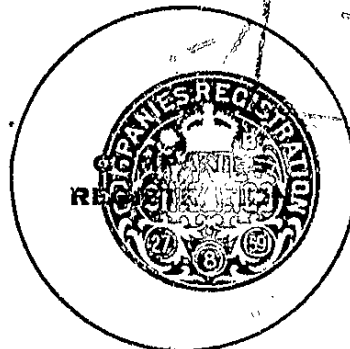


No. of }
Company }

636445/1

THE COMPANIES ACT, 1948.

A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

**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

YORKSHIRE HEATING SUPPLIES Limited.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1.

12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by M. Bateson Costes & Co.
28 Park Square, Leeds 1.

[C. 1.]

I Arthur Henry Marshall

of 28 Park Square in the City of Leeds

(a) "A Solicitor of
the Supreme Court (or
in Scotland a Solicitor)
engaged in the forma-
tion."

or
"A Person named in
the Articles of Asso-
ciation as a Director
or Secretary."

Do solemnly and sincerely declare that I am ^(a) a Solicitor
of the Supreme Court engaged in the formulation

of

Yorkshire Heating Supplies 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 Leeds in the

County of York

the 18th day of August

one thousand nine hundred and fifty nine

Before me,

Evans

* Deletions
necessary.

* A Commissioner for Oaths.
Notary Public.
Justice of the Peace.

Att. Marshall

636445/2

Form 25.

No. of Company _____



YORKSHIRE HEATING SUPPLIES LIMITED.

3 SEP 1959

STATEMENT of the Nominal Capital made pursuant to s. 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.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

49, 1, ABINGTON STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 & 14, BROWN STREET, MANCHESTER, 2.

Printed by

Wm. Bateson, Coates & Co.

25 Park Square,

Leeds.

[C.A.80]
1/60.



The NOMINAL CAPITAL of Yorkshire Heating Supplies

Limited

is £ 5,000 divided into 2,000 Redeemable Preference shares of £ 1 each
and £3,000 Ordinary Shares of £1 each

Signature *[Signature]*

Secretary

State whether Director or Secretary.

Date 18th day of August 1957.



THE COMPANIES' ACT, 1948



COMPANY LIMITED BY SHARES

Memorandum of Association

3 SEP 1959

OF

Yorkshire Heating Supplies Ltd.

1. The name of the Company is "YORKSHIRE HEATING SUPPLIES 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 establish and carry on at Leeds and elsewhere as may be thought fit an agency or agencies for the purchase, sale, distribution, import and export of merchandise, goods, material and produce of any kind, whether manufactured or not, and in particular for the sale, distribution, installation, maintenance and repair of heating apparatus of every kind including stoves, ranges, cooking, heating, ventilating and temperature control plant, apparatus and instruments, air filters and gas, electric, coal, coke and oil burning apparatus and fittings of all descriptions, fire alarms, fire escapes, fire extinguishers, fire hose, fire proof curtains, doors, flooring and materials.
 - (b) To act as agents and brokers for manufacturers, merchants, buyers, printers, tradesmen or others and generally to undertake and carry out agency work of any kind.
 - (c) To carry on the business of mechanical engineers and manufacturers, heating and ventilating engineers, machine tool makers, brass founders metal workers, boiler makers, millwrights, machinists, iron and steel makers and convertors, smiths, woodworkers, builders, painters, metallurgists, water supply engineers, gas makers, printers, carriers and merchants and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery implements rolling stock and hardware of all kinds.



- (d) 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.
- (e) 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.
- (f) 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.
- (g) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (h) 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.
- (i) 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 business or undertakings the Company is interested, whether directly or indirectly.
- (j) 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.
- (k) 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.
- (l) 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 dependents 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 dependents 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.

- (m) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (n) 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.
- (o) 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.
- (p) 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.
- (q) To enter into any partnership or joint-purse arrangement or arrangements 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.
- (r) 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 require 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.
- (s) 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.
- (t) 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.

- (u) 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 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.
- (v) 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.
- (w) 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.
- (x) To do all such other things as are incidental or conducive to the above object or any of them.

✓ 4. The liability of the Members is limited.

✓ 5. The share capital of the Company is £5,000 divided into 5,000 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 (in words).
<i>William Drew Pearson</i> <i>" Oakfield Lodge</i> <i>Thomas, No. Leeds.</i> <i>Heating Engineer.</i>	ONE
<i>Walter Walton</i> <i>North View.</i> <i>Thornes in Leeds.</i> <i>Company Director</i>	ONE
<i>Thomas Neville Salmer</i> <i>9, Becklands,</i> <i>East Keswick, No Leeds.</i> <i>Technical Representative.</i>	ONE

Dated this *18th* day of *August* 1959.

WITNESS to the above Signatures:—

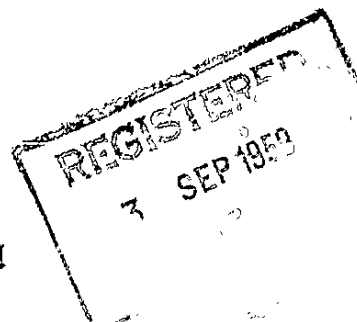
A. St. Marshall
Solicitor
Leeds



THE COMPANIES' ACT, 1948



COMPANY LIMITED BY SHARES



Articles of Association OF

Yorkshire Heating Supplies Ltd.

