

THE COMPANIES ACT, 1948



A 6s.
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).

*Insert the
Name of the
Company.*

**COMMON HEATING COMPANY
LIMITED**

by

Allen A. Overy,

9-12 Cheapside,

London, E.C.2.

The Solicitors' Law Stationery Society, Limited
4 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, Walter Frederick Poll

of 9-12 Cheapside, London, E.C.2.

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

Do solemnly and sincerely declare that I am ("a Solicitor of the
Supreme Court engaged in the formation

of LENNOX HEATING COMPANY

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 118-119 Cheapside
in the City of London

the 27 day of September
one thousand nine hundred and sixty

Walter Poll

Before me,

W. F. Poll

A Commissioner for Oaths [or Notary Public if]

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

No.



Certificate of Incorporation

I HEREBY CERTIFY that LENNOX HEATING COMPANY LIMITED
is this day Incorporated under the Companies Act, 1948, and that the
Company is LIMITED.

GIVEN under my hand at London this day of
One thousand nine hundred and sixty.

Registrar of Companies.



671868

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THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES



Memorandum of Association

OF

LENNOX HEATING COMPANY LIMITED



1. The name of the Company is "LENNOX HEATING COMPANY LIMITED".

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

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

- (1) To carry on and engage in all or any of the businesses of heating, ventilating, air conditioning and general engineers, manufacturers and installers of, dealers in, importers and exporters of, hirers of, contractors for, financiers, brokers and agents for, suppliers and repairers of, designers, developers and constructors of, heating, ventilating and air conditioning systems and equipment, temperature control plant, furnaces and boilers of all types, tubes, heat exchangers, economisers, turbines, blowers, engines, machines, motors, air receivers, burners, nozzles, pumps, hydraulic plant and apparatus and all other appliances, apparatus and equipment capable of being employed for the purpose of heating, ventilating and air conditioning in all its forms.
- (2) To carry on business as heating and ventilating experts and advisers, and as contractors and engineers in respect of heating and ventilating installations and air conditioning apparatus.
- (3) To carry on business as manufacturers of thermal and sound insulation material.
- (4) To carry on business as steel makers, converters and refiners, ironfounders, brass founders, and metal and alloy makers generally, plumbers, ore importers, metallurgists, mechanical,

electrical, wood and timber merchants, wharfingers, carriers, proprietors of garages and service stations, and builders and contractors.

- (5) To undertake and carry on any business transaction or operation undertaken or carried on by financiers, concessionaires, merchants or manufacturers and to appoint agents, dealers and distributors and establish branches throughout the world for the purposes of the Company.
- (6) To purchase or by any other means acquire and protect, prolong and renew throughout the world or any part or parts thereof, any patents, patent rights, *brevets d'invention* licences, copyrights, trade marks, options, protections and concessions, secret or other information as to any invention which may appear likely to be advantageous or useful to the Company and to use, exercise, develop and turn to account, and to manufacture under or grant licences, franchises, options or privileges in respect of, and to expend money in experimenting upon and testing, and in improving or seeking to improve, any inventions or rights of whatsoever nature.
- (7) To carry on any other businesses (whether manufacturing or otherwise), which may seem to the Company capable of being conveniently carried on in connection with the above, or which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account, any property, real or personal, belonging to the Company, or in which the Company may be interested.
- (8) To manufacture and deal in all kinds of articles and things required for the purposes of any such business as aforesaid or commonly dealt in by persons engaged in any such business.
- (9) To buy, sell, let or otherwise dispose of, use or deal in anything authorised to be produced or manufactured by the Company or of a similar character, and any articles generally used or capable of being used in any such production or manufacture, or any materials or provisions required by workmen or others employed by the Company.
- (10) To purchase, take on lease or in exchange, or otherwise acquire land, and to develop and turn to account the same in any manner, and in particular by laying out and preparing the same for building purposes, building thereon, planting, paving, draining, sewerage, farming and cultivating the same, letting on building, farming or occupation lease or agreement, and by advancing money to or entering into contracts and arrangements of all kinds with landlords, tenants and others.

- (11) To acquire, make, build, maintain, alter, use, manage and work in any parts of the world, offices, factories, mills, roads, railways, tramways, airfields, telegraph lines, telephones, electric light and power works, canals, reservoirs, waterworks, wells, aqueducts, watercourses, furnaces, gasworks, piers, wharves, docks, quarries, mines, oil wells, pipelines, bunker stations, saw and other mills, warehouses, steam and other ships, aircraft, and other works and things which may be deemed expedient for the purposes of the Company and to pay or contribute to the payment of the cost of making, building, maintaining, using and working the same.
- (12) To sell, let, lease, grant licences, easements and other rights over and in any other manner dispose of or deal with the whole or any part of the undertaking, property, assets, rights, effects and businesses of the Company for such consideration as may be thought fit and in particular for a rent or rents or stocks, shares, debentures, debenture stock or other obligations of any other company.
- (13) To acquire and undertake on any terms, and subject to any conditions, the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (14) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with or to co-operate in any way with, or assist or subsidise, any company, firm or person carrying on, or proposing to carry on, any business within the objects of the Company.
- (15) To purchase with a view to closing or re-selling in whole or in part any business or properties which may seem or be deemed likely to injure by competition or otherwise any business or branch of business which the Company is authorised to carry on, and to close, abandon and give up any works or businesses at any time acquired by the Company.
- (16) To carry on any business or branch of a business which the Company is authorised to carry on by means, or through the agency of, any subsidiary company or companies, and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangements which may seem desirable with reference to any

business or branch so carried on including power at any time, and either temporarily or permanently, to close any such branch or business.

