

**PLEASE NOTE THAT
DUE TO THE POOR
QUALITY OF THE
FICHE SOME OF THE
FOLLOWING IMAGES
ARE ALSO OF POOR
QUALITY.**

THE COMPANIES ACTS 1948 to 1967

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

Pursuant to Section 15 (2) of the Companies Act 1948

Insert the
Name of the
Company.

McLEAN HOMES SOUTHERN
LIMITED

Presented by

Presenter's Reference

12 Rowland + Co

374 Clements Inn,

W.C.2.

Form No. 41

(No filing fee payable)

13 APR 1970

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 15 Hanover Street, W.1;
5-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA; 19 & 21 North John Street,
Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 14-22 Renfrew Court, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, JAMES GERALD LINN

of HEANTUN HOUSE, SALOP STREET, WOL-
STAFFORDSHIRE

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 McLean Homes Southern

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

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

Declared at Wolverhampton

Staffordshire

the Eighth day of April

one thousand nine hundred and seventy

J. G. Linn

Before me,

A. J. L. Smith Hilliard

A Commissioner for Oaths [or Notary Public or
Justice of the Peace]

Page No. of } 977340/2
Company }

STATEMENT OF THE NOMINAL CAPITAL

OF

McLEAN HOMES SOUTHERN

LIMITED

Subsistent to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920 and Section 41 of the Finance Act 1933.

THE NOMINAL CAPITAL of the above named Company is £50,000

Signature

J. J. M. Hean

Description

Company Director

Dated the Eighth day of April 1970

NOTE 1.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 in excess of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Prepared by

Presenter's Reference JP/MC

DUNHAM BRINDLEY & LINN

HEANTUN HOUSE, SALOP STREET, WOLVERHAMPTON.

Form No. 25

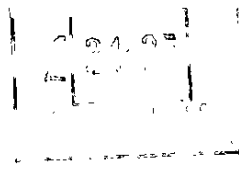
THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

20 Abchurch Lane, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1;
15 Abchurch Lane, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA;
102 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 14-22 Renfrew Court, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

Companies 6

113 APR 1970



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THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

977340 3

Memorandum of Association

- OF -

McLEAN HOMES SOUTHERN LIMITED

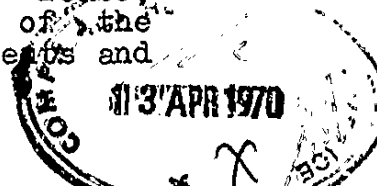
1. The Name of the Company is "McLEAN HOMES SOUTHERN LIMITED."

2. The Registered Office of the Company will be situate in England.

3. The Objects for which the Company is established are :-

(A) TO carry on business as builders and contractors, public works contractors, electricians, plumbers, carpenters, joiners, decorators, painters, manufacturers of and dealers in stone, sand, lime, bricks, timber, hardware, and other building requisites; brick and tile and terra cotta makers, ironmongers, undertakers, jobmasters and carriers; insurance brokers, estate agents, and rent and debt collectors; dealers in and factors of lorries, cars, and steam wagons, architects, surveyors and engineers.

(B) TO erect and construct houses, buildings or works of every description on any land of the Company or upon any other lands or hereditaments and to pull down, rebuild, enlarge, alter and improve existing houses, buildings or works thereon; to convert and appropriate any such land into and for roads, streets, squares, gardens, and pleasure grounds and other conveniences and generally to deal with and improve the property of the Company; to sell, lease, let, mortgage or otherwise dispose of the lands, houses, buildings, hereditaments and other property of the Company.



- (C) TO carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (D) TO purchase, take on lease hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real and personal property of any kind which may be necessary for, or may be conveniently used with or may enhance the value of any other property of the Company.
- (E) TO build, construct, maintain, alter, enlarge, pull down, and remove, or replace any buildings of any kind whatsoever, and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (F) TO acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for co-operation or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares, debentures, debenture stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (G) TO improve, manage, cultivate, develop, exchange, let on lease, or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any of the property and rights of the Company.
- (H) TO invest and deal with the monies of the Company not immediately required upon such securities and in such manner as may from time to time be determined.

