

750541/1

Number of  
Company

## THE COMPANIES ACT, 1948.

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

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

Pursuant to Section 15(2) of Companies Act, 1948.

Name  
of  
Company } MORRIS DEVELOPMENT Limited

Represented by

*WJ*

3. Harold William Morris,

"Judge Court"

of

"Morris Developments", Penley, Flints

(a)  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland  
"an Enrolled Law  
"Agent") "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) a person

named in the Articles of Association as a Director

of MORRIS DEVELOPMENTS

14

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 Liverpool

the 5<sup>th</sup> day of February

one thousand nine hundred and Sixty Nine

Before me,

M. L. Hughes

A Commissioner for Oaths. (b)

*AW Morris*

PLEASE  
FILM

WITHOUT Doc

2...  
—



750541

The Companies Act, 1948

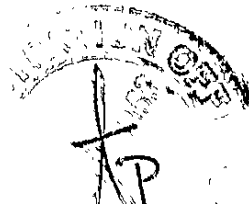
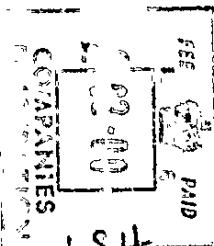
COMPANY LIMITED BY SHARES

Memorandum of Association

OF

MORRIS DEVELOPMENTS LIMITED

1. The name of the company is MORRIS DEVELOPMENTS 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 purchase for investment or resale, and to traffic in land and house and other property of any tenure and any interest therein, and to create, sell, and deal in freehold and leasehold ground rents, and to make advances upon the security of land or house, or other property, or any interest therein, and generally to deal in, traffic by way of sale, lease, exchange, or otherwise with land and house property and any other property whether real or personal; to purchase for investment, or resale business concerns and undertakings, mortgages, charges, annuities, shares, stocks, debentures, debenture stock, securities, book debts and claims, and to carry on any business, concern, or undertaking so acquired; to prepare building sites, and to construct, reconstruct, pull down, alter, improve, decorate, furnish and maintain flats, maisonettes, dwelling houses, shops, offices, clubs, buildings, works and conveniences of all kinds; to lay out roads and pleasure gardens and recreation grounds; to plant, drain or otherwise improve the land or any part thereof and to carry on all or any of the following business, namely, builders and contractors, decorators, merchants, dealers in building requisites, carriers, and house agents.



- (b) To carry on any other business whether manufacturing or otherwise which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the company.
- (c) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on or proposing to carry on any business which the company is authorized to carry on or possessed of property suitable for the purposes of the company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company.
- (d) To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets d'invention, trade marks, designs, licences, concessions, and the like, conferring any exclusive or non exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company, or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents inventions or rights.
- (e) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint adventure or reciprocal concession, or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the company is authorized to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company.
- (f) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the objects of the company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the company may think it desirable to obtain, and to carry out, exercise and comply therewith.
- (g) To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose which may seem directly or indirectly calculated to benefit the company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such company.
- (h) To subscribe for, take, or otherwise acquire, and hold shares, stock, debentures, or other securities of any other company.
- (i) To invest and deal with the moneys of the company not immediately required in any manner.

- (j) To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such person or companies and generally to give guarantees and indemnities.
- (k) To receive money on deposit or loan and borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company of any obligation undertaken by the company or any other person or company as the case may be.
- (l) To draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (m) To pay out of the funds of the company all expenses which the company may lawfully pay with respect to the formation and registration of the company, or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the company.
- (n) To pay for any rights of property acquired by the company, and to remunerate any person or company whether by cash payment or by the allotment of shares, debentures or other securities of the company credited as paid up in full or in part or otherwise.
- (o) To establish and maintain or procure the establishment and maintenance of a contributory or non contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the company, or of any company which is a subsidiary of the company or is allied to or associated with the company or with any such subsidiary company, or who are or were at any time directors or officers of the company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the company or of any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
- (p) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the company may think necessary or convenient for the purpose of its business, or may enhance the value of any other property of the company.