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") shall apply to the Company.
2. Regulations 3, 5, 23, 24, 62, 71, 75, 88 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, 4, 5 and 6 of Table A, Part II, 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, 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 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 issued or transferable to or held by any person or corporate body, nor shall any person or corporate body be permitted to have or acquire any interest in any shares or debenture, in any circumstances in which the Company would by reason thereof lose its status as an exempt Private Company.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued after the first allotment has been made and any new shares from time to time to be created shall before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them.

Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time or on the receipt of an intimation

from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

5. The initial capital of the Company is £5,000 divided into 2,000 Redeemable Preference Shares of £1 each and 3,000 Ordinary Shares of £1 each.

6. The said Redeemable Preference Shares (hereinafter called "the Preference Shares") shall confer on the holders thereof the right to a fixed cumulative preferential dividend at the rate of $7\frac{1}{2}$ per cent. per annum on the capital for the time being paid up thereon and in a winding up to payment off of such capital and all arrears of such fixed dividend accrued up to the commencement of the winding up (whether earned or declared or not) less a sum equal to income tax thereon at the standard rate for the time being in force, in priority to the Ordinary Shares and subject to the provisions of section 58 of the Companies' Act, 1948 the Preference Shares shall be redeemable in manner following:—

(a) The Company may at any time after the 31st day of December 1960 apply any profits or moneys of the Company which may be lawfully applied for the purpose in the redemption of the Preference Shares at par, together with a sum equal to arrears of the fixed dividend thereon down to the date of redemption less a sum equal to income tax thereon at the standard rate for the time being in force).

(b) The Preference Shares to be redeemed on each occasion shall be determined by a drawing to be made at such time and place and in such manner as the Directors may determine, but in the presence of at least one of the Directors and a representative of the Auditors of the Company for the time being.

(c) Forthwith after every such drawing the Company shall give to the holders of the shares drawn for redemption notice in writing of the Company's intention to redeem the same and fixing a time (not less than three months ahead) and place for the redemption and surrender of the shares to be redeemed.

(d) At the time and place so fixed each such holder shall be bound to surrender to the Company the certificate for his shares to be redeemed and the Company shall pay to him the amount payable in respect of such redemption and where any such certificate comprises any shares which have not been drawn for redemption, the Company shall issue to the holder thereof a fresh certificate therefor.

(e) Any of the Preference Shares not previously redeemed under the foregoing provisions shall be redeemable on the 31st December 1965 at par together with all arrears of the fixed dividend thereon (whether earned or declared or not) up to that date.

7. Subject to the provisions of section 58 of the Act, any new 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

8. In regulation II 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

9. A share may be transferred by a member or other person entitled to transfer to any member selected by the Transferor, but save as aforesaid and save as provided by Clause 14 or 16 hereof, no share shall be transferred to a person who is not a member so long as any member or any person selected by the Directors as one whom it is desirable in the interest of the Company to admit to membership is willing to purchase the same at the fair value.

10. Except where the transfer is made pursuant to Clause 14 or 16 hereof, the person proposing to transfer any share (hereinafter called "the proposing Transferor") shall give notice in writing (hereinafter called "a transfer notice") to the Company that he desires to transfer the same. Such notice shall specify the sum he fixes as the fair value, and shall constitute the Company his agent for the sale of the share to any member of the Company (or person selected as aforesaid) willing to purchase the same (hereinafter called "the purchasing member") at the price so fixed, or at the option of the purchasing member, at the fair value to be fixed by the auditor in accordance with clause 12 hereof. The transfer notice may include several shares, and in such case shall operate as if it were a separate notice in respect of each share. The transfer notice shall not be revocable except with the sanction of the Directors.

11. If the Company shall, within the space of 28 days after being served with a transfer notice, find a purchasing member and shall give notice thereof to the proposing transferor, he shall be bound, upon payment of the fair value as fixed in accordance with clause 10 or 12 hereof to transfer the share to the purchasing member.

12. In case any difference arises between the proposing transferor and the purchasing member as to the fair value of a share, the auditors shall, on the application of either party certify in writing the sum which, in his opinion, is the fair value, and such sum shall be deemed to be the fair value, and in so certifying the auditor shall be considered to be acting as an expert, and not as an arbitrator; and accordingly the Arbitration Act 1889 shall not apply.

13. If in any case the proposing transferor, after having become bound as aforesaid, makes default in transferring the share, the Company may receive the purchase money, and shall thereupon cause the name of the purchasing member to be entered in the Register as the holder of the share, and shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchasing member and after his name has been entered in the Register in purported exercise of the aforesaid power the validity of the proceeding shall not be questioned by any person.

14. If the Company shall not within the space of 28 days after being served with a transfer notice, find a purchasing member and give notice in manner aforesaid, the proposing transferor shall at any time within three months afterwards be at liberty, subject to clause 17 hereof, to sell and transfer the share (or where there are more shares than on those not placed) to any person and any price.

15. The Company in General Meeting may make and from time to time vary rules as to the mode in which any share or shares specified in any transfer notice shall be offered to the members, and as to their rights in regard to the purchase thereof, and in particular may give any member or class of members a preferential right to purchase the same. Until otherwise determined, every such share shall be offered to the members in such order as shall be determined by lots drawn in regard thereto, and the lots shall be drawn in such manner as the Directors think fit.

16. Any share of a deceased member may be transferred by his executors or administrators to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, widow, or widower of such deceased member (to whom such deceased member may have specifically bequeathed the same) and the shares standing in the name of the trustees of the will of any deceased member may be transferred upon any change of trustees to the trustee for the time being of such will.

