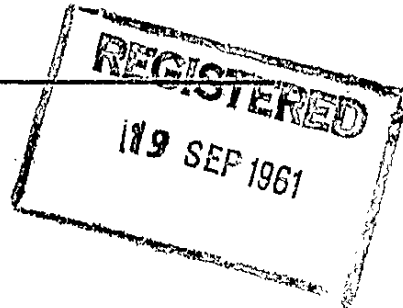


No. of  
(Certificate)

(Form No. 41.)

703568/1

**"THE COMPANIES ACT, 1948."**



**Declaration of Compliance with the requirements of the Companies Act, 1948,  
on application for registration of a Company.**

Pursuant to Section 15(2).

How Air Conditioning

Limited.

Telegrams: "DOUBBLE, ESTRAND, LONDON."

D. 2000 3/55

Telephone: HOLborn 0375

PUBLISHED BY

**CHARLES DOUBBLE LIMITED,**  
**Companies' Registration Agents, Printers and Stationers,**  
**10, Bell Yard, Strand, London, W.C.2.**

Presented for filing by

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

I ..... Peter Cecil How .....  
of ..... "Oldways", .....  
..... Blackdown, .....  
..... Leamington Spa. ....

Do solemnly and sincerely Declare that I am (a) .... a person named .....  
in the Articles of Association as a Director .....  
(9)

of .....  
.....  
..... How Air Conditioning ..... 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 .. *the City of* ..

..... *Birmingham* ..

the .. *4<sup>th</sup>* .. day of .. *September* ..

One thousand nine hundred and

..... *twenty-one* ..

before me

..... *[Signature]* ..

*Peter How*

(b) A Commissioner for Oaths.

(a) "A Solicitor of the Supreme Court" (or in Scotland "Enrolled Law Agent") "engaged in the formation,"  
or "A person named in the Articles of Association as a Director or Secretary,"  
(b) or Notary Public or Justice of the Peace.

No. of Certificate.....703568/2

Form No. 25.



# Statement of the Nominal Capital.



How Air Conditioning

LIMITED.

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 with the Memorandum of Association, or other Document, when the Company is registered.

B 1000-59

TELEPHONE: HOLborn 0375.

TELEGRAMS: "DOUBLE. ESTRAND LONDON

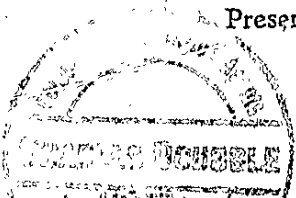
PUBLISHED BY

**CHARLES DOUBBLE LIMITED,**

Company Registration Agents, Printers and Stationers,

10, Bell Yard, Strand, London, W.C.2

Presented for filing by



The NOMINAL CAPITAL of.....

How Air Conditioning..... Limited,

is £ 100....., divided into..... 100..... Shares of £. 1.....

each.

Signature.....

*Peter How*

Description..... Director.....

Date..... 7th September 1961.....

This Margin to be reserved for binding

703568/3

THE COMPANIES ACT, 1948

REGISTERED

19 SEP 1961



COMPANY LIMITED BY SHARES

# Memorandum of Association

OF

HOW AIR CONDITIONING LIMITED



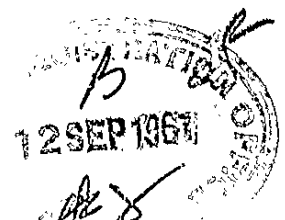
1. The name of the Company is "HOW AIR CONDITIONING LIMITED".

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 or businesses of Air Conditioning, Heating and Insulation Specialists and Designers and manufacturers, Plumbers, Electrical Engineers and Contractors, Heating, Ventilation and Fire Experts and Advisors and as Manufacturers of and Dealers in electrical, gas, water and atomic heating apparatus and appliances, stoves, convectors, ventilating systems and fans, ventilation and temperature control plant and machinery and for the installation of such apparatus and machinery: to carry on business as Engineers, electrical engineers, Radio and television engineers, ironmongers, furniture makers, joiners, fitters, decorators, painters, builders, glaziers and sanitary engineers.

(B) To carry on any business in any of the above trades or businesses, and to manufacture, grow, import, buy, sell, exchange, clean, repair, erect, instal, alter, remodel, let or take on hire, or otherwise, deal in any plant, machinery, material, article or thing capable of being conveniently made, used or sold in any of the businesses or trades aforesaid.