- (I) TO lend and advance money or give credit to such persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such person, and without limiting the generality of the foregoing to guarantee the accounts and debts of John McLean & Sons Limited and/or of any of its subsidiary or associated Companies and any subsidiary or associated Company of this Company.
- (J) TO borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (K) TO draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (L) TO subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted, so as directly or indirectly to benefit this Company.
- (M) TO act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of Agents, brokers, sub-contractors, or others.
- (N) 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.

3 APR 1970

OFFICE

- (O) TO remunerate any person, firm or company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (P) TO pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm or company, to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares, debentures, debenture stock, or securities of this Company.
- (Q) TO support and subscribe, to any charitable or public object, and any institution, society or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person or persons who may have served the Company, or to wives, children, or other relatives of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.
- (R) TO promote any other company for the purpose of acquiring all or any of the property and undertaking or any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (S) TO sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (T) TO distribute among members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (U) TO do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is Fifty Thousand Pounds, divided into Fifty Thousand Shares of One Pound each. The Shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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.
John Geoffrey Wiles. The house in The trees Wightwick Bank Wolverhampton	one.
Charles Norman Gower 78 Wake Green Road Wolverhampton Birmingham 13 Chartered Accountant	One

D A T E D the 8 day of April, 1970.
WITNESS to the above Signatures —

J. Kim
Solicitor
Wolverhampton

977340/4



THE COMPANIES ACTS 1948 to 1967 ✓

COMPANY LIMITED BY SHARES

Articles of Association

- OF -

MCLEAN HOMES SOUTHERN LIMITED ✓

1. The Regulations contained in Table A, Part II in the First Schedule to The Companies Act, 1948, shall apply to the Company save in so far as they are excluded or varied hereby.

2. Regulations 3, 75, 88 and 136 of Table A Part I in the said First Schedule shall not apply to the Company.

3. The Company shall be a Private Company. ✓

4. The original Share Capital of the Company is Fifty Thousand Pounds divided into Fifty Thousand Shares of £1 each. ✓

5. The shares shall be under the control of the Directors, who may allot and dispose of the same at such times and in such manner as they think fit subject to Regulation 2 of Table A, Part II.

6. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit and accordingly the Proviso to Regulation 79 of Table A, Part I shall not apply to the Company. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property

-3-

and assets of the Company, present and future, including its uncalled or unissued Capital, or by the issue, at such price as they may think fit, of Bonds or Debentures whether charged upon the whole or any part of the property and assets of the Company, or not so charged, or in such other way as the Directors may think expedient.

7. 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 the Companies Act, 1948, Section 182.
- (3) If he becomes bankrupt or insolvent 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 the Companies Act, 1948, Section 183.
- (5) If he is found lunatic or becomes of unsound mind.

8. A Director may hold any other office or place of profit under the Company, except that of Auditor, upon such terms as to remuneration tenure of office and otherwise as may be determined by the Board.

9. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director, subject nevertheless to the following provision, namely: He shall declare the nature of his interest in any contract or proposed contract in which he is interested in manner required by Section 199 of the Companies Act, 1948. After he has become interested therein he may vote as a Director in respect of the contract or proposed contract or any matter arising thereout, and if he do so vote, his vote shall be counted. He shall also be reckoned in estimating a quorum when such business is under consideration.

10. The number of Directors shall not be more than seven but need not exceed one.

11. As long as there is a sole Director of the Company, he shall have authority to exercise all the powers vested in the Directors generally.

12. A Resolution in writing signed by all the Directors for the time being shall be as valid and effectual as if it had been passed at a Board Meeting duly convened and conducted.

13. The following persons shall be the first Directors of the Company :-

CHARLES NORMAN GOWER,
RONALD BRIAN KING,
ERIC JOHN POUNTAIN.

14. Except when there is a sole Director of the Company, the quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.

15. Every Director, Manager, Secretary and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses, and expenses which any officer or servant may incur or become liable to by reason of any contract entered into, or act or deed done by him as such officer or servant, or in any way in the discharge of the duties, and the amount for which such indemnity is provided shall immediately attach as a lien on the property and uncalled capital of the Company, and have priority as between the Members over all other claims.

16. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as provided in Clause 54 of Table A, Part I two or more members personally present shall be a quorum.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

John Jeffrey Mhea
The house in the trees
Wightwick Bank.
Wolverhampton
County driver

Charles Norman Lower
78 Wake Green Road
Wolverhampton
Birmingham 13
Chartered Accountant

D A T E D the 8 day of April, 1970.
WITNESS to the above Signatures -

J. Kim
Solicitor
Wolverhampton.



CERTIFICATE OF INCORPORATION

No. 977340

I hereby certify that

McLEAN HOMES SOUTHERN 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 16TH APRIL, 1970.

