

No. of Company 597053

Form No. 41

# 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),



Name of Company

ERNSTROL PROPERTY CO.

Limited.

I, Thomas Arthur Herbert, of 156 Strand, London, W.C.2, do solemnly  
and sincerely  
declare that I am (a) a person named in the Articles of Association as a Secretary of  
ERNSTROL PROPERTY CO. Limited.

I that all the requirements of the Companies Act, 1948, in respect of matters precedent to the  
formation of the said Company and incidental thereto have been complied with. And I make this  
Declaration conscientiously believing the same to be true and by virtue of the provisions  
of the Statutory Declarations Act, 1835.

Declared at 7, NEW SQUARE,

COVENTRY, LONDON W.C.2.

23rd day of July 1957

Signature of me.

R. Macleford

(b) A Commissioner of Oaths.

(a) "A Statutory Declaration of the Secretary of the Company" (as defined in the Companies Act, 1948) "engaged in the formation" or "A person named in the  
Articles of Association as a Director or Secretary"  
(b) or St. John's Public, or Justice of the Peace

4 JAN 1958

Thos. Arthur Herbert

Presented by

**BUSINESS ECONOMY PRODUCTS LTD.**  
Company Registration Agents and Printers  
156 STRAND, LONDON, W.C.2    Tel-phones: Temple Bar 8377, 8378

No. of Company

597053 / 7

Form No. 25

THE STAMP ACT, 1891  
AND  
THE FINANCE ACT, 1933



CONTROL PROPERTY CO., ~~XXXXXXXXXX~~ LIMITED

STATEMENT of the Nominal Capital made pursuant to Section 112 of the Stamp Act, 1891  
(note.-- The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100  
Section 41, Finance Act, 1933).

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

The NOMINAL CAPITAL of

CONTROL PROPERTY CO.

~~XXXXXXXXXX~~ Limited

£100 , divided into 100 shares of £1 each.

Signature

*[Handwritten Signature]*

Description Secretary

Date 2nd Aug, 1937.

Presented by

BUSINESS ECONOMY PRODUCTS LTD.

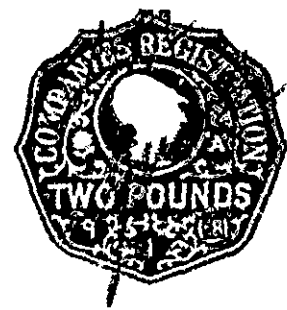
Company Registration Agents and Printers

126 STRAND, LONDON, W.C.2 Telephones: Temple Bar 8377 8378



597053

The Companies Act, 1948



COMPANY LIMITED BY SHARES

# Memorandum of Association

OF

EMITROL PROPERTY CO.

LIMITED.

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1. The name of the Company is:-  
EMITROL PROPERTY CO. 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 carry on business as dealers in property and estates, mortgage and insurance brokers, lessees and lessors, business transfer agents, auctioneers, valuers, surveyors, estate agents, bailiffs, bailees, managing agents, estate development agents, builders, plumbers, carpenters, decorators, plasterers, bricklayers, painters, joiners, cabinet makers, shopfitters and manufacturers of house, shop and office furniture and fittings; and to carry on business of hire purchase, hiring, letting on hire, easy payment systems and payment by instalment finance as applied to any commodities; farmers, land owners, poultry keepers, dairymen, smallholders, corn merchants, seedsmen, nurserymen, pig breeders, cattle dealers, florists, horticulturists, market gardeners, vegetable and fruit growers, beekeepers, green-grocers, grocers and provision merchants, potters, brick and tile makers, sculptors, stonemasons, iron-founders, engineers, metal and alloy makers, refiners and workers, garage proprietors, auto-dealers, spare parts, job masters, ironmongers, hardware dealers and general warehousemen.
  - (b) To carry on business as advertising agents, interior and exterior decorators, manufacturers of wholesalers, retailers, exporters, importers and dealers in all kinds of building materials, machinery and equipment of all kinds, farm implements, agricultural and horticultural plant and machinery, poultry appliances, huts, sheds, summer houses, farm buildings, garden furniture and ornaments, feeding stuffs, germicides, insecticides, weedkillers, tools and utensils, all kinds of domestic ware in wood, metal, plastic or any other kind of material whatsoever and to act as general contractors.

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- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company, and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interest in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

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- (i) To lend money to such persons, upon such terms and/or security and subject to such conditions as may be desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (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, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company or the dependents or connections or such persons and to grant pensions and allowances to any such persons.
- (r) To distribute any property of the Company in specie among the members.

4.