- (C) To conduct and carry on the business or businesses aforesaid, and any other businesses or undertakings whatsoever which the Directors may consider to be capable of being conducted by and for the benefit of the Company as subsidiary to or in conjunction with the said business or businesses aforesaid.
- (D) To buy, hire, take on lease, exchange or otherwise obtain and to hold, develop, cultivate, improve and otherwise turn to account, and to sell, exchange, lease or otherwise dispose of and deal in any lands, buildings and hereditaments of any tenure and any rights, privileges or easements over or in respect of any real or personal property or rights whatsoever which may be necessary or convenient for the business of the Company.
- (E) To erect, construct, alter, maintain and remove or replace any buildings or works necessary or convenient for the purpose of the Company.
- (F) To apply for, buy, or otherwise obtain patents and take assignments and grant licences of any patents, licences, concessions, secret processes and the like, conferring any exclusive, non-exclusive or limited right of user or any secret or other information as to any invention or process.
- (G) To amalgamate or enter into partnership with any person, firm or company conducting or proposing to conduct any business which the Company is authorised to conduct, and to acquire and undertake all or any part of any such business or of the assets or liabilities thereof.
- (H) To pay or satisfy any liabilities which the Company is entitled to incur and any obligations into which the Company is entitled to enter, and to accept payment for any property or rights disposed of, either in shares, debentures or debenture stock of the Company or any other company, but not so as to enable the Company to acquire its own shares.
- (I) To buy, sell, hold and deal in any stocks, shares, debentures, debenture stock, bonds, investments, negotiable instruments and other choses in action, the acquisition, holding or disposition of which may be necessary or convenient for the business of the Company.
- (J) To lend money and to give credit, either with or without security, and at or without interest, or to guarantee the obligations or liabilities of any persons, firms or companies whom the Company may desire it expedient to assist.

- (K) To raise or borrow money with or without giving security or interest for the purposes of the undertaking of the Company; and to give security for and guarantee performance by the Company of all or any of its obligations or liabilities.
- (L) To mortgage or charge all or any of the present or future assets of the Company, including its uncalled capital, upon such provisions, terms and conditions as to redemption or issue debentures and debenture stock upon such terms and conditions, and for such consideration, and subject to such provisions, terms and conditions as to redemption or otherwise, as may be thought fit; and to issue any collateral, further security, or trust deed for further or collaterally securing the same.
- (M) To draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (N) To sell or otherwise dispose of the whole or any part of the undertaking or assets of the Company, either as a whole or in portions, and for such consideration as the Company shall think fit.
- (O) To pay and make out of the funds of the Company any compensation for loss of office or employment, allowance, pension or gratuity, to any director or ex-director or any employee or ex-employee of the Company, or the widows, children or other persons dependant on any of them.
- (P) To divide and distribute in kind amongst the members of the Company the whole or any part of the assets of the Company including shares, debentures, or securities of other companies belonging to the Company; but not so as to effect a reduction of the Capital of the Company without first obtaining the sanctions required by the Companies Act, 1948.
- (Q) To pay the costs of and incidental to the promotion and registration of the Company.
- (R) 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.

4.

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

AND IT IS HEREBY DECLARED that the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be independent objects, and shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.



WE, the several persons whose names and addresses and descriptions are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber (in words)
<i>Peter Cecil How</i> <i>Oldways Blackdown</i> <i>Leamington Spa Warwickshire</i> <i>Company Director</i>	<i>One</i>
<i>Michael J. How.</i> <i>Aston Grange.</i> <i>Stone</i> <i>Staffs</i> <i>Company Director</i>	<i>One</i>

DATED this 7th day of September 1961.

WITNESS to the above signatures:-

F G DAVIS

*F G Davis*

37 Aston Close

Water Aston

Warwickshire

703568/4



THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES

## Articles of Association

OF

HOW AIR CONDITIONING LIMITED



### PRELIMINARY

1. The regulations contained in or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948, (hereinafter called "Table A Part II") shall apply to the Company save in so far as they are varied or excluded hereby.

2. The Clauses of Part I of Table A aforesaid (hereinafter called "Table A Part I") numbered 5, 24, 53, 75, 76, and 88 shall not apply to the Company and Clause 1 of Table A Part II shall be modified accordingly but the following Articles and the remaining Clauses of Table A Parts I and II as hereinafter modified shall constitute the Articles of Association of the Company. In the event of any conflict between the provisions of these Articles and the provisions of Table A the provisions of these Articles shall prevail.

### SHARES

3. Subject to Clause 2 of Table A Part II the shares shall be at the disposal of the Directors who may allot or otherwise dispose of the same to such persons at such times and on such terms and conditions as they think fit

save that shares may only be issued at a discount in manner provided by Section 57 of the Act.

#### LIEN

4. The provisions as to lien contained in Clause 11 of Table A Part I shall apply to fully paid up shares and to all shares registered in the name of any person indebted to the Company whether as sole holder or as one of two or more joint holders and Clause 11 aforesaid shall be modified accordingly.

#### TRANSFER OF SHARES

5. Subject always to the provisions of Clauses 2 and 3 of Table A Part II and to the powers thereby conferred upon the Directors shares shall be transferred in accordance with the following provisions and not otherwise:-

(i) A share may be transferred by any member to his or her father or mother or any lineal descendant of such father or mother or to his or her son in law, daughter in law, wife or husband as Beneficial Owner thereof and a share of a deceased member may be transferred by his personal representatives to the widow, widower or any such relative as aforesaid being a specific legatee thereof or entitled thereto or to the proceeds of sale thereof as residuary legatee or on the intestacy of such deceased member and shares standing in the names of the trustees of the Will or Estate of any deceased member may be transferred upon any change of trustees to the new trustees.

