

Number of
Company }

415527

[Form No. 41.]

"THE COMPANIES ACT, 1929."

Declaration of Compliance



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

WITH THE

REQUIREMENTS OF THE COMPANIES
ACT, 1929,

Made pursuant to Section 15, Sub-Section (2), of The Companies Act, 1929,
on behalf of a Company proposed to be Registered as

Union and Western Hotels

LIMITED.

Telegrams: "Certificate, Estrand, London."

Telephone No.: Holborn 0434

JORDAN & SONS, LIMITED,
Company Registration Agents; Printers, and Publishers,
116 CHANCERY LANE, LONDON, W.C. 2,
and 13 BROAD STREET PLACE, E.C.2.

Presented by



I Eric Leslie Vivian Thomas
of Alverton Street, Penzance in the County
of Cornwall

*Here insert-
"A Solicitor
of the Su-
preme Court
(or in Scotland
"an Enrolled
Law Agent")
engaged in
the formation
of" or "A
person named
in the Articles
of Association
as a
Director (or
Secretary)
of."

Do solemnly and sincerely Declare that I am* a Solicitor of the
Supreme Court and a partner in the firm of
Vivian Thomas & Jarvis the Solicitors engaged
in the formation of

Sub. c. 4. v. Union ~~and~~ Western Hotels 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 Penzance
in the County of Cornwall

the *ninth* day of *July*
One thousand nine hundred and *forty six*.

before me,

C. J. Harvey
A Commissioner for Oaths. †

E. L. Vivian Thomas

Number of
Certificate,

415527

2

2 JUL 1946 [Form No. 25.

THE STAMP ACT, 1891, and THE FINANCE ACT, 1933.

COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital

OF

Union ~~and~~ Western Hotels

LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891; as
amended by Section 41 of The Finance Act, 1933.

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

110-82473

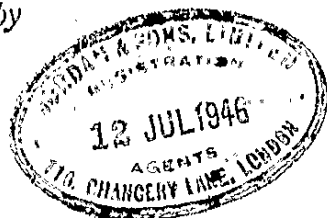
Telegram : " CERTIFICATE, ESTRAND, LONDON.

Telephone No. : HOLBORN 0434.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,
116 CHANCERY LANE, LONDON, W.C. 2
and 13 BROAD STREET PLACE, E.C.2.

Presented by



THE NOMINAL CAPITAL

OF

Union and Western Hotels

LIMITED,

is *twenty five thousand* Pounds,

divided into *twenty five thousand* Shares

of *one pound* each.

Signature

C. A. W. Vall.

Description

Director

Dated the

9th

day

of

July

1946

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

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

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

Union & Western Hotels, Limited.

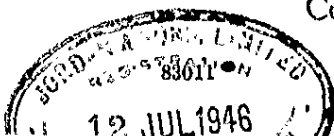
1. The Name of the Company is "UNION & WESTERN HOTELS, LIMITED."

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 and take over as a going concern and carry on the business of Hotel Proprietors and Licensed Victuallers now carried on by JANIE MARGUERITE SPRING and CHARLOTTE ANNIE MAY VALE at The Western Hotel and The Union Hotel, Penzance, in the County of Cornwall, together with all or any of the real and personal property and assets of the proprietors of that business used in connection therewith or belonging thereto, and with a view thereto to enter into and carry into effect (either with or without modification) an Agreement which has been already prepared and engrossed and is expressed to be made between the said JANIE MARGUERITE SPRING and CHARLOTTE ANNIE MAY VALE of the one part and the above-named Company of the other part, a copy whereof has for the purpose of identification been signed by two of the Subscribers hereto.

(B) To carry on, either in connection with the business aforesaid or as distinct and separate businesses, the businesses of Private Hotel and Guest House Proprietors, Boarding House Keepers, Restaurant Proprietors, Licensed Victuallers, Inn or Tavern Keepers, Tobacconists, Dealers in Aerated and Mineral Waters of all kinds, General Provision Merchants and Dealers, Fishmongers, Ice Merchants, Butchers, Bakers, Farmers, Dairymen, Market Gardeners, Horticulturists, Hairdressers, Chemists, Amusement Caterers, and Refreshment Contractors; Proprietors and Lessees of Clubs, Billiard Rooms, Baths, Dressing Rooms, Laundries, Libraries, and Rooms for Public or Private Use; Carriers, Motor and other Vehicle Proprietors, Motor Garage Proprietors, Livery Stable Keepers, Dealers in and Letters on Hire of Motor and other Vehicles of all kinds, Dealers in Petrol, Motor Spirits, Oils and other Fuels and Accessories, Railway, Coach, and Touring Agents, Theatre Box Office