- (q) To build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roadways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, electric works, and other works and conveniences which may seem calculated directly or indirectly to advance the interests of the company, and to join with any other person or company in doing any of these things.
- (r) To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with, all or any part of the property and rights of the company.
- (s) To vest any real or personal property, rights or interest acquired by or belonging to the company in any person or company on behalf of or for the benefit of the company, and with or without any declared trust in favour of the company.
- (t) To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the company or any part thereof for such consideration as the company may think fit, and in particular for shares, stock, debentures, or other securities of any other company whether or not having objects altogether or in part similar to those of the company.
- (u) To distribute among the members in specie any property of the company, or any proceeds of sale or disposal of any property of the company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (v) To procure the company to be registered or recognized in any part of the world outside the United Kingdom.
- (w) To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and 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 jointly with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them,

And it is hereby declared that

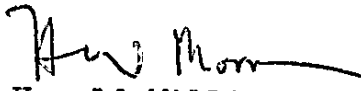
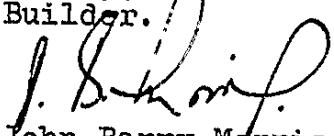
(a) the word "Company" in this clause, except where used in reference to this company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and

(b) the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

- 4. The liability of the members is limited.

5. The share capital of the company is £3000 divided into 3000 shares of £1 each

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

Names, Addresses and Descriptions of Subscribers	Number of shares taken by each Subscriber
 Harold William Morris, Tudorcourt Penley, Flints. Builder.	ONE. One
 John Barry Morris, Tudorcourt, Penley, Flints. Builder.	ONE One

Dated the 5<sup>th</sup> day of February 1963

Witness to the above Signatures:



William Douglas Griffiths,  
28 Winchester Drive,  
Wallasey,  
Cheshire.  
Chartered Accountant.





750541 / 4

The Companies Act, 1948

ANY LIMITED BY SHARES

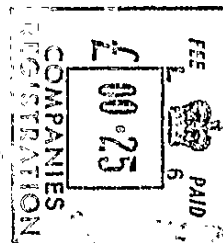


# Articles of Association

of

MORRIS DEVELOPMENTS

LIMITED



18 FEB 1963

## PRELIMINARY

1. Subject as hereinafter provided the Regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as Table A, Part II), shall apply to the Company.

2. Regulations 24, 53, 75, 77, 88 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained and Regulations 2, 3, 4 and 6 of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the Regulations of the Company.

## SHARES

3. The shares shall be at the disposal of the Directors, who may allot, grant options over, or otherwise dispose of them subject to Regulation 2 of Table A, Part II to such persons, at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount except as provided by section 57 of the Act.

## LIEN

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

## TRANSMISSION OF SHARES

5. The proviso to Regulation 32 of Table A, Part I, shall be omitted.

## BORROWING POWERS

6. The Proviso to Regulation 79 of Table A, Part I, shall not apply to the company.

## DIRECTORS

7. Unless and until otherwise determined by the Company in General Meeting the number of the Directors shall be not less than one nor more than five.

8. The Qualification of a Director shall be the holding of shares in the Company to the nominal value of at least £1  
A Director may act before acquiring his qualification.

#### POWERS AND DUTIES OF DIRECTORS

9. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and paragraph (2) and (4) of Regulation 84 of Table A, Part I, shall not apply to the company.

#### DISQUALIFICATION OF DIRECTORS

10. The provisions of section 185 of the Act shall not apply to the Company.

11. The office of a Director shall be vacated if the Director—

- (1) ceases to be a Director by virtue of section 182 of the Act, or
- (2) becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (3) becomes prohibited from being a Director by reason of any order made under section 188 of the Act, or
- (4) becomes of unsound mind, or
- (5) resigns his office by notice in writing to the Company, or
- (6) is removed from office by a resolution duly passed pursuant to section 184 of the Act.

#### ALTERNATE DIRECTORS

12. Any Director may in writing appoint any person who is approved by the majority of the Directors, to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present, and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him, and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

#### INDEMNITY

13. Every Director, Managing Director, Agent, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

FIRST DIRECTORS

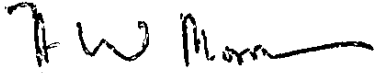
14. The first Directors of the Company shall be:—

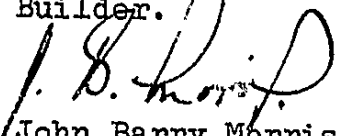
Harold William Morris and  
John Barry Morris

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

  
Harold William Morris,  
Tudorcourt,  
Penley, Flints.  
Builder.

