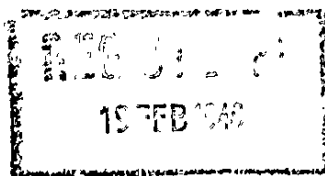


r of 1
ny

Form 1

THE COMPANIES ACT 1948.



DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Incorporation
Name of
Company

ASSOCIATED DAIRIES & FARM STORES (LEEDS)
LIMITED.

signed by

1948 & 60

11, Old Leazes,

London, E.C.2.

I, WILLIAM FRANCIS WILLETT RAM of 11, Old FY

in the City of London

(a) ~~Have~~ insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") "engaged
"in the formation"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary."

Do solemnly and sincerely declare that I am ^{Willet} (a) A Solicitor engaged

in the formation of

of ASSOCIATED DAIRIES & FARM STORES (LEEDS)

Limited, and that all the requirements of the Companies Act, 1948,
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."

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

Declared at 7 Bucklersbury

in the City of London

the 10th day of Feb. 1949.

Before me,

James Simons

William Francis Willett

Declared at 7 Bucklersbury
in the City of London
the 17th day of Feb 1949
Before me James Simons: a Commissioner R.

Number of }
Company }

464777/2

Form No. 25.

THE STAMP ACT 1891.

(54 & 55 Vict., Ch. 39.)



COMPANY LIMITED BY SHARES.

REGISTERED

19 FEB 1949

Statement of the Nominal Capital

OF

ASSOCIATED DAIRIES & FARM STORES (LEEDS) LIMITED.
LIMITED.

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

NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

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

Presented by

CLIFFORD-TURNER & CO.,

11, Old Jewry,

London. E.C.2.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

12 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;

5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;

5 St. James's Square, Manchester, 2, and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

THE NOMINAL CAPITAL

OF

ASSOCIATED DAIRIES & FARM STORES (LEEDS), Limited

is £100, divided into 50

Shares of £1 and 200 Shares of ^{5/-} each.

*Signature



Description Solicitors to the Company.

Dated the

15th

day of

February,

1949.

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



21388 F 1 680
464777/3
THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES

REGISTERED

19 FEB 1949



Memorandum of Association

— OF —

ASSOCIATED DAIRIES & FARM STORES LIMITED

(Leeds)

1. The name of the Company is "ASSOCIATED DAIRIES & FARM STORES (LEEDS) LIMITED." Name.

2. The registered office of the Company will be situate in England. Registered Office.

3. The objects for which the Company is established are:— Objects of the Company.

(A) To purchase acquire or hold the whole or any part of the Shares in the Capital of Hindell's Dairy Farmers Limited.

(B) To acquire such of the shares in the capital of Farm Stores Limited as are not already held by Hindell's Dairy Farmers Limited or their nominees and for that purpose to enter into and carry into effect, with such (if any) modifications or alterations as may be agreed upon, an agreement already prepared and expressed to be made between the several persons whose names and addresses are set out in the first column of the Schedule thereto of the one part and this Company of the other part, a draft of which has been subscribed with a view to identification by William Dixon, O.B.E., a Solicitor of the Supreme Court.

(C) To acquire such of the shares in the capital of Bramhams (Foods) Limited as are not already held by Hindell's Dairy Farmers Limited and Farm Stores Limited or their respective nominees and for that purpose to enter into and carry into effect with such (if any) modifications or alterations as may be agreed upon an agreement already prepared and expressed to be made between the several persons whose names and addresses are set out in the first column of the Schedule thereto of the one part and this Company of the other part, a draft of which has been subscribed with a view to identification by the said William Dixon, O.B.E.