Agents; and Proprietors, Lessees, or Tenants of Service and other Flats and Apartments; Builders, Carpenters, Decorators, Electrical Engineers and Electricians; to supply to tenants, occupiers, and others refreshments, attendance, messengers, light, waiting rooms, reading rooms, meeting rooms, gardens, tennis grounds, bowling greens, lavatories, laundry conveniences, and other advantages; to let the Company's premises or any part thereof for concerts, dances, balls, dinners, banquets, and any other purpose which the Company may consider desirable; and to manufacture, buy, sell, and deal in articles, commodities, and things of all kinds usually dealt in by persons engaged in the before-mentioned businesses or any of them.

- (c) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (d) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (e) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (f) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (g) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry

on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (M) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (N) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and

perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

- (o) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (p) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (q) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employes, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any persons who may have been Directors of or may have served the Company, or to the wives, children, or other relatives or dependents of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any of such persons or of their wives, children, or other relatives or dependents.
- (r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (s) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (t) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (u) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is Twenty-five Thousand Pounds, divided into Twenty-five Thousand Shares of One Pound 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.
<p><i>M. J. Prince</i> Prince of Wales Hotel, De Vere Gardens, London. W.8, Married Woman</p>	<p><i>5</i></p>
<p><i>E. C. M. Vale</i> Union Hotel, Penzance, Widow</p>	<p><i>One</i></p>

Dated the 9th day of July, 1946.

Witness to the above Signatures—

E. H. Miriamson
of Penzance
Solicitor

415527

"The Companies Act, 1929."

COMPANY LIMITED BY SHARES

Articles of Association

OF

Union & Western Hotels, Limited.**PRELIMINARY.**

1. The Regulations contained in Table A in the First Schedule to The Companies Act, 1929 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses of Table A numbered 19, 64, 66, 69, 72, 78, 79, 92, 104, and 107 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.
2. The Directors shall forthwith take into consideration and, if thought fit, shall, on behalf of the Company, enter into (either with or without modification) the Agreement referred to in Clause 3, Sub-Clause (A), of the Memorandum of Association. The Company is formed on the basis that the said Agreement shall be entered into with or without such modification as aforesaid, and no objection shall be taken to the said Agreement, nor shall any Promoter or Director of the Company be liable to account to the Company for any profit or benefit derived by him under the said Agreement, by reason of any Promoter or Director of the Company being a Vendor to the Company or otherwise interested in the said Agreement, or by reason of the purchase consideration having been fixed by the Vendors without any independent valuation having been made, or of the Board of Directors not being in the circumstances an independent Board; but every Member of the Company, present and future, shall be deemed to have notice of the provisions of the said Agreement, including any such modification as aforesaid, and to have assented to all the terms thereof.
3. 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 at any rate not exceeding Ten per cent. of the price at which the said Shares are issued.
4. The Company shall be a Private Company, and accordingly the following provisions shall have effect:—
 - (A) The Company shall not offer any of its Shares or Debentures to the public for subscription.

- (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 that employment and have continued after the determination of that employment to be Members of the Company) shall not at any time exceed fifty.
- (C) The right to transfer Shares in the Company shall be restricted in the manner hereinafter provided.

5. The Company shall be entitled to treat the person whose name appears upon the Register of Members in respect of any Share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such Share, whether or not it shall have express or other notice thereof.

SHARE CAPITAL AND SHARES.

6. The original Share Capital of the Company is Twenty-five Thousand Pounds, divided into Twenty-five Thousand Shares of One Pound each, whereof Sixteen Thousand Shares are Preference Shares and Nine Thousand Shares are Ordinary Shares. The said Preference and Ordinary Shares shall confer on the Holders thereof the rights and privileges hereinafter declared, and such rights and privileges shall be subject to variation or modification in the manner provided by Clause 3 of Table A, and not otherwise.

7. Subject to the provisions of the Agreement referred to in Article 2 hereof, and subject also to the provisions of Clause 35 of Table A, the Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

8. A Call shall be deemed to have been made at the time when the resolution of the Directors authorising such Call was passed.

9. If by the terms of the issue of any Shares or otherwise any amount is payable in respect of any Share by instalments at fixed times, every such instalment shall be payable as if it were a Call duly made by the Directors of which due notice had been given.

