

REGISTERED**-6 FEB 1970****The Companies Act, 1948****PANORNGROVE BUILDERS**

Limited.

I, **FRANCIS ALBERT DEAN**of **6 SURREY STREET, STRAND, LONDON, W.C.2.**

do solemnly and sincerely declare that I am a

(a) or (b) (a) ~~not~~ **an officer or director or secretary or member of the company**Director (b) person named in the Articles of Association as a **Director/Secretary**

of the

of **PANORNGROVE BUILDERS**

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"

(signed) *Francis Albert Dean*DECLARED at **12 Norfolk Street, Strand, London W.C.2.**the **26th** day of **January** 1970, before me,B. D. Lushie
Secretary Public
of the

A Commissioner for Oaths.

B. D. Lushie
A Commissioner for Oaths.**Notice OF THE SITUATION OF THE REGISTERED OFFICE of the said Company****To The Registrar of Companies**

The said Company hereby gives you notice, in accordance with Section 107 of the Companies Act 1948, that the Registered Office of the said Company is situate at

12 Norfolk Street,
London: W.C.2.(signed) *Francis Albert Dean*

Director/Secretary

Dated the

26th

day of

January

1970

PRESENTED for filing by:

Reference **D.P.****Lewis Coates & Lucas Limited,****12 Norfolk Street, Strand, London, W.C.2.**

Certificate No. 971795/2

REGISTERED

-6 FEB 1970

Form No. 25.



COMPANY LIMITED BY SHARES.

STATEMENT OF THE NOMINAL CAPITAL

OF

BANOR GROVE BUILDERS

LIMITED.

NOTE—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Documents when application is made for the Company to be registered.

Presented for filing by

LEWIS, COATES & LUCAS, LTD.

12, NORFOLK STREET,

STRAND, LONDON, W.C.2.



Telephone: TEMPER BAR 6927 (3 lines).

Teletypes: "NORCOMBAR, LONDON."

LEWIS, COATES & LUCAS, LTD.

Company Registration Agents

40, SOUTH K. ROAD, W.C.2

THE NOMINAL CAPITAL

OF

MANORCROVE BUILDERS

slr
Limited,

is £ 100 , divided into 100

Shares of £1 each

Signature⁽¹⁾

slr

Officer

Secretary

Dated the

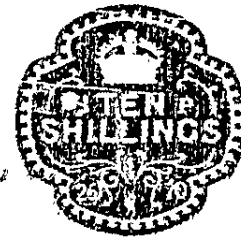
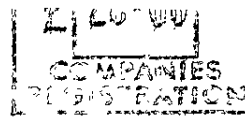
26th

day of

January

1970

⁽¹⁾ This Statement should be signed by a Director, Secretary or other authorised officer of the Company



THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

971795/3

REGISTERED

= 6 FEB 1970

BANORGROVE BUILDERS LIMITED

1. The name of the Company is " **BANORGROVE BUILDERS LIMITED** "
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (a) (1) To carry on the trades or businesses of builders, bricklayers, stonemasons, demolition contractors, pointing contractors, shop front fitters, pavement light makers, painters, plasterers, decorators, french polishers, paper-hangers, sanitary engineers, plumbers, joiners, carpenters, undertakers, engineers, electricians, monumental masons, lime and cement merchants, steeplejacks, lightning-conductor erectors and maintainers, garage proprietors, carriers, cartage contractors, corn dealers and provision dealers in all their respective branches.
 - (2) To undertake the erection, construction, decoration, repair, cleansing and finishing of buildings, erections, constructions and works of all kinds.
 - (3) To manufacture, buy, sell and otherwise deal in glass, pottery, earthenware, bricks, stone, pipes, slates, tiles, concrete, lime, cement, plaster, timber, steel, iron, metals and alloys generally, paints, enamels, polishes, lacquers, colours, distempers, papers, builders' and decorators' requisites of every description, cables, ropes, wires, electrical fittings and apparatus.

