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www.companieshouse.gov.uk

NOTICE OF ILLEGIBLE DOCUMENTS

Companies House regrets that documents in this company's microfiche record have pages which are illegible.

This has been noted but unfortunately steps taken to rectify this were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.

COMPANY INFORMATION SUPPLIED BY COMPANIES HOUSE

Companies House is a registry of company information. We carry out basic checks to make sure that documents have been fully completed and signed, but we do not have the statutory power or capability to verify the accuracy of the information that companies send to us. We accept all information that companies deliver to us in good faith and place it on the public record. The fact that the information has been placed on the public record should not be taken to indicate that Companies House has verified or validated it in any way.

NO. OF COMPANY 891786 / 1



THE COMPANIES ACT, 1948

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

Pursuant to Section 15 (2)
(SEE FOOTNOTE)

NAME OF COMPANY ~~MINEDENE CO.~~ FRESHWATER PROPERTY MANAGEMENTS LIMITED.

I, SIDNEY FELDMAN
of 13, CLIFTON GARDENS, LONDON, N.15

DO solemnly and sincerely declare that I am a person named in the Articles of Association as a Secretary,

of ~~MINEDENE CO.~~ FRESHWATER PROPERTY MANAGEMENTS 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 133 Regent Street
London W.1

the 5th day of January

One thousand nine hundred and Sixty six

before me,

Nathaniel
A Commissioner for Oaths
N. A. H. JAMES

NOTE

Section 15 of The Companies Act, 1948.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

Presented by CITY & DOMINION REGISTRARS LIMITED,
177, REGENT STREET,

Sidney Feldman
Sidney Feldman
Re-declared at 61 A. Maddox Street
London W.1 this 7th day of
November 1966
Before me
Agnes Jones
A. Jones

No. of Company

891786

17 NOV 1966

Form No. 25



FRESHWATER PROPERTY MANagements

LIMITED

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

This Statement is to be filed with the Memorandum of Association or other Document, when the Company is registered.

The NOMINAL CAPITAL of FRESHWATER PROPERTY MANagements

Limited,

is £ 100 , divided into 100 shares of £1 each

Signature

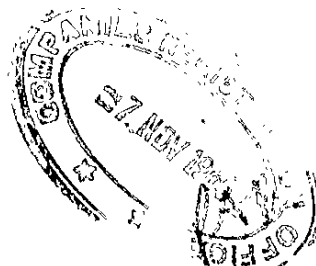
Description

Secretary

Date 7th, November, 1966.

Presented by

CITY & DOMINION REGISTRARS LIMITED
177, REGENT STREET,
LONDON, W.1.



B173918



COMPANIES ACT 1948

891786/3



REGISTERED
11 NOV 1966

COMPANY LIMITED BY SHARES.

Memorandum of Association

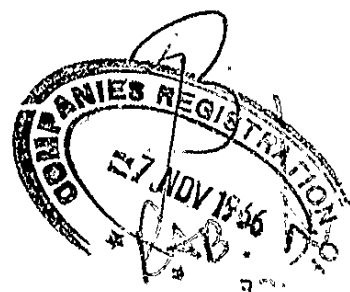
OF

FRESHWATER PROPERTY MANagements LIMITED

1. The name of the Company is "FRESHWATER PROPERTY MANagements LIMITED".
2. The registered office of the Company will be situate in England.

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

- A (i) To act as managers or to direct the management of state domains, of the property and estates of communes, corporations, foundations, or private persons, either in the capacity of stewards or receivers, or in that of lessees or tenants, with power of advancing at a discount all or any of the accruing rents, royalties, or incomings.
- (ii) To transact on commission the general business of a land agent, and to collect rents and income and to supply to tenants or occupiers such amenities, facilities and advantages as may be deemed expedient.
- (iii) To purchase, advance money upon, and otherwise deal with reversionary, contingent, and other interests in real and personal property.



2

(B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant, and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(D) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

(E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised, or owing by mortgage charge or lien upon the whole or any part of the undertaking property and assets of the Company, both present and future, including its uncalled capital.

(F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user 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, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company or corporation having objects wholly or in part similar to the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.

(H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in

or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

(J) To lend money or give credit to such persons firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.

(K) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other Company.

(L) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(M) To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or the families, dependents or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

(N) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.

(O) To promote, finance or assist any other company for the purpose of acquiring all or any part 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.

(P) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(Q) To remunerate any person firm or company rendering services to the Company in such manner as may be thought expedient.

4

(R) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other negotiable instruments.

(S) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, 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.