- (17) To act as directors or managers or to appoint directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.
- (18) To take part in the management, supervision and control of the business or operations of any company or undertaking and for that purpose to appoint, and remunerate any directors, trustees, accountants or other experts or agents.
- (19) To promote or concur in the promotion of any company, whether British or foreign, the promotion of which shall be considered desirable.
- (20) To give all descriptions of guarantees and indemnities.
- (21) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal with the shares, stocks, securities and evidences of indebtedness or the right to participate in profits or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange. Provided that the Company shall in no circumstances be empowered to carry on business as or act as stock and share brokers of any kind.
- (22) To borrow and raise money in any manner and on any terms.
- (23) For any purpose and in any manner and from time to time to mortgage or charge the whole or any part of the undertaking, property and rights (including property and rights to be subsequently acquired) of the Company, and any money uncalled on any shares of the Company, original or increased of the Company and whether at the time issued or created or not and to create, issue, make and give debentures, debenture stock, bonds or other obligations, perpetual or otherwise, with or without any mortgage or charge on all or any part of such undertaking, property, rights and uncalled money.
- (24) To make, draw, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants, and other instruments negotiable or transferable or otherwise.

- (25) To lend money with or without security and to subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons or companies.
- (26) To undertake and transact all kinds of trust and agency business.
- (27) To grant donations, gratuities, pensions, allowances, benefits or emoluments to any persons (including Directors and other officers) who are or shall have been at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary company and the wives, widows, families or dependants of any such persons and to establish, subsidise, subscribe to or support institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons or otherwise advance the interests and well-being of the Company or of any such other company as aforesaid or of its members, and to make payments for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to establish and contribute to any scheme for the purchase or subscription by trustees of or for shares of the Company or of its holding company (if any) to be held for the benefit of the Company's employees (including Directors holding a salaried employment or office in the Company) or to lend money to the Company's employees (other than Directors) to enable them to purchase or subscribe for shares of the Company or of its holding company (if any).
- (28) To pay all preliminary expenses of the Company and any company promoted by the Company or any company in which this Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
- (29) To enter into any arrangements with any government or authority, imperial, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority or company any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with the same.

- (30) To do anything by this Memorandum of Association authorised in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (31) To distribute among the members of the Company in specie any property of the Company.
- (32) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared (1) that the word "company" in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate or whether domiciled in the United Kingdom or elsewhere, and (2) that, except where the context expressly so requires, none of the several paragraphs of this Clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to any other paragraph of this Clause, or the objects in such other paragraph specified, or the powers thereby conferred.

4. The liability of the members is limited.

5. The Share Capital of the Company is £50,000, divided into 50,000 Shares of £1 each.

Whenever the Share Capital of the Company is divided into several classes of shares, the special rights or privileges attached to any class may, at any time, as well before as during liquidation, be varied in manner provided by the Articles of Association of the Company for the time being, but not 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
<p><i>John L. Gore</i> <i>54, Elmwood Avenue,</i> <i>Shelburne,</i> <i>Ont.</i> <i>Solicitors Clerk.</i></p>	<p><i>One</i> <i>Ordinary</i></p>
<p><i>R. Smith</i> <i>9-12 Cheapside,</i> <i>London E.C.2.</i> <i>Solicitors' Clerk.</i></p>	<p><i>One</i> <i>Ordinary</i></p>

DATED this *26th* day of *September*, 1960.

WITNESS to the above Signatures :—

Walter Pott
9-12 Cheapside,
London, E.C.2.
Solicitor



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THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

LENNOX HEATING COMPANY 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 "Part II of Table A"), shall apply to the above-named LENNOX HEATING COMPANY LIMITED (in these Articles called "the Company").

2. Regulation 1 of Part II of Table A shall be deemed to be deleted and the following substituted therefor :—

" 1. Regulations 24, 53, 75, 77, 78, 87—93 inclusive, 106—109 inclusive and 134 of Part I of Table A shall not apply to the Company, but the remaining regulations of Part I of Table A, as altered or modified by the Articles of Association of the Company, shall apply to the Company."

SHARE CAPITAL

3. (a) The initial Share Capital of the Company is £50,000, divided into 36,000 6 per cent. Redeemable Non-Cumulative Preference Shares of £1 each and 14,000 Ordinary Shares of £1 each.

(b) The Redeemable Non-Cumulative Preference Shares shall confer on the holders thereof the right to a non-cumulative preferential dividend of 6 per cent. out of the profits available for dividend in each year and to return of capital in a winding-up in priority to the Ordinary Shares but shall not confer any further right to participate in profits or assets of the Company.

(c) Subject to the provisions of Section 58 of the Companies Act, 1948, the Redeemable Non-Cumulative Preference Shares shall be redeemable in manner following :—

(i) The Company may at any time out of any profits or moneys of the Company which may lawfully be applied for that purpose redeem at par all or any of the 6 per cent. Redeemable

Non-Cumulative Preference Shares and in the case of the redemption of the whole of the Redeemable Non-Cumulative Preference Shares the Company shall give to the holders thereof notice in writing of its intention to redeem such shares fixing a time (not less than one month ahead) and a place for the redemption and surrender thereof.

- (ii) If the Company should at any time or times determine to redeem a part only of the Redeemable Non-Cumulative Preference Shares for the time being outstanding the 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 for the time being of the Company.
- (iii) 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 one month ahead) and place for the redemption and surrender of the shares to be redeemed.
- (iv) 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 will pay to him the amount payable in respect of such redemption and if in the case of the redemption of a part only of the Redeemable Non-Cumulative Preference Shares 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.

(c) The holders for the time being of the Redeemable Non-Cumulative Preference Shares shall have no right to receive notice of, or attend or vote, either in person or by proxy, at, any General Meeting of the Company.

4. No further shares ranking in priority to or *pari passu* with the said 6 per cent. Redeemable Non-Cumulative Preference Shares shall at any time be created without the consent or sanction of the holders of the Redeemable Non-Cumulative Preference Shares which may be issued and outstanding given in accordance with the provisions of these Articles.

5. Save as provided by contract or these Articles to the contrary, and subject to any direction of the Company by Ordinary Resolution, all unissued shares shall be at the disposal of the Directors, and they may also grant options over or otherwise deal with or dispose of the same to such persons, at such times, and generally on such terms as they think proper, but so that no shares shall be issued at a discount except in accordance with the provisions of Section 57 of the Act.

