

# THE COMPANIES ACTS 1948 to 1967

## Declaration of Compliance

with the requirements of THE COMPANIES ACT 1948,  
when applying for Registration of a Company.

NAME OF  
COMPANY

SOUTH LODGE DEVELOPMENTS

Limited

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

PRESENTED BY

LEWIS, COATES & LUCAS, LTD

38-40, FEATHERSTONE STREET,

LONDON, E.C.1.

Presenter's Reference



**LEWIS, COATES & LUCAS LTD**

Law and Company Agents

Law Stationers and Printers

AMBERLEY HOUSE, 12 NORFOLK STREET, STRAND, LONDON W.C.2.

also

6-9 SURREY STREET, STRAND, LONDON W.C.2.

Telephone 01-836 6927/8

Telex 262687 (LEWCOATES LDN)

DECLARATION  
OF COMPLIANCE

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

I, ERIC JOHN SPENCER GARDEN

of "SOUTH LODGE", PINNER HILL,  
PINNER, MIDDLESEX.

do SOLEMNLY AND SINCERELY DECLARE that I am

*Handwritten: 14/10*  
(† In Scotland delete of the  
Supreme Court)

~~(a) a Solicitor of the Supreme Court engaged in the formation~~

(a) a person named in the Articles of Association as a Director

*Handwritten: 14/10*  
(a) Delete the two alternatives  
not applicable.

~~(a) a person named in the Articles of Association as Secretary~~

of .....

SOUTH LODGE  
DEVELOPMENTS 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

25 Maxwell Road  
Northwood Middlesex

the 15<sup>th</sup> day of September

19 70

Before me,

*Handwritten signature of F. A. C. Fisher*

A Commissioner for Oaths

F. A. C. FISHER

~~(or Notary Public or Justice of the Peace)~~

Company Number

990475

1

FORM No. 25



# THE COMPANIES 1948 to 1967

## Statement of the Nominal Capital

NAME OF  
COMPANY

SOUTH LODGE DEVELOPMENTS

Limited

PRESENTED BY

LEWIS, COATES & LUCAS, LTD.  
38-40, FEATHERSTONE STREET,  
LONDON, E.C.1.

Presenter's Reference



LEWIS, COATES & LUCAS LTD

Law and Company Agents  
Law Stationers and Printers

38-40 FEATHERSTONE STREET, LONDON E.C.1.

and at

AMBERLEY HOUSE, 12 NORFOLK STREET, LONDON W.C.2.

Telephone: 01-253 2977/8/9 and 01-836 1176/7

Telex 262687 (Lowcoats Ldn)

STATEMENT  
OF THE  
NOMINAL CAPITAL

.....  
..... SOUTH LODGE .....  
..... DEVELOPMENTS .....  
..... Limited

THE NOMINAL CAPITAL of the above named Company  
is £ 100 .....  
divided into ..... 100 Ordinary ..... shares  
of ..... £1 ..... each

Signed

*Anthony Wood*

State whether Director or Secretary

SECRETARY

Dated

the 15th day of September 1970

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

THIS MARGIN IS RESERVED FOR BINDING

THE COMPANIES ACTS 1948 to 1967.

COMPANY LIMITED BY SHARES

# Memorandum of Association

OF  
9904753

SOUTH LODGE DEVELOPMENTS  
LIMITED

1. The name of the Company is "SOUTH LODGE DEVELOPMENTS LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-
  - (a) (1) To purchase, sell, hold, take on lease, or in exchange, or otherwise acquire and hold any lands or buildings wherever situate, or rights or interests therein or connected therewith, and to manage, farm or let the same or any part thereof for any period, and at such rent and on such conditions as the Company shall think fit, or to develop the same or any part thereof as a building estate; and to construct and erect houses, flats, factories, warehouses and buildings of any kind thereon; to lay out roads and pleasure gardens and recreation grounds; to pull down, alter or improve buildings; to plant, drain or otherwise improve the land or any part thereof.
  - (2) To finance and assist persons purchasing or taking leases from or otherwise having dealings with the Company.