(D) To carry on business as wholesale and retail dairymen, manufacturers, factors, merchants, exporters and importers, and dealers

of and in milk, cream, butter, margarine, cheese, eggs, poultry, game, bacon, ham, pork, fruit, vegetables and all other dairy, agricultural and farm produce, and any products thereof; breeders, importers and exporters and dealers, wholesale and retail, in all kinds of cattle, sheep, pigs, poultry, game and other live stock; farmers, butchers, meat salesmen, bacon, ham and pork factors, curers, merchants and dealers, millers and market gardeners; shop, café, restaurant and hotel keepers and proprietors, whether licensed for the sale of spirits and other intoxicating liquors or not, wholesale and retail tobacconists, bakers, confectioners, grocers and manufacturers of and wholesale and retail dealers in bread, flour, confectionery, biscuits and farinaceous compounds of every description, jams, marmalades, preserves and honey, pickles, sauces and condiments of all kinds, condensed, powdered, evaporated and other kinds of milk and milk substitutes, ice cream, ice, cider and aerated and mineral waters; and manufacturers, purveyors and dealers of and in all kinds of food and drink.

- (E) To carry on business as general wholesale or retail stores and multiple shop-keepers, general carriers, garage proprietors and haulage contractors, drysalers, launderers, manufacturers and makers up of all articles of clothing and all types of textile fabrics, manufacturers of and dealers in refrigerators, tanks, milk cans, milk bottles and containers, and other dairy equipment, and agricultural and dairy plant and machinery, implements and requisites of all kinds and vehicles of every description used for or in connection with the businesses of the Company or any of them; and to purchase, take on lease or tenancy, hire or otherwise acquire for any estate or interest farms and farming or other lands, whether arable or pasture, and any shops, warehouses and other business premises for the sale, provision or distribution of any articles, things and produce manufactured, grown, produced or dealt in by the Company; to enter into contracts for the supply in bulk and otherwise to or by the Company of milk, cream, butter, margarine, cheese, eggs, poultry, game, cattle, sheep, pigs and other live stock, bacon, ham and pork, fruit and vegetables, and all other dairy agricultural and farm produce; and to make arrangements with farmers and others for dealing with them on a co-operative basis; to slaughter animals of all kinds, and dress, cure, smoke and otherwise prepare for market the carcasses of animals of all kinds; to carry on the business of preserved meat manufacturers and curers, refiners and dealers of and in hides, skins, fur, wool, fats, tallow, grease, oils, glue, soaps, offal, and other animal products and quarry owners, lime and limestone grinders and burners, and to carry on mining operations for and deal in gravel and other mineral products or any other trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as auxiliary to the general business of the Company.

- (f) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, depots, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (g) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purposes of any of the businesses specified herein or likely to be required by customers or other persons having, or about to have, dealings with the Company.
- (h) To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- (i) To acquire, undertake and carry on the whole or any part of the business, property and liabilities of any company carrying on any business which the Company is authorised to carry on or possess, or which may seem to the Company capable of being conveniently carried on or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, or any property suitable for the purposes of the Company. Purchase other Business.
- (j) To enter into any arrangements with any Government or authorities, supreme, municipal, local or otherwise that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority, any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions. To enter into arrangements with Governments, etc.
- (k) To apply for, or join in applying for, 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, registered 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 and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire. To hold patents, licences and concessions.
- (l) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise with any company, or with any employees Partnerships.

of the Company, including in such case if thought fit the conferring of a participation in the management or its directorate, or with any company carrying on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to give to any company special rights or privileges in connection with or control over this Company, and in particular the right to nominate one or more Directors of this Company. And to lend money to, guarantee the contracts of, or otherwise assist any such company, and to take or otherwise acquire shares or securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.

To guarantee.

- (M) To guarantee payment or performance of any debts, contracts or obligations, or become security for any company for any purpose whatsoever and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others.

Promote Companies.

- (N) To promote any company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

To pay expenses of formation, etc.

- (O) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company, and the issue of its capital, or for contributing to or assisting any company either issuing or purchasing with a view to issue all or any part of the Company's capital in connection with the advertising or offering the same for sale or subscription, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or debenture stock.