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

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £100 divided into 100 shares of £1 each, with power to increase or divide the shares in the capital for the time being, into different classes, having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

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
<i>Jean Herbert</i> Jean Herbert, 156, Strand, London, W.C.2. Company Director	<i>One</i>  ONE
<i>Thomas Arthur Herbert</i> Thomas Arthur Herbert, 156, Strand, London, W.C.2. Barrister-at-Law	<i>One</i>  ONE

DATED the 18th day of June, 1956.

WITNESS to the above signatures:-

*C. F. Herbert*

Christine Freda Herbert,  
7, The Avenue,  
Muswell Hill,  
London, N.10.

Company Director.

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397053

The Companies Act, 1948



COMPANY LIMITED BY SHARES

# Articles of Association

OF

CONTROL PROPERTY CO.

REGISTERED

4 JAN 1958

LIMITED.

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## 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, the Clauses in Part I of Table A numbered 24, 53 and 75 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

2. The Company is a Private Company and accordingly Clauses 2, 3, 4, 5 and 6 in Part II of Table A shall apply to the Company.

## SHARES

3. The shares in the initial and any increased capital shall be under the control of the Directors, who may allot and dispose of or grant options over the same such persons, on such terms, and in such manner as they think fit.

## LIEN

4. 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 MEETING

5. 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.

6. 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".

#### DIRECTORS

7. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than five. If at any time there shall only be one Director of the Company, he or she may act as sole Director, exercising all the powers, authorities and discretions vested in the Directors.

8. Any Director may appoint any person approved by the Board to be an alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall ipso facto vacate office if and when the Director appointing him vacates office as Director or removes the alternate Director from office; and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

9. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such clause were omitted therefrom.

10. Clause 84(5) in Part I of Table A shall be read and construed as if the words "or his firm" appearing in the last line of such sub-clause were omitted therefrom.

11. 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

12. 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.



FIRST DIRECTORS

13. The first Directors of the Company shall be determined in writing by the Subscribers of the Memorandum of Association.

FIRST SECRETARY

14. The first Secretary of the Company shall be Thomas Arthur Herbert.

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NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

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*Jean Herbert*

Jean Herbert,  
156, Strand,  
London, W.C.2.

Company Director.

*Thomas Arthur Herbert*

Thomas Arthur Herbert,  
156, Strand,  
London, W.C.2.

Barrister-at-Law.

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DATED the 18th day of June 1956.

WITNESS to the above signatures:-

*e. G. Herbert*

Christine Freda Herbert,  
7, The Avenue,  
Muswell Hill,  
London, N.10.

Company Director.

THE COMPANIES ACT, 1948

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COMPANY LIMITED BY SHARES

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Memorandum

AND

Articles of Association

OF

ENTROL

PROPERTY CO.

LIMITED.

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BUSINESS ECONOMY PRODUCTS LTD.  
156 Strand, W.C.2.

DUPLICATE FOR THE FILE

No. 597653



## Certificate of Incorporation

I Hereby Certify That

ERNSTROL PROPERTY CO. LIMITED

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

Given under my hand at London this Fourteenth day of  
January One Thousand Nine Hundred and Fifty eight.

*L. R. Langford*  
Registrar of Companies

Certificate  
received by

THE REGISTRAR OF COMPANIES  
STATIONERS' HALL, LONDON, E.C. 4A

T.E.M. 8.3.7 Date 9.7.8

No. of Company: 597053

22



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

(Copy)

SPECIAL RESOLUTION

REGISTERED

21 JUL 1965

- of -

ERNSTROL PROPERTY CO. LIMITED

Passed the 23rd. day of June, 1965.

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held on the . 23rd. day of June, 1965, the following Resolution was duly passed as a SPECIAL RESOLUTION :-

That the Memorandum of Association of the Company be altered by adding at the end of Clause 3( J ) the following words: "and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations contracts or engagements of any other Company or person".

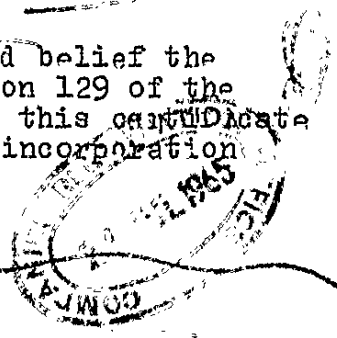
Chairman.

We certify that to the best of our knowledge and belief the conditions mentioned in subsection (2) of Section 129 of the Companies Act 1948 are satisfied at the date of this certificate and have been satisfied at all times since the incorporation of the Company.

DATED the 8th. July 1965

1062  
HIGH REGISTRATION

Director



597053



The Companies Act, 1948

Business Name: Erntrol Property Co., Ltd.

COMPANY LIMITED BY SHARES

## Memorandum of Association

OF

ERNTROL PROPERTY CO.

LIMITED.