6. In Regulation 3 of Part I of Table A the words "with the sanction of an ordinary resolution," shall be deemed to be deleted.

LIEN AND CALLS ON SHARES

7. In Regulation 11 of Part I of Table A the words and brackets "(not being a fully-paid share)" and "(other than fully-paid shares)" shall be deemed to be deleted.

8. In Regulation 15 of Part I of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be deemed to be deleted.

GENERAL MEETINGS

9. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Act as to giving information to members in regard to their right to appoint proxies.

10. Regulation 54 of 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

11. (a) The Directors shall not, unless otherwise determined by an Ordinary Resolution of the Company, be less than two or more than six in number. The names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association.

(b) Notwithstanding the provisions of Regulation 99 of Part I of Table A one Director shall be a quorum until the 30th day of October, 1960.

12. A Director need not hold any share qualification.

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

14. Any Director may continue to be or become a director of, or hold any other office or place of profit under any other company in which the Company may be interested, and no such Director shall be accountable for any remuneration, salary, profit or other benefits received by him as a director of, or holder of any other office or place of profit under, or member of any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the

Company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors of such company, or voting or providing for the payment of remuneration to the directors of such company), and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed a director of such other company, and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

15. The last sentence in Regulation 98 of Part I of Table A shall be deemed to be deleted and the following shall be deemed to be substituted therefor :—

“A Director for the time being out of the United Kingdom shall not be entitled to notices of meetings of the Directors but the alternate Director (if any) in the United Kingdom acting in his place shall be entitled to notices of such meetings.”

16. 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. For the purpose of this Article, the signature of an alternate Director entitled to notice of a meeting of Directors shall suffice in lieu of the signature of the Director who appointed him.

17. The holder or holders for the time being of not less than 75 per cent in nominal value of the issued Ordinary Shares of the Company may appoint any person or persons to be Director or Directors of the Company and may remove any Director so appointed and appoint another person as Director in his place. Any appointment or removal under this Article shall be effected by notice in writing to the Company signed by the holder or holders of such shares.

18. The office of a Director shall be vacated :—

- (a) If he is prohibited from being a Director by reason of any order made under the Act.
- (b) If a receiving order is made against him or he make any arrangement or composition with his creditors.
- (c) If he is found a lunatic or becomes of unsound mind.
- (d) If he absents himself from the attendance at meetings of Directors continuously for a space of six months without special leave of absence from the Directors, and they pass a Resolution that he has by reason of such absence vacated office.

- (e) If by notice in writing to the Company he resigns his office.
- (f) If he is removed by an Ordinary Resolution of the Company as provided by Regulation 96 of Part I of Table A.
- (g) If he is removed by an Extraordinary Resolution of the Company.
- (h) If he is removed by notice in accordance with Article 17.

19. No Director shall vacate his office or be ineligible for re-appointment as a Director, nor shall any person be ineligible for appointment as a Director by reason only of his having attained any particular age.

ROTATION OF DIRECTORS

20. (a) In Regulation 94 of Part I of Table A the words from "and may also determine" to the end of the Regulation shall be deemed to be deleted.

(b) In Regulation 95 of Part I of Table A the words from "but shall not be taken into account" to the end of the Regulation shall be deemed to be deleted.

(c) In Regulation 97 of Part I of Table A the second sentence thereof shall be deemed to be deleted.

ALTERNATE DIRECTORS

21. Each Director shall have the power to nominate any other Director, or with the approval of the majority of the other Directors any other person to act as alternate Director, in his place, at any meeting of the Directors at which he is unable to be present, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall (except as regards share qualification, if any, and the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director, whilst acting in the place of an absent Director, shall exercise and discharge all the duties of the Director he represents, but shall look to such Director solely for his remuneration, if any, as alternate Director. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company, and shall also be considered as two Directors for the purpose of making a quorum of Directors when such quorum shall exceed two. Any person appointed as an alternate Director shall vacate office as such alternate Director if and when the Director by whom he has been appointed vacates his office as Director.

22. (a) An instrument appointing an alternate Director may be in the form of a cable, notice, letter or other document and in every case shall, as nearly as circumstances will admit, be to the effect following :—

“ LENNOX HEATING COMPANY LIMITED.

“ I,

“ a Director of the above-named Company, in pursuance of the
“ power in that behalf contained in the Articles of Association
“ of the Company, do hereby nominate and appoint

“ of
“ to act as alternate Director in my place at any meeting of the
“ Directors which I am unable to attend, and to exercise all
“ my duties as a Director of the Company.

“ Dated

“ Signed

.”

(b) The appointment of an alternate Director shall take effect in the case of a person so appointed who is

(i) a Director of the Company, from the time when the instrument of appointment is received by the Secretary or produced to a duly convened meeting of the Directors whichever shall first occur.

(ii) not a Director of the Company, from the time when the appointment is approved in accordance with Article 21.

The removal of an alternate Director shall be effective from the time when written notice thereof is received by the Secretary of the Company.

BORROWING POWERS

23. In Regulation 79 of Part I of Table A the words from “ Provided that ” to the end of the Regulation shall be deemed to be deleted.

POWERS OF DIRECTORS

24. (a) The Directors may procure the establishment and maintenance of or participate in or contribute to any non-contributory or contributory pension or superannuation funds or life assurance scheme for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any persons (including Directors and other officers) who are or shall have been at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or of the predecessors in business of any such subsidiary company and the wives, widows, families or dependants of any such persons.

(b) The Directors may also procure the establishment and subsidy of or subscription and support to any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as

aforesaid or otherwise to advance the interests and well-being of the Company or of any such other company as aforesaid or of its members, and payment for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.

(c) The Directors may procure any of the matters aforesaid to be done by the Company either alone or in conjunction with any other company.

(d) The powers vested in the Directors by this Article shall be in addition to any other provisions in these Articles.