To acquire property.

- (P) Generally to purchase, take on lease or exchange, hire, or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

- (Q) To receive money on deposit upon such terms as the Company may approve.

Invest the Money of the Company.

- (R) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.

Lend Money, etc.

- (S) To lend money to any company on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, but not to carry on the business of a registered money lender.

Borrow.

- (T) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the

issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem or pay off any such securities.

- (u) To remunerate any company for services rendered or to be rendered, in placing, or assisting to place, or guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company, or of any company in which this Company may be interested or propose to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares or securities of the Company credited as paid up in full or in part, or otherwise. Remunerate.
- (v) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other obligations of any other company having objects altogether or in part similar to those of this Company. To subscribe shares, etc., in other companies.
- (w) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable and transferable instruments. Accept Bills.
- (x) To sell, lease, exchange, let on hire, or dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such consideration as the Company may think fit, and, in particular, for shares whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether, or in part, similar to those of the Company, and to hold and retain any shares, debentures or securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of or turn to account or otherwise deal with all or any part of the property or rights of the Company. Sale of Undertaking.
- (y) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations. Advertise Products of Company.
- (z) To support or subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its Directors, officers or employees, ~~or the Directors, officers and employees~~, or the Directors, officers and employees of its predecessors in business, or of any subsidiary, allied or associated company, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities or charitable aid to any person who may have served the Company or its predecessors in business, or to the wives, children or other relatives or dependants of such To support Charities and grant Pensions, etc.

persons; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any Directors or officers of or persons employed by the Company, or of or by its predecessors in business, or of any subsidiary allied or associated company, and to subsidise or assist any association of employers or employees, or any trade association.

Obtain Acts.

(AA) To obtain any Provisional Order or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purposes which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

To take up Agencies.

(BB) To establish, grant and take up agencies in any part of the world, and to do all such other things as the Company may deem conducive to the carrying on of the Company's business, either as principals, or agents, and to remunerate any persons in connection with the establishment or granting of such agencies upon such terms and conditions as the Company may think fit.

To act in all parts of the World and to procure Foreign Registration.

(CC) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others and to procure the Company to be registered or recognised in any foreign country or place.

Distribute in Specie.

(DD) To distribute any of the property of the Company in specie among the shareholders.

Amalgamate.

(EE) To amalgamate with any other company having objects altogether or in part similar to those of this Company.

General Clause and Definitions.

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

And it is hereby declared that the word "company" in this clause shall be deemed to include any person or partnership or other body of persons whether domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and vice versa, and so that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be regarded as independent objects, and in nowise limited or restricted by reference to or ~~interference~~ *inference* from the terms of any other paragraph or the name of the Company.

Limited Liability.

4. The liability of the Members is limited.

Capital.

5. The share capital of the Company is £100, divided into 50 Shares of £1 each and 200 Shares of 5s. each.

The Shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively, any prefer-

ential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

We, the several persons whose names and addresses 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.
<i>William Charles Willes</i> <i>11 Old Jewry</i> <i>London E.C.2.</i> <i>Solicitors Clerk.</i>	<i>One</i> <i>Ordinary</i> <i>of 5/-</i>
<i>Reginald A. Satefield.</i> <i>11 Old Jewry.</i> <i>London E.C.2.</i> <i>Solicitors Clerk.</i>	<i>One Ordinary</i> <i>of 5/-</i>

Dated the 10th day of February, 1948.

Witness to all the above Signatures—

John Bowman
Clerk Messrs Clifford-Turner & Co
11 Old Jewry
London E.C.2.
Solicitors

464777/4



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.



Articles of Association

— OF —

ASSOCIATED DAIRIES & FARM STORES^(Leeds) LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part II"), except Clauses 1 and 6 thereof, shall apply to the Company.

2. Regulations 3, 24, 53, 71, 79, 88, 96, 97 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, subject to the modifications hereinafter expressed, together with regulations 2 to 5 inclusive of Table A, Part II, shall constitute the regulations of the Company.