(ii) Save as aforesaid no share shall be transferred to any person not a member of the Company so long as any member or any person selected by the Directors as being a person whom it is in the interests of the Company to admit to membership is willing to purchase the same at a fair value to be determined in manner hereinafter provided.

(iii) Save where the transfer is made pursuant to sub-clause (i) hereof any member or other person becoming entitled to a share or shares who desires to transfer any shares in the Company (hereinafter called "the Vendor" shall give notice in writing (hereinafter called a "Sale Notice") to the Secretary of the Company of his desire to sell the same, stating in such notice

the number and class or classes of shares which he desires to sell. Such Sale Notice shall constitute the Company the Vendor's Agent for the sale of such shares to any member or any person elected as provided by sub-clause (ii) hereof at the fair value. A Sale Notice shall not be withdrawn except with the consent of the Directors.

(iv) The Directors shall offer the shares specified in any Sale Notice in the first place to the members other than the Vendor as nearly as may be in proportion to the existing shares held by them respectively, the holders of Preference and Ordinary Shares ranking pari passu for this purpose. Such offer shall be made in writing and shall limit the time within which if not accepted in writing it shall be deemed to be refused. Each such offer shall also contain a request to the member to state in his acceptance thereof the maximum number of additional shares if any of each class offered which he is prepared to purchase at the fair value, in the event of any member or members failing to accept the offer of shares to him or them in whole or in part such additional shares shall be apportioned amongst the members offering to purchase the same as nearly as may be in proportion to their respective offers. If the whole of the shares specified in a Sale Notice shall not be disposed of to members of the Company the Directors may sell such undisposed of shares subject always to the provisions of Clause 2 of Table A Part II to any person selected by them as provided by sub-clause (ii) hereof.

(v) If the Company shall within twenty eight days after service upon it of a Sale Notice find a member or person selected as aforesaid willing to purchase the shares (hereinafter called "the Purchaser") and shall give notice thereof to the Vendor, the Vendor shall be bound upon payment of the fair value to transfer the shares to the Purchaser who shall be bound to complete the purchase within ten days after service of such last mentioned notice.

(vi) In case any difference arises between the Directors and the purchasing member as to the fair value of a Share the Auditor shall, on the application of either party, certify in writing the sum which in his opinion, is 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.

(vii) If the Company shall not within twenty eight days after service upon it of a Sale Notice find a Purchaser for all or any of the shares specified in such Sale Notice as hereinbefore provided the Vendor shall be at liberty subject always to the provisions of Clauses 2 and 3 of Table A Part II at any time within three months thereafter to sell and transfer the shares specified in such Sale Notice, or such of them as shall not have been placed by the Company, to any person and at any price.

(viii) The right of a Member to transfer all or any of his shares conferred by Clause 23 of Table A Part I shall have effect subject to the restrictions imposed by this Article and by Clauses 2 and 3 of Table A Part II aforesaid.

(ix) Clause 30 of Table A Part I shall be read and construed as if after the words "or to have some person nominated by him registered as the transferee thereof" were deleted therefrom and the following words substituted therefor "or to have some person registered as the transferee thereof being a person entitled to be registered as transferee under the provisions of this Article".

#### MEETINGS

6. Every Notice calling a Meeting of the Company shall state clearly that a Member entitled to attend and vote is entitled to appoint a proxy and that such proxy need not be a member of the Company.

7. If under the provisions in that behalf contained in Clause 54 of Table A Part I a meeting is adjourned and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall be dissolved and Clause 54 aforesaid shall be modified accordingly.

#### DIRECTORS

8. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two nor more than seven.

9. The first Directors of the Company shall be Michael John How, Peter Cecil How, Jack Aldridge and Kenneth John Luntley.

10. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting and shall be divided amongst the Directors as they shall agree or in default of agreement equally. The Directors shall also be paid all travelling hotel and other expenses reasonably and necessarily incurred by them respectively in or about the business of the Company including any such expenses incurred by them in attending and returning from Meetings of the Directors or any Committee of the Directors or General Meetings of the Company.

#### BORROWING POWERS

11. Clause 79 of Table A Part I shall be modified by deleting the Proviso therefrom.

#### POWERS AND DUTIES OF DIRECTORS

12. A Director who has disclosed his interest in accordance with the provisions of Clause 84 (1) of Table A Part I and Section 199 of the Act may vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he shall be counted in the quorum present at the Meeting of the Directors at which such contract or arrangement is being considered and accordingly Clause 84 of Table A Part I shall be modified by deleting sub-clauses (2) and (4) therefrom.

13. A Director may with the approval of the Directors appoint any other person whether a member of the Company or not to act in his place as a substitute Director and such substitute Director shall whilst his appointment shall continue be entitled to receive notice of and to attend and vote at Meetings of the Directors in the place of the Director making the appointment and shall be counted in the quorum of such Meetings. Such substitute Director shall not require any qualification or receive any remuneration from the Company and he shall ipso facto vacate office if and when the Director making such appointment ceases for any reason to hold office as a Director or determines the appointment. Any such appointment shall be made or determined by notice in writing under the hand of the Director making the same.

#### DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated if he:-

- (a) becomes bankrupt or compounds with his creditors.
- (b) becomes of unsound mind.
- (c) resigns his office by notice in writing to the Company.
- (d) ceases to be a Director by virtue of Section 182 of the Act.
- (e) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act.

NOTICES

15. Clause 134 of Table A Part I shall be modified by inserting in sub-paragraph (a) thereof after the words "Every member" the words "entitled to attend and vote at such General Meeting".

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS
<p>Peter Cecil How  Oldways Blackdown  Leamington Spa, Warwickshire  Company Director</p> <p>Michael T. How  Aston Grange  Steno - Staffs  Company Director</p>

DATED this 7th day of September 1961.

WITNESS to the above signatures:-

F. G. DAVIS

*F. G. Davis.*

37 Orion Close

Water Orton,

Warwickshire



C. 173

DUPLICATE FOR THE FILE

No. 703568



## Certificate of Incorporation

I Hereby Certify, that

HOW AIR CONDITIONING LIMITED

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

Given under my hand at London this Nineteenth day of  
September One Thousand Nine Hundred and Sixty one.

*L.S. Whitfield.*

Assistant Registrar of Companies.

Certificate  
received by

*Ilseem. Charles Douglas Ltd*

Date 19/9/61.

# THE COMPANIES ACT, 1948

## COMPANY LIMITED BY SHARES

(COPY)

### Special Resolution

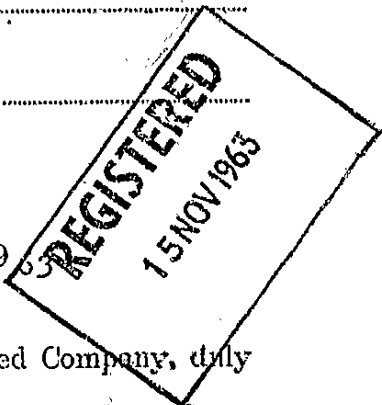
(Pursuant to The Companies Act, 1948, Section 141 [and any other Section of the Act under which the Special Resolution is passed\*])

OF

HOW AIR CONDITIONING

LIMITED

Passed the 4th day of November, 1963



AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 114, Horse Lionel Street Birmingham

in the County of Warwick, on the 4th day of November, 1963,

the following SPECIAL RESOLUTION(S) was duly passed:—

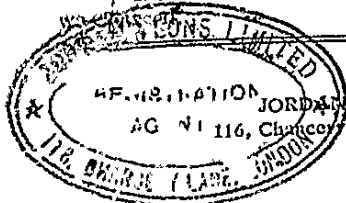
[Here set out the exact words of the Special Resolution or Resolutions as passed.]

That the Articles of Association of the Company be altered by deleting Article 5 and the heading thereto and by substituting therefor the following new Article, under the heading "Compulsory Retirement"

5. In the event of any Director vacating office as a Director or in the event of any Member of the Company (other than a Permanent Director) who is employed by the Company in any capacity, ceasing from any cause to be so employed, the Directors may, if they think desirable, call upon and compel such Director or such Member, or, in the case of death, the legal personal Representatives of the deceased Director or Member to sell and dispose of the Shares standing in the name of such retiring Director, or such Member, at the fair value thereof as certified in

\* Where this Form is returned to the Publishers to be printed, they will fill in the correct references to the Sections under which the Special Resolution was passed.

† Here insert the full address of the place where the Meeting was held at which the Resolution was passed.



Copyright Form. Cat. No. C.A. 50a.

4F.112.11.11.11 JORDAN & SONS, LTD.,  
AG 116, Chancery Lane, London, W.C.2.


SHAW & SONS LTD.,  
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

A17 (1)

2/

writing by the Auditor for the time being of the Company, to such person or persons as may be nominated by the Directors, and if such request is not complied with within twenty eight days from the same being made the Company may receive the purchase money on behalf of the person entitled thereto and may authorise some person to execute the transfer of the Shares in favour of the Purchaser, who shall thereupon be registered as holder of the Shares. The receipt of the Company for the purchase money shall be a good discharge to the Purchaser, and after his name has been entered in the Register of Members in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person.



Director.



57.  
614

Number of Company: 703568

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

(COPY)

SPECIAL RESOLUTION

(Pursuant to The Companies Act, 1948, Sections 10 and 143)

OF

HOW AIR CONDITIONING LIMITED.

Passed the 4th day of November, 1963.

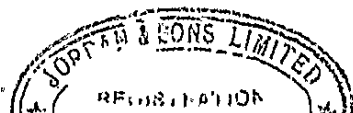
REGISTERED

2 - JAN 1964

At an Extraordinary General Meeting of the above-named Company, duly convened, and held at HV House, Lionel Street, Birmingham, 3, in the County of Warwick, on the 4th day of November, 1963, the following SPECIAL RESOLUTION was duly passed:-

That the Articles of Association of the Company be altered by deleting Article 5 and the heading thereto and by substituting therefor the following new Article, under the heading "Compulsory Retirement".