10. The lien conferred by Clause 7 of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole Registered Holder thereof or shall be one of two or more joint Holders.

TRANSFER AND TRANSMISSION OF SHARES.

11. The Directors may at any time in their absolute and uncontrolled discretion, and without assigning any reason, decline to register any transfer of Shares. The Directors may also suspend the registration of transfers during the fourteen days immediately

preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless (a) a fee not exceeding Two Shillings and Sixpence is paid to the Company in respect thereof, and (b) the instrument of transfer is accompanied by the Certificate of the Shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. If the Directors refuse to register a transfer of any Shares they shall within two calendar months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

BORROWING POWERS.

12. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit, but so that the whole amount so raised or borrowed and outstanding at any one time shall not, without the consent of the Company in General Meeting, exceed the amount of the Share Capital of the Company for the time being issued or agreed to be issued. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled Capital, or by the issue, at such price as they may think fit, of Bonds, Debentures, or Debenture Stock either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient.

13. A Register of the Holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to the inspection of the Registered Holders of such Debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

GENERAL MEETINGS.

14. The quorum for the transaction of business at any General Meeting shall be two Members personally present and holding or representing by proxy not less than one tenth of the Share Capital of the Company for the time being issued; and Clause 45 of Table A shall be modified accordingly.

15. Any resolution passed by the Directors, notice whereof shall be given to the Members in the manner in which notices are by Table A directed to be given, and which shall, within one calendar month after it shall have been so passed, be ratified and confirmed in writing by Members entitled at a poll to three fifths of the votes conferred by the Shares for the time being issued, shall be as valid and effectual as a resolution of a General Meeting; but this Article shall not apply to a resolution in respect of any matter which by The Companies Act, 1929, or these presents is required to be dealt with by Special or Extraordinary Resolution or which by the said Act is required to be dealt with by the Company in General Meeting.

DIRECTORS.

16. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than seven.

17. The following persons shall be the first Directors of the Company: JANIE MARGUERITE SPRING and CHARLOTTE ANNIE MAY VALE.

18. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Any Director so appointed shall hold office only until the next following Ordinary General Meeting, when he shall retire, but shall be eligible for re-election.

19. The qualification of every Director shall be the holding in his own right and as sole Holder of at least one Ordinary Share of the Company. A Director may act before acquiring his qualification, but shall acquire his qualification within two calendar months of being appointed a Director.

20. A memorandum in writing signed by all the Directors for the time being and annexed or attached to the Directors' Minute Book shall be as effective for all purposes as a resolution of the Directors passed at a Meeting duly convened, held, and constituted.

DISQUALIFICATION OF DIRECTORS.

21. The office of a Director shall be vacated—

- (A) If he become bankrupt or insolvent or compound with his creditors;
- (B) If he become of unsound mind;
- (C) If he be convicted of an indictable offence, not being an offence under The Road Traffic Act, 1930, or any statutory provision in lieu or modification thereof;
- (D) If he cease to hold the necessary Share qualification, or do not obtain the same within two calendar months from the date of his appointment;
- (E) If he become prohibited from being a Director by reason of any order made under Sections 217 or 275 of The Companies Act, 1929;
- (F) If he give the Company one calendar month's notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Company or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

22. A Director may hold any office or place of profit under the Company (other than that of Auditor) in conjunction with the office of Director, and may enter into or be interested in contracts or arrangements with the Company and may have or be interested in dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement, or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Meeting of the Directors at which such contract, arrangement, or dealing is first taken into consideration the nature of his interest therein, or, if such interest is subsequently acquired, provided that he discloses the fact that he has acquired such interest at the next Meeting of the Directors held after such interest was acquired. But, except in respect of the Agreement referred to in Article 2 hereof, or of any agreement or arrangement to give any indemnity or security to any Director who has undertaken or is about to undertake any liability on behalf of the Company, or to any other person or company for any liability or obligation of the Company for which any Director shall be personally responsible whether by way of guarantee or otherwise, or in respect of a resolution to allot any Shares or Debentures to a Director, no Director shall vote as a Director in regard to any contract, arrangement, or dealing in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall not be counted, nor shall he be reckoned in estimating a quorum when any such contract, arrangement, or dealing is under consideration. A general notice given to the Directors by a Director to the effect that he is a member of a specified company or firm, and is to be regarded as interested in any contract, arrangement, or dealing which may, after the date of the notice, be entered into or made with that company or firm, shall, for the purpose of this Article, be deemed to be a sufficient disclosure of interest in relation to any contract, arrangement, or dealing so entered into or made.

