

Number of
Company

789512

Form No. 41

THE COMPANIES ACT, 1948



A Co.
Companies
Registration
Fee Stamp
must be
impressed
here.

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

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

LONGLEAT ENTERPRISES

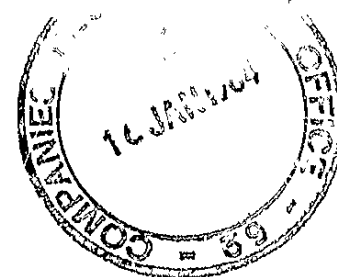
LIMITED

led by

PERSONAL CO.

66 LINDEN IN FIELDS,

LONDON, W.C.2.



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

I, JOHN O'DONOGHUE

of 66 LINCOLN'S INN FIELD, LONDON, E.C.2.

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") "engaged
"in the formation"

or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am (*) A SOLICITOR OF

THE SUPREME COURT ENGAGED IN THE FORMATION

OF LONGLEAT ENTERPRISES

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 Lincoln's Inn

field, in the County
of London

the 13th day of January

one thousand nine hundred and sixty

four

J.O. McHeaven

Before me,

John Sherrin

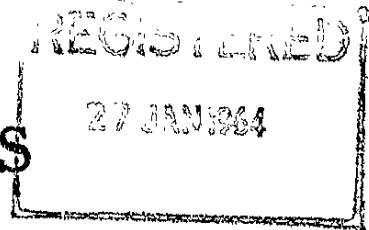
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UNION
The Companies Act, 1948

789512

UNLIMITED COMPANY HAVING A SHARE CAPITAL



Memorandum of Association
OF
LONGLEAT ENTERPRISES



1. The name of the Company is "LONGLEAT ENTERPRISES."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are—
 - (A) To enter into and carry into effect, with such (if any) modifications or alterations as may be agreed upon, an agreement already prepared and expressed to be made between The Honourable Alexander George Thynne (commonly and hereafter called "Viscount Weymouth") of the one part and this Company of the other part, a draft of which has been subscribed with a view to identification by Messrs. Farrer and Company, of 66 Lincoln's Inn Fields, London, W.C.2.
 - (B) To enter into partnership with Viscount Weymouth in the business of cave exhibitor and restaurant and shopkeeper carried on by Viscount Weymouth at Cheddar in the County of Somerset.
 - (C) To purchase, take on lease, or in exchange, or otherwise acquire any lands, caves and buildings in the County of Somerset or elsewhere, and any estate or interest in, and any rights connected with, any such lands and buildings.
 - (D) To develop and turn to account any land, caves or buildings acquired by the Company or in which the Company is interested, and in particular by constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and by arranging and maintaining, improving and laying out caves and other land as attractions for tourists and others.



- (E) To carry on the business of hotel, restaurant, café, tavern, beer-house, refreshment room and lodging-house keepers, licensed victuallers, wine, beer and spirit merchants, brewers, maltsters, distillers, importers and manufacturers of aerated, mineral and artificial waters and other drinks, purveyors, caterers for public amusements generally, sellers of stationery, souvenirs, knick-knacks and other goods, proprietors of motor and other vehicles, garage proprietors, livery-stable keepers, jobmasters, farmers, dairymen, ice merchants, importers and brokers of food, live and dead stock and colonial and foreign produce of all descriptions, hairdressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusement, recreation, sport, entertainment and instruction of all kinds, tobacco and cigar merchants, agents for railway, shipping and airplane companies and carriers, theatrical and opera box office proprietors, entrepreneurs and general agents, and any other business which can conveniently be carried on in connection therewith.
- (F) To erect, construct, lay down, enlarge, alter, maintain and exploit any roads, railways, tramways, cable-car ways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business and either as a tourist attraction or otherwise and to contribute to or subsidise the erection, construction, maintenance and exploitation of any of the above.
- (G) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (H) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest any easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (I) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (J) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to

issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

- (K) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (L) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (M) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (N) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (P) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (Q) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or

partly in one mode and partly in another, and generally on such terms as the Company may determine.

- (R) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (S) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (T) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (U) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (V) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (W) To amalgamate with any other company whose objects are or include objects similar to those of

this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

- (x) 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.
- (y) 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, trustees, sub-contractors or otherwise.
- (z) To do all such other things as are incidental or conducive to the above objects or any of them.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
William Kevin Kenney 66 Lincoln's Inn Fields London W.C.2. Solicitor	One
John Oswin McKeown Solicitor with Messrs Farrer & Co 66 Lincoln's Inn Fields London W.C.2	One

Dated this 13th day of January, 1964.