5. In the event of any Director vacating office as a Director or in the event of any Member of the Company (other than a Permanent Director) who is employed by the Company in any capacity, ceasing from any cause to be so employed, the Directors may, if they think desirable, call upon and compel such Director or such Member, or, in the case of death, the legal Personal Representatives of the deceased Director or Member to sell and dispose of the Shares standing in the name of such retiring Director, or such Member, at the fair value thereof as certified in writing by the Auditor for the time being of the Company, to such person or persons as may be nominated by the Directors, and if such request is not complied with within twenty-eight days from the

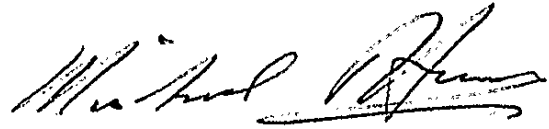


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same being made the Company may receive the purchase money on behalf of the person entitled thereto and may authorise some person to execute the transfer of the Shares in favour of the Purchaser, who shall thereupon be registered as holder of the Shares. The receipt of the Company for the purchase money shall be a good discharge to the Purchaser, and after his name has been entered in the Register of Members in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person.

DIRECTOR.

A handwritten signature in dark ink, appearing to be 'Michael J. Higgins', written in a cursive style with a long horizontal flourish at the end.

Number of Company: 3703568.



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Cly

THE COMPANIES ACT, 1948.

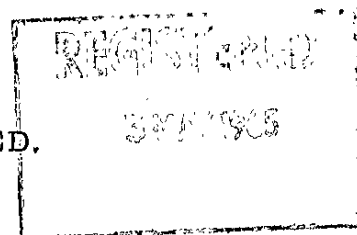
COMPANY LIMITED BY SHARES.

SPECIAL RESOLUTION

(Pursuant to Sections 10 and 141 of The Companies Act, 1948)

OF

HOW AIR CONDITIONING LIMITED.



Passed 8th March, 1965.

At an Extraordinary General Meeting of the above-named Company, duly convened, and held at 56 Newcastle Road, Stone in the County of Stafford on the Eighth day of March, 1965, the subjoined SPECIAL RESOLUTION was duly passed:-

That it is desirable that Michael John How and Peter Cecil How be Permanent Directors of the Company not liable to retirement by rotation and accordingly the Articles of Association of the Company be altered by inserting immediately after Article 9 the following new Article, to be numbered 9A:-

- 9A. Michael John How and Peter Cecil How shall be Permanent Directors of the Company, and subject to the provisions of Clause 88 in Part I of Table A each of them shall be entitled to hold such office so long as he shall live unless he shall be removed from office under Clause 96 in Part I of Table A: and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

*[Signature]*

SECRETARY.

419



Number of Company: 703568

30

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

# Memorandum

AND

# Articles of Association

OF

# HOW AIR CONDITIONING LIMITED.

Incorporated the 19th day of September, 1961.

SOLICITORS:  
Sydney Mitchell & Co.,  
Solihull.

COMPANIES REGISTRATION  
30 MAY 1973  
29 OFFICE 29

JORDAN & SONS, LIMITED  
Company Registration Agents, Seal Engravers, Printers and Publishers,  
116 Chancery Lane, London, W.C.2, and 13 Broad Street Place, London, E.C.2

29

COMPANY LIMITED BY SHARES

**Memorandum of Association**

OF

HOW AIR CONDITIONING LIMITED.

1. The Name of the Company is "HOW AIR CONDITIONING 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 or businesses of Air Conditioning, Heating and Insulation Specialists and Designers and Manufacturers, Plumbers, Electrical Engineers and Contractors, Heating, Ventilation and Fire Experts and Advisers and as Manufacturers of and Dealers in electrical, gas, water and atomic heating apparatus and appliances, stoves, convectors, ventilating systems and fans, ventilation and temperature control plant and machinery, and for the installation of such apparatus and machinery; to carry on business as Engineers, Electrical Engineers, Radio and Television Engineers, Ironmongers, Furniture Makers, Joiners, Fitters, Decorators, Painters, Builders, Glaziers and Sanitary Engineers.
  - (B) To carry on any business in any of the above trades or businesses, and to manufacture, grow, import, buy, sell, exchange, clean, repair, erect, instal, alter, re-model, let or take on hire, or otherwise, deal in any plant, machinery, material, article or thing capable of being conveniently made, used or sold in any of the businesses of trades aforesaid.
  - (C) To conduct and carry on the business or businesses aforesaid, and any other businesses or undertakings whatsoever which the Directors may consider to be capable of being conducted by and for the benefit of the Company as subsidiary to or in conjunction with the said business or businesses aforesaid.
  - (D) To buy, hire, take on lease, exchange or otherwise obtain and to hold, develop, cultivate, improve and otherwise turn to account, and to sell, exchange, lease or otherwise dispose of and deal in any lands, buildings and hereditaments of any tenure and any rights, privileges or easements over or in respect of any real or personal property or rights whatsoever which may be necessary or convenient for the business of the Company.





