

Number of  
Company

472399 |

Form No. 41.

1948  
THE COMPANIES ACT, 1929.



A 6s.  
Companies'  
Registration  
Fee Stamp  
must be  
impressed  
here.

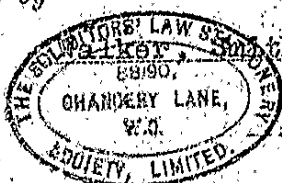
DECLARATION of Compliance with the requirements of the  
Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the  
Name of the  
Company.

WELL HOUSE ESTATES  
LIMITED.

by



W. Smith & Wray,

26, Nicholas Street,

Chester.



I, JOHN COLIN BLAKE of 26, Nicholas Street in

the City of Chester

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

Do solemnly and sincerely declare that I am (" ) a Solicitor

of the Supreme Court engaged in the formation of

WELL HOUSE ESTATES

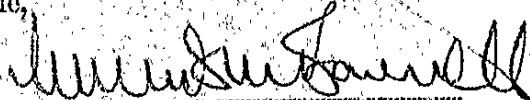
Limited, and that all the requirements of the Companies Act, <sup>1948</sup> 1929,  
in respect of matters precedent to the registration of the said  
Company and incidental thereto have been complied with, and I make  
this solemn Declaration conscientiously believing the same to be true  
and by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at 31, Nicholas Street

in the City of Chester

the 29th day of July 1949

Before me,



A Commissioner for Oaths [or a Notary Public or  
Justice of the Peace]

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

Number of  
Company

472399/2

Form No. 25.

# THE STAMP ACT 1891.

(54 & 55 Vict. c. 39, s. 24)

REGISTERED

31 AUG 1949

COMPANY LIMITED BY SHARES.



## Statement of the Nominal Capital OF

WELL HOUSE ESTATES

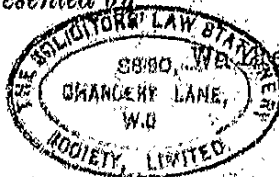
LIMITED.

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

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

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

Presented by



Ernest, Smith & Way,

26, Nicholas Street,  
Chester.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

22 Chancery Lane, W.C.2; 3 Duckersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 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.

098271

# THE NOMINAL CAPITAL

OF

WELL HOUSE ESTATES, Limited,

is £100, divided into 100

Shares of £1 each.

\*Signature *J. H. Smith*

Description Secretary.

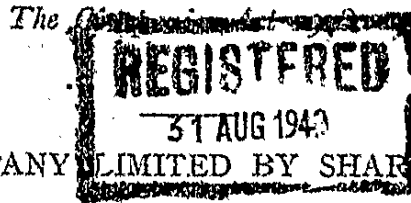
Dated the 28th day of July 1949.

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

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



472399 13



COMPANY LIMITED BY SHARES.

Memorandum of Association  
OF  
**WELL HOUSE ESTATES**  
LIMITED.

1. The name of the Company is "WELL HOUSE ESTATES LIMITED."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are—
  - (A) (i) To purchase, take on lease or otherwise acquire any property of any tenure or any interest therein, and to create freehold, chief or leasehold ground rents, and to carry on business as owners of land, farms and property and flats, and to manage and let the same both furnished and unfurnished.
  - (ii) To develop and turn to account any land acquired by the Company or in which it is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up, and improving buildings, and by planting, paving, draining, farming, cultivating and letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders and others.
  - (B) To carry on the business of builders and contractors in all branches, and manufacturers of and dealers in all building materials and requisites.
  - (C) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.



- (D) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (E) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, 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.
- (F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (G) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (H) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (I) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (J) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (K) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to

establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

- (L) To draw, make, accept, endorse, negotiate, discount, and execute promissory notes, bills of exchange and other negotiable instruments.
- (M) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (N) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (O) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (P) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

- (Q) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (R) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements, and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (T) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by ~~the~~ sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership or in any other manner.
- (U) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (W) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, 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.

MRS RUTH ROBERTS Mrs Ruth Roberts.  
MARLBOROUGH LODGE Marlston Lodge  
LACE LAKE Lache Lane  
CHESTER Chesham  
MARRIED WOMAN Married woman.

one

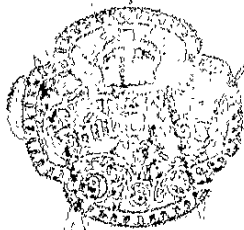
JOHN KENNETH DICKIN ROBERTS  
26 NICHOLAS STREET 26 Nicholas Street  
CHESTER Chester  
Solicitor Solicitor

one

DATED this 27<sup>th</sup> day of July, 1949.

