		11
No. of Company	**************	]

#### THE COMPANIES ACTS 1948 TO 1967

## Declaration of compliance

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

Name of Company
I,Brian Goldstein,
of30, City Road,
London E.C.1.
***************************************
Do solemnly and sincerely declare that I am (see note (a) below)a. person.
named in the Articles of Association as a Secretary. \7
of CLIELMITILL MOTORS
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 30, City Road,
in the county of London
the 21st day of JULY one thousand nine hundred and SENEATH SIX before me.
A Commissioner for Oaths (see note (b) below)
(a) "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 "a person named in the articles of association as a secretory"
(b) or Notary Public or Justice of the Peace
* Delete "Limited" if not applicable.
Presented by:

#### COMPANY LIMITED BY SHARES.

# Memorandum of Association

OF

#### CHELMHILL MOTORS LIMITED

- 1. The name of the Company is CHELMHILL MOTORS 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 business as motor garage proprietors, motor car, motor cycle and cycle manufacturers, motor car agents and dealers, manufacturers of and dealers in caravans and caravan equipment and accessories, motor engineers, general engineers and electricians, motor car and cab proprietors, metal and alloy makers, refiners and workers, joiners and cabinet makers, wood and timber merchants, refreshment caterers, confectioners, tobacconists and bankers, and to manufacture, own, buy, sell either for cash or credit, hire purchase or deferred payment or otherwise let on hire, repair, cellulose, paint and generally deal in motor cars, coaches, vans, lorries, omnibuses, motor cycles, cycles, boats, aircraft, agricultural machinery and mechanically propelled vehicles and vessels of every description, engines, bodies, hulls, tyres, petrol and oil, and all kinds of fuel, accessories, components, apparatus and requisites concerned with the manufacture and upkeep of such vehicles and machinery.
  - (2) To carry on the business of car hire, taxi and motor coach services, hirers of cars and other means of conveyance either with driver or for driving by the hirer; to undertake any agency or commission work and to carry on business as motor car driving instructors and teachers of motor car construction, maintenance, testing and repair.
  - (3) To carry on business as haulage contractors, lightermen and carriers of passengers and goods, railway, shipping, chartering, forwarding and transport agents, stevedors, wharfingers, carmen, carting contractors and agents, cargo superintendents, packers, hauliers and warehousemen and to undertake and transact agency and commission work of all kinds.

EXPRESS COMPANY REGISTRATIONS Ltd.

30, Chy kar . . . .

LUNDON E.C. 1.

01-628 5434/5

- (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.
- or otherwise acquire, any real or personal property or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (D) 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.
- (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 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 couire any patents, licences and the like, comparing an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, 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, debentures, debenture stocks, Bonds or securities of any other company or corporation carrying on business in any part of the world.
- (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.

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- (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.
- (J) To lend money or give credit 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 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.
- (L) 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.
- (M) 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.
- (N) To remunerate any person, firm or company rendering services to the Company in any manner and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (0) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
- (P) To establish, 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 the families, dependants 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.

- (Q) 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.
- (R) 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.
- (S) 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.
- (T) 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 the foregoing subclauses shall be construed independently of each other 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. The Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time prescribe.

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 DES- CRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
Men	
MICHAEL JOHN HOPE, 30, City Road, London. E.C.1.	ONE
Company Formation Assistant.	
BRIAN GOLDSTEIN, 30, City Road, London. E.C.1.	ONE
Company Director	

DATED the 21st

ned

day of July

1976.

WITNESS to the above signatures:

ERIC CHARLES TURNER, 30, City Road, London, E.C.1.

Company Formation Assistant.