  
John Barry Morris,  
Tudorcourt,  
Penley,  
Flints.  
Builder.

---

Dated the *5th* day of *February*, 19*63*

Witness to the above Signatures—



William Douglas Griffiths,  
28 Winchester Drive,  
Wallasey,  
Cheshire.  
Chartered Accountant.

DUPLICATE FOR THE FILE.

No. 750541



## Certificate of Incorporation

I Hereby Certify that

MORRIS DEVELOPMENTS LIMITED

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

Given under my hand at London this EIGHTEENTH DAY OF FEBRUARY  
ONE THOUSAND NINE HUNDRED AND SIXTY THREE.

Assistant Registrar of Companies.

Certificate  
received by

}

Date 18 FEB 1963

4/2/67.

# THE COMPANIES ACT, 1948

## Notice of Place where Register of Members is kept or of any Change in that Place

(Pursuant to section 110 (3))

Insert the  
Name of  
the Company

MORRIS DEVELOPMENTS

LIMITED

Section 110 of the Companies Act, 1948, provides that:—

\* \* \* \* \*

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place:

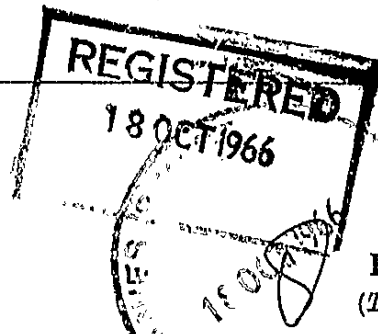
Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by

Document Filer's Reference

THOMAS J. JONES  
CHARTERED ACCOUNTANTS  
1/3, STANLEY STREET,  
LIVERPOOL, 1.



Form No. 103  
(The filing fee is 5s.)

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, G.2.

Notice of Place where Register of Members is kept or of any  
Change in that Place.

To the REGISTRAR OF COMPANIES.

MORRIS DEVELOPMENTS LIMITED

horeby gives you notice, in accordance with subsection (3) of section 110  
of the Companies Act, 1948, that the register of members of the Company  
is kept at 1/3 Stanley St, Liverpool 1

Ham  
Signature Ham  
(State whether  
Director or Secretary) Director

Dated the 17<sup>th</sup> day of October 1966.

COMPANY LIMITED BY SHARES

*See Minutes*

# Special Resolution

- of -

MORRIS DEVELOPMENTS LIMITED

Passed the 3rd day of March 1972.

At an EXTRAORDINARY GENERAL MEETING of the Company held at the Registered Office, Somerford Booths Hall, Congleton in the County of Chester on Friday the 3rd day of March 1972 the following resolution was passed as a SPECIAL RESOLUTION:-

USE OF SEAL.

"21. That Article 113 of Table A shall not apply to the Company and that the Directors shall provide for the safe custody of the seal which shall only be used on the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf and every instrument to which the seal shall be affixed shall be signed either by a Director or by some other person appointed by the Directors for that purpose and shall be countersigned by a second Director or by some other person appointed by the Directors for that purpose."

*G. Price*  
Chairman.

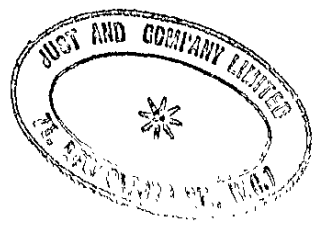
*W. PRICE*



*{ See 1st Book of  
Angelsi Chester*

Copy that this Resolution has  
been printed by the Lithographer  
JUST AND COMPANY LTD.

*J. White*



*W. Price*

12 21 ✓ 132-100 1-  
1 ML 24/4/73  
The Companies Act, 1948

COMPANY LIMITED BY SHARES

Memorandum  
AND  
Articles of Association  
OF

MORRIS DEVELOPMENTS

LIMITED

*(A Private Company adopting Part II of Table A with modifications)* ✓

Incorporated the 18th day of February, 1963

No. of Company 750541

W.D. Griffiths,  
Chartered Accountant,  
28 Winchester Drive,  
Wallasey, Cheshire.