WITNESS to the above Signatures—

LYLLIS C. JONES  
9. Springfield Drive,  
Newton.  
Clerk  
Solicitors' Clerk



472399 / 4

*The Companies Act 1948.*

COMPANY

REGISTERED

SHARES.

31 AUG 1949

Articles of Association

OF

# WELL HOUSE ESTATES LIMITED.

## PRELIMINARY.

1. The Company is a Private Company and 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") shall apply to the Company.

2. Regulations 3, 5, 24, 53, 71, 75, 77, 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, and regulations 2 to 6 inclusive of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

## SHARES.

3. 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, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act. No share or debenture shall be knowingly issued or transferred to or held by any person or corporate body, nor shall any person or corporate body knowingly have or acquire any interest in any share or debenture, in any circumstances in which the Company would by reason thereof lose its status as an exempt Private Company.

4. Subject to the provisions of section 58 of the Act, any preference shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

## LIEN.

5. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

## TRANSFER OF SHARES.

6. (A) Subject as in these Articles provided, any share may be transferred to any member of the Company, and any share may be transferred by a member to his or her father or mother, or to any lineal descendant of his or her father or mother, or to his or her wife or husband, and any share of a deceased member may be transferred to the widow or widower or any other such relative as aforesaid of such deceased member or may be transferred to or placed in the names of his or her executors or trustees; and in any such circumstances (but subject as aforesaid) regulation 3 of Table A, Part II, shall not apply save to ensure that the number of members shall not exceed the prescribed limit or to prevent a transfer of shares on which the Company has a lien.

(B) A share shall not be transferred otherwise than as provided in paragraph (A) of this Article unless it first be offered to the members at a fair value to be fixed by the Company's Auditors. Any member desiring to sell a share (hereinafter referred to as a "retiring member") shall give notice thereof in writing to the Company (hereinafter referred to as a "sale notice") constituting the Company his agent for the purpose of such sale. No sale notice shall be withdrawn without the Directors' sanction. The Directors shall offer any share comprised in a sale notice to the existing members, and if within twenty-eight days after the sale notice has been given a purchasing member is found, such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the retiring member, who shall be bound on payment of the fair value to transfer the share to the purchasing member. If the retiring member fails to complete the transfer, the Directors may authorise some person to transfer the share to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share, issuing him a certificate therefor. The retiring member shall deliver up his certificate and shall thereupon be paid the purchase money. If within twenty-eight days after the sale notice has been given the Directors shall not find a purchasing member for the share and shall give notice accordingly, or if within such period through no default of the retiring member the purchase is not completed, the retiring member may at any time within six months thereafter, but subject to regulation 3 of Table A, Part II, sell such share to any person and at any price.

(C) No share shall be transferred to any infant, bankrupt or person of unsound mind.

## TRANSMISSION OF SHARES.

7. The proviso to regulation 32 of Table A, Part I, shall be omitted.

## NOTICE OF GENERAL MEETINGS.

8. The words and figures "regulation 134 of these regulations" shall be substituted for the words "the regulations of the Company" in regulation 50 of Table A, Part I.

### PROCEEDINGS AT GENERAL MEETINGS.

9. The words "the appointment of, and" shall be omitted in regulation 52 of Table A, Part I.

10. The words "twenty-four" shall be substituted for the word "thirty" in regulation 57 of Table A, Part I.

11. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

### DIRECTORS.

12. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than three. The following shall be the first Directors of the Company, that is to say—Edward Griffith Roberts of Well House, Broughton, near Chester, and Iris Ruth Roberts of Marlston Lodge, Lache Lane, Chester.

13. The qualification of a Director shall be the holding of one hundred shares of the Company. A Director may act before acquiring his qualification.

14. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

15. A general notice given in accordance with Section 199 (3) of the Companies Act 1948, shall be a sufficient disclosure of the interest of a Director in all transactions with a particular firm or company, and after such general notice it shall not be necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

### BORROWING POWERS.

16. 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.

17. 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.

18. 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 or any other age.