3. The Company shall enter into and carry into effect agreements under the seal in the terms of the agreements referred to in sub-clauses (B) and (C) of Clause 3 of the Memorandum of Association, subject to such, if any, modifications or alterations as the Directors may think fit, whether made before or after the execution thereof, and every member of the Company shall be deemed to assent to and approve of the said agreements and any modifications made therein as aforesaid.

SHARES.

4. The capital of the Company is £100 divided into 50 Cumulative Preference Shares of £1 each and 200 Ordinary Shares of 5s. each

- (i) The said Cumulative Preference Shares shall confer on the holders thereof the right to receive in priority to all other shares in the capital of the Company out of the profits of the Company which it shall be determined to distribute a cumulative preferential dividend at the rate of 5 per cent. per annum on the capital for the time being paid up thereon and the right in the event of a winding-up in priority to all other shares in the capital of the Company

B. new.

to a return of capital together with a premium of $1\frac{1}{2}$ 6d. per share and together also with the payment of all arrears and accruals of the said cumulative preferential dividend calculated down to the date of repayment of capital (whether earned or declared or not) but shall not confer any further right to participate in profits or assets.

(ii) No Debentures or Debenture Stock (except Charges to the Company's Bankers to secure temporary loans in the ordinary course of business) and no further share capital ranking in priority to or *pari passu* with the Cumulative Preference Shares shall be created without the consent of an Extraordinary Resolution of the holders of such shares passed at a Separate General Meeting of such holders in manner hereafter provided.

(iii) The Cumulative Preference Shares shall not confer the right to receive notice of or to be present or to vote either in person or by proxy at any General Meeting unless at the date of the notice convening the meeting the preferential dividend shall have remained unpaid for six months after any half-yearly day fixed for payment thereof or unless a Resolution is to be proposed for winding up the Company or directly and adversely varying or abrogating any of the rights or privileges of the holders of such shares as a class. For the purpose of this Article the dividend on the Cumulative Preference Shares shall be deemed to be payable half-yearly on the *30th April* and *31st October* in every year.

new.
B.

5. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, subject nevertheless to regulation 2 of Table A, Part II, and to the provisions of the agreement referred to in Article 3 as to the shares to be allotted in pursuance thereof, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

DIRECTORS.

6. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than 5 nor more than 15. The following shall be the first Directors of the Company, that is to say—James Michael Rayner, Arthur Stockdale, Sir George Bernard Lomas-Walker, K.B.E., George Frederick Zeigler, Charles Robert Ellis, James Sidney Bousfield and John Dewar Mason.

BORROWING POWERS

7. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture

stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DISQUALIFICATION OF DIRECTORS.

8. 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 enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
- (5) If he becomes of unsound mind.
- (6) If he is removed from office under section 184 of the Act.

9. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

ROTATION OF DIRECTORS.

10. Without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

INDEMNITY.

11. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him 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 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

William Charles Willis
 11 Old Jewry
 London E.C. 2.
 Solicitor's Clerk.

Reginald A. Sutcliffe
 11 Old Jewry
 London E.C. 2.
 Solicitor's Clerk.

Dated this 10th day of February 1949.

Witness to the above signatures:—

John Browman
 Clerk to Messrs Clifford-Turner & Co
 11 Old Jewry
 London E.C. 2.

DUPLICATE FOR THE FILE

No. 464777



Certificate of Incorporation

I Hereby Certify, That

ASSOCIATED DAIRIES & FARM STORES (LEEDS)
LIMITED

is this day Incorporated under the Companies Act, 1948
and that the Company is Limited.

Given under my hand at London this Nineteenth day of
February One Thousand Nine Hundred and Forty-nine.

For Registrar of Companies.

Certificate
received by

James A. Justice
for Alfred Turner & Co.

Date

February 22nd 1949