17. The Directors may refuse to register any transfer of a share (a) where the Company has a lien on the share or (b) where the Directors are not of opinion that it is desirable to admit the proposed transferee to membership. But paragraph (b) of this clause shall not apply where the proposed transferee is already a member, nor to a transfer made pursuant to clause 8 hercof.

TRANSMISSION OF SHARES

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

NOTICE OF GENERAL MEETINGS

19. 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

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

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

22. 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.

VOTES OF MEMBERS

23. On a show of hands every member present in person shall have one vote, and upon a poll every member present in person or by proxy shall have one vote for every share held by him. Provided that the holders of the preference shares shall have no right to receive notice of or to be present or to vote either in person or by proxy at any general meeting by virtue of or in respect of their holdings of preference shares, unless the preferential dividend shall remain unpaid for twelve months after any date fixed for payment thereof or unless a resolution is proposed affecting the rights or privileges of the holders of the preference shares.

DIRECTORS

24. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be more than five, but need not exceed one.

25. The following shall be the first Directors of the Company; that is to say:—
William Trevor Pearson of Ashfield Lodge, Thorne in the County of York, Walter Watson of North View Thorne aforesaid and Thomas Neville Balmer of 9 Brooklands, East Keswick in the said County.

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

BORROWING POWERS

27. The proviso to regulation 79 of Table A, Part I, shall be omitted.

POWERS AND DUTIES OF DIRECTORS

28. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director, provided that he shall declare the nature of his interest in any contract or proposed contract in which he is interested in manner required by Section 109 of the Act. After he has so declared the nature of his interest he shall be entitled to vote in respect of the contract or proposed contract or any matter arising thereout in the same manner as if he were not interested therein.

DISQUALIFICATION OF DIRECTORS

29. 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.

30. 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

31. 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.

32. Without-prejudice to the provisions of regulation 96 and 97 of Table A, Part I, 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.

PROCEEDINGS OF DIRECTORS

33. At any meeting of the Directors a Director shall have one vote for every share held by him and votes may be given either personally or by proxy but a proxy must be one of the Directors and must be appointed in writing under the hand of the Appointor and clause 98 of Table A, Part I, shall be modified accordingly.

CAPITALISATION OF PROFITS

34. 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

35. 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

36. 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 word "members" shall be substituted for the word "contributories."

INDEMNITY

37. 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 Trevor Pearson, Ashfield Lodge, Thorne, Nr. Leeds.
Heating Engineer.

Walter Watson, North View, Thorne, Nr. Leeds.
Company Director.

Thomas Neville Palmer, 9 Brooklands,
East Keswick, Nr. Leeds,
Technical Representative.

Dated this 18th day of August 1959.

WITNESS to the above Signatures:—

A. H. Marshall
Solicitor
Leeds

DUPLICATE FOR THE FILE

No. 636445



Certificate of Incorporation

I Hereby Certify, that

YORKSHIRE HEATING SUPPLIES LIMITED

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

Given under my hand at London this..... Third day of

September..... One Thousand Nine Hundred and Fifty nine.

A. J. Williams
ASSISTANT Registrar of Companies.

Certificate
received by }

S. C. S. S. S.

Date

3/9/59

No. of Company 636445.

19

m²

SK



The Companies Act 1948.

COMPANY LIMITED BY SHARES

Ordinary Resolution

(pursuant to Section 63)

of

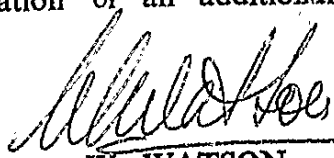
YORKSHIRE HEATING SUPPLIES LIMITED

Passed the 5th day of August, 1960.

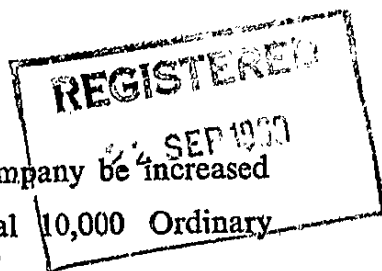
AT AN EXTRAORDINARY GENERAL MEETING of the members of the said Company, duly convened, and held at 34, Meanwood Road, in the City of Leeds, on the 5th day of August, 1960, the following Resolution was duly passed.

RESOLUTION

"That the share capital of the Company be increased to £15,000 by the creation of an additional 10,000 Ordinary shares of £1 each."


W. WATSON

Secretary



No of Company 636445 /10

Form 10.

THE COMPANIES ACT,



COMPANIES REGISTRATION
REGISTER



Notice of Increase in Nominal Capital. *Pursuant to Section 63.*

Name
of
Company

YORKSHIRE HEATING SUPPLIES Limited.

This Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 112, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 10, MARK LANE, MARBLE ARCH, W.1

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by post by

Wm. Bateson Coster & Co.

Solicitors, 28 Park Square, Leeds.1

REGISTERED

22 SEP 1960

1/9/60
COMPANIES REGISTRATION
25 AUG 1960
C.20

TO THE REGISTRAR OF COMPANIES.

YORKSHIRE HEATING SUPPLIES - - - - -

- - - - - Limited, hereby gives you notice pursuant to
section 63 of The Companies Act, 1948, that by (a) n Ordinary - - - - -

Resolution of the Company dated the 5th - - - - - day of

August - - - - -, 1960, the nominal Capital of the Company has been

increased by the addition thereto of the sum of £ 10,000 - - - - -

beyond the Registered Capital of £ 5,000 - - - - -

The additional Capital is divided as follows:—

Number of Shares
10,000.