Graeme & Company, Company Registration Agents  
61 Fairview Avenue, Wigmere, Gillingham, Kent



COMPANY LIMITED BY SHARES

*Memorandum of Association*

OF

*Land*

MORRIS DEVELOPMENTS LIMITED

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- (d) To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets d'invention, trade marks, designs, licences, concessions, and the like, conferring any exclusive or non exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company, or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents inventions or rights.
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- (f) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the objects of the company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the company may think it desirable to obtain, and to carry out, exercise and comply therewith.
- (g) To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose which may seem directly or indirectly calculated to benefit the company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such company.
- (h) To subscribe for, take, or otherwise acquire, and hold shares, stock, debentures, or other securities of any other company.
- (i) To invest and deal with the moneys of the company not immediately required in any manner.

- (j) To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such person or companies and generally to give guarantees and indemnities.
- (k) To receive money on deposit or loan and borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company of any obligation undertaken by the company or any other person or company as the case may be.
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- (o) To establish and maintain or procure the establishment and maintenance of any contributory or non contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the company, or of any company which is a subsidiary of the company or is allied to or associated with the company or with any such subsidiary company, or who are or were at any time directors or officers of the company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the company or of any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
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- (r) To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with, all or any part of the property and rights of the company.
- (s) To vest any real or personal property, rights or interest acquired by or belonging to the company in any person or company on behalf of or for the benefit of the company, and with or without any declared trust in favour of the company.
- (t) To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the company or any part thereof for such consideration as the company may think fit, and in particular for shares, stock, debentures, or other securities of any other company whether or not having objects altogether or in part similar to those of the company.
- (u) To distribute among the members in specie any property of the company, or any proceeds of sale or disposal of any property of the company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (v) To procure the company to be registered or recognized in any part of the world outside the United Kingdom.
- (w) To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and 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 jointly with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them,

And it is hereby declared that

(a) 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, and whether domiciled in the United Kingdom or elsewhere, and

(b) the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

- 4. The liability of the members is limited.

5. The share capital of the company is £3000 divided into 3000 shares of £1 each

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

Names, Addresses and Descriptions of Subscribers	Number of shares taken by each Subscriber
Harold William Morris, Tudorcourt Penley, Flints. Builder.	One
John Barry Morris, Tudorcourt, Penley, Flints. Builder.	One

Dated the 5th day of Feb. 1963

Witness to the above Signatures:

William Douglas Griffiths,  
28 Winchester Drive,  
Wallasey,  
Cheshire.  
Chartered Accountant.

COMPANY LIMITED BY SHARES

---

Articles of Association

of

MORRIS DEVELOPMENTS

LIMITED

*Private*

---

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as Table A, Part II), shall apply to the Company.

2. Regulations 24, 53, 75, 77, 88 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained and Regulations 2, 3, 4 and 6 of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the Regulations of the Company.

SHARES

3. The shares shall be at the disposal of the Directors, who may allot, grant options over, or otherwise dispose of them subject to Regulation 2 of Table A, Part II to such persons, at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount except as provided by section 57 of the Act.

LIEN

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

TRANSMISSION OF SHARES

5. The proviso to Regulation 32 of Table A, Part I, shall be omitted.

BORROWING POWERS

6. The Proviso to Regulation 79 of Table A, Part I, shall not apply to the company.

DIRECTORS

7. Unless and until otherwise determined by the Company in General Meeting the number of the Directors shall be not less than one nor more than five.

8. The Qualification of a Director shall be the holding of shares in the Company to the nominal value of at least £1  
A Director may act before acquiring his qualification.

#### POWERS AND DUTIES OF DIRECTORS

9. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and paragraph (2) and (4) of Regulation 84 of Table A, Part I, shall not apply to the company.

#### DISQUALIFICATION OF DIRECTORS

10. The provisions of section 185 of the Act shall not apply to the Company.
11. The office of a Director shall be vacated if the Director—
- (1) ceases to be a Director by virtue of section 182 of the Act, or
  - (2) becomes bankrupt or makes any arrangement or composition with his creditors generally, or
  - (3) becomes prohibited from being a Director by reason of any order made under section 188 of the Act, or
  - (4) becomes of unsound mind, or
  - (5) resigns his office by notice in writing to the Company, or
  - (6) is removed from office by a resolution duly passed pursuant to section 184 of the Act.