MANAGING DIRECTORS AND OTHER APPOINTMENTS

25. The Directors may from time to time appoint one or more of their body to be Managing Director or to hold such other office in the management, administration or conduct of the business of the Company for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. Subject to the terms of any such agreement a Managing Director or a Director appointed to any other office as aforesaid shall be subject to the same provisions as to retirement, resignation and removal as the other Directors of the Company and shall *ipso facto* and immediately cease to be Managing Director or to hold such other office in the management, administration or conduct of the business of the Company if he cease to hold the office of Director from any cause.

REMUNERATION OF MANAGING DIRECTORS AND OTHERS

26. The remuneration of a Managing Director or any Director who may be appointed to any other office in the management, administration or conduct of the business of the Company shall from time to time (subject to the provisions of any agreement between him and the Company) be fixed by the Directors, and may be by way of fixed salary, or commission on the dividends, profits, sales or turnover of the Company, or of any other company in which the Company is interested, or other participation in any such profits, or by way of retiring salary or provision for a pension or pensions for himself or his dependants, or by all or any of those modes, and (subject as aforesaid) the remuneration so fixed shall be additional to any ordinary remuneration to which he may be entitled as a Director of the Company.

CAPITALISATION OF PROFITS

27. Regulations 128 and 129 of Part I of Table A shall be read and construed as if the words " Ordinary Shareholders " were substituted for the word " Members " throughout the said Regulations.

NOTICES

28. (a) Any summons, notice, order or other document to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid letter, envelope or wrapper, addressed to the Company or to such officer at the Registered Office of the Company.

(b) In Regulation 131 of Part I of Table A the words from " or (if he has no registered address within the United Kingdom) " to the end of the first sentence of the Regulation shall be deemed to be deleted and the figures " 72 " shall be deemed to have been substituted for the figures " 24 " in the Regulation.

29. Subject to any express provision to the contrary contained in these Articles notice of every General Meeting shall be given in any manner in or by these Articles authorised to

- (a) every member ;
- (b) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting ;
- (c) every Director or in the event of any Director being out of the United Kingdom to his alternate Director (if any) in the United Kingdom ; and
- (d) the Auditors for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

John L. Gore
 54 Brentford Avenue
 Brentford
 Kent
 Solicitors' Clerk.

R. Smith
 9-12 Cheapside,
 London E.C.2.
 Solicitors' Clerk.

DATED this 2nd day of September, 1960.

WITNESS to the above Signatures :—

Walter Pate.

9-12 Cheapside,
 London, E.C.2.
 Solicitor.

No. C. 173

DUPLICATE FOR THE FILE

No. 671858



Certificate of Incorporation

I Hereby Certify, that

LEWIS HEATING COMPANY LIMITED

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

Given under my hand at London this **Sixth** day of **October** **One Thousand Nine Hundred and Sixty**

[Signature]
ASSISTANT Registrar of Companies.

Certificate
received by

A.P. Ledger

of

Allen & Co.

Date *7-9-60*

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES



LENNOX HEATING COMPANY LIMITED

Consent

of the holders of the issued
6 per cent. Redeemable Non-Cumulative Preference Shares
of £1 each of the above Company

WE, the undersigned, being the registered holders of all the issued 6 per cent. Redeemable Non-Cumulative Preference Shares of £1 each in the capital of Lennox Heating Company Limited HEREBY CONSENT pursuant to Article 4 of the Articles of Association of the Company to the creation, by an Ordinary Resolution to be considered and passed at an Extraordinary General Meeting of the Company to be held on 29th January, 1962, of 35,000 additional 6 per cent. Redeemable Non-Cumulative Preference Shares of £1 each in the capital of the Company to rank *pari passu* and as one class of share with the existing Preference Shares of the Company.

DATED this 24th day of January, 1962.

FILED

For and on behalf of
LENNOX INDUSTRIES INC.
EDWARD G. MOOTH, SEC. - TREAS.

(R. B. Trezevant)

PRESENTED BY

ALLEN HOUERY

RECEIVED

9-12 CHEAPSIDE
E.C.2.



No. of Company : 671868 / 12

THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES

LENNOX HEATING COMPANY LIMITED

Consent

of the holders of the issued
6 per cent. Redeemable Non-Cumulative Preference Shares
of £1 each of the above Company

WE, the undersigned, being the registered holders of all the issued 6 per cent. Redeemable Non-Cumulative Preference Shares of £1 each in the capital of Lennox Heating Company Limited HEREBY CONSENT pursuant to Article 4 of the Articles of Association of the Company to the creation, by an Ordinary Resolution to be considered and passed at an Extraordinary General Meeting of the Company to be held on 29th January, 1962, of 35,000 additional 6 per cent. Redeemable Non-Cumulative Preference Shares of £1 each in the capital of the Company to rank *pari passu* and as one class of share with the existing Preference Shares of the Company.

DATED this 24th day of January, 1962.

REGISTERED
15 FEB 1962

For and on behalf of

LENNOX INDUSTRIES INC.
EDWARD C. BOOTH, SEC. - TREAS.

(R. B. Trezevant)

15

No. of Company 1671868/13

Vi 5/-

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES



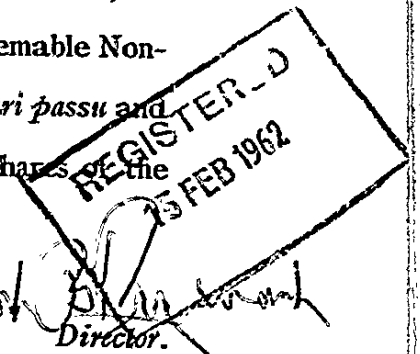
Ordinary Resolution
OF
LENNOX HEATING COMPANY LIMITED

Passed the 7th day of February, 1962

At an EXTRAORDINARY GENERAL MEETING of the above-named Company held at 9-12, Cheapside, London, E.C.2, on Wednesday the 7th day of February, 1962 (having been adjourned from Monday 29th January, 1962), the following Resolution was passed as an ORDINARY RESOLUTION of the Company:—

RESOLUTION

That the Capital of the Company be increased to £85,000 by the creation of 35,000 additional 6 per cent. Redeemable Non-Cumulative Preference Shares of £1 each to rank *pari passu* and as one class of share with the existing Preference Shares of the Company.



