



NOTICE OF ILLEGIBLE PAGES

Companies House regrets that documents in this company's record have pages which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause

513077

[Form No. 41

THE COMPANIES ACT, 1948

Declaration of Compliance



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

WITH THE

REQUIREMENTS OF THE COMPANIES ACT, 1948,

pursuant to Section 15, Sub-Section (2), of The Companies Act, 1948,
on behalf of a Company proposed to be registered as

LIMITED

H.C. 0332

forms: "CERTIFICATE, ESTRAND, LONDON."

Telephone No.: HOLBORN 0434 (6 lines).

JORDAN & SONS, LIMITED

Company Registration Agents, Printers, and Publishers
Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2

ated by

I, _____
of _____
do hereby solemnly and sincerely declare that I am a Solicitor of the
Supreme Court of the State of _____

Here insert-
"a Solicitor
of the Su-
preme Court
(or in Scotland
"a Solicitor")
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 of the State of _____
in the formation of _____

_____ 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.

Declared at _____ County of _____

the 28th day of October

One thousand nine hundred and fifty two

before me,

A. E. Thomas
A Commissioner for Oaths. †

† or Notary Public or Justice of the Peace.

John Henry

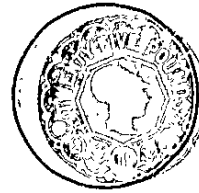
NO. 1—This margin is reserved for binding, and must not be written across.

Number of **513077**
Certificate

Form No. 25

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

COMPANY LIMITED BY SHARES



Duty at the
rate of 10s
for every
£100 must be
impressed
here.

Statement of the Nominal Capital OF

LIMITED

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

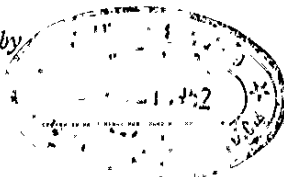
The Statement is to be lodged with the Memorandum of Association and
other Documents when the Registration of the Company is applied for

Telegrams: "CERTIFICATE, ESTRAND, LONDON."

Telephone No. 1: HOLBORN 0414.

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

CLIPSON STEEL SHOCK HOLDERS

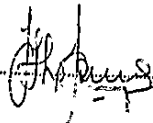
LIMITED

is five thousand Pound

divided into five thousand Share

of one pound each.

Signature



Description Director

Dated the 28th day

of October 1952

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

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

**TIPTON STEEL STOCK HOLDERS
LIMITED**

INCORPORATED DAY OF , 1952

Witness:
JOHN HENRY,
DUDLEY.

JORDAN & SONS, LIMITED,
COMPANY REGISTRATION AGENTS, SEAL ENGRAVERS, AND PRINTERS AND PUBLISHERS,
116 CHANCERY LANE, LONDON, W.C.2, AND 13 BROAD STREET PLACE, LONDON, E.C.2.

513077



The Companies Act, 1948.



COMPANY LIMITED BY SHARES

REGISTERED

6 NOV 1952

Memorandum of Association

OF

TIPTON STEEL STOCK HOLDERS LIMITED

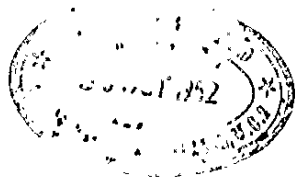
1. The Name of the Company is "TIPTON STEEL STOCK HOLDERS LIMITED."

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 an Iron and Steel Stockholder now carried on by JOSEPH THOMAS LEONARD JONES at Western Frier Goods Station, Tipton, in the County of Stafford, under the style of "JONES & OAKDEN," together with all or any of the real and personal property and assets of the proprietor 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 JOSEPH THOMAS LEONARD JONES 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 Iron and Steel Stockholders and Merchants, Shearers, Iron, Steel, and General Metal Merchants, Metal Founders, Casters, Converters, Smelters, Forgers, Rollers, and Moulders, Sheet Metal Stampers, Piercers, and Workers, Tinplate Workers.