Class of Shares
Ordinary

Nominal amount
of each share
£1.

The Conditions (b) subject to which the new Shares have been or are to be issued are
as follows:—

The new shares are entitled to similar rights as to voting
and dividends and all other matters as existing ordinary
shares in accordance with the Articles of Association

Signature M. W. A. Lee

(State whether Director or Secretary.)

Dated the seventeenth day of August 1960.

(a) "Ordinary," "Extraordinary," or "Special."

(b) e.g., voting rights, dividend rights, winding up rights, etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

No. of Certificate 636445



YORKSHIRE HEATING SUPPLIES

LIMITED

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

1/9/60

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION-AGENTS,
85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

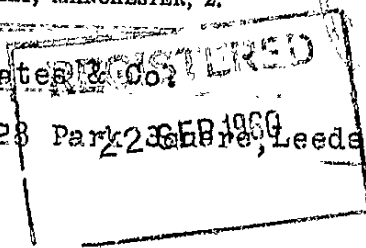
12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by post by

Wm. Bateson Coates & Co.

Solicitors, 28 Park Street, Leeds.1.

[26A.]



C.211

The NOMINAL CAPITAL of YORKSHIRE HEATING SUPPLIES

Limited

has by a Resolution of the Company dated 5th August 1960 - - - -

been increased by the addition thereto of the sum of £ 10,000 - - -, divided into

10,000 Ordinary shares of £1 - - - - each beyond the Registered Capital of

£5,000

Signature

~~State whether Director or Secretary~~

Date Seventeenth day of August 19 60

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



The Companies Act 1948.

COMPANY LIMITED BY SHARES

Ordinary Resolution

(Pursuant to Section 63)

of

YORKSHIRE HEATING SUPPLIES LIMITED

Passed the 22nd day of June, 1961.

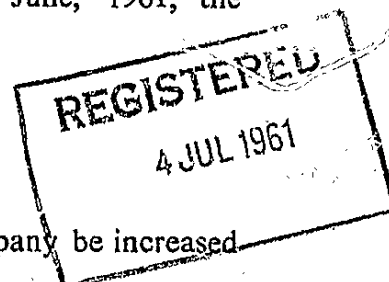
AT an EXTRAORDINARY GENERAL MEETING of the Members of the said Company, duly convened, and held at 34, Meanwood Road, in the City of Leeds, on the 22nd day of June, 1961, the following Resolution was duly passed.

RESOLUTION

"That the Share Capital of the Company be increased to £42,000 by the creation of an additional 27,000 Ordinary Shares of £1 each."


W. WATSON

Secretary



No. of Certificate

26445

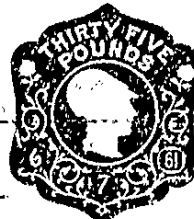
/15



[C.A. 38]
9/60.

f135
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FORREST & SEAR & CO LIMITED

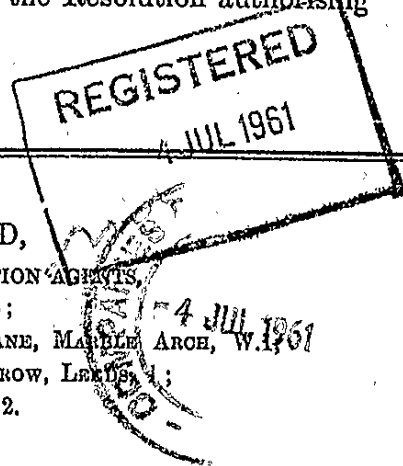


LIMITED

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.



PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MAYFAIR, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 4;

12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by post by M. Watson Carter & Co.

10 JUL 1961

Recd 31

c164
1/16

[26A.]

The NOMINAL CAPITAL of

YORKSHIRE HEATING SERVICES

Limited

has by a Resolution of the Company dated 22nd June 1961

been increased by the addition thereto of the sum of £ 27,000, divided into

27,000 ^{Ordinary} shares of £ 1 each beyond the Registered Capital of

215,000

Signature

William L. S. L.

State whether Director or Secretary

Secretary

Date

23rd

day of

June

1961

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

Number of
Company

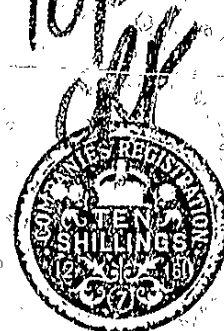
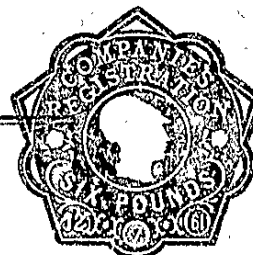
656445

ceded 10/10/61

For



THE COMPANIES ACT 1948



Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

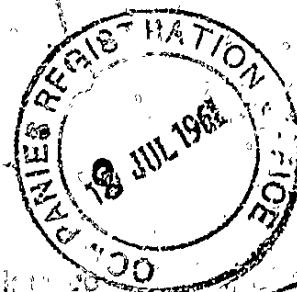
YONKERS HEATING & CO. LTD.

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).

Presented by

Yonkers Heating & Co. Ltd.
Solicitors,



REGISTERED
8 JUL 1961

The Solicitors' Law Stationery Society, Limited.
22 Chancery Lane, W.C.2; 3 Bucklersbury, 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; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES.

Forshire Martine Supplies.