A handwritten signature in cursive script, reading 'F. L. Knight'.

(F. L. KNIGHT)
Assistant Registrar of Companies



COMPANIES FORM No. 123

**Notice of increase
in nominal capital**

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

977340

Name of company

*Insert full name
of company

* **MCLEAN HOMES SOUTHERN LIMITED**

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 4 December 1990 the nominal capital of the company has been increased by £ 18,950,000 beyond the registered capital of £ 50,000.

†The copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.†

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows:

All shares to rank pari passu with the existing
Ordinary Shares.

Please tick here if
continued overleaf

☐

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

Signed

Designations

secretary

Date

10 Dec 90

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

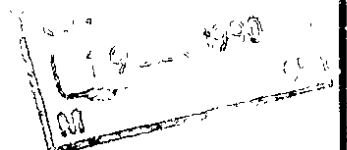
Nedham & James
Windsor House
Temple Row
Birmingham
B2 5LF

Ref: NPS

For official use

General section

Post room



The Companies Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

Companies G123

1990 Edition
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THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

McLean Homes Southern Limited

At an Extraordinary General Meeting of the Company held on
4th December 1990 the following Resolutions
were passed:

Ordinary Resolutions

1. THAT the authorised share capital of the Company be increased to £19,000,000 by the creation of an additional 18,950,000 Ordinary Shares of £1 each
2. THAT pursuant to Section 80(1) of the Companies Act 1985 (the "1985 Act");-

(A) the Directors shall have unconditional authority to allot, grant options over, offer or otherwise deal or dispose of any relevant securities (as defined in Section 80(2) of the 1985 Act) of the Company to such persons at such times and generally on such terms and conditions as the Directors may determine. The authority hereby conferred shall subject to Section 80 (7) of the 1985 Act be for a period expiring on 30th September 1995 unless renewed, varied or revoked by the Company in General Meeting and the maximum amount of relevant securities as aforesaid which may be allotted pursuant to such authority shall be such number as results in the nominal amount of the issued share capital of the Company being £19,000,000

(B) the Directors shall be entitled under the authority conferred by paragraph (A) of this Resolution or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities as aforesaid to be allotted prior to the expiry of such authority and to allot relevant securities accordingly

Special Resolutions

3. THAT conditional upon Resolution 2 being passed in accordance with its terms the Directors shall have power to allot equity securities (as defined in Section 94 of the Companies Act 1985 (the "1985 Act")) of the Company



pursuant to the authority conferred by Resolution 2 as if Section 89(1) of the 1985 Act did not apply to such allotment

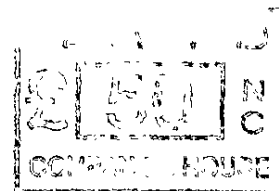
4. THAT conditional upon Resolution 1 being passed in accordance with its terms the Memorandum and Articles of Association be amended to reflect the change thereto by virtue of the passing of the Resolution 1 above,



.....
Secretary

S01109P02

Company Number 977340



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

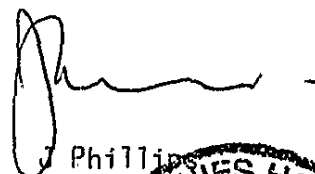
SPECIAL RESOLUTION
OF
McLEAN HOMES SOUTHERN LIMITED

Passed 29 January 1993

At an EXTRAORDINARY GENERAL MEETING of McLEAN HOMES SOUTHERN LIMITED held on Friday 29 January 1993 the following Resolution was passed as a SPECIAL RESOLUTION:

"THAT the name of the Company be changed to
McLEAN HOMES SOUTH WEST LIMITED"

Crestwood House
Birches Rise
Willenhall
West Midlands
WV13 2DD


Phillips
Secretary



41,200 000689
AIB. 196.

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 977340

The Registrar of Companies for England and Wales hereby certifies that

MCLEAN HOMES SOUTHERN LIMITED

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

McLEAN HOMES SOUTH WEST LIMITED

Given at Birmingham, the 29th January 1993

For The Registrar Of Companies



C O M P A N I E S H O U S E



977340

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COMPANIES HOUSE 01/11/84