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Metallurgists, Millwrights, Smiths, Fitters, Machinists, Wire-Drawers, Tube Makers, Galvanisers, Platers, Annealers, Enamellers, Vulcanisers, Polishers, Finishers, Chasers, Fabricating, Welding, Mechanical and General Engineers and Engineering Contractors, Tool Makers, Manufacturers' Agents, and General Merchants, Factors, Agents and Traders.

- (c) To buy, sell, manufacture, repair, convert, alter, and deal in all plant, machinery, tools, articles, and things of all kinds required for or capable of being used in connection with the above-mentioned businesses or any of them or likely to be required by customers of or persons having dealings with the Company.
- (d) 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.
- (e) 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.
- (f) 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.
- (g) 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.

- (H) 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.
- (I) 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.
- (J) 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.
- (K) 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.
- (L) 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.
- (M) 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.
- (N) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (o) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (p) 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.
- (q) 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.
- (r) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (s) 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.
- (t) 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 employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.

- (u) 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.
- (v) 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.
- (w) 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.
- (x) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place
- (y) 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 Five Thousand Pounds, divided into 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.
Joseph Thomas Leonard Jones 4. Bush Road Livedale, N.T. Quakers.	one.
John & Steve MacKintosh	
Gladys Irene Jones. Wife of the above. same address	one.

Dated the 28th day of October, 1952.

Witness to the above Signatures:—

John Henry
Richard
Duffy

513077/4



The Companies Act, 1948.

COMPANY LIMITED BY SHARES



Articles of Association

OF

TIPTON STEEL STOCK HOLDERS LIMITED

PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (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, Clauses 24, 53, 75 and 77 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.
2. The Company is a Private Company and Clauses 2, 3, 4, 5 and 6 (but not Clause 1) in Part II of Table A shall also apply to the Company.
3. 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 Vendor 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.

SHARE CAPITAL AND SHARES.

4. The original Share Capital of the Company is Five Thousand Pounds divided into Five Thousand Shares of One Pound each.

5. Subject to the provisions of the Agreement referred to in Article 3 hereof, 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.

6. The lien conferred by Clause 11 in Part I 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.

GENERAL MEETINGS.

7. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

8. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum."

VOTES OF MEMBERS.

9. If at any General Meeting a poll is duly demanded on a resolution to remove a Permanent Director from office, such Permanent Director shall on the poll being taken be entitled to ten votes for each Share of which he is the holder; and Clause 62 in Part I of Table A shall be modified accordingly. Any motion for the removal of two or more Permanent Directors from office shall be submitted to the Meeting as a separate resolution in respect of each of such Directors.

DIRECTORS.

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

11. The following persons shall be the first Directors of the Company: JOSEPH THOMAS LEONARD JONES and GLADYS IRENE JONES. They shall be Permanent Directors of the Company, and subject to the provisions of Clause 88 in Part I of Table A each of them shall be entitled to hold such office so long as he or she shall live unless he or she shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

12. The qualification of every Director shall be the holding of Shares of the Company to the nominal value of not less than Five Pounds. A Director may act before acquiring his qualification, but he shall acquire his qualification within two calendar months of being appointed a Director.

13. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

WINDING UP.

14. 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 first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Joseph Thomas Leonard Jones
4. Birch Road.

Lindale. N. Dudley.

Samuel Stockholder.

Gladys Irene Jones.

wife of the above.

same address.

Dated the 28th day of October, 1958.

Witness to the above Signatures—

John Henry
Ricketts
Dudley

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

TIPTON STEEL STOCK HOLDERS
LIMITED

Incorporated the day of , 1952

Solitor:
JOHN HENRY,
DUDLEY.

JORDAN & SONS, LIMITED,
COMPANY REGISTRATION AGENTS, SEAL ENGRAVERS, AND PRINTERS
AND PUBLISHERS.
CHANCERY LANE, LONDON, W.C.2. AND 13 BROAD STREET PLACE, E.C.2
S.P. 321

DUPLICATE FOR THE FILE

No 513077



Certificate of Incorporation

I Hereby Certify, That

TIPTON STEEL STOCK HOLDERS LIMITED

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

Given under my hand at London this Sixth day of
November One Thousand Nine Hundred and Fifty-two

A. G. G. G.
Registrar of Companies

Certificate
received by



Date