Limited, hereby gives you notice, pursuant to

*"Ordinary," "Extra-ordinary," or "Special" Section 63 of the Companies Act, 1948, that by a * Ordinary Resolution of the Company dated the 22nd day of June 1961

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 27,000

beyond the Registered Capital of £ 15,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
<u>27,000</u>	<u>Ordinary</u>	<u>£1</u>

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:—

The new shares are entitled to similar rights as to voting and dividends as all other ordinary shares in accordance with the Articles of Association

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

Signature

State whether Director
or Secretary

Dated the

day of

1961

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

epc
No. 636445. / 25



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Special Resolution
OF
YORKSHIRE HEATING SUPPLIES
LIMITED

(Passed 6th October, 1965.)

AT an EXTRAORDINARY GENERAL MEETING of the Company held on the 6th day of October 1965 the following Resolution was duly passed as a SPECIAL RESOLUTION.

SPECIAL RESOLUTION.

THAT the Articles of Association of the Company be altered in manner following:—

(a) By the deletion of the last sentence in Article 3 (relating to the transfer of shares to companies).

(b) By the deletion of Articles 9 to 17 inclusive (relating to the transfer of shares) and their replacement by the following new Articles:—

"9. The Directors may in their absolute discretion and without assigning any reason therefore decline to register any transfer of any share whether or not it is a fully paid share.

10. All transfers of shares may be effected by transfer in writing in any usual or common form or in any other form acceptable to the Directors and may be underhand only. The instrument of transfer shall be signed by or on behalf of the transferor who shall be deemed to remain the holder of the shares concerned until the name of the transferee is entered in the Register of Members in respect thereof."

(c) By the deletion of Article 24 and its replacement by the following new Article:—

"24. 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 twelve."

(d) By the deletion of Articles 32 and 33 and their replacement by the following new Articles:—

"32. In addition and without prejudice to the provisions of Section 184 of the Companies Act, 1948, Wolseley-Hughes Limited may from time to time and at any time appoint any person or persons to be a Director or Directors of the Company and may at any time remove any Director whether appointed under this Article or otherwise. Every such appointment or removal shall be in writing and signed by one Director and the Secretary or by two Directors of Wolseley-Hughes Limited and shall take effect as from the time it is delivered to the registered office of the Company.

33. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company."

W. WATSON,

Secretary



No, 636445.



87/34

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Special Resolution

OF

YORKSHIRE HEATING SUPPLIES LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the Company held on the 22nd day of November, 1965, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:—

SPECIAL RESOLUTION.

"THAT the Memorandum of Association of the Company be altered by substituting for Clause 3 (k) thereof the following new Clause:—

"(k) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either 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 payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding or subsidiary company, as defined by Section 154 of the Companies Act, 1948 or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom."

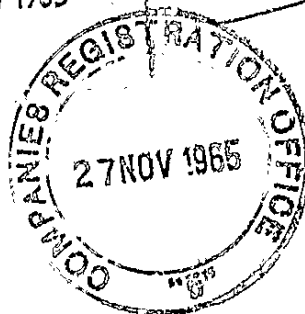
REGISTERED

29 NOV 1965

W. WATSON,

Secretary.

G. & W. LTD. 2005



636445/29



100-25
COMPANIES
REGISTRATION

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES

Memorandum of Association
OF
**YORKSHIRE HEATING SUPPLIES REGISTERED
LIMITED**

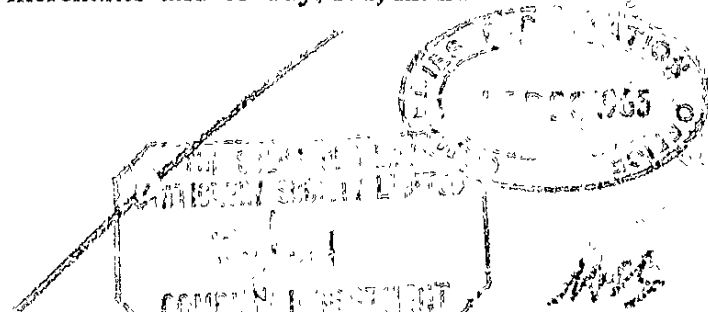
13 DEC 1963

1. The name of the Company is "YORKSHIRE HEATING SUPPLIES 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 establish and carry on at Leeds and elsewhere as may be thought fit an agency or agencies for the purchase, sale, distribution, import and export of merchandise, goods, material and produce of any kind, whether manufactured or not, and in particular for the sale, distribution, installation, maintenance and repair of heating apparatus of every kind including stoves, ranges, cooking, heating, ventilating and temperature control plant, apparatus and instruments, air filters and gas, electric, coal, coke and oil burning apparatus and fittings of all descriptions, fire alarms, fire escapes, fire extinguishers, fire hose, fire proof curtains, doors, flooring and materials.
- (b) To act as agents and brokers for manufacturers, merchants, buyers, printers, tradesmen or others and generally to undertake and carry out agency work of any kind.
- (c) To carry on the business of mechanical engineers and manufacturers, heating and ventilating engineers, machine tool makers, brass founders, metal workers, boiler makers, millwrights, machinists, iron and steel makers and co-convertors, smiths, woodworkers, builders, painters, metallurgists, water supply engineers, gas makers, printers, carriers and merchants and to buy, sell, manu-

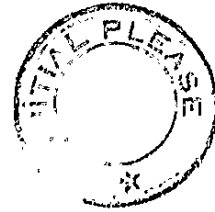


facture, repair, convert, alter, let on hire and deal in machinery implements rolling stock and hardware of all kinds.

- (d) 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.
- (e) 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.
- (f) 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.
- (g) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (h) 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.
- (i) 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 business or undertakings the Company is interested, whether directly or indirectly.