(As amended by Special Resolution passed the 23rd day of June 1965)

1. The name of the Company is:-  
ERNTROL PROPERTY CO. 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 carry on business as dealers in property and estates, mortgage and insurance brokers, lessees and lessors, business transfer agents, auctioneers, valuers, surveyors, estate agents, bailiffs, bailees, managing agents, estate development agents, builders, plumbers, carpenters, decorators, plasterers, bricklayers, painters, joiners, cabinet makers, shopfitters and manufacturers of house, shop and office furniture and fittings, and to carry on business of hire purchase, hiring, letting on hire, easy payment systems and payment by instalment finance as applied to any commodities; farmers, land owners, poultry keepers, dairymen, smallholders, corn merchants, seedsmen, nurserymen, pig breeders, cattle dealers, florists, horticulturists, market gardeners, vegetable and fruit growers, beekeepers, green-grocers, grocers and provision merchants, potters, brick and tile makers, sculptors, stonemasons, iron-founders, engineers, metal and alloy makers, refiners and workers, garage proprietors, auto-dealers, spare parts, job masters, ironmongers, hardware dealers and general warehousemen.
  - (b) To carry on business as advertising agents, interior and exterior decorators, manufacturers of wholesalers, retailers, exporters, importers and dealers in all kinds of building materials, machinery and equipment of all kinds, farm implements, agricultural and horticultural plant and machinery, poultry appliances, huts, sheds, summer houses, farm buildings, garden furniture and ornaments, feeding stuffs, germicides, insecticides, woodkillers, tools and utensils, all kinds of domestic ware in wood, metal, plastic or any other kind of material whatsoever and to act as general contractors.

Wm



- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company, and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interest in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

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- (i) To lend money to such persons, upon such terms and/or security and subject to such conditions as may be desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them, and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations contracts or engagements of any other company or person.
- (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, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company or the dependents or connections or such persons and to grant pensions and allowances to any such persons.
- (r) To distribute any property of the Company in specie among the members.

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

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £100 divided into 100 shares of £1 each, with power to increase or divide the shares in the capital for the time being, into different classes, having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

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
Jean Herbert, 156, Strand, London, W.C.2. Company Director	ONE
Thomas Arthur Herbert, 156, Strand, London, W.C.2. Barrister-at-Law	ONE

Articles, that the insertion clause (s)  
is printed by letterpress process.

  
Director.

DATED the 19th day of June, 1956.

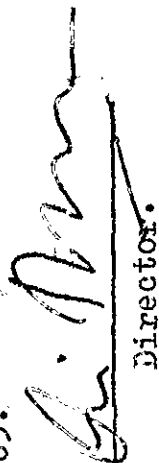
WITNESS to the above signatures:-

Christine Freda Herbert,  
7, The Avenue,  
Muswell Hill,  
London, N.10.

Company Director.

4.

Certified to be a true copy of the  
Memorandum of Association as amended  
by Special Resolution passed the 23rd  
day of June 1965.

  
Director.



The Companies Acts 1948 & 1967

Company Limited by Shares

SPECIAL RESOLUTION

of

ERNSTROL PROPERTY CO. LIMITED

PASSED THE 12TH DAY OF APRIL 1972

At an Extraordinary General Meeting of the above named Company, duly convened and held at Freshwater House, 158/162 Shaftesbury Avenue, London, WC2H 8HR on 12th April, 1972 the following resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the Memorandum of Association of the Company be amended by the deletion of the wording at present contained in Clause 3 (j) thereof and the substitution thereof of the following words:-

"To guarantee, support of secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations and the repayment or payment of the principal and premium of and interest on any securities or obligations of any company which is for the time being the Company's holding company (as defined by Section 1(2) of the Companies Act 1948) or another subsidiary (as defined by the said Section) of the Company's holding Company or otherwise associated with the Company in business."

  
Freshwater

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The Companies Acts 1948 & 1967

Company Limited by Shares

SPECIAL RESOLUTION

of

ERNROL PROPERTY CO. LIMITED

PASSED THE 12TH DAY OF APRIL 1972

An Extraordinary General Meeting of the above named Company duly convened and held at Freshwater House, 158/162 Shaftesbury Avenue, London, WC2H 8HR on 12th April 1972, the following resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

That the Articles of Association of the Company be amended by the following:-

1. By the insertion of the word and figure "and 89" following the figure 88 in the sixth line of Article 1.

2. By the insertion of a new Article designated 7A containing the following:-

"Notwithstanding anything contained in Section 185 of the Companies Act 1948 a person who has attained the age of seventy years may be appointed to the office of Director in like manner as if he had not attained that age and no Director shall be required to vacate office by reason of his having attained that age".



Freshwater  
man

6/5/72 a/bw

JS