LEWIS, COATES & LUCAS, LTD.  
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LONDON, E.C.1.

- (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>ERIC J. S. GADSDEN, " SOUTH LODGE ", PINNER HILL, PINNER, MIDDLESEX.</p> <p>COMPANY DIRECTOR</p> <p><i>E. J. S. Gadsden</i></p> <p>C. ANTHONY WOOD 25 GLOVER ROAD, PINNER, MIDDLESEX</p> <p>CERTIFIED ACCOUNTANT</p> <p><i>C. Anthony Wood</i></p> <p>2</p>	<p>1</p> <p>1</p>

DATED the 15<sup>th</sup> day of September, 1970.

WITNESS to the above Signatures :-

*Beryl E. Wood.*  
25 GLOVER RD.  
PINNER, MIDDLESEX.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

# Articles of Association

— OF —

SOUTH LODGE DEVELOPMENTS  
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 less than two nor more than five, but the Company in General Meeting may reduce or increase these limits. The first Directors shall be "ERIC JOHN SPENCER GADSDEN" AND "CARLE ANTHONY WOOD".

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 other 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.

Names, Addresses and Descriptions of Subscribers.

ERIC J.S. GADSDEN

"SOUTH LODGE" PINNER HILL, PINNER, MX.

COMPANY DIRECTOR.

*E. Gadsden*

C. ANTHONY WOOD,

25, GLOVER ROAD

PINNER, MDDX.

CERTIFIED ACCOUNTANT.

*C. Anthony Wood*

DATED the *15<sup>th</sup>* day of *September*, 1970.

WITNESS to the above Signatures :-

*Beryl Wood.*  
25 GLOVER RD.  
PINNER, MDDX.



## CERTIFICATE OF INCORPORATION

No. 990475

I hereby certify that

**SOUTH LODGE DEVELOPMENTS 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

29TH SEPTEMBER, 1970.

(F. J. KNIGHT)  
Assistant Registrar of Companies

Number of  
Company

990175/14

CCD 74-50f

# THE STAMP ACT 1891

Company Limited by Shares

## STATEMENT OF INCREASE OF THE NOMINAL CAPITAL

OF

SOUTH LODGE DEVELOPMENTS  
LIMITED

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

*NOTE.—The Stamp duty on an increase of Nominal Capital is Fifty Pence for  
every £100 or fraction of £100.*

This Statement is to be filed with the Notice of Increase which must be filed  
pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within  
15 days after the passing of the Resolution by which the Capital is increased  
interest on the duty at the rate of 5 per cent per annum from the date of the  
passing of the Resolution is also payable. (Section 5 of the Revenue Act  
1903.)

Presented by

Presentor's Reference.....*can*.....

*The Secretary*

*South Lodge Developments Ltd*

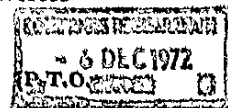
*25 Glover Rd, Penryn*

Form No. 26a



Printed and Published by The Solicitors' Law Stationery Society, Limited, Oyez House, Brecons  
Buildings, Fetter Lane, London EC4P 4BU and at Birmingham, Cardiff, Liverpool, Manchester and  
Glasgow. F9099.19-8-71 DW11053

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS  
Companies 6B



# THE NOMINAL CAPITAL

OF

.....  
..... SOUTH LODGE DEVELOPMENTS Limited

has by a Resolution of the Company dated 30th November

19 72 been increased by the addition thereto of the sum of

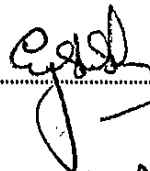
£ 900, divided into:—

..... 900 Ordinary Shares of one pound each

..... Shares of ..... each

beyond the registered Capital of £100

Signature.....



(State whether Director or Secretary) DIRECTOR

Dated the 4th day of December 19 72.

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

✓  
No. 990475. / 16

The Companies Act 1948

Company Limited by Shares

✓  
SPECIAL RESOLUTION OF  
SOUTH LODGE DEVELOPMENTS LIMITED.