- (j) 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.
- (k) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either 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 payment of the capital or principal together with any premium) of and dividends or interest on any debenture stocks shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding or subsidiary company as defined by Section 154 of the Companies Act, 1948 or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.
- (l) 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.
- (m) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.



*As altered by
Special Resolution
passed 22nd
November 1965*

[Signature]

- (n) 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.
- (o) 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.
- (p) 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} the 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.
- (q) To enter into any partnership or joint-purse arrangement or arrangements 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.
- (r) 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 require 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.

- (s) 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.
- (t) 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.
- (u) To ~~amalgamate~~^{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 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.
- (v) 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.
- (w) 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.
- (x) 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 £5,000 divided into 5,000 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.
WILLIAM TREVOR PEARSON, "Ashfield Lodge," Thorner, Nr. Leeds. <i>Heating Engineer.</i>	ONE.
WALTER WATSON, North View, Thorner, Leeds. <i>Company Director.</i>	ONE.
THOMAS NEVILLE BALMER, 9 Brooklands, East Keswick, Nr. Leeds. <i>Technical Representative.</i>	ONE.

DATED this 18th day of August, 1959.

WITNESS to the above Signatures:—

A. H. MARSHALL,
Leeds.

Solicitor.

This is a print of the Memorandum of Association of the Company amended in accordance with special resolution passed down to and including November, 1965

[Signature]
Secretary

Company No: 636445



THE COMPANIES ACTS 1948 to 1967

143
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

YORKSHIRE HEATING SUPPLIES LIMITED
(Passed 3rd January 1974)

At an Extraordinary General Meeting duly convened and held at Ripon on Thursday the 3rd day of January 1974 the following Resolution was duly passed as a Special Resolution of the Company:

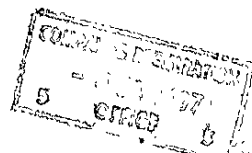
SPECIAL RESOLUTION

That with the consent of the Department of Trade and Industry the name of the Company be and the same hereby is changed with effect on and from the First day of February 1974 to

"WOLSELEY-HUGHES MERCHANTS LIMITED".



J D Hartley
.....
J D Hartley
Director and Secretary





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 636445

/46

I hereby certify that

YORKSHIRE HEATING SUPPLIES LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

WOLSELEY-HUGHES MERCHANTS LIMITED

Given under my hand at London the

1ST FEBRUARY 1974

M Taylor

M. TAYLOR

Assistant Registrar of Companies



Company No. 636445.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

WORKSHIRE HEATING SUPPLIES LIMITED

(Passed 31st January 1974)

At an Extraordinary General Meeting duly convened and held at Boroughbridge Road, Ripon, Yorkshire, on Thursday the 31st day of January 1974, the following Resolutions were duly passed as Special Resolutions of the Company.

1. That the Memorandum of Association of the Company be altered with respect to its objects by the deletion of Clause 3(A) and the substitution therefor of the following new Clause

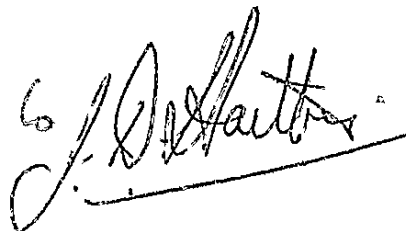
3(A) To carry on the business of buying and selling marketing distributing exporting importing manufacturing repairing and maintaining heating ventilating refrigerating plumbing kitchen and environmental control equipment and apparatus of every kind lighting and control plant and switch gear machinery fittings instruments and engines of any nature and kind whatsoever and to carry on business as factors and manufacturers of and dealers in plumber's brass and iron goods building materials and fittings of all kinds.

2. That the Articles of Association produced to the Meeting and initialled by the Chairman for the purposes of identification be adopted as the Articles of Association of the Company in lieu of all existing Articles of Association.

Ryland, Martineau & Co

41 Church St

Leeds LS3 2QY



J. D. HARTLEY

Secretary. DIRECTOR.

COMPANIES REGISTRATION
6 FEB 1974

[Signature]

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

WOLSELEY-HUGHES MERCHANTS
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") shall apply to the Company.

2. Regulations 3, 24, 53, 77, 79 84(2), 84(4), 88, 89, 90, 91, 96, 97, 106 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 share capital of the Company is £42,000 divided into 42,000 shares of £1 each. ✓

4. 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 59 of the Act.

5. 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

6. 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.

TRANSMISSION OF SHARES

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

PROCEEDINGS AT GENERAL MEETINGS

8. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person or by proxy shall be a quorum.

9. 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

10. 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 twelve.

11. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company.

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

13. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

14. The Directors may grant special remuneration to any member of the Board who, being called upon, shall be willing to render any special or extra services to the Company or to go or reside abroad in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by a lump sum or by way of salary, commission or a percentage of profits, or by any or all of those modes.

15. The Directors of the Company may exercise all the powers of the Company to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, Directors or ex-Directors, employees or ex-employees of the Company or its predecessors in business or the dependants of such persons, and to establish and support, or to aid in the establishment and support of any school and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not and to institute and maintain or subscribe to any society, club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers or of persons employed by the Company.