Witness to the above Signatures—

A. J. S. Cotton,
 66 Lincoln's Inn Fields,
 London, W.C.2. Solicitor.

G.D. 101 -

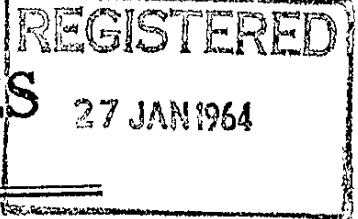
789512

The Companies Act, 1948



UNLIMITED COMPANY HAVING A SHARE CAPITAL

Articles of Association
OF
LONGLEAT ENTERPRISES



PRELIMINARY.

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

2. Regulations 3, 5, 24, 40, 41, 42, 43, 44, 45, 46, 53, 71, 75, 77, 79, 88, 96, 97 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, and regulations 2, 3, 4 and 6 (but not regulation 5) of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

3. The Company shall enter into and carry into effect an agreement under the seal in the terms of the agreement referred to in clause 3 (A) of the Memorandum of Association, subject to such, if any, modifications or alterations as the Directors may think fit, whether made before or after the execution thereof, and every member of the Company shall be deemed to assent to and approve of the said agreement and any modifications made therein as aforesaid. Notwithstanding anything contained in these Articles, any Director may vote upon any resolution for carrying this Article into effect or upon any question or matter arising thereout, notwithstanding that he is interested therein.

4. The number of members with which the Company proposes to be registered is two, but the Directors may from time to time register an increase of members. ✓

5. The share capital of the Company is £250,000, divided into 250,000 shares of £1 each.

6. The Company may by Special Resolution—

(A) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;



- (B) consolidate its shares into shares of a larger amount than its existing shares ;
- (C) sub-divide its shares into shares of a smaller amount than the existing shares ;
- (D) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person ;
- (E) reduce its share capital in any way.

SHARES.

7. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, subject nevertheless to the provisions of the agreement referred to in Article 3 as to the shares to be allotted in pursuance thereof, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act. No share or debenture shall be knowingly issued or transferred to or held by any person or corporate body, nor shall any person or corporate body knowingly have or acquire any interest in any share or debenture, in any circumstances in which the Company would by reason thereof lose its status as an exempt Private Company.

8. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and not allotted pursuant to the provisions of the agreement referred to in Article 3 and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

9. Subject to the provisions of section 58 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN.

10. 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.

TRANSFER OF SHARES.

11. (A) Subject as in these Articles provided, any share may be transferred to any member of the Company, and any share may be transferred by a member to his or her father or mother, or to any lineal descendant of his or her father or mother, or to his or her wife or husband, and any share of a deceased member may be transferred to the widow or widower or any other such relative as aforesaid of such deceased member or may be transferred to or placed in the names of his or her executors or trustees; and in any such circumstances (but subject as aforesaid) regulation 3 of Table A, Part II, shall not apply save to ensure that the number of members shall not exceed the prescribed limit or to prevent a transfer of shares on which the Company has a lien.

(B) A share shall not be transferred otherwise than as provided in paragraph (A) of this Article unless it first be offered to the members at a fair value to be fixed by the Company's Auditors. Any member desiring to sell a share (hereinafter referred to as a "retiring member") shall give notice thereof in writing to the Company (hereinafter referred to as a "sale notice") constituting the Company his agent for the purpose of such sale. No sale notice shall be withdrawn without the Directors' sanction. The Directors shall offer any share comprised in a sale notice to the existing members, and if within twenty-eight days after the sale notice has been given a purchasing member is found, such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the retiring member, who shall be bound on payment of the fair value to transfer the share to the purchasing member. If the retiring member fails to complete the transfer, the Directors may authorise some person to transfer the share to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share, issuing him a certificate therefor. The retiring member shall deliver up his certificate and shall thereupon be paid the purchase money. If within twenty-eight days after the sale notice has been given the Directors shall not find a purchasing member for the share and give notice accordingly, or if through no default of the retiring member the purchase is not duly completed, the retiring member may at any time within six months after the sale notice was given, but subject to regulation 3 of Table A, Part II, sell such share to any person and at any price.

(C) No share shall be issued or transferred to any infant, bankrupt or person of unsound mind.

TRANSMISSION OF SHARES.

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

PROCEEDINGS AT GENERAL MEETINGS.

13. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

DIRECTORS.

14. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The following shall be the first Directors of the Company, that is to say—Viscount Weymouth and Philip Maitland Gore Anley.

15. The qualification of a Director shall be the holding of one share of the Company. A Director may act before acquiring his qualification.

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

BORROWING POWERS.

17. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

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

DISQUALIFICATION OF DIRECTORS.

19. The office of a Director shall be vacated—

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

20. 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.

ROTATION OF DIRECTORS.

21. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS.

22. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

ACCOUNTS.

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

WINDING UP.

24. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories."

INDEMNITY.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

William Kevin Kenneay -
66 Lincoln's Inn Fields
London W.C. 2. Solicitor

John Oswin McHearen
Solicitor with Messrs Farrer, Co
66 Lincoln's Inn Fields
London W.C. 2

Dated this 13th day of January, 1964.

Witness to the above Signatures—

A. J. S. Cotton,
66, Lincoln's Inn Fields
London, W.C. 2. Solicitor.

No. C. 177

DUPLICATE FOR THE FILE.

No. 789512



UNLIMITED COMPANY
Certificate of Incorporation

I Hereby Certify that

LONGLEAT ENTERPRISES

is this day Incorporated under the Companies Act, 1948.

Given under my hand at London this TWENTY-SEVENTH day of

JANUARY

One Thousand Nine Hundred and SIXTY FOUR.

L. R. (and for)
Registrar of Companies.

Certificate
received by }

Date

27 JAN 1964

No. of Company.....789512

Notice of Increase in Number of Members

Pursuant to Section 7 (3)

THE COMPANIES ACT, 1948

Name
of
Company

LONGLEAT ENTERPRISES

Limited

REGISTERED
19 AUG 1964

NOTE.—This Notice must be forwarded to the Registrar of Companies
within 15 days after the Increase was resolved on or took place.

ated by

J. G. VINCENT, J.A. (C.S.) A.C.A.
5 HENDFORD GROVE
YEOVIL (AND AT FROME)

NOTICE

of increase in Number of Members of

LONGLEAF ENTERPRISES

limited.

TO THE REGISTRAR OF COMPANIES.

LO/GREAT ENTERPRISES

...Limited, hereby gives you notice,

pursuant to Section 7 (3) of the Companies Act, 1948, that by (a).....Dr. J. S. Doshi.....

Resolution of the Company dated the 14th day of August 1964.

the number of Members in the Company has been increased by the addition thereto of

ONE

Members

beyond the present registered Number of.....Two.....

(Signature)

(State whether Director or Secretary)

Dated the 12 Aug 1964 day of Aug

Original

19.6.14

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

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

No. 789512

COMPANIES ACTS 1985

LONGLEAT ENTERPRISES

We, the undersigned, being all the members of the Company having a right to attend and vote at General Meetings of the Company hereby pass the resolutions set out below as special resolutions and agree that the said resolutions be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

IT IS RESOLVED THAT:

1. The Memorandum of Association of the Company be amended by:
 - (i) inserting the word "Limited" at the end of Clause 1;
 - (ii) adding the following two clauses
 - "4. The liability of the members is limited
 5. The Company's share capital is £250,000 divided into 250,000 Ordinary Shares of £1 each"
2. New Articles of Association of the Company, in the form annexed hereto and initialled for the purposes of identification, be adopted by the Company to the exclusion of all previous Articles of Association of the Company.

Dated 17th MAY 1994.


.....
Richard Anthony Griffiths

Registered office:

The Longleat Estate Office
Longleat
Warminster
Wiltshire BA12 7NW

IFR041010.0381



A6YGH1ZX

A07/RECEIPT DATE:10/06/94

No. 789512

COMPANIES ACTS 1985

LONGLEAT ENTERPRISES

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 5. The Company's share capital is £250,000 divided into 250,000 Ordinary Shares of £1 each"
2. New Articles of Association of the Company, in the form annexed hereto and initialled for the purposes of identification, be adopted by the Company to the exclusion of all previous Articles of Association of the Company.

Dated 17th May 1994.

Bath

.....
The Most Honourable Alexander George Marquess of Bath

Registered office:

The Longleat Estate Office
Longleat
Warminster
Wiltshire BA12 7NW

(FR041010.036)



A6YGG1ZW

A071RECEIPT DATE:10/06/94

**Application by an unlimited company
to be re-registered as limited**

Please do not
write in
this margin

Pursuant to section 51(4) of the Companies Act 1985

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

*
insert full name
of company

To the Registrar of Companies
(Address overleaf)

For official use

Company number

789512

Name of company

* LONGLEAT ENTERPRISES

applies to be re-registered as limited.

