

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

41a

Please do not write in this binding margin.

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

[] [] [] [] [] []

1679918

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

*Insert full name of Company

Name of Company

ELEANOR CLOSE MANAGEMENT COMPANY LIMITED

I, RICHARD LAWRENCE AGER

of 42 FREDERICK PLACE BRIGHTON EAST SUSSEX BN1 1AT

†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 SOLICITOR OF THE SUPREME COURT ENGAGED IN THE FORMATION OF ELEANOR CLOSE MANAGEMENT COMPANY LIMITED

of *

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent 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 41 Frederick Place
Brighton BN1 1AT

Signature of Declarant

Richard L. Ager

the 14th day of OctoberOne thousand nine hundred and Eighty twobefore me John Scutcliffe

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

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

DONNE MILEHAM & HADDOCK
42/46 FREDERICK PLACE
BRIGHTON
EAST SUSSEX
BN1 1AT

Services to Lawyers
Limited

For official use

New companies section

Post room



1679918/2

THE COMPANIES ACTS 1948 to 1981

Company limited by guarantee
and not having a share capital



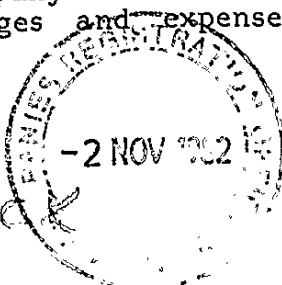
MEMORANDUM OF ASSOCIATION

- of -

ELEANOR CLOSE MANAGEMENT COMPANY LIMITED

1. The name of the Company is "ELEANOR CLOSE MANAGEMENT COMPANY 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 acquire certain freehold property being an estate known as Eleanor Close, Lewes, East Sussex consisting of flats garages spaces forecourts footpaths amenity land and open areas.
 - (B) To manage the said freehold property for the benefit of all the flat owners and to collect contributions from them for that purpose.
 - (C) To borrow and raise money in such manner as the Company shall think fit.
 - (D) To do such other things as are incidental or conducive to the attainment of the above objects.
4. The liability of the members is limited.
5. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards for payment of the debts and liabilities of the Company contracted before he ceases to be a member and the costs, charges and expenses of winding up and for the

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a Haddock



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adjustment of the rights of contributories among themselves such amount as may be required, not exceeding five pounds.

6. No person shall be admitted to membership of the Company other than the subscribers hereto and the leasehold flat owners. Section 23 of the Companies Act 1948 shall not apply to this paragraph.

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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Anne Mo Harberson
ANNE MARGARET HARBERSON
56, ELEANOR CLOSE,
KEWES, E. SUSSEX
TEACHER.

Signature of Mr Harberson.
Full Name,
Address
Occupation

E. Clarke
Eve Clarke
33, Eleanor Close,
Lewes. E. Sussex
Retired.

Signature of Mrs Clarke
Full Name
Address
Occupation

Gillian Evelyn Courage
50, ELEANOR CLOSE,
KEWES, E. SUSSEX
Secretary

Signature of Mrs Courage
Full Name,
Address
Occupation

Dated the 7th day of October, 1982

WITNESS to the above Signatures :-

Keith James Watson.
55 Eleanor Close,
King Henry's Rd.
Lewes.
East Sussex
Area Sales Manager

THE COMPANIES ACTS 1948 to 1981

1679918/3

Company limited by guarantee
and not having a share capital

ARTICLES OF ASSOCIATION

- of -

ELEANOR CLOSE MANAGEMENT COMPANY LIMITED

GENERAL

1. In these Articles:-

"the Act" means the Companies Act 1948.

"the Companies Acts" means the Companies Acts 1948-1981 and any statutory modification, re-enactment or replacement therefor from time to time in force, and reference to any individual Act shall be construed in the same manner.

"the seal" means the Common Seal of the Company.

"secretary" means any person appointed to perform the duties of the secretary of the Company.

"the Property" means the land laid out and developed as an estate known as Eleanor Close, Lewes, East Sussex.

