relaxed to any extent by a General Meeting. A general notice given to the Directors by a Director that he is a member of any specified firm or company, and is to be regarded as interested in any subsequent transaction with such firm or company, shall be a sufficient disclosure under this clause, and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such firm or company. Any provision contained in this clause may be modified for the benefit of any Director by a Resolution of a General Meeting.

15. The Directors may at the request of a Director appoint any person approved by such director to be an alternate Director to represent such Director and such appointment shall have effect, and such appointee while he holds office as an alternate Director shall be entitled to notice of Meetings of Directors, and in the absence of the Director whom he represents to attend and vote thereat accordingly, but he shall not require any qualification, and he shall *ipso facto* vacate office if and when the Director whom he represents vacates office or the alternate Director is removed from office at the request of the Director whom he represents and any appointment or removal under this clause shall be effected by the Directors upon the request in writing of the Company under the hand of the Director whom the alternate Director is to represent or represents. Every person acting as an alternate Director shall be an officer of the Company and he shall not be deemed to be the agent of the Director whom he represents. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director whom he represents and shall consist of such portion of the last mentioned remuneration as shall be agreed between the alternate Director and the Director whom he represents.

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NOTICES.

16. If a Member has no registered address in the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notice to him, a notice posted up in the Registered Office of the Company shall be deemed well served on such Member at the expiration of 24 hours after it is so posted up.

WINDING UP.

17. If the Company shall be wound up (whether voluntarily or otherwise), the Liquidator may, with the sanction of an Extraordinary Resolution, divide among the contributories, in specie, any part of the assets of the Company, and may with the like sanction vest any part of the assets of the Company in Trustees, upon such trusts for the benefit of the contributories as the Liquidator with the like sanction shall think fit.

18. If thought expedient, any such division may be otherwise than in accordance with the legal rights of the contributories and in particular any class may be given preferential or special rights or may be excluded altogether or in part; but in case any division otherwise than in accordance with the legal rights of the contributories shall be determined on any contributory who would be prejudiced thereby shall have such statutory rights of dissent and ancillary rights as are incapable of being varied or excluded by these Articles.

INDEMNITY.

19. Every Director, Manager, or Officer of the Company or any person (whether an officer of the Company or not) employed by the Company as Auditor shall be indemnified out of the funds of the Company against all liability incurred by him as such Director, Manager, Officer or Auditor in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 372 of the Companies Act in which relief is granted to him by the court.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Thorne

3 Springall Street
Peckham S.E. 15
~~East~~ *Car.*

Richard Raffrell.
"Highbanks"
Sheffield
Essex.
Law Clerk.

Dated the 27th day of November, 1936.

Witness to the above signatures:

Benjamin
1, Broad Street Place
London E.C. 2
Solicitor

DUPLICATE FOR THE FILE.

No.
321529



Certificate of Incorporation

I Hereby Certify,

That

MARLANDS ESTATES LIMITED

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

Given under my hand at London this fourth day of December One

Thousand Nine Hundred and thirty-nine

W. C. M. Leese

Registrar of Companies.

Certificate
received by

W. H. Haffenden
1, Broad Street Place W.C.

Date 7/12/86