A Special Resolution authorising the re-registration of the company as limited was

passed on 17 MAY 1994. The

following documents are attached in support of this application for the company to be re-registered as limited

1 A copy of the Special Resolution (unless previously presented for registration)

2 A printed copy of the memorandum as altered in pursuance of the Special Resolution

3 A printed copy of the articles as altered in pursuance of the Special Resolution

Nominal share capital (if any) provided for
in the memorandum as altered

£ 250,000

†
delete as
appropriate

Signed

[Director] [Secretary] † Date 9 June 94

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

Farrer & Co.
66 Lincoln's Inn Fields
London
WC2A 3LH
ref: RG/LCP

For official Use
General Section

Post room

£50
£50
Lett/058089/£50



A6YH11ZI

1007 RECEIPT DATE: 10/06/94

No. 789512

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

AMENDED

MEMORANDUM

and

NEW

ARTICLES OF ASSOCIATION

- of -

LONGLEAT ENTERPRISES LIMITED

(A Private Company adopting Table A with modifications)

Incorporated the 27 day of January 1964

FARRER & CO
66 Lincoln's Inn Fields
London WC2A 3LH

FR941010.594



ASYGF12V

A07 RECEIPT DATE: 10/06/94

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

AMENDED
MEMORANDUM OF ASSOCIATION

- of -

LONGLEAT ENTERPRISES LIMITED

1. The name of the Company is "LONGLEAT ENTERPRISES 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 enter into and carry into effect, with such (if any) modifications or alterations as may be agreed upon, an agreement already prepared and expressed to be made between The Honourable Alexander George Thynne (commonly and hereafter called "Viscount Weymouth") of the one part and this Company of the other part, a draft of which has been subscribed with a view to identification by Messrs Farrer & Co, of 66 Lincoln's Inn Fields, London WC2A 3LH;
 - (b) to enter into partnership with Viscount Weymouth in the business of cave exhibitor and restaurant and shopkeeper carried on by Viscount Weymouth at Cheddar in the County of Somerset;
 - (c) to purchase, take on lease, or in exchange, or otherwise acquire any lands, caves and buildings in the County of Somerset or elsewhere, and any estate or interest in, and any rights connected with, any such lands and buildings;
 - (d) to develop and turn to account any land, caves or buildings acquired by the Company or in which the Company is interested, and in particular by constructing, altering,

pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and by arranging and maintaining, improving and laying out caves and other land as attractions for tourists and others;

- (e) to carry on the business of hotel, restaurant, café, tavern, beer-house, refreshment room and lodging-house keepers, licensed victuallers, wine, beer and spirit merchants, brewers, maltsters, distillers, importers and manufacturers of aerated, mineral and artificial waters and other drinks, purveyors, caterers for public amusements generally, sellers of stationery, souvenirs, knick-knacks and other goods, proprietors of motor and other vehicles, garage proprietors, livery-stable keepers, jobmasters, farmers, dairymen, ice merchants, importers and brokers of food, live and dead stock and colonial and foreign produce of all descriptions, hairdressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusement, recreation, sport, entertainment and instruction of all kinds, tobacco and cigar merchants, agents for railway, shipping and airplane companies and carriers, theatrical and opera box office proprietors, entrepreneurs and general agents, and any other business which can conveniently be carried on in connection therewith;
- (f) to erect, construct, lay down, enlarge, alter, maintain and exploit any roads, railways, tramways, cable-car ways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business and either as a tourist attraction or otherwise and to contribute to or subsidise the erection, construction, maintenance and exploitation of any of the above;
- (g) to carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company;
- (h) to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest any easements, rights' privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof;
- (i) to borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any

building society;

- (j) to mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance;
- (k) to issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly;
- (l) to receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others;
- (m) to make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others;
- (n) to grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees;
- (o) to draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments;

- (p) to invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined;
- (q) to pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine;
- (r) to accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired;
- (s) to enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company;
- (t) to establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company;
- (u) to purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on;

- (v) to sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit;
 - (w) to amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner;
 - (x) 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;
 - (y) 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, trustees, sub-contractors or otherwise;
 - (z) to do all such other things as are incidental or conducive to the above objects or any of them.
4. The liability of the members is limited.*
5. The Company's share capital is £250,000 divided into 250,000 Ordinary Shares of £1 each.*

* Amended by Special Resolutions passed on 17 May 1994.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF
SUBSCRIBERS

Number of Shares
taken by each Subscriber

WILLIAM KEVIN KENNEDY
66 Lincoln's Inn Fields
LONDON WC2

ONE

Solicitor

JOHN OSWIN McLEARN
Solicitor with Messrs Farrer & Co
66 Lincoln's Inn Fields
LONDON WC2

ONE

DATED this 13th day of January 1964.