- (b) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (c) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.
- (d) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- (f) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant, or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company.
- (g) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (h) To manage, develop, sell, lease, mortgage, grant licences or rights of, in, or over, or otherwise turn to account, any property or assets of the Company.

- (i) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.
- (j) To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- (k) To invest, lend, or otherwise deal with un-employed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (l) To acquire and hold, sell, mortgage, or deal with the shares, stock, bonds, debentures or securities of or in any other company or body (whether such Shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company.
- (m) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (n) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the Shares or securities of such Company.

- (o) To pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist, financially whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.
- (p) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (q) To pay for any property or assets acquired by the Company by the issue of fully or partly paid Shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.
- (r) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
- (u) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for Shares, debentures or other securities of other companies.

- (v) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (w) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (y) The objects set forth in any sub-clause of this clause shall not, except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires be deemed to be main objects of the Company.

4. The liability of the Members is limited. ✓

5. The Share Capital of the Company is £100 divided into One Hundred Shares of One pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares, any of the shares in the original capital of the Company for the time being unissued, and any new Shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other Shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company, and if at any time the capital of the Company shall be divided into Shares of different classes, the rights attached to any class shall not be varied except in accordance with the provisions of Clause 4 of Part I of Table "A" in the First Schedule to the Companies Act 1948. ✓

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.
<p><i>L. H. Lewis</i> LEONARD H. LEWIS, 12, Norfolk Street, Strand, W.C.2. Company Director.</p> <p><i>F. A. Dean</i> FRANCIS A. DEAN 12, Norfolk Street, Strand, W.C.2. Company Director.</p>	<p><i>one</i> ONE</p> <p><i>one</i> ONE</p>

DATED the 12th day of January 1970.

WITNESS to the above Signatures:

P. J. Lewis
P. J. LEWIS,
12, Norfolk Street,
Strand, W.C.2.
Company Director.

971795/4

THE COMPANIES ACTS 1948 to 1967 ✓



COMPANY LIMITED BY SHARES.

Articles of Association

OF

✓ BANOR GROVE BUILDERS LIMITED ✓

PRELIMINARY

1. Subject as hereinafter provided, the regulations in Table "A" (Part 1) in the First Schedule to the Companies Act 1948 shall apply to the Company, and such Table is hereinafter referred to as Table "A".

2. The Company is registered as a Private Company within the meaning of Section 28 of the Companies Act 1948, which is hereinafter referred to as "the Act", and accordingly :-

- (A) The right to transfer Shares is restricted in manner hereinafter provided.
- (B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of that employment to be, Members of the Company) is limited to fifty. Provided that where two or more persons hold one or more Shares in the Company jointly, they shall, for the purpose of this Article, be treated as a single person.
- (C) Any invitation to the Public to subscribe for any Shares or debentures of the Company is prohibited.

- (D) The Company shall not have power to issue share warrants to bearer.

SHARES

3. Subject to the provisions of Clause 2 hereof the Shares of the Company shall be allotted by the Directors to such persons at such times and upon such terms and conditions and either at a premium or at par as they think fit, and with full power to give to any person the call of any Shares either at par or at a premium during such time and for such consideration as the Directors think fit.

LIEN

4. The Company shall have a lien on every Share, whether fully paid or not, and whether registered in the name of one or more Members, and accordingly in Clause 11 of Table "A" the words "not being a fully paid Share" and "other than fully paid Shares" shall be omitted; and the words "a single person" shall be deleted and the words "any Member, whether alone or jointly with other Members" shall be substituted therefor.

CALLS ON SHARES

5. In Clause 15 of Table "A" the words "provided that no call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

TRANSFER AND TRANSMISSION OF SHARES

6. In Clause 22 of Table "A" the words "except as provided by sub-paragraph (4) of paragraph 2 of the Seventh Schedule to the Act" shall be omitted.

