

Certificate No.

359129

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, made pursuant to S. 15 (2) of the said Act, on behalf

of a Company proposed to be registered as Lenisham

Model Mark

REGISTERED
FEB 1 1940

LIMITED.

Presented for registration by

SIGNED by Shaw & Blake
Bell Yard, Temple Bar,
LONDON, W.C. 2.

TELEPHONE: HOLBORN 8955 (3 lines).

TELEGRAMS: "DUNTERTIME, ESTRAND, LONDON."

SHAW & BLAKE, LIMITED,

Company Registration Agents, Printers & Stationers

8, Bell Yard, Temple Bar, London W.C. 2

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

I Julius Rayner
of Barnesland Hotel, Oxford Street London W.C.1

(*) Here insert either:
"A Solicitor of the
Supreme Court en-
gaged in the forma-
tion,"

or
"A person named in
the Articles of
Association as a Direc-
tor (or Secretary)
whichever the case."

Do solemnly and sincerely declare that I am ^(*) a person
named in the Articles of Association as a Director

of Lensham Model Market

_____ 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 77 High Street, London
in the County of London

the 25th day of January
one thousand nine hundred and forty

before me,

Stephen W. Wright

A Commissioner for Oaths.

J. Rayner

No. of Certificate 359129 ^{1/2}

Form No. 25.



COMPANY LIMITED BY SHARES.

Lewisham Model Market LIMITED.

Statement of the Nominal Capital

made pursuant to s. 112 of the Stamp Act, 1891, as amended by the Finance Acts of 1899, 1920 and 1933. (NOTE.—The Stamp Duty on the Nominal Capital to be impressed above is Ten Shillings for every £100 or fraction of £100.)

REGISTERED
1 FEB 1940

This Statement must accompany the Memorandum of Association; and other Documents when lodged for registration of the Company.

Presented for registration by

SHAW & BLAKE, Ltd.
Bell Yard, Temple Bar,
LONDON, W.C.2.

TELEPHONE: HOLBORN 3855 (3 lines).

TELEGRAMS: "DUNTEPTIME, ESTRAND, LONDON."

SHAW & BLAKE, LIMITED,

Company Registration Agents, Printers & Stationers,

8, Bell Yard, Temple Bar, London, W.C.2
and 37, Surrey Street, Strand, London, W.C.2

THE NOMINAL CAPITAL

OF

Lemisham Model Market

LIMITED,

is *Three Thousand* Pounds,

divided into *Three Thousand* Shares

of *One Pound* each.

Signature *[Signature]*

To be signed by
an Officer
of the Company.

Description *Director*

Dated the *25th* day of *January* 19*40*

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



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THE COMPANIES ACT 1929.

COMPANY LIMITED BY SHARES.

REGISTERED

1 FEB 1940

(Memorandum of Association)

- OF -

LEWISHAM MODEL MARKET LIMITED

1. The name of the Company is "LEWISHAM MODEL MARKET 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 otherwise acquire land with or without buildings or other erections thereon of any and every description and to build or construct or procure the building or construction of markets, shops, stalls, houses, flats, maisonnettes, offices, suites, chambers, hotels, factories and other buildings or erections of any and every description and to sell, let on lease or agreement, manage or otherwise turn to account such markets, shops, stalls, land, buildings and erections and to provide all necessary conveniences and amenities as required for shopkeepers, stallholders, tradesmen, tenants, occupiers and customers and to carry

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BLANK & BLANK, Ltd.

Bot Yard, Temple Bar

on business as a land and property Development Company generally and to develop any land by laying out, constructing and maintaining roads, sewers, drains and waterworks and by erecting buildings thereon and providing other amenities and conveniences and for the purposes aforesaid to enter into agreements with builders, contractors, agents, tenants and purchasers, and to advance money to builders and others on the security of lands with or without buildings erected thereon and to guarantee moneys advanced by societies or others on the security of lands with or without buildings erected thereon and to carry on the business of builders, contractors, shopfitters, decorators, builders' merchants, carriers, house and estate agents, auctioneers, surveyors and valuers, proprietors of hotels, apartment houses, restaurants, cafes, clubs, refreshment rooms, boarding-houses, lodging houses, concert and other halls, baths, laundries, licensed victuallers, public amusement contractors, confectioners, tobacconists, caterers, bakers, garage proprietors, motor car hirers and storers, dealers in petrol, oil and other motor requisites or accessories, and every other business connected with the development of markets and property.

- (b) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (c) To buy, take on lease or hiring agreement or otherwise acquire, land or any other property, real or personal, movable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.

- (d) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patent, brevets d'invention, licenses, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licenses in respect thereof or otherwise turn the same to the advantage of the Company.
- (e) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (f) To invest the money of the Company in any manner that the Company may think fit.
- (g) To enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other Company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such Company, firm or person.
- (h) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.
- (i) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (j) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (k) To borrow money and secure the repayment thereof by the creation and issue of

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mortgages, debentures, debenture stock or other securities.

- (l) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds.
- (m) To remunerate any Company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (n) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable benevolent or public purpose or object.
- (o) To promote or assist in the promotion of any Company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite buy or hold, the shares, stock, debentures, debenture stock or other obligations of such Company.
- (p) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.
- (q) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.

(r) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.

(s) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or Company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £3,000 divided into 3,000 shares of £1 each. The shares of the Company whether part of the original or any increased capital of the Company may be issued with any special, qualified, preferred or deferred rights and privileges or conditions as to capital, dividends, rights of voting or other matters but so that any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association of the Company.