WITNESS to the above signatures:

A.J.S. COTTON
66 Lincoln's Inn Fields,
LONDON, WC2

Solicitor

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION

- of -

LONGLEAF ENTERPRISES LIMITED

adopted by a Special Resolution passed on 17 May 1994

PRELIMINARY

1. In these Articles "Table A" means the Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985.
2. Any reference to any Act in these Articles shall be deemed to include a reference to any statutory modification or re-enactment thereof for the time being in force.
3. The regulations contained in Table A shall apply to the Company with the exceptions, modifications and additions hereinafter contained. The Regulations of Table A numbered 8, 23, 24, 35, 65-70 inclusive, 73-77 inclusive, 81, 94-97 inclusive and 115 shall not apply to the Company.
4. The Company is a Private Company and no shares in the Company shall be issued at a discount and no offer or invitation to the public to subscribe for any share in or debentures of the Company shall be made.

SHARES

5. The capital of the Company is £250,000 divided into 250,000 Ordinary Shares of £1 each.

- 6.1 The Directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons (including the Directors), on such terms and in such manner as they think fit, up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of adoption of these Articles.
- 6.2 Any shares which the Directors are not authorised to deal with by virtue of paragraph 6.1 above may, with the consent of the Company in General Meeting, be dealt with by the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit for a period not exceeding five years from the date of such consent.
- 6.3 Accordingly, sub-section (1) of Section 89 and Section 90 of the Companies Act 1985 shall be excluded from applying to the Company.

REDEEMABLE SHARES

7. Subject to the provisions of the Companies Act 1985:-
- 7.1 the Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof on such terms and in such manner as the Company before the issue of the shares may by special resolution determine;
- 7.2 any redeemable shares issued by the Company may be redeemed out of distributable profits of the Company, out of the proceeds of a fresh issue of shares made for the purposes of the redemption, or out of the capital of the Company; and
- 7.3 any premium payable on redemption may be paid out of distributable profits of the Company or otherwise in accordance with the provisions of the Companies Act 1985.

PURCHASE OF COMPANY'S SHARES

8. Subject to the provisions of the Companies Act 1985:-
- 8.1 the Company may purchase its own shares (including any redeemable shares) and enter into a contingent purchase contract for the purchase of its shares; and

- 8.2 any purchase by the Company of its own shares may be made out of distributable profits of the Company, out of the proceeds of a fresh issue of shares made for the purpose, or out of the capital of the Company.

LIEN

9. The Company shall have a first and paramount lien upon every share (whether a fully paid up share or not) registered in the name of any member, either alone or jointly with any other person, for his or his estate's debts, liabilities and engagements, whether solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not. Such lien shall extend to all dividends from time to time declared or other moneys payable in respect of every such share, but the Directors may at any time declare any share to be exempt, wholly or partially, from the provisions of this Article.

TRANSFER OF SHARES

10. The instrument of transfer of any share shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof. In the case of a partly-paid share only, the instrument of transfer must also be executed by or on behalf of the transferee.
11. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share.
12. No instrument of transfer may be registered unless it is duly stamped.

GENERAL MEETINGS

13. Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Companies Act 1985 as to giving information to members in regard to their right to appoint proxies and all notices of a General Meeting shall also be sent to the Directors and the Auditor of the Company for the time being.
14. If at an adjourned meeting of the Company a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.
15. One member having the right to vote at the meeting may demand a poll and Regulation 46 of

Table A shall be modified accordingly.

16. If a resolution in writing is described as a special resolution or as an extraordinary resolution it shall have effect accordingly.

DIRECTORS

17. If and so long as the number of Directors is reduced below the minimum fixed by or pursuant to these Articles or Table A, the continuing Director or Directors may act for the purpose of summoning a general meeting of the Company but for no other purpose, and Regulation 90 of Table A shall be modified accordingly.
18. A Director shall not require any shareholding qualification.