# Articles of Association

OF

CHELMHILL MOTORS LIMITED

#### PRELIMINARY

- 1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, Clauses 24, 53, 75, 79, 126 and 130 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.
- 2. The Company is a private Company and Clauses 2,3,4,5 and 6 in Part II of Table A as varied by these Articles shall accordingly apply to the Company.
- 3. The shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit, subject to the provisions of the next following clause hereof (Clause 4).
- 4. Subject to any direction to the contrary that may begiven by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created, shall in the first instance be offered to the members in proportion (as nearly as may be) to the existing shares held by them, and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company.

#### LIEN

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Sheres, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

#### TRANSFER AND TRANSMISSION 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 or to a transferee under the next following clause hereof (Clause 7).
- 7. Any share may be transferred by a member to any child or other issue, wife, husband, father, mother, brother, sister, son-in-law, daughter-in-law, nephew or niece of such member and any share of a deceased member may be transferred to any such relative as aforesaid of the deceased member or to the executors or administrators of any such deceased member. Any share standing in the name of the trustees of the Will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will or Settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.
- 8. The proviso to clause 32 of Part I of Table A shall not apply to the Company.

#### GENERAL MEETING

- 9. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other cummunications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.
- 10. Clause 54 in Part I of Table A shall be read and construct as if the words "Meeting shall be dissolved" were substitued for the words "Members present shall be a quorum".

#### DIRECTORS

ll. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than seven. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors.

em,

12. The first Directors of the Company shall be determined in writing by the Subscribers to the Memorandum of Association of the Company.

- 13. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.
- approved by the Board to be an alternate Director and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director, shall be entitled to receive notice of Meetings of Directors and to attend and vote thereat, but he shall not require any qualification and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between the said Director and the appointee. Such appointment may be revoked at any time by the appointor or by resolution of the Directors or by an Ordinary Resolution of the Company in General Meeting. Any appointment or revocation made under this clause, shall be in writing under the hand of the Director making the same.

#### DISQUALIFICATION OF DIRECTORS

15. The office of a Director shall be vacated :(1) If he resigns his office by notice in writing the Company.

(2) If he becomes bankrupt or enters into

any arrangement with his creditors.

(3) If he is prohibited from being a Director by an order made under section 188 of the Act.

(4) If he becomes of unsound mind.
(5) If he is removed from office by a resolution duly passed under section 184 of the Act.

#### BORROWING POWERS

- 16. The Directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertakings, 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.
- 17. The first Secretary of the Company shall be Brian Goldstein.

#### ACCOUNTS

18. The directors shall from time to time, in accordance with sections 148, 150 and 157 of the Companies Act 1948 and sections 16 to 22 of The Companies Act 1967, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

#### AUDIT

19. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Companies Act 1948 and sections 13 an. 14 of the Companies Act 1967.

#### INDEMNITY

20. In addition to the indemnity contained in clause 136 of Part 1 of Table A and subject to the provisions of Section 205 of the Companies Act 1948, 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 liability a incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

mure

MICHAEL JOHN HOPE, 30, City Road, London. E.C.1.

Company Formation Assistant.

BRIAN GOLDSTEIN, 30, City Road, London. E.C.1.

Company Director.

DATED the 21st

day of July

19 76.

WITNESS to the above signatures :

ERIC CHARLES TURNER, 30, City Road, London. E.C.1.

Company Formation Assistant.



## CERTIFICATE OF INCORPORATION

No. 1273312

I hereby certify that

#### CHELMHILL MOTORS LIMITED

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

Given under my hand at Cardiff the

16TH AUGUST 1976

Assistant Registrar of Companies

Special Resolution

Companies Act 1948-1958
Company Limited by shares

or

CUEESTALL LIMITED

Passed the 15th day of September 1976

AT an EXTRAORDINARY JENERAL MEETING of the above named Company duly convened and held at 22/24 Cowper Street, City Road, LONDON, EC2A 4AP on the 15th September 1976 the subjoined SPECIAL RESOLUTION was duly passed, viz:~

# Resolution

THAT the existing Clause 3(A) in the Memorandum of Association of the Company be deleted, and that the attached Clause 3(A) be substituted in its place.

