



# THE COMPANIES ACTS 1948 TO 1976

## Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15(2) of the Companies Act 1948 as amended by the Companies Act 1976

# 41

Please do not write in this binding margin



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

Company number

1494211

Name of Company

DENNY'S (SOUTH) Limited\*

DAVID MICHAEL RAYBOULD  
of 119 SUTTON COURT  
LONDON W4

\* delete if inappropriate

† Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

do solemnly and sincerely declare that I am † A PERSON NAMED AS DIRECTOR OF THE COMPANY IN THE STATEMENT DELIVERED UNDER SECTION 21 OF THE COMPANIES ACT 1976

of DENNY'S (SOUTH) Limited\*

and that all the requirements of the Companies Acts 1948 to 1976 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 91 South Road Southall  
in the County of Middlesex

the Twenty seventh day of March  
One thousand nine hundred and eighty

before me N.H. LEAKE  
A Commissioner for Oaths & Solicitor.

‡ or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

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



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General section

Post room



THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

1494211

DENNY'S (SOUTH) LIMITED

1. The name of the Company is "DENNY'S (SOUTH) 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 proprietors and licensors of restaurants, refreshment and tea rooms, cafes and snack bars, licensed victuallers, wine, beer, and spirit merchants, importers and manufacturers of aerated, mineral and artificial waters and other drinks, and as caterers and contractors in all their respective branches.

(B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

(C) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular, by mortgages upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.

(D) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.

(E) To draw, make, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in bills of exchange, promissory notes, foreign currency and other negotiable or transferable instruments.

11 APR 1980



(F) To amalgamate or enter into partnership or any joint purse or profit sharing arrangement with and to co-operate in any way with or assist or subsidise any Company, firm or person and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

(G) To promote or concur in the promotion of any Company the promotion of which shall be considered desirable.

(H) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of and dividends, interest or premiums payable on any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.

(I) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.

(J) To procure the registration or incorporation of the Company in or under laws of any place outside England.

(K) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interest of its Members.

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

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

AND IT IS HEREBY DECLARED that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into One Hundred Ordinary Shares of £1 each with power to increase or divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred or other special rights, privileges or restrictions as to dividend, capital 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
--	---

(DEREK ROBERT JAMES STEWART) COMPANY SECRETARY  
*Derek Robert James Stewart*  
47 Myrtle Side Close Northwood MIDDLESEX  
(DAVID MICHAEL RAYBOULD) CORPORATE LEGAL ADVISER  
*David Michael* *2 bnw* *JMR*  
119 Sutton Court, Chislewick, London W4

Dated THIS 25TH DAY OF MARCH 1980.

Witness to the above Signatures:-

*Neil Philip Taylor.*  
Eastwood House.  
Chalk Lane.  
East Horsley.  
Surrey.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

1494211/4

DENNY'S (SOUTH) LIMITED

1. The following regulations and (subject as hereinafter provided) the regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall constitute the regulations of the Company.
2. Regulations 24, 75, 77, 78, 84, 87 and 89 to 97 of Table A shall not apply to the Company.
3. The Company is a Private Company and accordingly:
  - (A) The Directors may, without assigning any reason, decline to register any transfer of shares.
  - (B) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such 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 member.
  - (C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
4. The share capital of the Company at the date of the adoption of these Articles is £100 divided into One Hundred Ordinary Shares of £1 each.
5. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and Regulation 22 of Table A shall be modified accordingly.
6. The words "two members present in person or by proxy" shall be substituted for the words "three members present in person" in regulation 53 of Table A, and the words "the meeting shall be dissolved" shall be substituted for the words "the members present shall be a quorum" in regulation 54 of Table A.
7. A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an

Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more members.

8. Unless otherwise determined by the Company by Ordinary Resolution, the number of Directors shall be not less than two.

9. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of, and at any separate meeting of the holders of any class of shares in, the Company.

10. A member or members holding a majority in nominal amount of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors (provided that the total number of Directors shall not exceed the maximum number prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

11. The proviso to regulation 79 of Table A shall not apply to the Company.

12. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary or which was a predecessor in the business of the Company or of any such other company as aforesaid or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for any charitable or benevolent object or for any exhibition, or for any public, general or useful object, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid: Provided that the Directors shall not be entitled without the previous sanctions of an Ordinary Resolution of the Company to exercise the powers conferred by this Article in favour of any person who is or was a Director of the Company or of any such other company as aforesaid but who does not hold or has not held any salaried employment or office in the Company or in any such other company as aforesaid or in favour of the wife, widow, family or dependants of any such person.