15 FEB 1962

Number of } 671868
Company } 14

Form No. 10

THE COMPANIES ACT, 19



Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

LENNON HEATING COMPANY

LIMITED

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

A filing fee of 6s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

ALLAN & CUNY,

9-12 CECIL

LONDON, E.C.2.



The Solicitors' Law Stationery Society, Limited
11 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; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES.

Lonnox Heating Company

Limited, hereby gives you notice, pursuant to

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

Section 63 of the Companies Act, 1948, that by an * Ordinary

Resolution of the Company dated the 7th day of February 1962

the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 35,000. beyond the Registered Capital
of £ 50,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
35,000	6% Redeemable Non-Cumulative Preference Shares	£1

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

To rank pari passu with the existing 36,000
Redeemable Non-Cumulative Preference Shares
of £1 each.

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

Signature [Signature]

State whether Director
or Secretary

X DIRECTOR

Dated the 7th day of FEBRUARY 1962

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

Number of
Company

671868

115.

Form No. 26a

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

LENNOX HEATING COMPANY

LIMITED

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

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

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

Presented by

ALLEN & OVERY

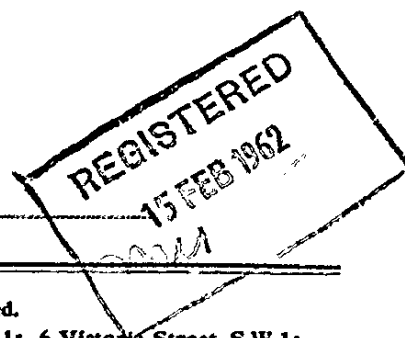
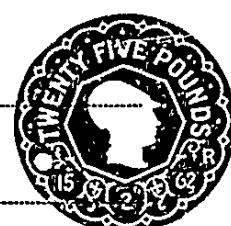
9-12 Cheapside,

London, E.C.2.

The Solicitors' Law Stationery Society, Limited.

12 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



THE NOMINAL CAPITAL

OF

LENNON HEATING COMPANY

Limited

has by a Resolution of the Company dated

7th February 196² been increased by

the addition thereto of the sum of £35,000,

divided into:—

35,000 6% Redeemable

Non-Cumulative Preference Shares of £1 each

Shares of _____ each

beyond the registered Capital of £50,000

Signature

(State whether Director or Secretary) DIRECTOR

Dated the 7th day of FEBRUARY 196²

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

No. of Company : 671868

116
THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES

Special Resolution

OF

LENNOX HEATING COMPANY LIMITED

Passed the 6th day of April, 1962

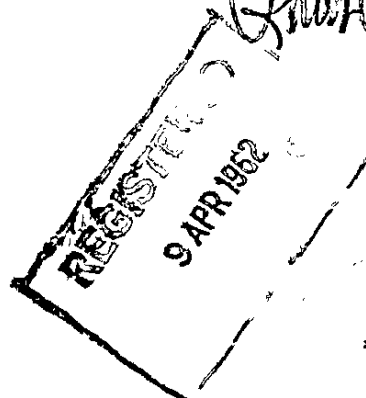
At the ANNUAL GENERAL MEETING of the Company duly convened and held at 9-12, Cheapside, London, E.C.2, on Friday, 6th April, 1962, the following Resolution was passed as a SPECIAL RESOLUTION :—

RESOLUTION

That the Articles of Association of the Company be altered by inserting the following new Article immediately after Article 10 thereof :—

" 10A. Regulation 62 of Part I of Table A shall be read and construed as if the words "or by proxy" were inserted immediately after the words "present in person"."

Robert B. [Signature]
Director



311

9 APR 1962

FILE 10025

ALLEN & OVERY
ALLEN & OVERY

No. of Company : 671868

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES


LENNOX HEATING COMPANY LIMITED

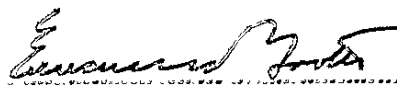
Consent

of the holders of the issued
6 per cent. Redeemable Non-Cumulative Preference Shares
of £1 each of the above Company

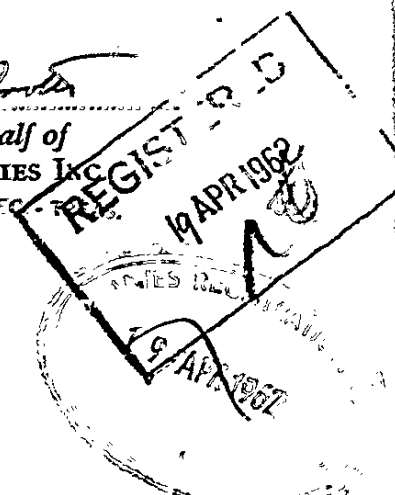
WE, the undersigned, being the registered holders of all the issued 6 per cent. Redeemable Non-Cumulative Preference Shares of £1 each in the capital of Lennox Heating Company Limited HEREBY CONSENT pursuant to Article 4 of the Articles of Association of the Company to the creation, by an Ordinary Resolution to be considered and passed at an Extraordinary General Meeting of the Company to be held on 19th April, 1962, of 50,000 additional 6 per cent. Redeemable Non-Cumulative Preference Shares of £1 each in the capital of the Company to rank *pari passu* and as one class of share with the existing Preference Shares of the Company.

DATED this 21st day of November, 1962.


For and on behalf of
MIDLAND HEATER CORPORATION.
EDWARD C. BOOTH, SEC. - TREAS.


For and on behalf of
LENNOX INDUSTRIES INC.
EDWARD C. BOOTH, SEC. - TREAS.