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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 sub- scriber.
<i>J. Symons</i> <i>J. Symons</i> 37 Leignants Road. London N.W.2 Company Director	One
<i>J. Wapman</i> <i>J. Wapman</i> Cumberland Hotel. W.1. Company Director	One

DATED this 25th day of January. 1940.

WITNESS to the above signatures :-

L. L. Cole.
Market Superintendent.
40. Chichester Rd.
Brookley.
S.E.H.



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THE COMPANIES ACT 1929.

COMPANY LIMITED BY SHARES.

REGISTERED

Articles of Association. FEB 1940

- OF -

LEWISHAM MODEL MARKET LIMITED

PRELIMINARY

1. The regulations set out in Table A in the First Schedule to the Companies Act 1929 (hereinafter referred to as "Table A") shall, except as hereinafter provided, apply to the Company, and Clause 1 of Table A shall apply to the construction of these Articles.

2. Clauses 23, 24, 25, 26, 27, 28, 29, 45, 50, 64, 65, 69, 70, 72, 73, 74, 76, 77, 101, 104 and 107 of Table A shall not apply to the Company.

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of the Act, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) 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 that employment, and have continued after the determination of that employment to be members of the Company shall be limited to

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ST. JAMES'S PLACE, LTD.
Bell Yard, Temple-Bar.
LONDON, W.C.2.

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fifty, provided that where two or more persons hold one or more shares in the Company jointly, they shall for the purposes of this provision be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner hereinafter appearing.

SHARES

4. Subject to the provisions of Clause 35 of Table A the shares may be allotted or otherwise disposed of, to such persons, and for such consideration, and upon such terms as the Directors may determine, but so that, except as provided by the Act, no shares shall be issued at a discount.

5. The Company 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 procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, provided that the commission paid does not exceed 10 per cent of the price at which the shares are issued.

6. The Board of Directors may, without assigning any reason refuse to register any transfer of shares. If the Directors refuse to register a transfer of any shares they must within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal. Article 19 of Table A shall be deemed to be altered accordingly.

PROCEEDINGS AT GENERAL MEETINGS

7. 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. Save as otherwise provided by the regulations of the Company, two members personally present shall be a quorum.

8. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of

hands) demanded by two members present in person or by proxy and entitled to vote, or by one member so present holding not less than 15 per cent of the paid up capital of the Company, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

DIRECTORS

9. The minimum number of Directors shall be one and the first Directors shall be JULIUS RAYMAN and JOHN SYMONS, who shall not be subject to retirement.

10. The Directors may from time to time authorise one of their number to exercise all the rights and powers delegated to them for such period as they may determine and an entry in the Minute Book signed by such sole Director shall be conclusive evidence of all decisions or actions performed in the course of the exercise of such powers.

11. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. In addition to their remuneration the Directors shall be repaid such reasonable expenses as they may incur in or about the business of the Company.

POWERS AND DUTIES OF DIRECTORS

12. The Directors may exercise all the powers of the Company to borrow or raise money and secure the repayment thereof by the issue of debentures or other securities charged on all or any part of the undertaking and assets of the Company including its uncalled capital.

13. The Directors shall cause Minutes of all Meetings to be taken in Books provided for that purpose.

14. The Directors shall have power to appoint Alternate Directors to represent them and to exercise all the powers of the Directors.

DISQUALIFICATION OF DIRECTORS

15. The office of a Director shall be vacated :-

- (a) If he become bankrupt.
- (b) If he become prohibited from being a Director by reason of any order made under Section 217 or 275 of the Act.
- (c) If he be found lunatic or become of unsound mind.
- (d) If by notice in writing to the Company he resign the office of Director.
- (e) If he shall absent himself from the Board Meetings continuously for three months without the consent of the Board of Directors.

16. A Director may hold any other office or place of profit under the Company, except that of Auditor, at such remuneration and upon such terms as the Directors may determine.

17. Subject to making such disclosure and declaration of his interest as is required by Section 149 of the Act, a Director may contract with and participate in the profits of any contract with the Company as if he were not a Director. A Director may also vote in respect of such contract or arrangement.

18. Any member intending to propose the election of a Director (other than a retiring Director) shall give to the Company five days' notice in writing (exclusive of the day on which the notice is served, but inclusive of the day for which notice is given) of his intention to do so and of the full name, address and occupation of the proposed Director.

PROCEEDINGS OF DIRECTORS

19. Any Director may, and on the request of any Director the Secretary shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a Meeting of Directors to any Director for the time being out of the United Kingdom. A written resolution signed by all the Directors shall be as effective as a resolution of the Board of Directors.

INDEMNITY

20. Subject to the provisions of the Act every Director or officer of the Company shall be entitled to be indemnified by the Company against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NOTICES

21. Notice of every General Meeting shall be given as provided by Clause 103 of Table A to every member who has a registered address within the United Kingdom or has supplied an address for the service of notices within the United Kingdom. No other persons shall be entitled to receive notices of General Meetings.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

J. J. G. Jones

37. Teignmouth Road. London, N.W. 2.

Company Director

J. J. G. Jones

Gumbel Land Hotel. W. 1.

Company Director

DATED this 25th day of January, 1940.

WITNESS to the above signatures :-

F. G. Cole.

Master Superintendent.

10. St. George's Rd.

Brooklyn.

S. E. H.

DUPLICATE FOR THE FILE.

No.
359129



Certificate of Incorporation

I Hereby Certify, That

LEWISHAM MODEL MARKET LIMITED

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

Given under my hand at London this first day of February One
Thousand Nine Hundred and forty.

R. Ruston

Registrar of Companies.

Certificate
received by }

H. K. Russell for Shaw & Mallett

Date

1.2.40