- (E) To erect, construct, alter, maintain and remove or replace any buildings or works necessary or convenient for the purpose of the Company.
- (F) To apply for, buy, or otherwise obtain patents and take assignments and grant licences of any patents, licences, concessions, secret processes and the like, conferring any exclusive, non-exclusive or limited right of user or any secret or other information as to any invention or process.
- (G) To amalgamate or enter into partnership with any person, firm or company conducting or proposing to conduct any business which the Company is authorised to conduct, and to acquire and undertake all or any part of any such business or of the assets or liabilities thereof.
- (H) To pay or satisfy any liabilities which the Company is entitled to incur and any obligations into which the Company is entitled to enter, and to accept payment for any property or rights disposed of, either in shares, debentures or debenture stock of the Company or any other company, but not so as to enable the Company to acquire its own shares.
- (I) To buy, sell, hold and deal in any stocks, shares, debentures, debenture stock, bonds, investments, negotiable instruments and other choses in action, the acquisition, holding or disposition of which may be necessary or convenient for the business of the Company.
- (J) To lend money and to give credit, either with or without security, and at or without interest, or to guarantee the obligations or liabilities of any persons, firms or companies whom the Company may desire it expedient to assist.
- (K) To raise or borrow money with or without giving security or interest for the purposes of the undertaking of the Company; and to give security for and guarantee performance by the Company of all or any of its obligations or liabilities.
- (L) To mortgage or charge all or any of the present or future assets of the Company, including its uncalled capital, upon such provisions, terms and conditions as to redemption or issue debentures and debenture stock upon such terms and conditions, and for such consideration, and subject to such provisions, terms and conditions as to redemption or otherwise, as may be thought fit; and to issue any collateral, further security, or trust deed for further or collaterally securing the same.
- (M) To draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

- (N) To sell or otherwise dispose of the whole or any part of the undertaking or assets of the Company, either as a whole or in portions, and for such consideration as the Company shall think fit.
- (O) To pay and make out of the funds of the Company any compensation for loss of office or employment, allowance, pension or gratuity, to any director or ex-director or any employee or ex-employee of the Company, or the widows, children or other persons dependant on any of them.
- (P) To divide and distribute in kind amongst the members of the Company the whole or any part of the assets of the Company including shares, debentures, or securities of other companies belonging to the Company; but not so as to effect a reduction of the Capital of the Company without first obtaining the sanction required by the Companies Act, 1948.
- (Q) To pay the costs of and incidental to the promotion and registration of the Company.
- (R) 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.
- (S) To do all such other things as are incidental or conducive to the attainment of the above objects.

And it is hereby declared that the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be independent objects, and shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

COMPANY LIMITED BY SHARES

**Articles of Association**

OF

**HOW AIR CONDITIONING LIMITED.**  
(As altered by Special Resolution passed on  
the 4th day of November, 1963)

PRELIMINARY.

1. The regulations contained in or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948, (hereinafter called "Table A Part II") shall apply to the Company save in so far as they are varied or excluded hereby. ✓

2. The Clauses of Part I of Table A aforesaid (hereinafter called "Table A Part I") numbered 5, 24, 53, 75, 76 and 88 shall not apply to the Company and Clause 1 of Table A Part II shall be modified accordingly but the following Articles and the remaining Clauses of Table A Parts I and II as hereinafter modified shall constitute the Articles of Association of the Company. In the event of any conflict between the provisions of these Articles and the provisions of Table A the provisions of these Articles shall prevail.

SHARES.

3. Subject to Clause 2 of Table A Part II the Shares shall be at the disposal of the Directors who may allot or otherwise dispose of the same to such persons at such times and on such terms and conditions as they think fit save that Shares may only be issued at a discount in manner provided by Section 57 of the Act.

LIEN.

4. The provisions as to lien contained in Clause 11 of Table A Part I shall apply to fully paid up Shares and to all Shares registered in the name of any person indebted to the Company whether as sole holder or as one of two or more joint holders and Clause 11 aforesaid shall be modified accordingly.

COMPULSORY RETIREMENT.

5. In the event of any Director vacating office as a Director or in the event of any Member of the Company (other than a Permanent Director) who is employed by the Company in any capacity, ceasing

from any cause to be so employed, the Directors may, if they think desirable, call upon and compel such Director or such Member, or, in the case of death, the legal Personal Representatives of the deceased Director or Member to sell and dispose of the Shares standing in the name of such retiring Director, or such Member, at the fair value thereof as certified in writing by the Auditor for the time being of the Company, to such person or persons as may be nominated by the Directors, and if such request is not complied with within twenty-eight days from the request is not complied with within twenty-eight days from the same being made the Company may receive the purchase money on behalf of the person entitled thereto and may authorise some person to execute the transfer of the Shares in favour of the Purchaser, who shall thereupon be registered as holder of the Shares. The receipt of the Company for the purchase money shall be a good discharge to the Purchaser, and after his name has been entered in the Register of Members in purported exercise of the aforesaid powers, the validity of the proceedings shall not be questioned by any person.