MANAGING DIRECTOR.

23. The Directors may from time to time entrust to and confer upon the Managing Director or Manager all or any of the powers of the Directors (excepting the power to make Calls, forfeit Shares, borrow money, or issue Debentures) that they may think fit. But the exercise of all such powers by the Managing Director or Manager shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked, or varied.

24. Clause 68 of Table A shall be read and construed as if the words "rotation of retirement" were substituted for the words "rotation or retirement."

DIVIDENDS.

25. The profits of the Company which it shall from time to time be determined to divide among the Members in respect of any year or other period shall first be applied in paying to the Holders of Preference Shares a Cumulative Preferential Dividend to the close of such year or other period at the rate of Six Pounds per centum per annum on the amounts paid up or credited as paid up for the time being on the said Shares respectively; and the

balance shall be divided among the Holders of Ordinary Shares in proportion to the amounts paid up or credited as paid up for the time being on their Ordinary Shares respectively. No amount paid on a Share in advance of Calls shall be treated for the purposes of this Article as paid on the Share.

26. The Directors may, with the sanction of the Company in General Meeting, distribute in kind among the Members by way of Dividend any of the assets of the Company, and in particular any shares or securities of other companies to which this Company is entitled. Whenever there are sufficient profits, instead of dividing the same in cash, the Directors may, with the like sanction, issue to the Members Shares in the Company, and apply the said profits in paying up the same, or may issue to the Members securities of the Company to an amount not exceeding the profits available for distribution.

NOTICES.

27. A Member who 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 notices to him, shall not be entitled to receive any notices from the Company.

WINDING UP.

28. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall be applied: First, in repaying to the Holders of Preference Shares the amounts paid up or credited as paid up on such Preference Shares respectively, together with all arrears (if any) of any such Preferential Dividend, whether earned or declared or not, down to the date of the commencement of the winding up; Secondly, in repaying to the Holders of Ordinary Shares the amounts paid up or credited as paid up on such Ordinary Shares respectively; and the balance (if any) shall be distributed among the Holders of Ordinary Shares in proportion to the number of Ordinary Shares held by them respectively.

29. In a winding up any part of the assets of the Company, including any shares in or securities of other companies, may, with the sanction of an Extraordinary Resolution of the Company, be divided among the Members of the Company in specie, or may be vested in trustees for the benefit of such Members, and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any shares whereon there is any liability.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

M. J. P. Jones

Prince of Wales Hotel,
De Vere Gardens,
London. W.8,
Married Woman.

C. E. M. Vale.

Union Hotel,
Penzance,
Widow.

Dated the 9th day of July, 1946.

Witness to the above Signatures—

E. J. W. Jones
of Penzance,
Solicitor.

DUPLICATE FOR THE FILE.

No. 415527



Certificate of Incorporation

I Hereby Certify, That

UNION & WESTERN HOTELS, LIMITED

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

Given under my hand at London this Twentieth day of July One Thousand Nine Hundred and Forty-six.

A. H. Johnston
Registrar of Companies

Certificate
received by

Jordan & South

Date

22 July 1946

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES



(COPY)

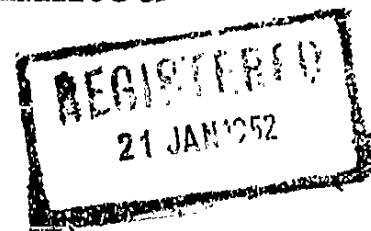
Special Resolution

(Pursuant to The Companies Act, 1948, Sections 10 and 141)

OF

Union & Western Hotels Limited

Passed the 3rd day of January, 1952



At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the office of MESSRS. WHITAKER & REDFEARN, Chartered Accountants, of Alverton Manor, Penzance in the County of Cornwall, on the 3rd day of January, 1952, the following SPECIAL RESOLUTION was duly passed:—

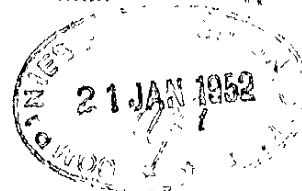
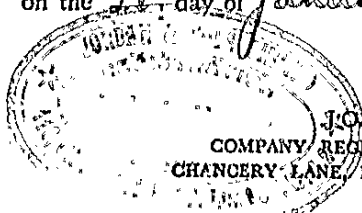
“That Clause 12 of the Articles of Association be amended so as to read as follows:—

The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit, but so that the whole amount so raised or borrowed and outstanding at any one time shall not without the consent of the Company in General Meeting, and of holders of the majority of the Preference Shares for the time being, exceed the sum of £10,000. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled Capital, or by the issue, at such price as they may think fit, of Bonds, Debentures, or Debenture Stock either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient, provided always that written sanction of the majority of the preference shareholders be first obtained.”