16. For the purpose of any scheme instituted by the Company for providing pensions, life assurance or other benefits for its employees, their widows, children and dependants the Managing Director and Directors holding salaried appointments shall be deemed employees of the Company and may accordingly "if otherwise qualified"

under the provisions of the scheme) become members thereof and receive and retain all benefits to which they may become entitled thereunder. The Directors may pay out of the Company's moneys any premiums or contributions becoming payable by the Company under the provisions of any such scheme in respect of Directors who are members thereof, and any Director may vote at Board Meetings upon any resolution or matter relating to any such scheme (including resolutions for payment by the Company of contributions thereunder) notwithstanding that he is personally interested in such resolution or matter.

BORROWING POWERS

17. 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.

APPOINTMENT AND RETIREMENT OF DIRECTORS

18. In addition and without prejudice to the provisions of Section 184 of the Act, Wolseley-Hughes Limited may from time to time and at any time appoint any person or persons to be a director or Directors of the Company and may at any time remove any Director whether appointed under this Article or otherwise. Every such appointment or removal shall be in writing and signed by one Director and the Secretary or by two Directors of Wolseley-Hughes Limited.

19. Every Director for the time being of the Company shall hold office until his office shall be vacated by or pursuant to the regulations of the Company.

20. A resolution in writing signed by all the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors.

DISQUALIFICATION OF DIRECTORS

21. The office of a Director shall be vacated in any of the following events:-

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he be absent from meetings of the Directors for six successive months without leave; and the Directors resolve that his office be vacated.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors generally.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of Section 185 of the Act.
- (5) If he becomes of unsound mind.
- (6) If he is removed from office by a resolution duly passed under Section 184 of the Companies Act 1948.

22. Any person may be appointed or elected ^{J. N. Pearson} 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.

23. In regulation 95 of Table A, Part I, the words from "but shall not be taken" to the end of that regulation shall be deleted.

ACCOUNTS

24. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of Section 158 (1) (c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

WINDING UP

25. 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

26. 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.

27. In regulation 5 of Table A, Part II, the following words shall be inserted at the end thereof:-

"... and such resolution may consist of several documents in the like form each signed by one or more of the members."

J. S. Maitland

REGIONAL, LOCAL, AREA, TECHNICAL
AND ADMINISTRATIVE DIRECTORS

28. (A) The Directors may at any time and from time to time appoint any number of persons approved by a majority of themselves to be Regional, Local, Area, Technical and/or Administrative Director or Directors in each case of the Company. Any such person or persons so appointed as a Regional, Local, Area, Technical or Administrative Director or Directors is herein referred to as "a Regional Director" or "Regional Directors" and all the provisions of this Article 28 in relation to any such Regional Director or Directors shall equally be applicable to any such Local, Area, Technical or Administrative Director or Directors. There shall be no limit to the aggregate number of persons so appointed Regional Directors and the number of Regional Directors so appointed shall not be taken into account in reckoning the permitted number (if any) of Directors for the purposes of these Articles. A Regional Director shall not be required to hold any shares in the Company.

(B) Regional Directors may be appointed either for a fixed term or without any limitation as to the period for which they shall hold office and they may at any time resign and/or without any previous notice be removed from such position by the Directors. A Regional Director shall not be entitled to be paid any compensation or damages on being removed from his office even though he be removed summarily and without notice.

(C) Each individual Regional Director shall exercise only such powers and perform only such functions as the Directors of the Company may from time to time direct and appoint. The powers and functions so appointed or directed may in the case of each individual Regional Director be enlarged altered amended revoked or diminished at any time or times by the Directors and without any previous notice in that behalf.

(D) Each Regional Director shall attend such Meetings and only such meetings of the Directors as he shall be specifically invited to attend and at no such meeting shall he be entitled to record any vote nor shall his attendance be counted in ascertaining whether or not a quorum of Directors is present.

(E) A Regional Director shall not be entitled or required to inspect either the trading accounts or the balance sheet of the Company nor to investigate or take note of the assets or liabilities of the Company unless specially authorised so to do by the Directors.

(F) A Regional Director may hold any other office or place of profit under the Company except that of auditor.

(G) The appointment of a Regional Director shall not constitute him a Director for the purposes of these Articles or within the meaning of the expression "Director" as defined in the Companies Acts 1948 to 1967.

J. A. Hailley

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
WILLIAM TREVOR PEARSON, "Ashfield Lodge," Thornor, Nr. Leeds. <i>Heating Engineer.</i>	ONE.
WALTER WATSON, North View, Thornor, Leeds. <i>Company Director.</i>	ONE.
THOMAS NEVILLE BALMER, 9 Brooklands, East Keswick, Nr. Leeds. <i>Technical Representative.</i>	ONE.

DATED this 18th day of August, 1959.

WITNESS to the above Signatures:—

A. H. MARSHALL,
Leeds.
Solicitor.

636447 | ~~XX~~ *[Signature]*
[Signature]
THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

(As altered up to and including 1st February 1974)

of

WOLSELEY HUGHES MERCHANTS LIMITED ✓

1. The name of the Company is "WOLSELEY HUGHES MERCHANTS 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 the business of buying and selling marketing distributing exporting importing manufacturing repairing and maintaining heating ventilating refrigerating plumbing kitchen and environmental control equipment and apparatus of every kind lighting and control plant and switch gear machinery fittings instruments and engines of any nature and kind whatsoever and to carry on business as factors and manufacturers of and dealers in plumbers' brass and iron goods building materials and fittings of all kinds.

(B) To act as agents and brokers for manufacturers, merchants, buyers, printers, tradesmen or others and generally to undertake and carry out agency work of any kind.