(T) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

(U) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

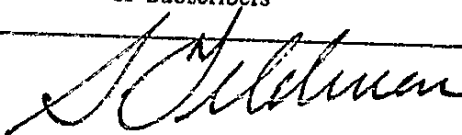
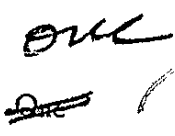

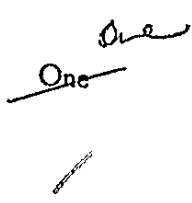
(V) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that in the construction of this clause each sub-clause shall be construed independent of the other sub-clauses hereof and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited. ✓
5. The share capital of the Company is £100 divided into 100 shares of £1 each. ✓
6. The shares in the original and any increased capital of the Company may be issued as preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting return of capital or otherwise as the Company may from time to time determine, Subject to the provisions of Section 72 of the Companies Act, 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

1/2

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

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber. (in words).
 S. FELDMAN, 13, Clifton Gardens, London, N.15. Company Director.	
 H. B. JOHNSON, 28, Fifth Avenue, London, W.10. Secretary.	

✓

DATED the 7th day of November 1966

WITNESS to the above Signatures:—



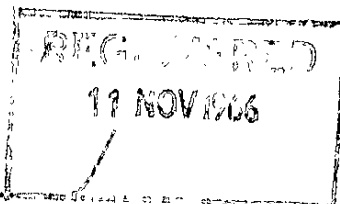
✓

M. BARNETT (Miss),
24, St. Mary's Close,
Scotland Green,
London, N.17.
Registrar's Assistant



891786/4

THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES

Articles of Association

OF

FRESHWATER PROPERTY MANAGERMENTS LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.
2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet:— 24, 53, 58, 60, 75, 79, 84(2), 84(4), 89, 90, 91, 92 and 93.

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of the Act.

SHARES

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

LIEN

5. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES

6. Clause 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company.

7. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A", dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

PROCEEDINGS AT GENERAL MEETINGS

8. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

DIRECTORS

9. The number of Directors shall not be less than one nor more than five. The first Directors shall be determined by the Subscribers of the Memorandum of Association.
10. A person may be appointed a Director notwithstanding that he shall have attained the age of seventy years and no Director shall be liable to vacate office by reason of his attaining that or any other age.
11. Subject to the provisions of Section 199 of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS

12. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or

not, 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.

ALTERNATE DIRECTOR

13. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

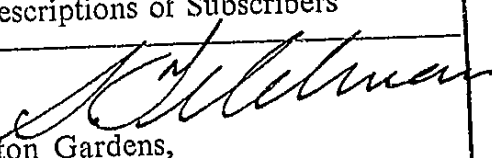
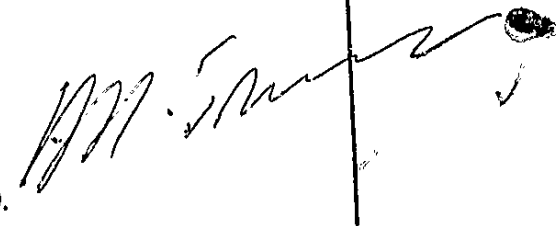
INDEMNITY

14. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

SECRETARY

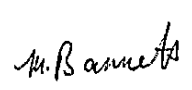
Sidney

15. The first Secretary of the Company shall be ~~XX~~ Feldman.

Names, Addresses and Descriptions of Subscribers	
S. FELDMAN, 13, Clifton Gardens, London, N.15. Company Director.	
H. B. JOHNSON, 28, Fifth Avenue, London, W.10. Secretary.	

DATED the 7th day of November 1966

WITNESS to the above Signatures:—


M. BARNETT (Miss),
24, St. Mary's Close,
Scotland Green,
London, N.17.

Registrar's Assistant

DUPLICATE FOR THE FILE.

No. 891786



Certificate of Incorporation

I Hereby Certify that

FRESHWATER PROPERTY MANAGEMENTS LIMITED

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

Given under my hand at London this ELEVENTH DAY OF NOVEMBER
ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

L. S. Whitfield

Assistant Registrar of Companies.

Certificate
received by

City & Dominion Registrars

Date

11/11/66

Company No. 891786



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- OF -

REGISTERED

19 DEC 1966

FRESHWATER PROPERTY MANAGEMENTS LIMITED

Passed the 14th day of December, 1966.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named company convened and held on the 14th day of December, 1966 the following SPECIAL RESOLUTION WAS PASSED:-

"That with the consent of the Board of Trade the name of the company be changed to FRESHWATER PROPERTY MANAGEMENT LIMITED".

.....
Chairman.

We certify that to the best of our knowledge and belief, the conditions mentioned in sub-section (2) of Section 129 of the Companies Act, 1948 are satisfied at the date of this Resolution, and have been satisfied at all times since the 11th day of November, 1966.

.....
Director.

.....
Secretary.



No. 891786



BOARD OF TRADE

Reference: C.R.

COMPANIES ACT, 1948

FRESHWATER PROPERTY MANagements LIMITED

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

FRESHWATER PROPERTY MANAGEMENT LIMITED

Signed on behalf of the Board of Trade

this FIFTH DAY OF JANUARY

ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

L.S. Whitfield

Authorised in that behalf by the
President of the Board of Trade

C.60

6213/260s D.183002 10M T.P. 10/66 Gp.658.