13. A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office

of Director, and may act in a professional capacity to the Company, on such terms as to remuneration and otherwise as the Directors shall arrange.

14. A Director may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as a member or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Directors may also exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company of voting or providing for the payment of remuneration to the Directors or officers of such other company.

15. No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract, matter or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract, matter or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established. The nature of a Director's interest must be declared by him at the meeting of the Directors at which the question of entering into the contract, matter or arrangement is first taken into consideration, or if the Director was not at the date of that meeting interested in the proposed contract, matter or arrangement at the next meeting of the Directors held after he became so interested, and in a case where the Director becomes interested in a contract, matter or arrangement after it is made or arises at the first meeting of the Directors held after he becomes so interested. A general notice to the Directors by a Director that he is a member of any specified firm or company and is to be regarded as interested in any contract, matter or arrangement which may after the date of the notice be made or arise with such firm or company shall (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Directors after it is given) be a sufficient declaration of interest in relation to such contract, matter or arrangement under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular contract, matter or arrangement with such firm or company.

16. A Director may as a Director vote and be counted as one of a quorum upon a motion in respect of any contract, matter or arrangement which he shall make with the Company or in which he shall be in any way interested.

17. Any resolution in writing of the Directors may consist of several documents in the like form each signed by one or more of the Directors and Regulation 106 of Table A shall be modified accordingly.

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Names, addresses and descriptions of Subscribers

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(DEREK ROBERT JAMES STEWART) COMPANY SECRETARY  
*Derek Robert James Stewart*  
47 Myrtledeia Close, Northwood, Middlesbrough  
(DAVID MICHAEL RAYBOULD) CORPORATE LEGAL ADVISER  
*David Michael Raybould*  
119 Sutton Court, Chiswick, London W4

---

Dated THIS 25<sup>TH</sup> DAY OF MARCH 1980

Witness to the above Signatures:-

*Neil Philip Taylor*  
Eastwood House  
Chalk Lane  
East Horsley  
Surrey.





# THE COMPANIES ACTS 1948 TO 1976

## Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not write in this binding margin

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

\* delete if inappropriate

Company number

1494211/5

Name of Company

DENNY'S (SOUTH)

Limited\*

The intended situation of the registered office of the company on incorporation is as stated below

SYON LANE

OSTERLEY

MIDDLESEX

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X

JORDAN & SONS LIMITED

JORDAN HOUSE

BRUNSWICK PLACE, LONDON N1 6EE

If the spaces provided on page 2 are insufficient and use has been made of continuation sheets (see note 1), please enter in the box opposite the number of continuation sheets which form part of this statement

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



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Jordan & Sons Limited Legal and Information Services, Printers and Publishers,  
Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010

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General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



**Important**  
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	DEREK ROBERT JAMES STEWART	Business occupation	COMPANY SECRETARY
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	47 MYRTLEWOOD CLOSE NORTHWOOD MIDDLESEX	Date of birth (where applicable) (note 6)	17.1.35
Particulars of other directorships (note 5)	THE MYRTLESIDE (NORTHWOOD) COMPANY LIMITED		
I hereby consent to act as director of the company named on page 1			
Signature	<i>D.R.J. Stewart</i>	Date	25/3/80

Name (note 2)	DAVID MICHAEL RAYBOULD	Business occupation	CORPORATE LEGAL ADVISER
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	119 SUTTON COURT LONDON W4	Date of birth (where applicable) (note 6)	7.6.36
Particulars of other directorships (note 5)	LANDSKILL LIMITED		
I hereby consent to act as director of the company named on page 1			
Signature	<i>David Raybould</i>	Date	25/3/80

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

Please do not  
write in this  
binding margin

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:

**Important**  
The particulars  
to be given are  
those referred to  
in section  
21(2)(b) of the  
Companies Act  
1976 and section  
200(3) of the  
Companies Act  
1948. Please  
read the notes  
on page 4 before  
completing this  
part of the form.