"flat owner" means the registered proprietor for the time being of one of the flats in the Property

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in



these articles shall bear the same meaning as in the Companies Acts or any statutory modification thereof in force at the date at which these articles become binding on the Company.

2. The Company is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

3. The number of members with which the Company proposes to be registered is 60.

4. The subscribers to the Memorandum of Association and all flat owners who apply in writing for membership shall be members of the Company.

5. Where two or more persons jointly are the flat owners of one flat in the Property they shall together constitute one member and the person whose name first appears in the register of members shall exercise the voting and other powers vested in such member.

6. The subscribers to the Memorandum of Association shall cease to be members as soon as the one flat owner for each of the flats comprised in the Property has become a member. A member shall cease to be such on ceasing to be a flat owner and on the registration as a member of his successor in title.

7. Each member who transfers his interest in his flat will procure that his or her successor as house owner shall apply for membership of the Company by stipulating to that effect in the relevant land registry transfer.

8. The trustee in bankruptcy of any bankrupt member or the personal representative of any deceased member shall be entitled to become a member if, at the time of his application for membership, he is a flat owner.

GENERAL MEETINGS

9. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Council shall appoint.

10. All general meetings other than annual general meetings shall be called extraordinary general meetings.

11. The Council may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 132 of the Act. If at any time there are not within the United Kingdom sufficient Council Members capable of acting to form a quorum, any Council members or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by Council members.

NOTICE OF GENERAL MEETINGS

12. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the articles of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed -

(a) in the case of a meeting called as the annual general meeting by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Council and auditors, the election of Council Members in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.

15. 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 herein otherwise provided, 20 members present in person or by proxy shall be a quorum.

16. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

17. The chairman of the Company shall preside as chairman at every general meeting of the Company, or if there is no chairman for the time being, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall elect some other member of the Council to be chairman of the meeting.

If at any meeting no member of the Council is willing to act as chairman or if no member of the Council is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

18. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

19. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman or by at least three members present in person or by proxy.

Unless a poll be so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

20. Except as provided in Article 27, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

21. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

22. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

23. Subject as hereinafter provided, every member present in person or by proxy shall have one vote.

24. (a) On a show of hands or on a poll, votes may be given either personally or by proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

(b) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.

25. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of such death or revocation shall have been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

26. No member shall be entitled to vote at a meeting of the Company unless all sums due from that member to the Company shall have been paid.

27. Subject to the provisions of the Companies Acts 1948 to 1981, 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.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

28. Any corporation which is a member of the Company may by

resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

COUNCIL OF MANAGEMENT

29. Until otherwise determined by the Company in general meeting, the number of the Council shall not be less than nine.

30. The first members of the Council shall be the subscribers to the Memorandum of Association.

31. The Council may from time to time and at any time appoint any member of the Company as a member of the Council, either to fill a casual vacancy or by way of addition to the Council. Any member so appointed shall retain his office only until the next annual general meeting, but he shall then be eligible for re-election.

32. No person who is not a member of the Company shall in any circumstances be eligible to hold office as a member of the Council.

BORROWING

33. The Council may exercise all the powers of the Company to borrow money, and to mortgage or charge its property, or any part thereof, and subject to Section 14 of the Companies Act 1980 to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company.

POWERS AND DUTIES OF THE COUNCIL

34. The business of the Company shall be managed by the Council who may exercise all such powers of the Company as are not, by the Companies Acts or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Companies Acts or these articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.

35. The Council shall have power from time to time to appoint members of the Company to be chairman and vice-chairman of the Company and determine their respective duties and the tenure of their offices.

36. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise

executed, as the case may be, in such manner as the council shall from time to time by resolution determine.

37. The Council shall cause minutes to be made in books provided for the purpose -

(a) of all appointments of officers made by the Council;

(b) of the names of the Council present at each meeting of the Council and of any committee of the Council;

(c) of all resolutions and proceedings at all meetings of the Company, and of the Council and of committees of Council;

and every Council member present at any meeting of the Council or committee of the Council shall sign his name in a book to be kept for that purpose.

38. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that, in case the members of the Council shall at any time be or be reduced in number to less than the minimum prescribed in accordance with these articles, it shall be lawful for them to act as the Council for the purpose of filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

39. The office of a member of the Council shall be vacated:

(a) if a receiving order is made against him or he makes any arrangement or composition with his creditors;

(b) if he becomes of unsound mind;

(c) if he ceases to be a member of the Company;

(d) if by notice in writing to the Company he resigns his office;

(e) if he ceases to hold office by reason of an order made under the Companies Acts;

(f) if he is removed from office by a resolution duly passed pursuant to section 184 of the Act.

ANNUAL ELECTION OF THE COUNCIL

40. At every annual general meeting one-third of the members of the Council for the time being other than the chairman or, if the number of members of the Council other than the chairman is not three or a multiple of three, then the number nearest one-third shall retire from office, but shall be eligible for re-election. The members of the Council

to retire shall be those who have been longest in office since their last appointment or election, but as between members of equal seniority those to retire shall (unless they otherwise agree between themselves) be determined by lot. A retiring Council member shall be eligible for re-election.

41. No person other than a retiring member of the Council shall be eligible for election to office on the Council at any general meeting unless, not less than three nor more than twenty-one days before the day appointed for the meeting, there shall have been given to the secretary notice in writing by some member, duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by that person, of his willingness to be elected.

42. The Company may by extraordinary resolution remove any member of the Council before the expiration of his period of office, and may by an ordinary resolution appoint another member in his stead.

PROCEEDINGS OF THE COUNCIL

43. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote.

44. A member of the Council may, and on the request of a member of the Council the secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

45. The chairman for the time being of the Company shall be the chairman of the Council and shall be entitled to preside at all meetings of the Council at which he shall be present, but if there is no such chairman for the time being or if at any meeting the chairman be not present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their members to be chairman of the meeting.

46. The Council may delgate any of their powers to committees consisting of such person or person (whether or not members of the Council or Company) as the Council think fit, but so that any committee consisting of less than three persons shall consist only of members of the Council and any other committee shall consist of members of the Council to the extent of a least two-thirds of its number. Any committee so formed shall conform to any regulations imposed on it by the Council and shall be subject at all times to the control of the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these articles for regulating the meetings and proceedings

of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid,

47. All acts bona fide done by any meeting of the Council or of any committee set up by the Council, or by any person acting as a member of the Council or of any committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council or of the Committee.

48. A resolution in writing signed by all the members for the time being of the Council or of any committee set up by the Council who are duly entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee respectively duly convened and constituted.

SECRETARY

49. Subject to Section 21(5) of the Companies Act 1976 the secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. The Council may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if there be no secretary or no secretary capable of acting.

50. A provision of the Act or these articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as a Council member and as, or in place of, the secretary.

THE SEAL

51. The Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council or of a committee of the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Council member and shall be countersigned by the secretary or by a second council member or by some other person appointed by the Council for the purpose.

ACCOUNTS

52. The Council shall cause accounting records to be kept in accordance with section 12 of the Companies Act 1976.

53. The accounting records shall be kept at the registered office of the company or, subject to section 12(6) and (7) of the Companies Act 1976, at such other place or places as the Council think fit, and shall

always be open to the inspection of the officers of the company.

54. The books of account shall be open to the inspection of any member of the Company on reasonable notice.

55. The Council shall from time to time in accordance with Sections 150 and 157 of the Act and Section 1, 6 and 7 of the Companies Act 1976 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.

56. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditor's report and the Councils' report shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company. Provided that this articles shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT

57. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

58. Auditors shall be appointed and their duties regulated in accordance with Sections 161 of the Act and Section 14 of the Companies Act 1967, and Sections 13 to 18 of the Companies Act 1976 the members of the Council being treated as the directors mentioned in those sections.

NOTICES

59. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post. This article shall also apply to the sending of balance sheets, accounts and reports as aforesaid.