#### MEETINGS

6. Every Notice calling a Meeting of the Company shall state clearly that a Member entitled to attend and vote is entitled to appoint a proxy and that such proxy need not be a member of the Company.

7. If under the provisions in that behalf contained in Clause 54 of Table A Part I a meeting is adjourned and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall be dissolved and Clause 54 aforesaid shall be modified accordingly.

#### DIRECTORS

8. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two nor more than seven.

9. The first Directors of the Company shall be Michael John How, Peter Cecil How, Jack Aldridge and Kenneth John Luntley.

9A. Michael John How and Peter Cecil How shall be Permanent Directors of the Company, and subject to the provisions of Clause 88 in Part I of Table A each of them shall be entitled to hold such office so long as he shall live unless he shall be removed from office under Clause 96 in Part I of Table A: and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

10. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting and shall be divided amongst the Directors as they shall agree or in default of agreement equally. The Directors shall also be paid all travelling, hotel and other expenses reasonably and necessarily incurred by them respectively in or about the business of the Company including any such expenses incurred by them in attending and returning from Meetings of the Directors or any Committee of the Directors or General Meetings of the Company.

### BORROWING POWERS

11. Clause 79 of Table A Part I shall be modified by deleting the proviso therefrom.

### POWERS AND DUTIES OF DIRECTORS

12. A Director who has disclosed his interest in accordance with the provisions of Clause 84 (1) of Table A Part I and Section 199 of the Act may vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he shall be counted in the quorum present at the Meeting of the Directors at which such contract or arrangement is being considered and accordingly Clause 84 of Table A Part I shall be modified by deleting sub-clauses (2) and (4) therefrom.

13. A Director may with the approval of the Directors appoint any other person whether a Member of the Company or not to act in his place as a substitute Director and such substitute Director shall whilst his appointment shall continue be entitled to receive notice of and to attend and vote at Meetings of the Directors in the place of the Director making the appointment and shall be counted in the quorum of such Meetings. Such substitute Director shall not require any qualification or receive any remuneration from the Company and he shall ipso facto vacate office if and when the Director making such appointment ceases for any reason to hold office as a Director or determines the appointment. Any such appointment shall be made or determined by notice in writing under the hand of the Director making the same.

### DISQUALIFICATION OF DIRECTORS

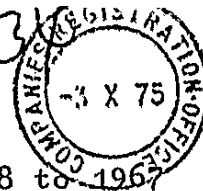
14. The office of a Director shall be vacated if he:-

- (a) becomes bankrupt or compounds with his creditors.
- (b) becomes of unsound mind.
- (c) resigns his office by notice in writing to the Company.
- (d) ceases to be a Director by virtue of Section 182 of the Act.
- (e) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act.

### NOTICES

15. Clause 134 of Table A Part I shall be modified by inserting in sub-paragraph (a) thereof after the words "Every member" the words "entitled to attend and vote at such General Meeting".

NUMBER OF COMPANY - 703568



THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION  
OF  
HOW AIR CONDITIONING LIMITED ✓

At an EXTRAORDINARY GENERAL MEETING of the above  
named Company convened and held on Monday 29th  
September 1975, the following Resolution was duly  
passed as a SPECIAL RESOLUTION.

RESOLUTION

That the name of the Company be changed to  
CLIMATE SERVICES LIMITED.

The change to be effective as soon as Registration  
can take place.

*P. Andrew*

Chairman of the Meeting.



MID 556402





# CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 703568

135

I hereby certify that

**HOW AIR CONDITIONING LIMITED**

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

**CLIMATE SERVICES LIMITED**

Given under my hand at London the **15th October 1975**

*N Taylor*

Assistant Registrar of Companies

Number of Company: 703568

41

The Companies Acts 1948 to 1967

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COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION

of

CLIMATE SERVICES LIMITED

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AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on 23rd November, 1976 the following resolution was duly passed as a Special Resolution:

RESOLUTION

That the regulations contained in the document produced to the Meeting and for the purpose of identification a copy of which has been subscribed by the Chairman be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles thereof

*Peter How*

Chairman of the Meeting





The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

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NEW

Articles

of

Association

*(Adopted by Special Resolution passed 23 November 1976)*

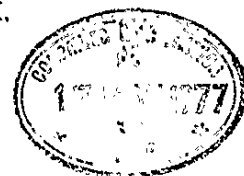
of

CLIMATE SERVICES LIMITED

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*Incorporated* 19th September 1961

EVERSHED & TOMKINSON,  
Solicitors,  
BIRMINGHAM B3 3LX.