#### ROTATION OF DIRECTORS.

19. The words "if willing to continue in office" shall be substituted for the words "if offering himself for re-election" in regulation 92 of Table A, Part I.

20. 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.

#### CAPITALISATION OF PROFITS.

21. All the words in regulation 129 of Table A, Part I, after the words "providing for the allotment to them respectively, credited as fully paid up" shall be deleted, and the following words shall be substituted therefor: "of any further shares to which they may be entitled upon such capitalisation and any agreement made under such authority shall be effective and binding on all such members."

#### NOTICES.

22. In regulation 131 of Table A, Part I, the words "in the case of a notice of a meeting" and all the words after the words "the letter containing the same is posted" shall be omitted therefrom.

#### WINDING UP.

23. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the words "members" shall be substituted for the word "contributories."

#### INDEMNITY.

24. 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.

---

Iris Ruth Roberts  
Marlston Lodge,  
Larch Lane  
Chester

IRIS RUTH ROBERTS,  
MARLSTON LODGE,  
LARCH LANE  
CHESTER

Married woman.

MARRIED WOMAN

John <sup>Dickinson</sup> ~~Robert~~ Roberts  
26 Wickham Street  
Chester  
Solicitor.

JOHN DICKINSON ROBERTS,  
26, WICKHAM STREET  
CHESTER,  
SOLICITOR

DATED this 27<sup>th</sup> day of July, 1949.

Witness to the above Signatures—

Phyllis C. Jones, PHYLIS C. JONES,  
9, Springfield Drive, NEWTON,  
Newton, CHESTER  
Chester, Solicitors' Clerk.  
Solicitors' Clerk.

DUPLICATE FOR THE FILE.

No 472399



## Certificate of Incorporation

I Hereby Certify, That

WELL HOUSE ESTATES LIMITED

is this day Incorporated under the Companies Act, 1948

and that the Company is Limited.

Given under my hand at London this Thirty-first day of  
August One Thousand Nine Hundred and Forty-nine.

*[Signature]*  
Registrar of Companies.

Certificate  
received by )

21/8/49 Date



Company No. 472399

124

THE COMPANIES ACT 1948

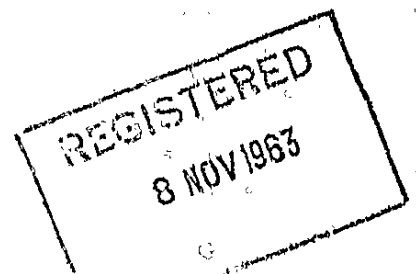
COMPANY LIMITED BY SHARES

Resolution

— of —

WELL HOUSE ESTATES LIMITED

Passed 30th October, 1963



At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 26 Nicholas Street in the City of Chester on the thirtieth day of October, 1963, the subjoined Resolution was duly passed as an Ordinary Resolution, viz.:-

1. "That the capital of the Company be increased to £1,000 by the creation of 900 new Ordinary Shares of £1 each."

*John R. Roberts*

Director.

Date 6th November 1963.





25  
THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)



COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

WELL HOUSE ESTATES

LIMITED

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

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

REGISTERED  
8 NOV 1963

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

presented by

Messrs. Walker, Smith & Way,

26, Nicholas Street,

Chester.

The Solicitors' Law Stationery Society, Limited.

2 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; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



# THE NOMINAL CAPITAL

OF

WELL HOUSE ESTATES

Limited

has by a Resolution of the Company dated

30<sup>th</sup> October

196<sup>3</sup>

been increased by

the addition thereto of the sum of £ 900,

divided into :—

Nine hundred ordinary Shares of £1 each

Shares of            each

beyond the registered Capital of One hundred shares

of £1 each

Signature

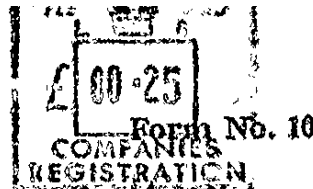
J. L. Smith

(State whether Director or Secretary) Secretary.