7. The following provision shall have effect and shall be added after Clause 23 of Table "A", viz:-

23.(A) Any Share may be transferred by a Member to his or her wife or husband, descendant, parent, brother or sister, or to a person who is already a Member of the Company. Any share may also be transferred by the person entitled to transfer the same to the Trustees of the Will of a deceased Member or to a new Trustee for the purpose of effectuating the appointment of a new trustee or to the legatee or next-of-kin of a deceased Member or to a beneficiary under a trust created by a deceased Member.

8. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of Shares, whether fully paid or not, not being a transfer to a person who is already a Member of the Company or to a transferee under Clause 7 hereof. Clause 24 of Table "A" shall not apply.

CONVERSION OF SHARES INTO STOCK

9. Clauses 40 to 43 inclusive of Table "A" shall not apply.

GENERAL MEETINGS

10. In Clause 49 of Table "A" the words "one Member" shall be substituted for the words "two Members".

PROCEEDINGS AT GENERAL MEETINGS

11. Two Members present in person or by proxy shall form a quorum and Clause 53 of Table "A" shall be modified accordingly.

12. One Member present in person or by proxy may demand a poll and Clause 58 of Table "A" shall be deemed to be altered and modified accordingly.

13. Subject to the provisions of the Act a Resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

DIRECTORS

14. Clause 75 of Table "A" shall not apply, and the following Clause shall be substituted therefor, viz :-

75. The number of Directors shall not be more than five, but the Company in General Meeting may reduce or increase this limit. The first Directors shall be appointed by the Subscribers to the Memorandum and Articles of Association.

POWERS AND DUTIES OF DIRECTORS

15. Clause 79 of Table "A" shall not apply, and the following Clause shall be substituted therefor :-

79. The Directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purposes of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DISQUALIFICATIONS OF DIRECTORS

16. Clause 88 of Table "A" shall not apply, and the following Clause shall be substituted therefor :-

88. The office of Director shall be vacated if the Director :-

- (A) Fails to obtain his qualification (if any) within one month from the date of his appointment or thereafter ceases at any time to hold his qualification.
- (B) Becomes bankrupt or suspends payment or compounds with his creditors.
- (C) Becomes prohibited from being a Director by reason of any Order made under Section 188 of the Companies Act 1948.
- (D) Is found lunatic or becomes of unsound mind.
- (E) Is absent from Directors' meetings for six calendar months without reasonable excuse and without the consent of the other Directors and they resolve that he vacate office.
- (F) Resigns his office by notice in writing to the Company.

ROTATION OF DIRECTORS

17. In Clause 89 of Table "A" the words "all the Directors shall retire from office" shall be deleted.

PROCEEDINGS OF DIRECTORS

18. Clause 106 of Table "A" shall not apply, and the following Clause shall be substituted therefor:-

106. A resolution determined on without any meeting of Directors and evidenced by writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors, or all the members of a Committee shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such Committee, as the case may be.

INDEMNITY

19. Every Director, Managing Director, Agent, Auditor, Secretary and any Officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is referred to in Section 205 of the Companies Act, 1948) which he may sanction or incur in or about the execution of his duties of office or otherwise in relation thereto, 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. This Article shall only have effect so far as its provisions are not avoided by the said Section.

ACCOUNTS

20. In Clause 126 of Table "A" after the words "157 of the Act" shall be added the words "and sections 16 to 22 inclusive of the Companies Act 1967".

AUDIT

21. In Clause 130 of Table "A" the words "162 of the Act" shall be deleted and the words "161 of the Act and Sections 13 and 14 of the Companies Act 1967" shall be substituted therefor.