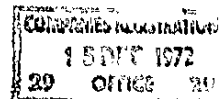
Passed the 30th day of November, 1972.

At an Extraordinary General Meeting of the above-named Company duly convened and held at South Lodge, Pinner Hill, Pinner, Middlesex on Thursday, 30th November, 1972, the following Special Resolution was passed:-

"THAT the Nominal Capital of the Company be increased to £1,000. by the addition of the sum of £900. to the present Registered Capital of £100.

THAT the additional capital of £900. be divided into 900 shares of £1. each and that these new shares rank equally and have equal rights in every respect with the existing shares of £1. each".

.....  
Chairman.



CHANCERY DIVISION

GROUP A

**REGISTERED**

- 9 JAN 1974

Mr. Registrar Berkeley  
Friday the 4th day of January 1974.

IN THE MATTER of SOUTH LODGE DEVELOPMENTS LIMITED

and

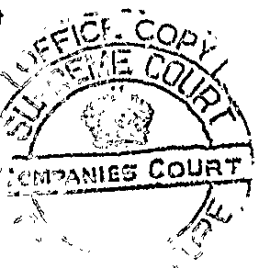
IN THE MATTER of THE COMPANIES ACT 1948

UPON THE APPLICATION by Originating Summons dated the 12th December, 1973 of Morgan Rice Edmondes of Windycroft, Little Kingshill, Great Missenden in the County of Buckingham.

AND UPON HEARING the Solicitors for the Applicant and no-one appearing for or on behalf of the above named South Lodge Developments Limited (the Respondent) although it has been duly served with the said Originating Summons as by the Affidavit of David John Rawlinson filed the 20th December 1973 appears.

AND UPON READING the said Originating Summons the Affidavit of Lawrence Hugh Wyndham Williams filed the 12th December 1973 the Affidavit of Eric John Spencer Gadsden filed the 31st December 1973 and the Exhibit in the first mentioned Affidavit referred to (being the Legal Charge hereinafter mentioned).

AND the Court being satisfied that the omission to deliver to the Registrar of Companies pursuant to Section 95 of the above-mentioned Act the Legal Charge hereinafter mentioned together with the prescribed Particulars thereof was due to inadvertence and that



it is just and equitable to grant relief DOTH  
pursuant to Section 101 of the said Act ORDER  
that the time for delivering to the Registrar of  
Companies for registration the Legal Charge dated  
the 30th day of July 1973 and made between the  
Respondent of the one part and the Applicant of  
the other part (whereby the Respondent charged  
by way of Legal Mortgage all that piece or parcel  
of land with the buildings thereon situate at  
and known as Windycroft Little Kingshill Great  
Missenden in the County of Buckingham and more  
particularly described in the said Legal Charge  
to secure payment to the Applicant of the sum of  
£41,375.90 and interest thereon as therein  
mentioned) together with the prescribed Particulars  
thereof be and the same is hereby extended to  
the 25th January 1974.

AND It Is Ordered that the Applicant do deliver  
an Office Copy of this Order to the Registrar of  
Companies.

AND This Order is without prejudice to the rights  
of any party acquired prior to the time when the  
said Legal Charge shall be actually registered.

MAURICE BERKELEY  
Registrar



No. 002221 of 1973

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

GROUP A

Mr. Registrar Berkeley  
Friday the 4th day of January 1974.

IN THE MATTER of SOUTH LODGE DEVELOP-  
MENTS LIMITED

and

IN THE MATTER of THE COMPANIES ACT  
1948

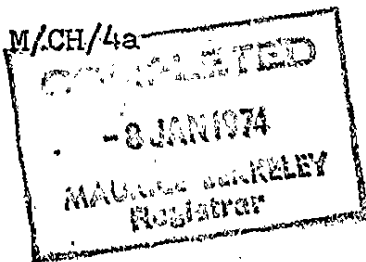
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O R D E R

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M/CH/4a

01-242 5981



Peacock & Goddard,  
1 Raymond Buildings,  
Gray's Inn,  
London, WC1R 5BJ.