W. Redfearn

Chairman

Presented to the Registrar of Companies
on the 21st day of January 1952.



JORDAN & SONS, LIMITED
COMPANY REGISTRATION AGENTS, PRINTERS AND PUBLISHERS,
CHANCERY LANE, LONDON, W.C.2, and 13 BROAD STREET PLACE, E.C.2
GP 1345

415527/62

London House
Leadenhall Street, London E.C. 3
Telephone (01) 76477 and 74341

Winter Hovey & Co

London House,
Leadenhall Street,
London E.C. 3.
Telephone 76477 and 74341.

In accordance with S.10 Companies Act, 1979 we hereby certify that the
resignation of Directors to Winter Hovey & Co Limited is hereby accepted and
are the circumstances surrounding our resignation which should be brought to
the attention of the members of the company.

Winter Hovey & Co



INDISTINCT ORIGINAL

415527

MINUTES
OF THE
ORDINARY AND EXTRAORDINARY
MEETINGS

Extraordinary General Meeting of the above named Company, duly
held and held at *The Grosvenor Hotel*

in the County of Cornwall, on *21 Nov. 1980*
Following SPECIAL RESOLUTION was duly passed:-

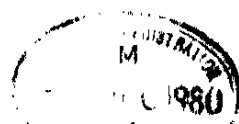
that Clause 12 of the Articles of Association be amended so as to
read as follows:-

The Directors may raise or borrow for the purposes
of the Company's business such sum or sums of money as they
think fit but so that the whole amount so raised or borrowed
and outstanding at any one time shall not without the consent
of the Company in General Meeting and of holders of the
majority of the Preference Shares for the time being, exceed
the sum of £70,000. The Directors may secure the repayment
of or raise any such sum or sums aforesaid by mortgage or
charge upon the whole or any part of the property and
assets of the Company, present and future, including its
uncalled Capital, or by the issue, at such price as they
may think fit of Bonds, Debentures, or Debenture Stock
either charged upon the whole or any part of the property
and assets of the Company or not so charged, or in such
other way as the Directors may think expedient, provided
always that written sanction of the majority of the preference
shareholders be first obtained.

RBD *Chairman*

Chairman

J. J. J. J. J.
Secretary



SCAN UPON DEMAND

**We apologise that due
to the poor quality of the fiche,
some of the images scanned
were also of poor quality**

412 - 1/71

SPECIAL RESOLUTION

Pursuant to The Companies Act 1948 sections 10 & 141

or

UNION AND WESTERN HOTELS LIMITED

At an Extraordinary General Meeting of the above named Company, duly convened, and held at the Queen's Hotel, The Promenade, Penzance, Cornwall on Monday, 31st January 1983 the following SPECIAL RESOLUTION was duly passed:

That Clause 12 of the Articles of Association be amended so as to read as follows:

"The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit, but so that the whole amount so raised or borrowed and outstanding at any one time shall not without the consent of the Company in General Meeting, and of holders of the majority of the Preference Shares for the time being, exceed the sum of £100,000. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled Capital, or by the issue, at such price as they may think fit, of Bonds, Debentures, or Debenture Stock either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient, provided always that written sanction of the majority of the preference shareholders be first obtained."

R B Warren

R B WARREN
CHAIRMAN



Certified correct

for UNION & WESTERN HOTELS LIMITED,

J. G. Bergmore

J. G. Bergmore
Director/Secretary



44-15521
179

COMPANIES ACTS 1948 to 1981

UNION & WESTERN HOTELS LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at 3 Parade Street, Penzance Cornwall on the 18th day of April 1984 at 2pm. the following resolution was duly passed as a Special Resolution of the Company.

SPECIAL RESOLUTION

That the existing sixteen thousand Preference Shares of £1.00 each in the Company be and are hereby converted into Ordinary Shares of £1.00 each to rank pari passu with the existing Ordinary Shares of the Company

R B Wane

CHAIRMAN.