(C) To carry on the business of mechanical engineers and manufacturers, heating and ventilating engineers, machine tool makers, brass founders, metal workers, boiler makers, millwrights, machinists, iron and steel makers and convertors, smiths, woodworkers, builders, painters, metallurgists, water supply engineers gas makers, printers, carriers and merchants and to buy, sell, manu-

facture, repair, convert, alter, let on hire and deal in machinery implements rolling stock and hardware of all kinds.

- (d) 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.
- (e) 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.
- (f) 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.
- (g) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (h) 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.
- (i) 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

J. D. Hartley

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persons or corporations having dealings with the Company, or in whose business or undertakings the Company is interested, whether directly or indirectly.

(j) 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.

(k) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either 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 payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding or subsidiary company as defined by Section 154 of the Companies Act, 1948 or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.

As altered by
Special Resolution
passed 24th
November, 1965.

(l) 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.

(m) To draw, make, accept, endorse negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.

- J. D. Hart*
- (n) 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.
 - (o) 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.
 - (p) 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.
 - (q) To enter into any partnership or joint-purse arrangement or arrangements 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.
 - (r) 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 require and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or

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capital of any shares, stock or securities issued by or any other obligations of any such company.

- (s) 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.
- (t) 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.
- (u) To almagamate 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 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.
- (v) 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.
- (w) 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.
- (x) 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.

J. J. Hutton

5. The share capital of the Company is £5,000 divided into 5,000 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.

By an Ordinary Resolution passed 5th August 1960 the capital of the Company was increased to £15,000 by the creation of an additional 10,000 Ordinary Shares of £1 each.

✓ By an Ordinary Resolution passed 22nd June 1961 the capital of the Company was increased to ✓ £42,000 by the creation of an additional 25,000 Ordinary Shares of £1 each.

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.
WILLIAM TREVOR PEARSON, "Ashfield Lodge," Thornier, Nr. Leeds. <i>Heating Engineer.</i>	ONE.
WALTER WATSON, North View, Thornier, Leeds. <i>Company Director.</i>	ONE.
THOMAS NEVILLE BALMER, 9 Brooklands, East Keswick, Nr. Leeds. <i>Technical Representative.</i>	ONE.

DATED this 18th day of August, 1959.

WITNESS to the above Signatures:—

A. H. MARSHALL,
Leeds.
Solicitor.

Tansley Witt & Co

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Livery House, 160 Edmund Street, Birmingham, B2 0ED
Tel: 0121 424 0000

Manager HGV Unit



The Secretary
Wolsley-Hughes Merchants Limited
PO Box 21
Boroughbridge Road
Ripon
HG4 1SL

C/CMF

14 January 1980

Dear Sir,

We intend to merge our practice with that of Price Waterhouse & Co with effect from 1 May 1980.

Please treat this letter as formal notice of our resignation as auditors of the company with effect from today.

We welcome the directors' intention to appoint Price Waterhouse & Co as auditors in our place.

We confirm there are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully,

Tansley Witt & Co



REG. NO. 625445

The Companies Acts 1948 to 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

WOLSELEY-HUGHES MERCHANTS LIMITED



We the undersigned, being the holders of all the issued Ordinary Shares in the capital of the above-named Company and entitled to receive notice of and to attend and vote at any General Meeting of the above-named Company in accordance with Regulation 73A of part 1 of Table A of the Companies Act 1948 and accepting that this Resolution may consist of several documents HEREBY RESOLVE as a Special Resolution

THAT the Company shall change its name to Wolseley Centers Limited subject to the approval of the Registrar of Companies effective from 5th May, 1986

Dated 14th April, 1986

Name of Shareholder

Wolseley plc

Signature

For and on behalf of
Wolseley plc

.....
Director

.....
Secretary

Wolseley-Hughes
(Group Services) Ltd.

For and on behalf of
Wolseley-Hughes (Group
Services) Ltd.

.....
Director

.....
Secretary



£100 00 00
Wolseley
952522

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 636445

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I hereby certify that

WOLSELEY-HUGHES MERCHANTS LIMITED

having by special resolution changed its name, is now
incorporated under the name of
WOLSELEY CENTERS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 5TH MAY 1986

A handwritten signature in ink, appearing to read 'E. J. Jones'.

MR. E. J. JONES

an authorised officer



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 636445

I hereby certify that

WOLSELEY-HUGHES MERCHANTS LIMITED

having by special resolution changed its name, is now
incorporated under the name of

WOLSELEY CENTERS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the

5TH MAY 1986

A handwritten signature in cursive script, appearing to read 'E. Jones'.

MRS. E. J. JONES

an authorised officer

**Notice of consolidation, division,
sub-division, redemption or
cancellation of shares, or conversion,
re-conversion of stock into shares**

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Please do not
write in
this margin

Pursuant to section 122 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

Please complete
legibly, preferably
in black type, or
bold block lettering

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636445

Name of company

* WOLSELEY CENTERS LIMITED

* Insert full name
of company

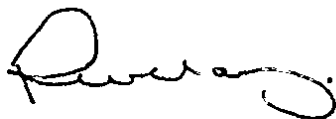
gives notice that:

The Share Capital of the Company be reconstructed
as follows:-

The 2,000 Cumulative Redeemable Preference Shares
of £1 each be converted into 2,000 Ordinary Shares
of £1 each.

† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed



Designation†

Secretary

Date 16.10.91.

Presentor's name address and
reference (if any):

R. Clay, Esq.,
Wolseley Centers Ltd
Boroughbridge Road,
Ripon,
Yorkshire HG4 1SL

For official Use
General Section

Post room