Agents for:

G. Williams & Pritchard,  
Cardiff.

No. 990475/57

The Companies Act 1948

Company Limited by Shares

SPECIAL RESOLUTION OF

SOUTH LODGE DEVELOPMENTS LTD.

Passed the 1st day of DECEMBER 1986

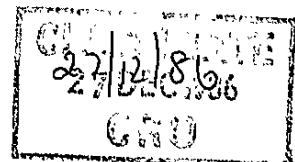
At an Extraordinary General Meeting of the above-named Company duly convened and held at The Estate Office, Hall Farm, Shepherds Lane, Chorleywood, on 1st December 1986 the following Special Resolution was passed:-

"THAT the Nominal Capital of the Company be increased to £10,000 by the addition of the sum of £9,000 to the present Registered Capital of £1,000.

THAT the additional capital of £9,000 be divided into 9,000 shares of £1 each and that these new shares rank equally and have equal rights in every respect with the existing shares of £1 each."

BY ORDER OF THE BOARD

  
.....  
SECRETARY



No. of Company ..... 990475/58

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company ..... SOUTH LODGE DEVELOPMENTS ..... Limited\*

hereby gives you notice that by ~~ordinary/extraordinary~~/special \*\* resolution of the company dated the  
1st December 1986, the nominal capital of the company has been increased by the  
addition thereto of a sum of £ 9,000 ..... beyond the registered capital of £ 1,000 .....

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
9000	Ordinary	£1

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

(If any of the shares are preference shares state whether they are redeemable or not)

they rank Pari Passu with  
existing shares.

Signed .....

State whether

Director or Secretary .....

SECRETARY

Date .....

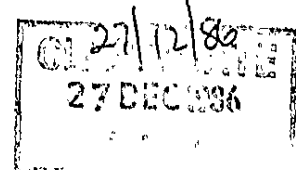
1.12.86

\*Delete "Limited" if not applicable  
\*\*Delete as necessary

(see notes overleaf)

Presented by:

C. Anthony Wood & Co.  
Certified Accountants  
25, Glover Road,  
Finner, Middlesex.  
Telephone: 01-868 8232



Presentor's reference

Form No. 10

**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

21

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

To the Registrar of Companies

For official use Company number

[1610]

990475

Name of company

\* SOUTH LODGE DEVELOPMENTS LTD.

\* insert full name of company

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 as shown below:

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

Day Month

3 1 1 2

† delete as appropriate

The current accounting reference period of the company is to be treated as [shortened][~~extended~~]<sup>†</sup> and [is to be treated as having come to an end][~~will come to an end~~]<sup>†</sup> on

Day Month Year

3 1 1 2 1 9 8 6

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~~]<sup>†</sup> of W. E. BLACK LTD.

\_\_\_\_\_, company number 425267

the accounting reference date of which is 31-12

Signed

[Director][Secretary]<sup>†</sup> Date

31-1-87

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

G. Anthony Wood & Co.  
Certified Accountants  
23, Glover Road,  
Pinner, Middlesex.  
Telephone: 01-838 8232

For official Use  
General Section

Post room



No. 990475

THE COMPANIES ACT 1985

Company Limited by Shares

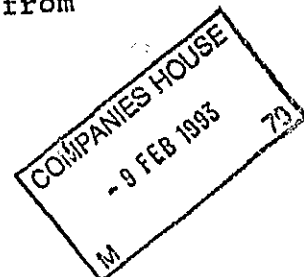
SPECIAL RESOLUTION OF

SOUTH LODGE DEVELOPMENTS LIMITED

Passed the 23rd day of October 1992

At an Extraordinary General Meeting of the above named Company duly convened and held at Hall Farm, Shepherds Lane, Chorleywood, Herts on 23rd October 1992 the following Special Resolution was passed:

"The Company hereby elects in accordance with S.250 of C.A. 1985 to make itself exempt from the necessity to appoint Auditors."



BY ORDER OF THE BOARD