(R. B. Trezvant)



No. of Company : 671868

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Ordinary Resolution

OF

LENNOX HEATING COMPANY LIMITED

Passed the 19th day of April, 1962

At an EXTRAORDINARY GENERAL MEETING of the above-named Company held at 9-12, Cheapside, London, E.C.2, on Thursday the 19th day of April, 1962, the following Resolution was passed as an ORDINARY RESOLUTION of the Company :—

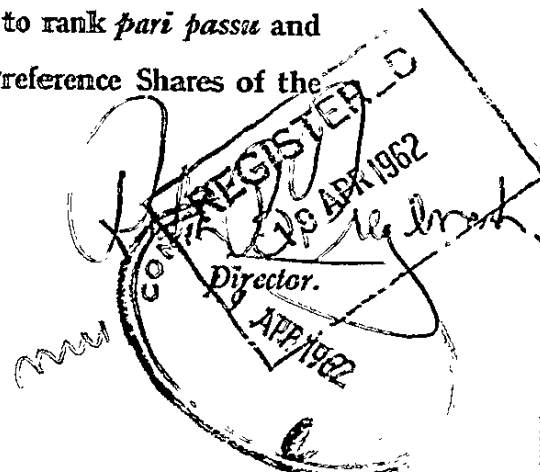
RESOLUTION

That the Capital of the Company be increased to £135,000 by the creation of 50,000 additional 6 per cent. Redeemable Non-Cumulative Preference Shares of £1 each to rank *pari passu* and as one class of share with the existing Preference Shares of the Company.

*Witnessed by
Allen & O'Connell*



5/-



Number of
Company

671868

Form No. 10

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

LENNOX HEATING COMPANY

LIMITED

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

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

Presented by

Allen & Jervy,

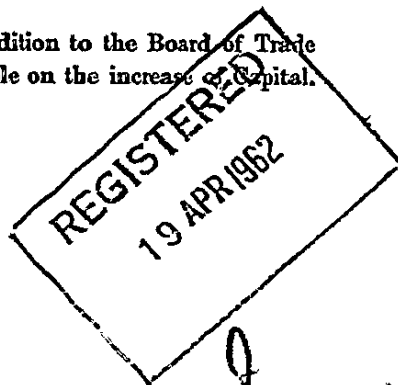
9-12 Cheapside,

LONDON, E.C.2.

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

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

CM



mul

PTO

To THE REGISTRAR OF COMPANIES.

Lennox Heating Company

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

Limited, hereby gives you notice, pursuant to
Section 63 of the Companies Act, 1948, that by an * Ordinary
Resolution of the Company dated the 19th day of April 1962
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 50,000 beyond the Registered Capital
of £ 85,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
50,000	6% Redeemable Non-Cumulative Preference Shares	£1

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

To rank pari passu with the
existing 71,000 Redeemable
Non-Cumulative Preference
Shares of £1 each

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

Signature

State whether Director
or Secretary

Director

Dated the 19th day of April 1962

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

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital OF

LENNOX HEATING COMPANY

LIMITED

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

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

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

Presented by

Allen & Overy,

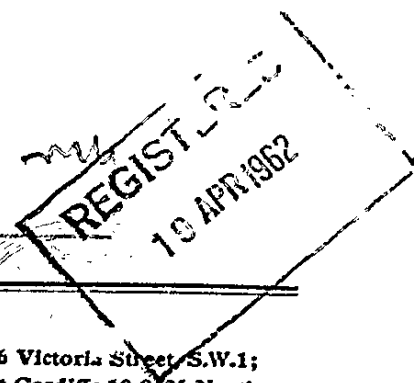
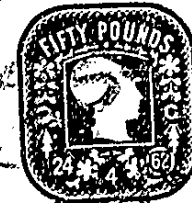
9-12 Cheapside,

LONDON, E.C.2.

The Solicitors' Law Stationery Society, Limited.

12 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



THE NOMINAL CAPITAL

OF

LENNOX HEATING COMPANY *Limited*

has by a Resolution of the Company dated

19th April 1962 been increased by

the addition thereto of the sum of £50,000,

divided into:—

50,000 6% Redeemable

Non-Cumulative Preference Shares of £1 each

Shares of _____ each

beyond the registered Capital of £85,000

50
130

Signature

(State whether Director or Secretary) Director

Dated the 19th day of April 1962

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



No. 671868

REGISTERED

23 NOV 1963

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

LENNOX HEATING COMPANY LIMITED

Consent of the holders of the
issued 6% redeemable non-cumulative
preference shares of £1 each of the
above company

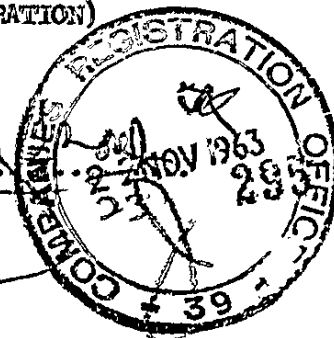
WE, the undersigned, being the registered holders of all the
issued 6% redeemable non-cumulative preference shares of £1 each in the
capital of Lennox Heating Company Limited HEREBY CONSENT pursuant to
article 4 of the articles of association of the company to the creation,
by an ordinary resolution to be considered and passed at an extraordinary
general meeting of the company to be held on 16th October 1963, of
349,000 additional 6% redeemable non-cumulative preference shares of £1
each in the capital of the company to rank pari passu and as one class
of share with the existing preference shares of the company.

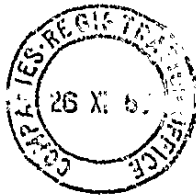
Dated this 16th day of October 1963

James Smith Sec-Frs
.....
(For and on behalf of
LENNOX INDUSTRIES INC.)

James Smith Sec-Frs
.....
(For and on behalf of
MIDLAND HEATER CORPORATION)

R.B. Trezvant
.....
(R.B. TREZVANT)





No. 671868 /27

THE COMPANIES ACT, 1948

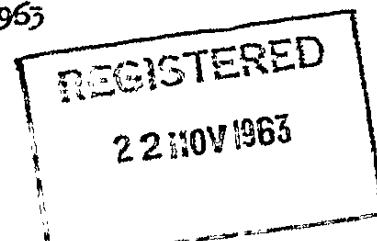
'COMPANY LIMITED' BY SHARES

ORDINARY RESOLUTION

of

LENNOX HEATING COMPANY LIMITED

Passed the 15th day of October 1963



At an extraordinary general meeting of the above-named company duly convened and held at Abacus House, 33, Cutler Lane, Cheapside, London, E.C.2. on Wednesday the 16th day of October 1963 the following resolution was passed as an ordinary resolution of the company.