#### ALTERNATE DIRECTORS

12. Any Director may in writing appoint any person who is approved by the majority of the Directors, to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present, and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him, and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

#### INDEMNITY

13. Every Director, Managing Director, Agent, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

FIRST DIRECTORS

14. The first Directors of the Company shall be :-

Harold William Morris and  
John Barry Morris

USE OF SEAL

15. Article 113 of Table A shall not apply to the Company and the Directors shall provide for the safe custody of the Seal which shall only be used on the Authority of the Directors or of a Committee of Directors authorised by the Directors in that behalf and every instrument to which the Seal shall be affixed shall be signed either by a Director or by some other person appointed by the Directors for that purpose and shall be countersigned by a second Director or by some other person appointed by the Directors for that purpose.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Harold William Morris,  
Tudorcourt  
Penley, Flints,  
Builder.

John Barry Morris  
Tudorcourt  
Penley,  
Flints.  
Builder.

---

Dated the 5th day of Feb, 1963.

Witness to the above Signatures -

William Douglas Griffiths  
28, Winchester Drive,  
Wallasey  
Cheshire.

Chartered Accountant.



No. 750541

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

MORRIS DEVELOPMENTS, LIMITED

At an Extraordinary General Meeting of the above-named Company held at Hooton, South Wirral, Cheshire on the twenty-fifth day of September 1981 the following Resolution was duly passed as a Special Resolution :

SPECIAL RESOLUTION

That the name of the Company be changed to

"Price Homes (North Wales) Limited".

*H. L. Griffiths*

H. L. Griffiths

Chairman



Barc.

£40

716638



# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

750541

63

I hereby certify that

MORRIS DEVELOPMENTS LIMITED

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

PRICE HOMES (NORTH WALES) LIMITED

Given under my hand at Cardiff the

2ND NOVEMBER 1981

A handwritten signature in dark ink, appearing to be 'J. H. Jones'.

*Assistant Registrar of Companies*

No. 750541

64



THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

PRICE HOMES (NORTH WALES) LIMITED

At an Extraordinary General Meeting of the above-named Company held at Hooton, South Wirral, Cheshire on the 7th Day of April, 1982 the following Resolution was duly passed as a Special Resolution :

SPECIAL RESOLUTION



That the name of the Company be changed to

"Sir Alfred McAlpine Homes (North Wales) Limited"

H. L. GRIFFITHS

Chairman *H L Griffiths*

Hooton,  
South Wirral,  
Cheshire.

*Bar £200  
(5p) 608849*



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## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

750541

65

I hereby certify that

PRICE HOMES (NORTH WALES) LIMITED

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

SIR ALFRED McALPINE HOMES (NORTH WALES) LIMITED

Given under my hand at Cardiff the

17TH MAY 1982

A handwritten signature in dark ink, appearing to read 'R. Wilson', written over a horizontal line.

Assistant Registrar of Companies

No. 750541

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of SIR ALFRED McALPINE HOMES (NORTH WALES) LIMITED

At an Extraordinary General Meeting of the above-named Company held at Overton House, West Street, Congleton, on the Twentieth day of December 1984 the following Resolution was duly passed as a Special Resolution :

SPECIAL RESOLUTION

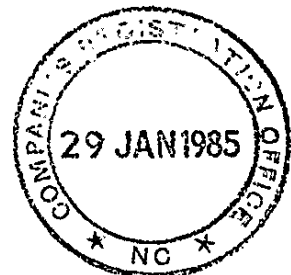
That the name of the Company be changed to

ALFRED McALPINE HOMES NORTH WALES LIMITED

Signed .....

I. M. DOUGLAS, Chairman

Overton house,  
West Street,  
Congleton,  
Cheshire



12746

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 750541

177

I hereby certify that


SIR ALFRED McALPINE HOMES (NORTH WALES) LIMITED

having by special resolution changed its name, is now

incorporated under the name of

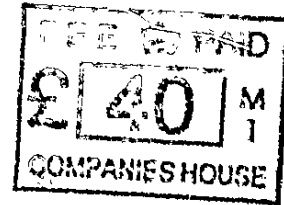
ALFRED McALPINE HOMES NORTH WALES LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 7TH FEBRUARY 1985

  
MRS. A. K. PHILLIPS

an authorised officer

CON18967



COMPANY NO: 750541

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

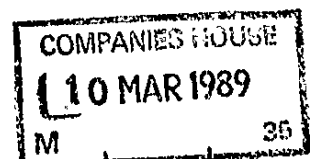
ALFRED MCALPINE HOMES NORTH WALES LIMITED

At an Extraordinary General Meeting of Alfred McAlpine Homes North Wales Limited duly convened and held at *The Belfry, Wrexham.* on 7th December, 1988, the following Resolution was passed as a Special Resolution:

SPECIAL RESOLUTION

"That the name of the Company be changed to Alfred McAlpine Homes Limited".