COMPANIES ACTS 1948-1981

415527 / 78

re: UNION & WESTERN HOTELS LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at the Union Hotel, Chapel Street, Penzance, Cornwall on the 18th day of April 1984 the following Special Resolution was passed.

SPECIAL RESOLUTION

That the Articles of Association of the Company be deleted and replaced by new Articles of Association in the form of the draft attached hereto.

J. K. Kennedy

CHAIRMAN.



J. K. Kennedy

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-OF-

UNION & WESTERN HOTELS LIMITED

(adopted by Special Resolution dated 18th April 1984).

PRELIMINARY

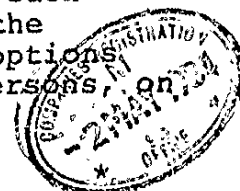
1. Regulations 2, 3, 24, 75, 88, 107, 108, 110 and 134 of Table A of the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A as amended by the Companies Acts 1976, 1980 and 1981 subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

2. The share capital of the Company at the date of adoption of these Articles is £25,000 divided into 25,000 shares of £1 each.

3. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares.

4. (A) After the initial allotment of shares by the Directors any further shares proposed to be issued shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on



such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they are offered to the members. In accordance with Section 17(9) of the Companies Act 1980 sub-sections (1), (6) and (7) of the said Section 17 shall be excluded from applying to the Company.

- (B) Subject to paragraph (A) of this Article the Directors are authorised in accordance with section 14 of the Companies Act 1980 to exercise any power of the Company (and in particular the power contained in Article 3 of these regulations) to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital created on the incorporation of the Company and may do so at any time before the date of the fifth anniversary of such incorporation and this authority shall expire on that date except that the Directors may allot shares thereafter in pursuance of any agreement or offer to allot made before that date. This authority may be revoked, varied or renewed (but not for more than five years at a time) by an Ordinary Resolution.

5. Subject to the provisions of Part III of the Companies Act 1981 any shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

TRANSFER OF SHARES

6. Any share may be transferred by a member to his or her spouse or lineal descendant and any shares of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register the transfer of any share whether or not it is a fully paid share.

7. The proviso to Regulation 32 of Table A shall not apply to the Company.

VOTES OF MEMBERS

8. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

DIRECTORS

9. Regulations 80-87 of Table A apply except that Article 10 shall be substituted for sub-clauses (2) and (4) of Regulation 84 which shall be deleted.

10. A Director who has disclosed his interest in accordance with Regulation 84(1) of Table A and Section 199 of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum present at any meeting at which such contract or proposed contract or arrangement is being considered.

11. Any Director may hold any other office or place or profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

12. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director to act as Auditor for the Company.

13. The Company shall not be subject to Section 185 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

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

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of Section 182 of the Act.
- (3) If he becomes bankrupt or insolvent, or enters into an arrangement with his creditors.
- (4) If he becomes of unsound mind.
- (5) If he is prohibited from being a Director by any order made under Section 188 of the Act.
- (6) If he is removed from office by a resolution duly passed under Section 184 of the Act.

BORROWING POWERS

15. The proviso to Regulation 74 of Table A shall not apply to the Company.

MANAGING DIRECTORS AND MANAGERS

16. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed, whilst holding such office, shall not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors, but his appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically terminated if he cease from any cause to be a Director.

SECRETARY

17. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.

NOTICES

18. Notice of every General Meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company any address within the United Kingdom for the giving of notices to them.

DIRECTORS

19. The number of Directors shall not be more than ten but the Company in General Meeting may reduce or increase this limit.

Company Number: 415527

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

UNION & WESTERN HOTELS LIMITED

(Passed the 1st day of December 1992)

I, the undersigned, FRANCIS KEITH KENNEDY, being the Member for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following Resolutions as Special Resolutions and agree that the said Resolutions shall, pursuant to The Companies (Tables A to F) (Amendment) Regulations 1985 (Regulation 53 of Table A) for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

IT WAS RESOLVED:-

1.

THAT the existing Articles of Association shall be altered by the deletion of Article 99 and by the insertion in its place of the following:-

"99. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two except that in the event of there being only one Director of the Company the quorum necessary for the transaction of the business shall be one."

COMPANIES
- 3 DEC 1992
M

2. THAT Article 100 of the Articles of Association of the Company be deleted in its entirety with the consequential re-numbering of the Articles of Association of the Company thereafter.

DATED: 1st December 1992.

SIGNED.....

F. K. Kennedy
F. K. KENNEDY

[PCUNIRES.WP]