POWERS AND DUTIES OF DIRECTORS

19. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by ordinary resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by these Articles or by Table A and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
20. Subject to such disclosure as is required by Section 317 of the Companies Act 1985 a Director may vote as a Director in regard to any contract, matter or arrangement in which he or the Company is interested, whether or not the Director or the Company is a party to the same and if he shall so vote his vote shall be counted and he shall be counted in a quorum when any such contract, matter or arrangement is under consideration.

ALTERNATE DIRECTORS

21. Any Director (other than an alternate Director) may appoint any other Director, or any other person approved by resolution of the Directors and willing to act, to be an alternate Director and may remove from office an alternate Director so appointed by him.
22. An alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member, to attend and vote at

any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate Director except by agreement with the Director whom he represents. But it shall not be necessary to give notice of such a meeting to an alternate Director who is absent from the United Kingdom.

23. An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director; but if a Director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate Director made by him which was in force immediately prior to his retirement shall continue after his reappointment.
24. Any appointment or removal of an alternate Director shall be by notice to the Company signed by the Director making or revoking the appointment or in any other manner approved by the Directors and subject as aforesaid shall take effect when the notice effecting the same is delivered to the Secretary or is produced at a Meeting of the Directors.
25. An alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.
26. When acting also as a Director or as an alternate Director for more than one Director, an alternate Director shall have one vote for every Director he represents, in addition to his own, if himself a Director, and when so acting, where the quorum exceeds two, shall be considered as two Directors for the purpose of making a quorum.

REMOVAL, DISQUALIFICATION AND RETIREMENT OF DIRECTORS

- 27.1 A member or members holding a majority in nominal value of the issued shares for the time being in the capital of the Company shall have power from time to time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy (provided that the total number of Directors shall not exceed any maximum number from time to time prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a member being a company signed by any director thereof or by any person so authorised by resolution of the directors or of any other governing body thereof. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office

of the Company or to the Secretary or is produced at a meeting of the Directors, and any such removal shall be without prejudice to any claim which a Director so removed may have under any contract between him and the Company.

27.2 The office of Director shall be vacated:

- 27.2:1 if he resigns his office by notice in writing to the Company; or
- 27.2:2 if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 27.2:3 if he becomes prohibited from being a Director by reason of any order made under Sections 296 to 299 inclusive of the Companies Act 1985; or
- 27.2:4 if he becomes of unsound mind; or
- 27.2:5 if he is otherwise duly removed from office.

28.1 No Director shall vacate his office or be ineligible for re-election, nor shall any person be ineligible for appointment as a Director, by reason only of his attaining or having attained any particular age and Section 293 of the Companies Act 1985 shall not apply to the Company.

28.2 The Directors shall not be subject to retirement from office by rotation.

28.3 A Director who retires at an annual general meeting may be re-appointed.

NOTICES

29. A member present, either in person or by proxy or, being a corporation, by its representative, at any meeting of the Company or of holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

30. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 24 hours after the envelope containing it was posted.

NAMES, ADDRESSES AND DESCRIPTIONS OF
SUBSCRIBERS

Number of Shares
taken by each Subscriber

WILLIAM KEVIN KENNEDY
66 Lincoln's Inn Fields
LONDON WC2

ONE

Solicitor

JOHN OSWIN McLEARN
Solicitor with Messrs Farrer & Co
66 Lincoln's Inn Fields
LONDON WC2

ONE

DATED this 13th day of January 1964.

WITNESS to the above signatures:

A.J.S. COTTON
66 Lincoln's Inn Fields,
LONDON WC2

Solicitor



CERTIFICATE OF INCORPORATION
ON RE-REGISTRATION OF UNLIMITED COMPANY
AS LIMITED

No 789512

I hereby certify that :

LONGLEAT ENTERPRISES

formerly registered as unlimited, has this day been re-
registered under the Companies Act 1985 as limited under
the name of

LONGLEAT ENTERPRISES LIMITED

Given under my hand at Cardiff the 21st June 1994

J. R. Spears
An Authorised Officer

G

COMPANIES FORM No. 225(1)

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

225(1)

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

* 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

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

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

Company number

789512

Name of company

* LONGLEAT ENTERPRISES LIMITED

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 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

_____, company number _____

the accounting reference date of which is _____

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 _____

and it is still in force.

6. Signed

B211

Designation‡ DIRECTOR

Date 10/12/94

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

SMITH & WILLIAMSON
OLD LIBRARY CHAMBERS
21 CHIPPER LANE
SALISBURY, WILTS. SP1 1BG
0722 411801

For official use
D.E.B.

Post room