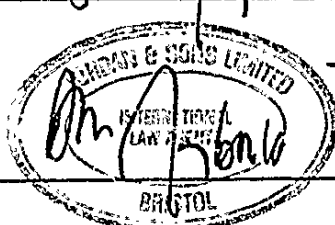
Name (notes 2 & 7)	DEREK ROBERT JAMES STEWART
Former name(s) (note 3)	
Address (notes 4 & 7)	47 MYRTLESIDE CLOSE NORTHWOOD MIDDLESEX
I hereby consent to act as secretary of the company named on page 1	
Signature <i>D.R. Stewart</i>	Date 25/3/80

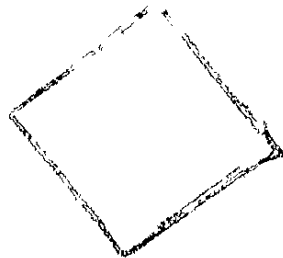
Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

\* as required by  
section 21(3) of  
the Companies  
Act 1976

Signed by or on behalf of the subscribers of the memorandum\*

† delete as  
appropriate

Signature <i>Am Agbale</i>	[Subscriber] [Agent]†	Date 25/3/80
		
Signature	[Subscriber] [Agent]†	Date



COPY

## CERTIFICATE OF INCORPORATION

No. 1494211

I hereby certify that

DENNY'S (SOUTH) LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the  
Company is Limited.

Given under my hand at Cardiff the

29TH APRIL 1980

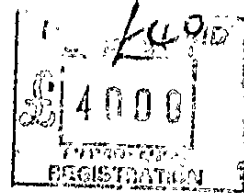
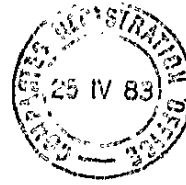
E. A. WILSON

*Assistant Registrar of Companies*

Number of  
Company

1494211

13



The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

## Special Resolution

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

OF

DENNY'S (SOUTH)

LIMITED

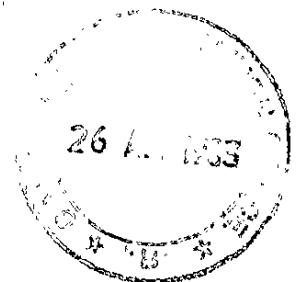
Passed 11 April, 1983.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Grant House, Syon Lane, Isleworth, Middlesex,

on the 6th day of April, 1983, the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

### RESOLUTION

That the name of the company be changed to Cookie Kitchen Limited.



Signature

*Handwritten signature*

SECRETARY

To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).



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## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1494211 / 14

I hereby certify that

DENNYS (SOUTH) LIMITED

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

COOKIE KITCHEN LIMITED

Given under my hand at the Companies Registration

Office, Cardiff the

13TH MAY 1983

A handwritten signature in dark ink, appearing to read 'D. C. H. Busher'.

D. C. H. BUSHER

an authorised officer

Number of Company: 1494211

22

The Companies Act 1985

C O M P A N Y   L I M I T E D   B Y   S H A R E S

**SPECIAL RESOLUTION**

(Pursuant to s. 380(1) of the Companies Act 1985)

OF

**COOKIE KITCHENS LIMITED**

Passed 8th May 1986

At the ANNUAL GENERAL MEETING of the above-named Company, duly convened, and held at Grant House, Syon Lane, Isleworth, Middlesex, TW7 5NN on the 8th day of May 1986 the subjoined SPECIAL RESOLUTION was duly passed, viz:-

**RESOLUTION**

That the Company having satisfied the provisions of Section 252, Companies Act 1985 relating to dormant companies, the Company be exempt from the obligation to appoint auditors as otherwise required by Section 384 of that Act.

*D.R.J. Stewart*

.....  
D R J STEWART - SECRETARY



**Company Number : 1494211**

**The Companies Act 1985**

.....

**COMPANY LIMITED BY SHARES**

.....

**ELECTIVE RESOLUTIONS**

**(Pursuant to S.252, S.386A and 366A of the Companies Act 1985)**

**OF**

**COOKIE KITCHENS LIMITED**

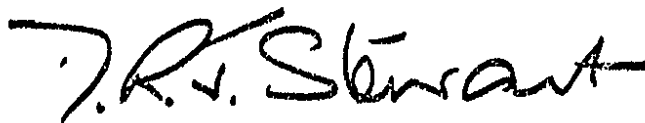
**Passed November 17 1992**

At the Annual General Meeting of the Company, duly convened, and held at United Biscuits Group Headquarters, Church Road, West Drayton, Middlesex on November 17 1992 the resolutions set out below were duly passed as elective resolutions :

**RESOLUTIONS**

That, pursuant to section 252 Companies Act 1985, the company dispense with the obligation to lay accounts before the members of the company at a general meeting unless otherwise requested to do so by a member or future auditors of the company.

That, pursuant to section 366A of the Companies Act 1985, the company dispense with the obligation to hold an annual general meeting unless otherwise required by a member.



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**D.R.J. STEWART**  
Secretary