S\ H. \Davis, Secretary.



Company No: 1277327



<sup>3.</sup> The objects for which the Company is established are :-

<sup>(</sup>A) To carry on business as dealers in property and estates, mortgages and insurance brokers, lessees and lessors, business transfer agents, auctioneers, valuers, surveyors, estate agents, bailiffs, bailees, managing agents, estate developers and development agents; to purchase, take on lease, or in exchange or otherwise acquire any lands and buildings in England or elsewhere and any estate or interest in any rights connected with any such lands or buildings, to develop and turn to account any land acquired by or in which the Company is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving the same; to acquire by purchase, lease, concession, grant, licence or otherwise such lands, buildings, leases, underleases, rights, privileges, stocks, shares and debentures in public or private companies, corporate or unincorporate, policies of insurance and other such property as the Company may deem fit, and may acquire the same for the purposes of investment and with a view to recciving the income therefrom.

The Companies Acts 1948 to 1976

#### COMPANY LIMITED BY SHARES

## ordinary Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

CHELMHILL MOTORS

LIMITED

Passed 6th June

, 19 80.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 20 The Green, Aston Abbots, Aylesbury, Bucks

on the 6th day of June , 1980, the subjoined ORDINARY RESOLUTIONS were duly passed, viz.:—

#### RESOLUTIONS

- 1. That the authorised share capital be increased to £10,000 by the creation of 9900 Ordinary £1 Shares ranking pari parsu with the existing ordinary shares.
- 2. That upon the recommendation of the Directors it is desirable to capitalise the sum of £9998 being part of the sum standing to the credit of the profit and loss account of the Company and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied in paying up in full 9998 unissued Ordinary Shares of £1 each in the capital of the Company to be allotted and distributed credited as fully paid to and amongst such members in proportion to the number of shares held by them respectively at the time of the passing of this resolution and the Directors shall give effect to this resolution.



Signe ere f. Butch Dieter

To be signed by the Cheirman, a Director, or the Secretary of the Company.

Note.—7 4th ided within 15 days after the passing of the Resolution(s).

Oyez Publishing Limited, Norwich House, 11/13 Norwich Street, London ECCA 1AB, a subsidiary of The Solicitors' Law Stationery Society, Limited.

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## THE COMPANIES ACTS 1948 TO 1967

## Notice of increase in nominal capital

	Tursuant to Section 63 of the Companies Act 1948	<b>8</b>
To the Registrar of Compan	siaa	
}		
Name of Company	CHELMHILL MOTORS	Limited*
l lieledy gives you notice	e that by ordinary/extrapedicary/suggistates recolution	of the
	the nominal conitation at the re-	
The additional capital is divi-	Lbeyond the registered canita	d of £100
additional culture is divi	ded as follows:-	•
Number of shares	class of share	Nominal amount of each share
9900	ORDINARY	£1
ranking pari passu w	erence shares state whether they are redeemable or no rith the existing shares  Signed 1. Bull	Director
	State whether Director or SecretaryDIF	RECTOR
<b>.</b>	Date 6 H Juno	1980
80 ) ************************************	,	Ž2
	*Delete "Limited" if not applicable **Delete as necessary	(see notes overleaf)
Presented by:	Haines Watts	Will live to the second

Margin reserved for binding

Sterling Houro,

165-175 Farnhen Road,

Slough, Berkshire SL1 4UZ.