RESOLUTION

That the capital of the company be increased to £484,000 by the creation of 349,000 additional 6% redeemable non-cumulative preference shares of £1 each to rank pari passu and as one class of share with the existing preference shares of the company.

[Handwritten signature]
Chairman



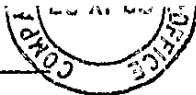
Certified printed by retaprint.

Robert Hubbard

Number of
Company

671,868

128



Form No. 1
COMPANIES
REGISTRATION

CR 17/141

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

Lennox Heating Company

LIMITED

REGISTERED
22 NOV 1963

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

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

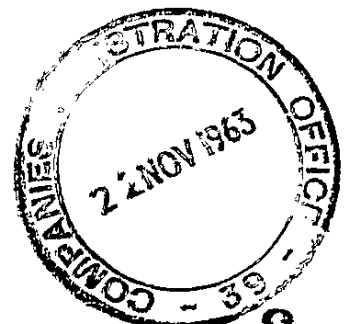
Presented by

Lennox Heating Company Limited,

Abacus House,

33, Gutter Lane,

Cheapside, E.C.2.



The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 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; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES.

Lennox Heating Company

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 sixteenth day of October 1963

the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 349,000 beyond the Registered Capital
of £ 135,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
349,000	6% redeemable non-cumulative preference shares	£1

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

the new shares rank parri passu in all respects
with the existing 6% non-cumulative preference shares.

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

Signature

Geoffrey B. Schroder

State whether Director
or Secretary

Secretary

Dated the 21st day of November 1963

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

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

Lennox Heating Company

LIMITED

Pursuant to Section 122 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1925.

NOTE.—The Stamp duty on an increase of Nominal Capital is payable at the rate of 5 per cent. on every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 63 of the Finance Act, 1925)

Presented by

Lennox Heating Company Limited,

Abacus House,

33, Gutter Lane,

Cheapside, London, E.C.2.

The Solicitors' Law Stationery Society, Limited.

191-192 Fleet Street, E.C.4; 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; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 23-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

Lennox Heating Company

Limited

has by a Resolution of the Company dated

16th October

1963

been increased by

the addition thereto of the sum of £ 349,000,

divided into:—

349,000 6% redeemable

non-cumulative preference

Shares of

£1

each

Shares of

each

beyond the registered Capital of

£135,000

349,

054,000

Signature

Gerald B. Schneider

(State whether Director or Secretary)

Secretary

Dated the

21st

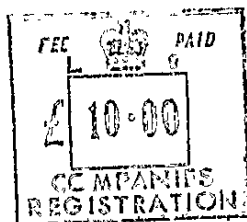
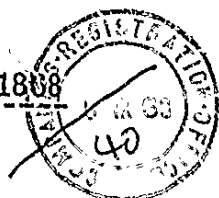
day of

November

1963

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

No: 671868



10 2K

THE COMPANIES ACTS 1948 - 1967

SPECIAL RESOLUTION

OF

LENNOX HEATING COMPANY LIMITED

The following Resolution was duly passed as a Special Resolution at an Extraordinary General Meeting of the Members of the above-named Company held at the Company's Offices, at Lister Road, Basingstoke on the third day of September, 1968:-

THAT the name of the Company be and it is hereby changed to Lennox Industries Limited.

Signed

T. P. Smith

CHAIRMAN



Wm. A. Veech (Secy)
G. Chappell
L. J. A.

3rd September, 1968



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 571553

41.

Whereas

LEISURE TRADING COMPANY LIMITED

was incorporated as a limited company under the
COMPANIES ACT, 1948,

on the **6TH OCTOBER, 1960**

And whereas by special resolution of the Company and with the approval
of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company
incorporated under the name of

LEISURE TRADING LIMITED

Given under my hand at London the **12TH OCTOBER, 1961.**

L. Knight.

Assistant Registrar of Companies

C.172

8

LENNOX INDUSTRIES LIMITED

MINUTES OF A MEETING OF THE DIRECTORS OF THE COMPANY HELD AT
THE COMPANY'S OFFICES AT LISTER ROAD, BASINGSTOKE, HAMPSHIRE
AT 10.30 A.M. ON TUESDAY 2ND OCTOBER, 1979

PRESENT: F. Evans (Chairman)
I. Roberts

In attendance: K. Bate (Secretary)

K. Bate produced to the meeting a letter dated 28th September 1979 from Mr. T. Marsh advising his resignation as a Director and from his employment with the Company with effect from 30th September 1979.

IT WAS RESOLVED:

that Mr. Marsh's resignation as Managing Director of the company and consequently as a Trustee of the Retirement Benefits Schemes for both staff and hourly paid employees be and is hereby accepted.

K. Bate was instructed to advise the Registrar of Companies of the change in the Directorate and to send a copy of this Board Minute to the Chase Manhattan Bank, N.A., Woolgate House, Coleman Street, London E.C.2. and to the National Westminster Bank Limited, Old Market Square, Basingstoke, cancelling T. Marsh's authority to sign cheques, drafts or other orders for payment of money drawn on the Company's Accounts with these two banks.

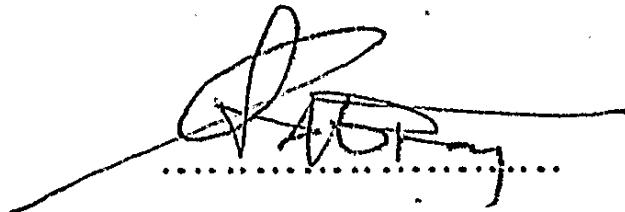
IT WAS RESOLVED:

that Mr. D. W. Munson of Abbotswood Lodge, Seven Hills Road, Weybridge, Surrey be appointed as Managing Director of Lennox Industries Limited as from the conclusion of this meeting his consent having been obtained.