DUPLICATE FOR THE FILE

No. 891785



Certificate of Incorporation on Change of Name

Whereas

FRESHWATER PROPERTY MANagements LIMITED

was incorporated as a limited company under the
COMPANIES ACT, 1948,
on the ELEVENTH DAY OF NOVEMBER, 1966

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

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

FRESHWATER PROPERTY MANAGEMENT LIMITED

Given under my hand at London, this FIFTH DAY OF JANUARY
ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

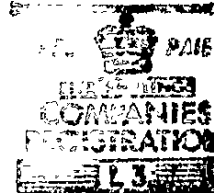
Certificate received by

Peer

L.S. Whitfield.
Assistant Registrar of Companies.

Date *5.1.67*

Number of Company
11786



The Companies Act, 1948

Company Limited By Shares

SPECIAL RESOLUTION

of

FRESHWATER PROPERTY MANAGEMENT LIMITED

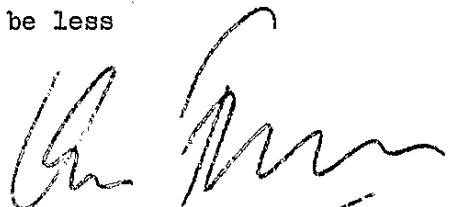
Passed 7th April, 1967

AT an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the 7th April, 1967, the following Resolution was duly passed as a SPECIAL RESOLUTION : -

RESOLUTION

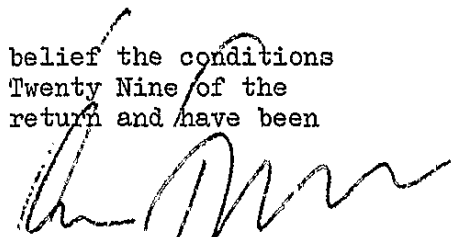
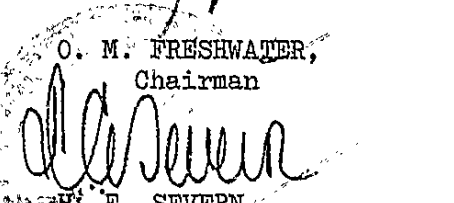
That the Articles of Association of the Company be altered by deleting Article 9 and substituting the following Article: -

9. Until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than seven.


O. M. FRESHWATER,
Chairman.

162, Shaftesbury Avenue,
London, W.C.2.

We certify that to the best of our knowledge and belief the conditions mentioned in subsection (2) of section One Hundred and Twenty Nine of the Companies Act, 1948, are satisfied at the date of this return and have been satisfied at all times since the 11th November, 1966.


O. M. FRESHWATER,
Chairman

E. SEVERN,
Joint Secretary.

12 APR 1967

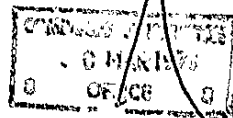
Company Limited By Shares

of

Passed 23rd March, 1971

RESOLUTION

O. M. FRESHWATER
Chairman.



G

Notice of new accounting reference date given after the end of an accounting reference period by an holding or subsidiary company or by a company subject to an administration order

225(2)

Pursuant to section 225(2) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

To the Registrar of Companies

For official use

Company Number

Name of Company

891786

Freshwater Property Management Limited

gives notice that the company's new accounting reference date on which the previous 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 0 0 3

The previous accounting reference period of the company is to be treated as SHORTENED and is to be treated as having come to an end on

Day Month Year

3 0 0 3 1 9 8 9

If this notice is given by a company which is a subsidiary or holding company but which is not subject to an administration order, the following statement should be completed:

The company is a subsidiary of Mayfair Charities Limited
company number 927985
the accounting reference date of which is 30 March

If this notice is given by a company which is subject to an administration order the following statement should be completed:

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

Signed

Designation

Secretary

Date 12/1/89

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

The Secretary
Freshwater House
158-162 Shaftesbury Avenue
LONDON
WC2H 8HR

CHAPP

For official use
General section

Post room

225(2) 1989

**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 amended by Schedule 13 to the Insolvency Act 1986

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

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

[] [] [] []

891786

Name of company

Insert full name
of company

FRESHWATER PROPERTY MANAGEMENT LIMITED

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 0 3

Note
Please read notes
to 4 overleaf
before completing
this form.

Day Month Year

3 1 0 3 1 9 9 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

delete this
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [holding company]† of MAYFAIR CHARITIES LIMITED

_____, company number 927985
the accounting reference date of which is 31st MARCH

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 section 225(6) 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.

Signed B. Moore Designation SECRETARY Date _____

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

Presentor's name address and

The Secretary
The Freshwater Group of Companies
Freshwater House
158-162 Shaftesbury Avenue
LONDON
WC2H 6HR
071 866 1555

For official Use
General Section

Post room

COM.

13 OCT 1992

M