Dated the Sixth day of November 196<sup>3</sup>

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

Number of  
company } 472399



CR 5/

## THE COMPANIES ACT, 1948

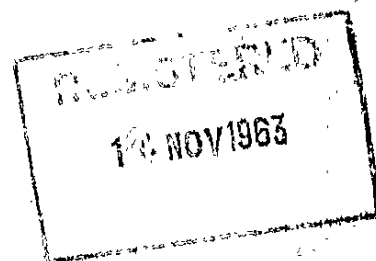
### Notice of Increase in Nominal Capital,

Pursuant to section 63

Insert the  
Name  
of the  
Company

WELL HOUSE ESTATES

LIMITED



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

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

Sent by

Messrs. Walker, Smith & Way,

26, Nicholas Street,

Chester.



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

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS



TO THE REGISTRAR OF COMPANIES.

WELL HOUSE ESTATES Limited, hereby gives you notice, pursuant to  
Section 63 of the Companies Act, 1948, that by an \* ORDINARY  
Resolution of the Company dated the 30 day of Oct/Nov 1963  
the Nominal Capital of the Company has been increased by the addition thereto of  
the sum of £ 900 beyond the Registered Capital  
of £ 100

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

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
900	ORDINARY	£1

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)  
subject to which the new shares have been, or are to be, issued are as follows:—

None. Accordingly the new shares will rank pari passu  
with the existing ordinary shares of the Company and  
under Regulation 62 of Table A each member shall have  
one vote for each share of which he is the holder.

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

Signature                     J. L. — M. M. —                    

State whether Director }  
or Secretary } Secretary.

Dated the 31st day of November 1963

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

Number of 472399.  
Company ]

35

The Companies Act 1918

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2))

OF

blanks in  
ing may be  
in writing.

WELL HOUSE ESTATES LIMITED

Passed 20TH FEBRUARY 1971.

At an EXTRAORDINARY GENERAL MEETING of the above-named  
Company, duly convened, and held at

Marlston Lodge, Lache Lane, Chester

on the 20th day of February, 1971, the subjoined  
Special Resolution duly passed, viz.:—

RESOLUTION

Special Resolu-  
must be  
this space,  
affixed to or  
n it, except  
ase of an  
private  
when it  
typed. See  
and Note

That Article 13 of the Company's Articles of Association  
be deleted and to substitute therefor the following:—

13. The shareholding qualification for Director  
may be fixed by the Company in General Meeting  
and unless and until so fixed no qualification  
shall be required.

Signature

*J. Hume M. B. B.*

To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).  
See section 143 (1) and (4) printed overleaf.

B



No: 472399

THE COMPANIES ACT 1985

(AS AMENDED)

Company Limited by Shares

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RESOLUTIONS

OF

WELL HOUSE ESTATES LIMITED

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At the Annual General Meeting of the Company duly convened and held on 5th February, 1993, the following resolutions were passed as elective resolutions:-

RESOLUTIONS

1. That, pursuant to section 252 Companies Act 1985 (as amended by the Companies Act 1989), the Directors in respect of this and subsequent financial years shall not, and they shall not be required to, lay before the Company in general meeting copies of the Company's annual accounts, the Directors' Report and the Auditors' Report on those accounts.
2. That, pursuant to section 366A Companies Act 1985 (as amended by the Companies Act 1989), the Company shall not in subsequent years hold annual general meetings.
3. That, pursuant to section 386 Companies Act 1985 (as amended by the Companies Act 1989), the Company shall not appoint auditors annually.

  
.....  
Chairman of the Meeting

472399

HERITAGE COURT  
LOWER BRIDGE STREET  
CHESTER CH1 1WQ  
FA: 0244 312626  
TELEPHONE 0244 328301

RECEIVED  
U. S. DEPARTMENT OF JUSTICE  
FEDERAL BUREAU OF INVESTIGATION  
WASHINGTON, D. C. 20535  
MAY 19 1964  
BY AIR MAIL

DATE \_\_\_\_\_

21st September 1994

Wellhouse Estates Limited

In accordance with the Companies Act 1985 we advise that there are no circumstances connected with our ceasing to hold office which we consider should be brought to the attention of the members.

Morris L.

A34 \*AJZPU5L1\* 6  
COMPANIES HOUSE 18/10/94

### IN A FEW DAYS YOU WILL

LEADERSHIP OF THE COMMUNITY DEVELOPMENT BANKS. THE BANKS ARE TO BE OWNED BY THE COMMUNITY AND THE BANKS ARE TO BE OWNED BY THE COMMUNITY AND THE BANKS ARE TO BE OWNED BY THE COMMUNITY.