/ over

Mr. K. Bate was instructed to advise the Registrar of Companies of this appointment.

A handwritten signature in black ink, appearing to read 'F. EVANS', is written over a horizontal dotted line. The signature is stylized with a large loop at the beginning and a long horizontal stroke extending to the right.

F. EVANS
CHAIRMAN

2nd October, 1979.

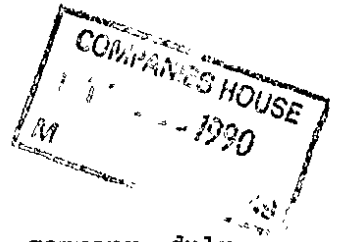
COMPANY NO. 671868

THE COMPANIES ACT 1989
COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

OF

LENNOX INDUSTRIES LIMITED
Passed the 3rd day of December 1990



At an extraordinary general meeting of the above named company duly convened and held at the offices of Lennox Industries Incorporated, 2100 Lake Park Boulevard, Richardson, Texas, U.S.A., on Monday 3rd December 1990, the following elective resolutions of the company were passed.

"ELECTIVE RESOLUTION NUMBER 1"

"That pursuant of Section 366A of the Companies Act 1985, the Company elects to dispense with the holding of Annual General Meetings in 1991 and subsequent years until this election is revoked".

"ELECTIVE RESOLUTION NUMBER 2"

"That pursuant of Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting for the current financial year and for all subsequent financial years".

"ELECTIVE RESOLUTION NUMBER 3"

"That pursuant of Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint Auditors annually".

A. H. GOFFEY
MANAGING DIRECTOR

WRITTEN RESOLUTION OF MEMBERS IN LIEU OF MEETING
PURSUANT TO COMPANIES ACT 1985, SECTION 381A

COMPANY NUMBER 671868

COMPANIES ACTS 1985 TO 1989

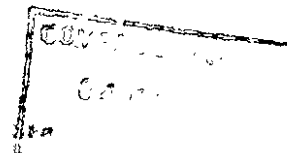
WRITTEN RESOLUTION OF LENNOX INDUSTRIES LIMITED

A PRIVATE COMPANY LIMITED BY SHARES

DATED THIS TWENTY FIRST DAY OF JUNE 1991.

We, the undersigned, being all the members of the company who, at the date of this resolution would be entitled to attend and vote at general meetings of the company HEREBY PASS the following resolution as a special resolution and agree that the said resolution shall, for the purposes be as valid and effective as if the same had been passed by us all at a general meeting of the company duly convened and held :

RESOLVED THAT the directors be and they are hereby generally and unconditionally authorised pursuant to s 80 of the Companies Act 1985 to exercise any power of the company to allot and grant rights to subscribe for or to convert securities into shares of the company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire on 20th June 1996 unless previously renewed or varied save that the Directors may, notwithstanding expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the company before the expiry of this authority.

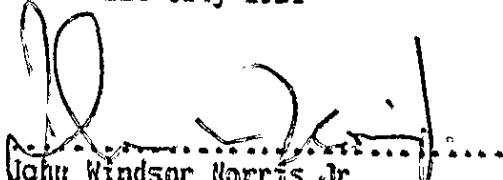


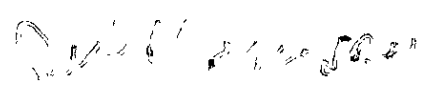
4-7-91
250


23 AUG 1951 24 AUG 1951

5. THAT following the above mentioned acquisition of shares in Environheat the Company will be the beneficial owner of all the issued shares in that company and the registered holder of all such shares save for one such share which should be registered in the name of Mr D W Munson who is to hold such share in trust for the benefit of the Company.
6. THAT any director of the Company be and he is hereby authorised to approve any other documents or matters not specifically referred to above and relating to the Company's acquisition of shares in Environheat and that such director be and he is hereby authorised to instruct the Company's Solicitors, Messrs Richards Butler of Beaufort House, 15 St Botolph Street, London, EC3A 7EE, England and/or Mr David J Boutcher, its duly appointed Attorney pursuant to the terms of the Power of Attorney referred to in 1(a) above, to execute any such further documents or implement any such additional matters on the Company's behalf.

DATED 1st July 1991


.....
John Windsor Norris Jr


.....
Donald Wallace Munson


.....
Richard Windsor Booth


.....
Anthony Herbert Goffey

Company No. 671868

THE COMPANIES ACT 1985

Company Limited by Shares

SPECIAL RESOLUTION

of


LENNOX INDUSTRIES LIMITED

(Passed on 12th November 1991)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 2100 Lake Park Boulevard, Richardson, Texas, 75080-2254, U.S.A. on 12th November 1991 the following Resolution was duly passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

THAT the capital of the Company be reduced by cancelling the amount standing to the credit of the Share Premium Account of the Company as at 12th November 1991.


.....
Chairman
A.H. GOFFEY

COMPANIES HOUSE, CARDIFF
LONDON

21 NOV 1991 22 NOV 1991

106

djb/LA17-001/scv/sp-res

RICHARDS BUTLER
BEAUFORT HOUSE
15 ST. BOTOLPH STREET
LONDON, EC2A 7EE
SOLICITORS



CERTIFICATE OF REGISTRATION

OF ORDER OF COURT

ON

CANCELLATION OF SHARE PREMIUM ACCOUNT

Whereas LENNOX INDUSTRIES LIMITED

having by Special Resolution cancelled its share premium account as confirmed by an Order of the High Court of Justice, Chancery Division

dated the 9TH DECEMBER 1991

Now therefore I hereby certify that the said Order was registered pursuant to section 138 of the Companies Act 1985 on the 17TH DECEMBER 1991

Given under my hand at Cardiff the 19TH DECEMBER 1991

No. 671868

N A Sellman

N A SELLMAN

An Authorised Officer