60. Notice of every general meeting shall be given in any manner hereinbefore authorised to -

- (a) every member except those members who (having no registered

address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;

(b) Every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to received notice of the meeting: and

(c) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Anne Mo Harberson

ANNE MARGARET HARBERTSON

56, ELEANOR CLOSE,

LEWES, E. SUSSEX.

TEACHER.

E. Clarke

Eve Clarke

33, Eleanor Close,

Lewes. E. Sussex

Retired.

G. Courage

GILLIAN EVELYN COURAGE

50 ELEANOR CLOSE

KING HENRYS ROAD

LEWES, EAST SUSSEX

Secretary

Dated the

7th

day of

October.

1982

WITNESS to the above Signatures :-

John Watson

KEITH JAMES WATSON

55, Eleanor Close

King Henrys Rd,

Lewes

East Sussex

Area Sales Manager

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

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

1

Please do not
write in this
binding margin.

Company number

1679918/14

Name of Company

ELEANOR CLOSE MANAGEMENT COMPANY

Limited*

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

*delete if
inappropriate

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

56 Eleanor Close

Lewes

East Sussex

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

☐

L. M. Haddock

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
reference (if any) :

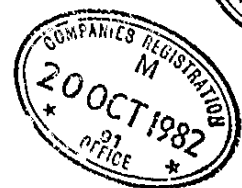
DONNE, MILEHAM & HADDOCK
FREDERICK PLACE
BRIGHTON
BN1 1AT

(REF: 88)

For official use

General section

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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:

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 before completing this part of the form

Name (note 2)	Business occupation
EVE CLARKE	Retired
Former name(s) (note 3)	Nationality
	British
Address (note 4)	Date of birth (where applicable) (note 6)
33 ELEANOR CLOSE, LEWES, EAST SUSSEX	N/A
Particulars of other directorships (note 5)	
None	
I hereby consent to act as director of the company named on page 1	
Signature <i>E. Clarke</i>	Date <i>7th October 1982</i>

Name (note 2)	Business occupation
GILLIAN EVELYN COURAGE	Secretary
Former name(s) (note 3)	Nationality
	British
Address (note 4)	Date of birth (where applicable) (note 6)
50 ELEANOR CLOSE, LEWES, EAST SUSSEX	N/A
Particulars of other directorships (note 5)	
None	
I hereby consent to act as director of the company named on page 1	
Signature <i>G. Courage</i>	Date <i>7th October 1982</i>

Name (note 2)	Business occupation
ANNE MARGARET HARBERTSON	TEACHER
Former name(s) (note 3)	Nationality
	BRITISH
Address (note 4)	Date of birth (where applicable) (note 6)
56 ELEANOR CLOSE, LEWES, EAST SUSSEX	N/A
Particulars of other directorships (note 5)	
NONE	
I hereby consent to act as director of the company named on page 1	
Signature <i>Anne Mo Harbertson</i>	Date <i>7th October, 1982</i>

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:

Name (notes 2 & 7)	
ANNE MARGARET HARBERTSON	
Former name(s) (note 3)	
Address (notes 4 & 7)	
56 ELEANOR CLOSE, LEWES, EAST SUSSEX	
I hereby consent to act as secretary of the company named on page 1	
Signature	<i>✓ Anne Mo Harbertson</i> ✓
Date	<i>7th. October, 1982</i>

Important
The particulars
to be given are
those referred to
in section 21(2)(b)
of the Companies
Act 1978 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)	
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 *E. Clark* [Subscriber] [~~Agent~~]† Date *7th. October, 1982*

Signature *G. Courage* [Subscriber] [~~Agent~~]† Date *7th October 1982*

Signature *Anne Mo Harbertson* Subscriber (Date) *7th. October, 1982*

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No.

1679918

I hereby certify that

ELEANOR CLOSE MANAGEMENT COMPANY LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at Cardiff the

19TH NOVEMBER 1982

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

Assistant Registrar of Companies