Presentor's reference:

Form No. 10



**COMPANIES FORM No. 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 black lettering	To the Registrar of Companies (Address overleaf - Note 5)  Name of company	For official use Company number			
	* CHELTHILL MOTORS	LTP.			
* insert full name of company					
Note Please read notes 1 to 4 overleaf Sefore completing this form	gives notice that the company's new accounting ref date on which the current accounting reference per and each subsequent accounting reference period of the company is to be treated as coming, or as havin come, to an end is	Day Month Year			
	The current accounting reference period of the comis to be treated as [shortened][extended]† and [is-tented-as-having-come.to.an.end][will come to an end				
† delete as 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:				
	be completed: The company is a [subsidiary][holding-company]† of Davenport Vernon				
	Stoldnos dia				
		, company number 1212182			
	the accounting reference date of which is 30 Soptember				
‡ Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate	If this notice is being given by a company which is subject to an administration order and *his 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				
		ion# DIRECTOR. Date 19.10.88			
	Presentor's name address and For official reference (if any):				



**COMPANIES FORM No. 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 inserted by section 3 of the Companies Act 1989

	1.	To the Registrar of Companies	Company number
lease complete egibly, preferably		(Address overleaf - Note 6)	1273312
n black type, or old block lettering	ļ	Name of company	
Insert full name		. CHELMHILL MOTORS LIMITE	D,
of company			
Note Details of day and month in 2, 3 and 4 (1) (1) (1) (2) (3) (4) (4) (4) (5) (6) (7) Please read notes 1 to 5 overleaf before completing		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	Month Year
his form.	3.	The current accounting reference period of the company is to be treated as [shertened][extended]† and [is to be treated as having some to an end][will come to an end]† on	1 2 1 9 9 4
t delete as appropriate	4.	If this notice states that the current accounting reference period of the	
		reliance is being placed on the exception in paragraph (a) in the second	nd part of section 225(4) of the
		Companies Act 1985, the following statement should be completed:	
		EAMO HUCOUNT TO THE TOTAL	PLC_
		, compan	y number 1838867
		the accounting reference date of which is 31 12	
‡ Insert	5.	If this notice is being given by a company which is subject to an adm states that the current accounting reference period of the company is extended beyond 16 nonths OR reliance is not being placed on the s the Companies Act 1985, the following statement should be complete	s to be extended AND it is to be second part of section 225(4) of
Director, Secretary, Receiver,	~	An administration order was made in relation to the company on and it is still in force.  Signed Designation:	SR :Date 14/9/94
Administrative Receiver or	U	Signed Effsher	
Receiver (Scotland) as appropriate	*	Presentor's name address For official use telephone number and reference (if any): D.E.B. A. J. PITT,	Post room
241 CB 17.	という	HALSHAN HOLDINGS RC GHLANDS COURT, NMORE AVENUE, LEY, SOULULL. 4LE 21 -111 4888	AØS *ABVXX4U7* 57 COMPANIES HOUSE 23709794



4 London West Byildings Blomfield Street London EC2M 5NT

Telephone: 071 638 3522 Fax: 071 638 9782

A I nember of EUR®REVISION International

Your ref:

Ourref: RKD/HP/CHE023

Date:

17th January 1995

The Secretary, Chelmhill Motors Limited London Road, High Wycombe, Bucks, HP11 1EU

CO'REG NO

12.73312

Dear Sir,

We hereby tender our resignation as auditors to the company with effect from today.

For the purposes of Section 390(2) Companies Act 1985, we confirm that we are not aware of any circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the company.

May we point out that Section 390(3) Companies Act 1985 requires that a copy of this notice must be sent by you within fourteen days of receipt to the Registrar of Companies.

Yours faithfully,

A07 \*ADS3A877\* 626 COMPANIES HOUSE 20/01/95

R.K Davies S.G. Bowles
P.J. Bartrop D.F. Brown
K.A. Berwick C.D. Carc
P.G. Beckett J.A. Cini

I.F Cruso

LA Blake

R.E. Denham M.J. Denovan P. Fishpool G.J. Francies

N.F. Green

Crase & Russell

N.H., Green T.J. Griffin T.J. Henson W.J. Hollis C.B. Hunt P.L. James P.J. Lodge T.P. Malone B.W. Mepham

R.C Milbank

R J. / Itchell G.D. Nankivell M.J. K.cholas D.J. Owers E J. Williams