SECRETARY

22. The first Secretary of the Company shall be FRANCIS ALBERT DEAN.

Names, Addresses and Descriptions of Subscribers

L. H. Lewis
LEONARD H. LEWIS
12, Norfolk Street,
Strand,
London, W.C.2.
Company Director.

F. A. Dean
FRANCIS A. DEAN
12, Norfolk Street,
Strand,
London, W.C.2.
Company Director.

DATED the 12th day of January 1970

WITNESS to the above Signatures :-

P. J. Lewis
P. J. LEWIS,
12, Norfolk Street,
Strand,
London, W.C.2.
Company Director



CERTIFICATE OF INCORPORATION

No. 971795

I hereby certify that

BANORCROFT BUILDERS LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 6th February, 1970.


(F. L. KNIGHT)

Assistant Registrar of Companies

18750
98.54
25.4.82
COMPANY NO. 971785

THE COMPANIES ACTS 1948 to 1976

SPECIAL RESOLUTION

(PURSUANT TO SECTION 141 OF THE COMPANIES ACT 1948)

OF BANORGROVE BUILDERS LIMITED PASSED
ON THE 2nd DAY OF APRIL 1982.

AT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF THE ABOVE NAMED
COMPANY, DULY CONVENED AND HELD AT ARDEN HOUSE, 135 OAKWOOD ROAD,
SPARKHILL, BIRMINGHAM B11 4EU ON THE 2nd DAY OF APRIL, 1982 THE FOLLOWING
SPECIAL RESOLUTION WAS DULY PASSED:

THAT WITH THE CONSENT OF THE SECRETARY OF STATE FOR TRADE
THE NAME OF THE COMPANY BE CHANGED TO BANORGROVE LTD.

SIGNED

h. b. l.
COMPANY SECRETARY

DATE

5.11.82.



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 971795 127

I hereby certify that

BANORGROVE BUILDERS LIMITED

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

BANORGROVE LTD

Given under my hand at Cardiff the 26TH NOVEMBER 1982

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

Assistant Registrar of Companies

Co nos. 971795 / 28

RES. FOR PUBLIC FILE

MINUTES OF A DIRECTORS MEETING OF BANORGROVE BUILDERS LIMITED

Held at College House, Newton Bromswold, Rushden, Northants on 1st March, 1982.

C/N 18980
Fee Transferred
9.82
15.11.82

PRESENT: K. J. Hall - Director
W. Mitchell - Director/Secretary

Chairman: K. J. Hall took the chair and a change of name was resolved, that the name of the Company be changed from Banorgrove Builders Limited to Banorgrove Limited.

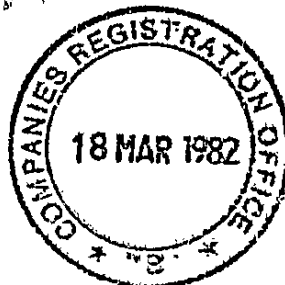
The Company Secretary was instructed to file a copy of this resolution with Companies Registration Office.

Chairman: K. J. Hall certified that this is a true copy of the minutes held as above.



K.J. Hall
Chairman

RES. FOR PUBLIC FILE



NW
840
543915

G

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 amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies

For official use

Company number

For official use

971795

*Insert full name of company

Name of company

* Banorgrove Limited

Note
Please read notes 1 to 4 overleaf before completing this form

†Delete as appropriate

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 0

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 0 7 9 8 8

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 _____

_____, company number _____

the accounting reference date of which is _____

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.

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

Signed *MR Grove*

Designation† Administrator Date 14/1/89

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

L R Grove
Arden House
Oakenshaw Road
Shirley
Solihull
West Midlands

For official use
General Section

Post receipt

COMPANIES HOUSE
31 JAN 1989

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.

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

Company number

00971795

*Insert full name of company

BANORGROVE LIMITED

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 ~~(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 PLC

company number 1367644

the accounting reference date of which is 31.12.94

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.

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

6. Signed



S B Queen

Designation†

Company Secretary

Date 16.08.94

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

S B Queen
Banorgrove Limited
Arden House
Oakenshaw Road
Shirley
Solihull
West Midlands
Tel: 021 744 6100

For official use
D.E.B.

Post room