COMPANY LIMITED BY SHARES

NEW  
ARTICLES OF ASSOCIATION

-of-

CLIMATE SERVICES LIMITED

(Adopted by Special Resolution passed 23rd November, 1976)

1. The Articles hereinafter contained and, subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part I of Table A") together with regulation 2 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 constitute the regulations of the Company.

2. Regulations 24, 53, 62, 77, 79 and 87 to 95 inclusive and 99 of Part I of Table A and regulations, 1, 3, 4, and 5 of Part II of Table A shall not apply to the Company.

3. In these Articles the expression "the Controlling Company" means the company called at the date of adoption of these Articles Climate Equipment Holdings Limited (Company Number 1275207)

SHARES

4. No share shall be issued or transferred to or held by any person other than the Controlling Company or a director or an employee of the Controlling Company but subject thereto the shares shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons, at such times and on such conditions as they think proper, subject to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount except as provided by Section 57 of the Act.

LIEN

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

## TRANSFER AND TRANSMISSION

6. In case any member being a Director of the Company shall cease from any cause to be a Director, any shares in the Company of any class held by him at the date he ceases to be a Director shall forthwith be transferred without any payment therefor to such person who is eligible to hold the shares as the Directors request and, unless such member or his personal representatives or other person entitled to execute a transfer thereof shall transfer such shares accordingly within fourteen days after the Directors shall have posted to him or them at such member's registered address a notice requesting such transfer, the Directors may appoint some person to execute an instrument of transfer of the shares held by such member.

7. The Directors may decline to register the transfer of any share other than a transfer which complies with Article 4 hereof and shall not be required or bound to state the reason for any refusal.

## 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. One member holding not less than 50% of the issued share capital of the Company for the time being and present in person or by representative or proxy shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting, but, save as aforesaid, two members present in person or by proxy or representative shall be a quorum.

9. Regulation 54 in Part I of Table A shall be read and construed as if the words "meeting shall be dissolved" were substituted for the words "members present shall be a quorum".

## VOTES OF MEMBERS

10. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands, every member who (being an individual) is present in person or (being a corporate body) is present by a representative or proxy not being himself a member shall have one vote and, on a poll, every member shall have one vote for each share of which he is the holder.

## BORROWING POWERS

11. 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.

## DIRECTORS

12. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two. The following persons only shall be eligible for appointment and for continuance in office as Directors, namely:-

12.1 Any person who is a director of the Controlling Company for so long only as such person is a Director of the Controlling Company, and

12.2 Any other person approved by the Board of Directors of the Controlling Company for so long only as such person is approved by such Board

The certificate of the Secretary or the Assistant Secretary of the Controlling Company as to whether or not any person is approved by the Board of Directors of the Controlling Company shall be conclusive for all purposes under paragraph 12.2 of this Article.

13. A Director shall not be required to hold any share qualifications but shall be entitled to receive notice of and to attend and speak at all General Meetings of the Company.

14. The Controlling Company shall have power at any time and from time to time by notice in writing to the Company to appoint any person eligible under Article 12 hereof to be a Director of the Company and to remove any Director of the Company from office but so that such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

15. The Directors shall have power at any time, and from time to time to appoint any person eligible under Article 12 hereof to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

16. In addition and without prejudice to regulation 76 of Part I of Table A, any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director may be paid such extra remuneration -by way of salary, percentage of profits or otherwise as the Directors may determine.

17. 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 years or any other age.

#### POWERS AND DUTIES OF DIRECTORS

18. 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 any 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 Part I of Table A, which paragraphs shall not apply to the Company.

19. The Directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been employed by or in the service of the Company or who are or have at any time been Directors or officers of the Company and holding or who held any salaried employment or office in the Company,

and to the wives, widows, children and other relatives and dependants of any such persons, and may set up, establish, support and maintain pension, superannuation, insurance or other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them. The Directors may exercise the powers contained in paragraph (b) of the proviso to sub-section (1) of Section 54 of the Act, and also the powers contained in paragraph (c) of the said proviso. Any Director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit and may vote as a Director in respect of the exercise of any of the powers by this Article conferred upon the Directors notwithstanding that he is or may be or become interested therein.

#### DISQUALIFICATION OF DIRECTORS

20. The office of a Director shall be forthwith vacated:-

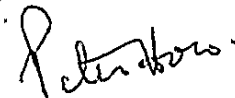
- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors
- (3) If he becomes of unsound mind.
- (4) If he is removed from office by a resolution duly passed under Section 184 of the Act.
- (5) If he is prohibited from being a Director by any order made under Section 188 of the Act.
- (6) If he is removed from office under Article 14.
- (7) If he ceases to be eligible under Article 12.

#### ROTATION OF DIRECTORS

21. The Directors shall not be liable to retirement by rotation and accordingly the second sentence of regulation 97 of Part 1 of Table A shall not apply to the Company.

#### PROCEEDINGS OF DIRECTORS

22. The quorum necessary for the transaction of the business of the Directors shall be two of whom at least one shall be a director of the Controlling Company.



Chairman of the Meeting