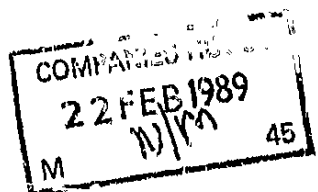
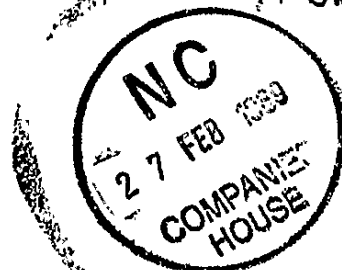
.....  
Director



X2

NWB/180/274427

HRXM0220.88D





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 750541

I hereby certify that

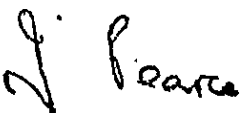
**ALFRED MCALPINE HOMES NORTH WALES LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**ALFRED MCALPINE HOMES LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 21 MARCH 1989

  
J. PEARCE

an authorised officer



**Touche  
Ross**



**Chartered Accountants**

Touche Ross & Co  
Abbey House  
(PO Box 500)  
74 Mosley Street  
Manchester M6G 2AT

Telephone: National 061 228 3456  
International +44 61 228 3456  
Telex: 616041 TROMANR G  
Telegraph: 228 2021

The Secretary  
Alfred McAlpine PLC  
Hill House  
1 Little New Street  
London  
EC4A 3TR

750341

Our Ref: PRJ/RS/AMY/V-21

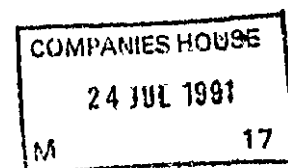
11 July 1991

Dear Sir

This letter is formal notice of our resignation as auditors of Alfred McAlpine PLC with effect from 5 July 1991.

There are no circumstances connected with our resignation, which we consider should be brought to the attention of the members or creditors of the company.

Yours faithfully



**BNP International**

Agents: Belfast, Birmingham, Bolton, Bournemouth, Bracknell, Bristol, Cambridge, Cardiff, Chester, Coleraine, Crawley, Exeter, Glasgow, Hull, Leeds, London, Liverpool, Manchester, Milton Keynes, Newark, Newcastle upon Tyne, Newport, Newry, Nottingham, Peterborough, Southampton, Swansea and Telford.

For a complete list of agents, a list of members' names is available from the BNP International Group, PO Box 100, London EC6A 3TB.

# G

## COMPANIES FORM No. 225(1)

# 225(1)

### Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

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

1. To the Registrar of Companies  
(Address overleaf—Note 6)

Company number

750541

Name of company

\* ALFRED McALPINE HOMES LIMITED

\*Insert full name of company.

#### Note

Details of day and month in 2, 3 and 4 should be the same.

Please read notes 1 to 5 overleaf before completing this form.

†Delete as appropriate.

2. Gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 1 1 2

3. The current accounting reference period of the company is to be treated as [shortened] [extended]† and [is not to be treated as having come to an end] [will come to an end]† on

Day Month Year

3 1 1 2 1 9 9 4

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [parent]† undertaking of ALFRED McALPINE DEVELOPMENTS LIMITED

company number 1152419

the accounting reference date of which is 31 DECEMBER 1994

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on N/A and it is still in force.

6. Signed

Designation: SECRETARY

Date 16.8.94

Presenter's name, address, telephone number and reference (if any):

S G MILLS ESQ  
ALFRED McALPINE HOMES  
ARDEN HOUSE  
OAKENSHAW ROAD  
SHIRLEY, SOLTHULL  
WEST MIDLANDS B90 4QY  
TFL: 021 733 2255

For official use  
D.E.B.

Post room



A36 \*AW76W3VD\* 148  
COMPANIES HOUSE 17/08/94

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